

BARR WAYNE JR
Form 4
November 23, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
BARR WAYNE JR

2. Issuer Name and Ticker or Trading Symbol
HC2 HOLDINGS, INC. [HCHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HC2 HOLDINGS, INC., 450
PARK AVENUE, 30TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10022

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

(City) (State) (Zip)

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 11/08/2018 | | L | 400 | A | \$ 5.22 | 56,580 | D |
| Common Stock | 11/09/2018 | | L | 400 | A | \$ 4.95 | 56,980 | D |
| Common Stock | 11/14/2018 | | L | 200 | A | \$ 3.4923 | 57,180 | D |
| Common Stock | 11/21/2018 | | P | 1,000 | A | \$ 3.05 | 58,180 | D |
| Common Stock | | | | | | | 200,000 | I |
| | | | | | | | CCUR Holdings, Inc. (1) | |

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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)

| 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 |
| 7.5% Conv Senior Note due 2022 (conv into common stock) | \$ 4.38 ⁽²⁾ | 11/20/2018 | | P | \$ 2,500,000 | ⁽²⁾ | ⁽²⁾ | Common Stock | 570,776 ⁽²⁾ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARR WAYNE JR C/O HC2 HOLDINGS, INC. 450 PARK AVENUE, 30TH FLOOR NEW YORK, NY 10022 | X | | | |

Signatures

/s/ Wayne Barr,
Jr. 11/23/2018

**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) Held by CCUR Holdings, Inc. ("CCUR"), of which the Reporting Person is Chairman, President and CEO. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the beneficial

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owner of any securities covered by this filing.

- (2) On Nov 20, 2018, CCUR purchased \$2,500,000 in aggregate principal amount of the Issuer's 7.5% convertible senior notes due 2022 (the "Convertible Notes"). The Convertible Notes bear interest at a rate of 7.5% per annum, payable semi-annually in arrears on June 1 and December 1 of each year, beginning on June 1, 2019, unless converted, redeemed or repurchased in accordance with their terms prior to June 1, 2022 (the "maturity date"). The Convertible Notes are convertible at CCUR's option into shares of the Issuer's Common Stock based on an initial conversion rate of 228.3105 shares of Common Stock per \$1,000 principal amount of Convertible Notes (equivalent to an initial conversion price of \$4.38 per share of the Issuer's Common Stock), subject to certain adjustments, at any time prior to the close of business on the business day immediately preceding the maturity date, in principal amounts of \$1,000 or an integral multiple of \$1,000 in excess thereof.

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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