

UNIVERSAL INSURANCE HOLDINGS, INC.  
Form SC 13D/A  
November 23, 2018

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

UNIVERSAL INSURANCE HOLDINGS, INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

91359V107  
(CUSIP Number)

Sean P. Downes  
Universal Insurance Holdings, Inc.  
1110 W. Commercial Blvd., Suite 100  
Fort Lauderdale, Florida 33309  
Tel: (954) 958-1200  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 21, 2018  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box.

(Page 1 of 5 Pages)

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 91359V107 SCHEDULE 13D Page 2 of 5 Pages

NAME OF REPORTING PERSON

1

Sean P. Downes

CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDING IS  
REQUIRED PURSUANT TO ITEMS  
2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States of America

SOLE VOTING POWER

7

2,291,776

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

SHARED VOTING POWER

8

0

SOLE DISPOSITIVE POWER

9

2,291,776

SHARED DISPOSITIVE POWER

10

0

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
PERSON

11

2,291,776

12

CHECK IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

13

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

6.6%

14

TYPE OF REPORTING PERSON  
  
IN

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CUSIP No. 91359V107 SCHEDULE 13D Page 3 of 5 Pages

## Explanatory Note

This Amendment No. 3 (“Amendment No. 3”) to Schedule 13D is being filed by Sean P. Downes pursuant to Rule 13d-1(a) under the Securities Exchange Act of 1934 to report certain material changes to Mr. Downes’ beneficial ownership since the filing of Amendment No. 2. This Amendment No. 3 amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2017, as amended by Amendment No. 1 filed on November 24, 2017, and Amendment No. 2 filed on April 3, 2018 (collectively, the “Schedule 13D”). All capitalized terms used herein and not otherwise defined in this Amendment No. 3 have the meaning set forth in the Schedule 13D.

## Item 5. INTEREST IN SECURITIES OF THE ISSUER

Item 5 of the Schedule 13D is supplemented as follows:

Mr. Downes beneficially owns an aggregate of 2,291,776 shares of Common Stock (which includes performance share units and options to purchase in the aggregate 952,635 shares of Common Stock that vest and are exercisable (a) within 60 days hereof), which represents approximately 6.6% of the outstanding shares of Common Stock of the Company. The percentage is based on 34,938,872 shares of Common Stock outstanding on October 29, 2018, as reported in the Company’s quarterly report on Form 10-Q, filed with the SEC on October 31, 2018.

(b) Number of shares as to which Mr. Downes has:

(i) Sole power to vote or direct the vote:	2,291,776
(ii) Shared power to vote or direct the vote:	0
(iii) Sole power to dispose or direct the disposition of:	2,291,776
(iv) Shared power to dispose or direct the disposition of:	0

(c) During the past sixty days, the following transactions were effected for Mr. Downes’ account by a broker in the open market pursuant to a Rule 10b5-1 plan adopted by Mr. Downes on May 18, 2018:

Date	No. of Shares	Price per Share	
October 24, 2018	7,742	\$ 44.9238	(1)
October 24, 2018	9,665	\$ 46.0811	(2)
October 24, 2018	2,593	\$ 46.6713	(3)
September 24, 2018	20,000	\$ 47.66	(4)

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CUSIP No. 91359V107 SCHEDULE 13D Page 4 of 5 Pages

This price reflects the weighted average price. The shares were sold in multiple transactions at prices ranging from \$44.48 to \$45.44, inclusive. Mr. Downes undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnotes (1) through (4) herein.

(1) This price reflects the weighted average price. The shares were sold in multiple transactions at prices ranging from \$45.48 to \$46.46, inclusive.

(2) This price reflects the weighted average price. The shares were sold in multiple transactions at prices ranging from \$46.48 to \$47.10, inclusive.

(3) This price reflects the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.20 to \$47.95, inclusive.

(4) This Item 5(d) is not applicable.

(e) This Item 5(e) is not applicable.

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CUSIP No. 91359V107 SCHEDULE 13D Page 5 of 5 Pages

SIGNATURE

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 23, 2018

/s/ Sean P. Downes  
SEAN P. DOWNES

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