

Heritage Insurance Holdings, Inc.  
 Form 4  
 March 12, 2015

**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 \*  
 Peiso Joseph R

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 C/O HERITAGE INSURANCE HOLDINGS, INC., 2600 MCCORMICK DRIVE SUITE 300  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2015

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

CLEARWATER, FL 33759  
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Common Stock	03/10/2015		S		3,949	D		\$ 22.5041 (1)	46,342	D	
Common Stock	03/11/2015		M		12,500	A		\$ 16.89	58,842	D	
Common Stock	03/11/2015		S		18,551	D		\$ 22.2976 (2)	40,291	D	
Common	03/11/2015		S		5,000	D		\$	12,850	I	See

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Stock					22.2976			Footnote
					<u>(2)</u>			<u>(3)</u>
Common Stock	03/12/2015		S	9,582	D	\$ 22.4999	30,709	D
						<u>(4)</u>		
Common Stock	03/12/2015		S	7,687	D	\$ 22.503	5,163	I
						<u>(5)</u>		See Footnote
								<u>(3)</u>

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 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)	\$ 16.89	03/11/2015		M	12,500	<u>(6)</u> 12/02/2017	Common Stock	12,500

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Peiso Joseph R  
C/O HERITAGE INSURANCE HOLDINGS, INC.  
2600 MCCORMICK DRIVE SUITE 300  
CLEARWATER, FL 33759

Vice President of Compliance

## Signatures

/s/ Bruce Lucas, by Power of Attorney

03/12/2015

\*\*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 \$22.40 and \$22.56 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

(2) 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 \$22.20 and \$22.39 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

(3) Shares of common stock reported on this line are held by Mr. Peiso's wife.

(4) 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 \$22.35 and \$22.52 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

(5) 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 \$22.50 and \$22.52 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

(6) Fifty percent (50%) of the stock options reported on this line were immediately vested on the grant date, and the remaining fifty percent (50%) vest on April 30, 2015.

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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