

HC2 Holdings, Inc.  
Form 4  
September 18, 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 \*  
Mancuso Andrea L

(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)  
09/16/2014

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 below) \_\_\_ Other (specify below)  
Assoc. GC & Asst. Corp. Sec.

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock <sup>(1)</sup>	09/16/2014		A		30,000	A	\$ 0
					30,000	D	

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)**

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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. 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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 4.06	09/16/2014		A	6,000	(2) 09/15/2024	Common Stock	6,000

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mancuso Andrea L C/O HC2 HOLDINGS, INC. 460 HERNDON PARKWAY, SUITE 150 HERNDON, VA 20170				Assoc. GC & Asst. Corp. Sec.

**Signatures**

Andrea L. Mancuso  
Date: 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).
- (1) Reflects the restricted stock granted on September 16, 2014, 10,000 shares vested on September 16, 2014, 10,000 shares shall vest on September 9, 2015, and 10,000 shares shall vest on September 9, 2016, provided Ms. Mancuso is employed by HC2 Holdings, Inc. (the "Company") on each such vesting date.
- (2) Reflects the shares of common stock underlying the options granted on September 16, 2014, 2,000 shares vested on September 16, 2014, 2,000 shares shall vest on September 9, 2015, and 2,000 shares shall vest on September 9, 2016, provided Ms. Mancuso 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.