

HC2 Holdings, Inc.
Form 3/A
October 01, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â DG Capital Management, LLC			(Month/Day/Year)	HC2 Holdings, Inc. [HCHC]	
(Last)	(First)	(Middle)	10/01/2014		
460 PARK AVENUE,Â 13TH FLOOR			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		05/29/2014
NEW YORK,Â NYÂ 10022			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.001 per share	1,192,335	I	See Footnote ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Participating Preferred Stock	Â (2)	Â (2)	Common Stock	(2)	\$ (2)	I	See Footnote (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DG Capital Management, LLC 460 PARK AVENUE 13TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â
Gertzulin Dov 460 PARK AVENUE 13TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Signatures

/s/ DG CAPITAL MANAGEMENT, LLC - Dov Gertzulin, Managing Member	**Signature of Reporting Person	10/01/2014	Date
/s/ Dov Gertzulin	**Signature of Reporting Person	10/01/2014	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
 Shares reported herein are held for the account of private investment funds for which DG Capital Management, LLC serves as investment adviser. Mr. Gertzulin serves as the Managing Member of DG Capital Management, LLC. Each of the Reporting Persons disclaims
 (1) beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that either of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
 (2) The Series A Convertible Participating Preferred Stock was convertible as of the date of issuance and has no expiration date. As of the May 29, 2014, the Reporting Persons may be deemed to have beneficially owned 5,000 shares of the Issuer's Series A Convertible Participating Preferred Stock, each of which was convertible as of such date into shares of the Issuer's common stock at rate of \$1,000 divided by \$4.25, subject to adjustment upon the occurrence of certain events.

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.