

Braun Michael H
Form 4
March 08, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Braun Michael H

2. Issuer Name and Ticker or Trading Symbol
FedNat Holding Co [FNHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14050 N.W. 14 STREET, SUITE 180
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer & Pres

SUNRISE, FL 33323

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

(City) (State) (Zip)

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 (D) Price | | |
| Common Stock, par value \$0.01 per share | 03/06/2019 | | A | | 55,462 ⁽¹⁾ A \$ 0 643,987 ⁽²⁾ | D | |
| Common Stock, par value \$0.01 per share | 03/06/2019 | | D | | 32,281 ⁽³⁾ D \$ 0 611,706 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Braun Michael H 14050 N.W. 14 STREET SUITE 180 SUNRISE, FL 33323 | X | | Chief Executive Officer & Pres | |

Signatures

/s/ Michael H.
Braun 03/08/2019

**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).

(1) Reflects (i) 55,462 performance shares granted under the Issuer's 2018 Omnibus Incentive Compensation Plan, which vests up to 100% if certain performance goals are met over one- and three-year periods beginning on the grant date.

(2) Includes (i) 55,462 performance shares described in footnote (1); (ii) 59,682 performance shares granted under the 2012 Stock Incentive Plan (the "2012 Plan"), which are the unvested shares remaining after the forfeiture of 17,052 shares and which vest up to 100% if certain performance goals are met on March 16, 2021; (iii) 38,072 performance shares granted under the 2012 Plan which are the unvested shares remaining after the forfeiture of 15,229 shares and which vest up to 100% if certain performance goals are met on March 14, 2020; and (iv) 106,789 restricted shares granted under the 2012 Plan which vest 33-1/3% or 20% per year beginning May 5, 2018 and March 10, 2021, respectively.

(3) Shares granted under the 2012 Plan that were forfeited because performance goals were not met.

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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