

Goodson Nancy
Form 4
February 11, 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 *
Goodson Nancy

2. Issuer Name and Ticker or Trading Symbol
HFF, Inc. [HF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2019

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

Chief Operating Officer

C/O HFF, INC., ONE OXFORD CENTRE,, 301 GRANT STREET, SUITE 1100

(Street)

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

PITTSBURGH, PA 15219

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Class A common stock | 02/06/2019 | | F | 548 ⁽¹⁾ | D | \$ 41.36 | 50,476 | D |
| Class A common stock | 02/06/2019 | | F | 26 ⁽²⁾ | D | \$ 41.36 | 50,450 | D |
| Class A common stock | 02/06/2019 | | F | 43 ⁽³⁾ | D | \$ 41.36 | 50,407 | D |
| Class A common stock | 02/06/2019 | | F | 32 ⁽⁴⁾ | D | \$ | 50,375 | D |

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| | | | | | | | |
|----------------------|------------|---|-------------------|---|----|-------|----------|
| common stock | | | | | | 41.36 | |
| Class A common stock | 02/06/2019 | F | 24 ⁽⁵⁾ | D | \$ | 41.36 | 50,351 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 Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Goodson Nancy C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219 | | | Chief Operating Officer | |

Signatures

/s/ Eric O. Conrad, as attorney-in-fact 02/11/2019

**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).

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- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (1) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 5, 2014.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (2) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (3) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 7, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (4) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on May 2, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (5) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on April 4, 2018.

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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