

Heritage Insurance Holdings, Inc.

Form 4

November 13, 2015

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Neilson Paul

(Last) (First) (Middle)

C/O HERITAGE INSURANCE  
HOLDINGS, INC., 2600  
MCCORMICK DRIVE SUITE 300

(Street)

CLEARWATER, FL 33759

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Heritage Insurance Holdings, Inc.  
[HRTG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2015

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Vice President of Claims

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/09/2015		M		787	A	\$ 16.89	8,437	D
Common Stock	11/09/2015		S		787	D	\$ 24.035	7,650	D
Common Stock	11/10/2015		M		20,000	A	\$ 16.89	27,650	D
Common Stock	11/10/2015		S		20,000	D	\$ 23.599	7,650	D
	11/11/2015		M		4,213	A	\$ 16.89	11,863	D

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Common  
Stock

Common Stock	11/11/2015	M	5,000	A	\$ 14.02	16,863	D
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Common Stock	11/11/2015	S <sup>(1)</sup>	9,213	D	\$ 23.6078	7,650	D
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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 or Number of Shares
Stock Option (Right to Buy)	\$ 16.89	11/09/2015		M		787		<u>(2)</u>	12/02/2017	Common Stock	787
Stock Option (Right to Buy)	\$ 16.89	11/10/2015		M		20,000		<u>(2)</u>	12/02/2017	Common Stock	20,000
Stock Option (Right to Buy)	\$ 16.89	11/11/2015		M		4,213		<u>(2)</u>	12/02/2017	Common Stock	4,213
Stock Option (Right to Buy)	\$ 14.02	11/11/2015		M		5,000		03/15/2015	09/24/2017	Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director    10% Owner    Officer

Other

Neilson Paul  
C/O HERITAGE INSURANCE HOLDINGS, INC.  
2600 MCCORMICK DRIVE SUITE 300  
CLEARWATER, FL 33759

Vice President of Claims

## Signatures

/s/ Bruce Lucas, by Power of  
Attorney

11/12/2015

\_\_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).
- (1) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$23.55 and \$23.67 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (2) Fifty percent (50%) of the stock options reported on this line were immediately vested on the grant date, and the remaining fifty percent (50%) vested on April 30, 2015.

### Remarks:

The reporting person initially filed a Form 4 on August 19, 2014 (the "Initial Form 4") reporting the award of stock options to

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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