Landcadia Holdings, Inc. Form 4

June 02, 2016

# FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 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

1(b).

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person \* LEUCADIA NATIONAL CORP

> (First) (Middle)

C/O LANDCADIA HOLDINGS.

INC., 1510 WEST LOOP SOUTH

(Street)

(State)

HOUSTON, TX 77027

2. Issuer Name and Ticker or Trading Symbol

Landcadia Holdings, Inc. [LCA]

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

06/01/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

5. Amount of

Securities

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

1.Title of 2. Transaction Date 2A. Deemed 3. Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Beneficially Owned Following Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

Form: Direct (I) (Instr. 4)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if **TransactionDerivative Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amount of

**Underlying Securities** 

(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Sponsor Warrants	\$ 11.5 <u>(1)</u>	06/01/2016		P		7,000,000		(2)	(3)	Class A common stock	3,500,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

LEUCADIA NATIONAL CORP

C/O LANDCADIA HOLDINGS, INC.
1510 WEST LOOP SOUTH

## **Signatures**

HOUSTON, TX 77027

/s/ Joel Rubinstein, Attorney-in-Fact 06/02/2016

\*\*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).
- Each warrant is exercisable to purchase one-half of one share of Class A common stock at \$11.50 per whole share, subject to adjustment (1) as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980).
- The warrants become exercisable beginning on the later of June 1, 2017 or 30 days after the completion of the Issuer's initial business combination as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980).
- The warrants expire five years after the completion of the Issuer's initial business combination or earlier upon redemption or liquidation as described under the heading "Description of Securities--Warrants" in the Issuer's registration statement on Form S-1 (File No. 333-210980).

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.

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