

HAWAIIAN HOLDINGS INC

Form 4

March 28, 2014

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
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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Hershfield Lawrence

(Last) (First) (Middle)

C/O HAWAIIAN HOLDINGS,
INC., 3375 KOAPAKA STREET,
SUITE G-350

(Street)

HONOLULU 96819

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HAWAIIAN HOLDINGS INC [HA]

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2014

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|---|---|--|---|---|
| Common Stock | 03/26/2014 | | A | 15,548 | A \$ 4.25 | 1,032,284 ⁽¹⁾ | D |
| Common Stock | 03/26/2014 | | D | 15,548 | D \$ 14.0973 | 1,016,736 | D |
| Common Stock | 03/27/2014 | | A | 4,452 | A \$ 4.25 | 1,021,168 | D |
| Common Stock | 03/27/2014 | | A | 15,000 | A \$ 3.85 | 1,036,168 | D |
| | 03/27/2014 | | A | 15,000 | A \$ 3.85 | 1,051,168 | D |

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Common
Stock

| | | | | | | | | |
|-----------------|------------|--|---|---------|---|---------|-----------|---|
| Common Stock | 03/27/2014 | | A | 100,000 | A | \$ 3.78 | 1,151,168 | D |
|-----------------|------------|--|---|---------|---|---------|-----------|---|

| | | | | | | | | |
|-----------------|------------|--|---|---------|---|----------------------|-----------|---|
| Common Stock | 03/27/2014 | | D | 134,452 | D | \$ 13.5662 (3) | 1,016,716 | D |
|-----------------|------------|--|---|---------|---|----------------------|-----------|---|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 o Number o Shares |
| Common Stock Option (right to buy) | \$ 4.25 | 03/26/2014 | | M | 15,548 | <u>(4)</u> | 08/10/2015 | Common Stock | 15,548 |
| Common Stock Option (right to buy) | \$ 4.25 | 03/27/2014 | | M | 4,452 | <u>(4)</u> | 08/10/2015 | Common Stock | 4,452 |
| Common Stock Option (right to buy) | \$ 3.85 | 03/27/2014 | | M | 15,000 | <u>(4)</u> | 05/31/2016 | Common Stock | 15,000 |
| Common Stock Option (right to buy) | \$ 3.85 | 03/27/2014 | | M | 15,000 | <u>(4)</u> | 05/30/2017 | Common Stock | 15,000 |
| | \$ 3.78 | 03/27/2014 | | M | 100,000 | <u>(4)</u> | 12/19/2015 | | 100,000 |

Common
Stock
Option
(right to
buy)

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| | Director 10% Owner Officer Other |
| Hershfield Lawrence C/O HAWAIIAN HOLDINGS, INC. 3375 KOAPAKA STREET, SUITE G-350 HONOLULU 96819 | X |

Signatures

/s/ Hoyt Zia, by power of
attorney

03/28/2014

__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) Amount of securities directly owned includes 870,128 shares transferred from RC Aviation Management, LLC, for which the Reporting Person serves as Chief Executive Officer and President, to the Reporting Person on March 13, 2014. Due to an inadvertent clerical error, the number of shares previously held by RC Aviation Management, LLC and reported as indirectly owned by the Reporting Person were previously underreported by 85,000 shares.

(2) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$13.90 to \$14.165 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$13.50 to \$13.72 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(4) The shares subject to the option were fully vested and exercisable.

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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