HC2 Holdings, Inc. Form 4 September 18, 2014

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

HC2 Holdings, Inc. [HCHC]

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year)

Filed(Month/Day/Year)

3.

A

09/16/2014

Symbol

1(b).

(Last)

(City)

Common

Stock (1)

(Print or Type Responses)

1. Name and Address of Reporting Person * Estus Ian

(First) (Middle)

C/O HC2 HOLDINGS, INC., 460

HERNDON PARKWAY, SUITE 150

(Street)

(State)

09/16/2014

HERNDON, VA 20170

(Zip)

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires:

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response...

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2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) below) Managing Director, Investments

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

4. Securities Acquired 5. Amount of

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

Code (D) (Instr. 8)

Transaction(A) or Disposed of (Instr. 3, 4 and 5) (A)

Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Transaction(s) (Instr. 3 and 4)

or (D) Price Amount Α

Code V 62,500

\$0 62,500 D

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)

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)		8 1 5 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 4.06	09/16/2014		A	12,500	(2)	09/15/2024	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Estus Ian C/O HC2 HOLDINGS, INC. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170			Managing Director, Investments			

Signatures

Ian Estus 09/18/2014

**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 the restricted stock granted on September 16, 2014, 20,833 shares vested on September 16, 2014, 20,833 shares shall vest on (1) May 21, 2015, and 20,834 shares shall vest on May 21, 2016, provided Mr. Estus is employed by HC2 Holdings, Inc. (the "Company") on each such vesting date.
- Reflects the shares of common stock underlying the options granted on September 16, 2014, 4,167 shares vested on September 16, 2014, (2) 4,167 shares shall vest on May 21, 2015, and 4,166 shares shall vest on May 21, 2016, provided Mr. Estus is employed by the Company on each such vesting 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.

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