HC2 Holdings, Inc. Form 4 February 01, 2016

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **FALCONE PHILIP** 

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

(Middle)

HC2 Holdings, Inc. [HCHC] 3. Date of Earliest Transaction

(Check all applicable)

CEO, Chairman & President

C/O HC2 HOLDINGS, INC., 505 HUNTMAR PARK DRIVE, SUITE 01/29/2016

(Month/Day/Year)

X Director 10% Owner X\_ Officer (give title Other (specify below)

325

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Code

(Instr. 8)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Following

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HERNDON, VA 20170

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

3. Transaction Date 3A. Deemed 1. Title of (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date Derivative Conversion

5. Number 6. Date Exercisable and 7. Title and Amount of 8. l Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquires (A) or Disposes (D) (Instr. 3, and 5)	d d of	(Month/Day/Year)		(Instr. 3 and 4)		S
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 7.93	01/29/2016		A	6,848 (1)		(2)	05/21/2024	Common Stock	6,848	

(In

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
reporting Owner Nume / Numers	Director	10% Owner	Officer	Other			
FALCONE PHILIP C/O HC2 HOLDINGS, INC. 505 HUNTMAR PARK DRIVE, SUITE 325 HERNDON, VA 20170	X	X	CEO, Chairman & President				

# **Signatures**

/s/ Philip A.
Falcone

\*\*Signature of Date

\*\*Signature of
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).
- Reflects shares underlying an additional option (the "Option") to purchase shares of the common stock of HC2 Holdings, Inc. (the (1) "Company") issued pursuant to an option agreement, originally dated as of May 21, 2014 and as reformed and clarified on October 26, 2014 (the "Option Agreement"), between the Company and Philip Falcone.
- The Option vests in three equal annual installments beginning on the date of issuance, subject to Mr. Falcone's continued employment (2) with the Company on each vesting date, and will become immediately exercisable in the event of a Fundamental Change Transaction (as defined in the Option Agreement).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2