

HC2 Holdings, Inc.
Form 4
August 10, 2015

FORM 4

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

OMB APPROVAL

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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., 505
HUNTMAR PARK DRIVE, SUITE
325**

(Street)

HERNDON, VA 20170

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HC2 Holdings, Inc. [HCHC]

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2015

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 & 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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock option (Right To Buy)	\$ 4.05	08/06/2015	D		750,000 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	75
Stock option (Right To Buy)	\$ 4.25	08/06/2015	A		705,882 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	70
Stock option (Right To Buy)	\$ 4	08/06/2015	D		2,667 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	2
Stock option (Right To Buy)	\$ 4.25	08/06/2015	A		2,510 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	2
Stock option (Right To Buy)	\$ 4.46	08/06/2015	D		7,527 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	7
Stock option (Right To Buy)	\$ 4.46	08/06/2015	A		7,084 <u>(1)</u>		<u>(2)</u>	05/21/2024	Common Stock	7

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALCONE PHILIP C/O HC2 HOLDINGS, INC. 505 HUNTMAR PARK DRIVE, SUITE 325 HERNDON, VA 20170	X		CEO, Chairman & President	

Signatures

/s/ Philip A. Falcone 08/10/2015

**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).

Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. The options (the "Options") to purchase shares of the common stock of HC2 Holdings, Inc. (the "Company") were issued pursuant anti-dilution provisions (1) of an option agreement, originally dated as of May 21, 2014, and as reformed and clarified on October 26, 2014, between the Company and Philip Falcone (the "Option Agreement"), and were amended to reflect the correct conversion price of the Company's Series A Convertible Participating Preferred Stock (the "Preferred Stock").

The Options vest in three equal annual installments beginning on October 28, 2014, subject to Mr. Falcone's continued employment with (2) the Company on each vesting date, and will become immediately exercisable in the event of a Fundamental Change Transaction (as defined in the Option Agreement). The Options are also contingent on the conversion of the Company's Preferred Stock.

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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