

HC2 Holdings, Inc.  
Form 4  
April 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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., 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)  
**04/14/2016**

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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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities 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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.5	04/14/2016	A		500,000 (1)		(2)	04/14/2026	Common Stock	500,000
Stock Option (Right to Buy)	\$ 10.5	04/14/2016	A		500,000 (1)		(2)	04/14/2026	Common Stock	500,000
Stock Option (Right to Buy)	\$ 13.5	04/14/2016	A		500,000 (1)		(2)	04/14/2026	Common Stock	500,000

## 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	X	CEO, Chairman & President	

## Signatures

/s/ Philip A. Falcone 04/18/2016

\*\*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).  
Reflects shares underlying an option (the "Option") to purchase an aggregate of 1,500,000 shares of the common stock of HC2 Holdings, Inc. (the "Company") issued pursuant to the Company's 2014 Omnibus Equity Award Plan at per share exercise prices as follows: (a) \$7.50 with respect to an option to acquire 500,000 shares; (b) \$10.50 with respect to an option to acquire 500,000 shares; and (c) \$13.50 with respect to an option to acquire 500,000 shares.
- (1)
- (2) The Option vests in three equal installments on each of the first three anniversaries following the grant date (with each tranche vesting one-third on each such 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.