

HC2 Holdings, Inc.
Form 4
June 29, 2015

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 *
HRG GROUP, INC.

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)
450 PARK AVENUE, 29TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
06/25/2015

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NEW YORK, NY 10022

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			
Common Stock	06/25/2015		S	127,524 D \$ 9.5	5,630,836	I	See Footnotes (1) (2)
Common Stock	06/26/2015		S	934,541 D \$ 9.05	4,696,295	I	See Footnotes (1) (3)
Common Stock	06/29/2015		S	17,900 D \$ 9.11	4,678,395	I	See Footnotes (1) (4)

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.

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HRG GROUP, INC. 450 PARK AVENUE 29TH FLOOR NEW YORK, NY 10022		X		

Signatures

HRG Group, Inc., By: /s/ Thomas Williams, Executive Vice President and Chief Financial Officer

06/29/2015

__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).

The shares of the Issuer reported herein are held in the name of a wholly owned subsidiary of HRG Group, Inc. ("HRG") by the name of HGI Funding, LLC, and may be held by one or more wholly owned subsidiaries of HRG in the future from time to time (collectively, (1) such subsidiaries of HRG, "HRG Holdings"). HRG does not own directly any securities of the Issuer. However, as a result of HRG's ownership of all of HRG Holdings' equity, HRG may be deemed to beneficially own securities of the Issuer directly owned by HRG Holdings.

The price shown in Column 4 is the weighted average sale price of these Shares on the transaction date. The price range for the sales is (2) \$9.61 to \$9.45 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares sold at each separate price.

(3)

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The price shown in Column 4 is the weighted average sale price of these Shares on the transaction date. The price range for the sales is \$9.45 to \$9.00 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares sold at each separate price.

- (4) The price shown in Column 4 is the weighted average sale price of these Shares on the transaction date. The price range for the sales is \$9.13 to \$9.09 per Share. The Reporting Person undertakes to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer full information regarding the number of Shares sold at each separate price.

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.