

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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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 \*  
FALCONE PHILIP

(Last) (First) (Middle)

C/O HC2 HOLDINGS, INC., 450  
PARK AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

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

06/13/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

CEO, Chairman and President

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<sup>(1)</sup> 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<br>C/O HC2 HOLDINGS, INC.<br>450 PARK AVENUE, 30TH FLOOR<br>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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