

UCP, Inc.
Form 3
July 23, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â PICO HOLDINGS INC
/NEW

(Last) (First) (Middle)

7979 IVANHOE
AVENUE,Â STE 300

(Street)

LA JOLLA,Â CAÂ 92037

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
07/23/2013

3. Issuer Name **and** Ticker or Trading Symbol
UCP, Inc. [UCP]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

5. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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				Shares			or Indirect (I) (Instr. 5)	
Series A Units of UCP, LLC	Â (1)	Â (1)	Class A Common Stock	10,593,000	\$ (1)		D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PICO HOLDINGS INC /NEW 7979 IVANHOE AVENUE STE 300 LA JOLLA, CA 92037	Â	Â X	Â	Â

Signatures

PICO Holdings, Inc. by John Perri, Chief Accounting Officer 07/23/2013

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On July 23, 2013, PICO Holdings, Inc. ("PICO") entered into an Exchange Agreement with the Issuer, pursuant to which PICO may (1) exchange, at PICO's election, all or any portion of the Series A Units of UCP, LLC held by PICO for an equal number of shares of Class A Common Stock of the Issuer. This exchange right may be exercised multiple times and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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