

HC2 HOLDINGS, INC.  
Form 4  
March 14, 2017

# 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 \*  
ROBINSON PAUL

(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)

03/10/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Legal Officer & Corp Sec

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

\_X\_ 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 Price (D)                                                                       |                                                          |                                   |
| Common Stock                    | 03/10/2017                           |                                                    | A                              |                                                                   | 18,026<br>(1)                                                                                 | A                                                        | \$ 0 100,356 D                    |
| Common Stock                    | 03/10/2017                           |                                                    | F                              |                                                                   | 6,439<br>(2)                                                                                  | D                                                        | \$ 5.5 93,917 D                   |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock option (Right To Buy)                | \$ 5.5                                                 | 03/10/2017                           |                                                    | A                              | 6,729                                                                                   | 03/10/2017 03/10/2027                                    | Common Stock                                                  | 6,729<br>(3)                  |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                                |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                        | Other |
| ROBINSON PAUL<br>C/O HC2 HOLDINGS, INC.<br>450 PARK AVENUE, 30TH FLOOR<br>NEW YORK, NY 10022 |               |           | Chief Legal Officer & Corp Sec |       |

## Signatures

/s/Paul Robinson 03/14/2017

\*\*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 an award of shares of common stock granted pursuant to the HC2 Holdings, Inc. 2014 Omnibus Equity Award Plan (the "Plan").
- (2) Reflects common stock withheld by Issuer to satisfy tax obligations.
- (3) Reflects the number of options granted pursuant to the Plan, which were fully vested on the grant date.

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.