

FALCONE PHILIP
Form 4
June 15, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
FALCONE PHILIP

2. Issuer Name and Ticker or Trading Symbol
HC2 HOLDINGS, INC. [HCHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HC2 HOLDINGS, INC., 450
PARK AVENUE, 30TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2018

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

CEO, Chairman and President

(Street)
NEW YORK, NY 10022

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/02/2018		G	V	50,000	D	\$ 0 1,159,921
Common Stock	04/12/2018		G	V	25,000	D	\$ 0 1,134,921
Common Stock	04/20/2018		G	V	25,000	D	\$ 0 1,109,921
Common Stock	05/08/2018		G	V	25,000	D	\$ 0 1,084,921
Common Stock	05/31/2018		G	V	25,000	D	\$ 0 1,059,921

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Common Stock 06/13/2018 A 1,134,852⁽¹⁾ A \$ 0 2,194,773 D

Common Stock 540,000 I Global Opportunities Breakaway MM LLC

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock option (Right To Buy)	\$ 5.45	06/13/2018		A	425,276	<u>(2)</u> 03/16/2028	Common Stock 425,276

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALCONE PHILIP C/O HC2 HOLDINGS, INC. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022	X	X	CEO, Chairman and President	

Signatures

/s/ Philip Falcone 06/14/2018

**Signature of Reporting Person Date

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).

The restricted stock units reported will vest as follows: 374,312 of the RSUs will vest on March 15, 2019; 380,270 of the RSUs will vest on March 16, 2020; and 380,270 of the RSUs will vest on March 16, 2021 (each such date, a "Vesting Date"), provided reporting person continues as an officer of HC2 Holdings, Inc. ("HC2") on each such Vesting Date.

The stock options reported will vest as follows: 140,270 option shares will vest on March 15, 2019; 142,503 option shares will vest on March 16, 2020; and 142,503 option shares will vest on March 16, 2021 (each such date, a "Vesting Date"), provided reporting person continues as an officer of HC2 on each such Vesting 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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