

HC2 Holdings, Inc.  
Form 4  
October 30, 2014

**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 \*  
**FALCONE PHILIP**

(Last) (First) (Middle)

C/O HC2 HOLDINGS, INC., 460  
HERNDON PARKWAY, SUITE  
150

(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)  
**10/28/2014**

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)  
**CEO**

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)	\$ 4.05	10/28/2014	A		234,608 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	234,608 <u>(1)</u>
Stock Option (right to buy)	\$ 3.77	10/28/2014	A		53,963 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	53,963 <u>(1)</u>
Stock Option (right to buy)	\$ 3.98	10/28/2014	A		6,140 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	6,140 <u>(1)</u>
Stock Option (right to buy)	\$ 4	10/28/2014	A		2,394 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	2,394 <u>(1)</u>
Stock Option (right to buy)	\$ 4.04	10/28/2014	A		33,124 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	33,124 <u>(1)</u>
Stock Option (right to buy)	\$ 4.02	10/28/2014	A		50,247 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	50,247 <u>(1)</u>
Stock Option (right to buy)	\$ 4.03	10/28/2014	A		52,485 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	52,485 <u>(1)</u>
Stock Option (right to buy)	\$ 3.85	10/28/2014	A		49,372 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	49,372 <u>(1)</u>
Stock Option (right to buy)	\$ 3.99	10/28/2014	A		280,472 <u>(1)</u>		<u>(2)</u>	05/20/2024	Common Stock	280,472 <u>(1)</u>
Stock Option (right to buy)	\$ 4.05	10/28/2014	A		750,000 <u>(1)</u>		<u>(3)</u>	05/20/2024	Common Stock	750,000 <u>(1)</u>

buy)

Stock

Option  
(right to  
buy)

\$ 4

10/28/2014

A

2,667 <sup>(1)</sup><sup>(3)</sup>

05/20/2024

Common  
Stock2,667 <sup>(1)</sup>

Stock

Option  
(right to  
buy)

\$ 4.46

10/28/2014

A

7,786 <sup>(1)</sup><sup>(3)</sup>

05/20/2024

Common  
Stock7,786 <sup>(1)</sup>

Stock

Option  
(right to  
buy)

\$ 4.36

10/28/2014

A

258,824  
<sup>(1)</sup><sup>(3)</sup>

05/20/2024

Common  
Stock258,824  
<sup>(1)</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FALCONE PHILIP C/O HC2 HOLDINGS, INC. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170	X	X	CEO	

## Signatures

Philip A.  
Falcone

10/30/2014

\*\*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).

Reflects shares underlying an additional option (the "Option") to purchase shares of the common stock of HC2 Holdings, Inc. (the "Company") issued pursuant to an option agreement, originally dated as of May 21, 2014 and as reformed and clarified on October 26, 2014 (the "Option Agreement"), between the Company and Philip Falcone.

(1) The Option vests in three equal annual installments beginning on the date of issuance, subject to Mr. Falcone's continued employment with 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).

(3) The Option vests in three equal annual installments beginning on the date of issuance, subject to Mr. Falcone's continued employment with 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 Option is 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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