HC2 Holdings, Inc. Form 4 October 13, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

Expires:

January 31, 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Gerber Sander

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last) (First) HC2 Holdings, Inc. [HCHC]

(Check all applicable)

C/O HUDSON BAY CAPITAL

(Middle)

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

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

MANAGEMENT, L.P., 777 THIRD **AVENUE, 30TH FLOOR** 

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

10/09/2015

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

Person

NEW YORK, NY 10017

(City)	(State) (	Zip) Table	e I - Non-E	Derivative S	Securi	ities Acqui	red, Disposed of	, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	oror Dispos (Instr. 3, 4	ed of 4 and 3 (A) or		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)
Common Stock, par value \$0.001 ("Common Stock")	10/09/2015		Code V	Amount 25,000	(D)	\$ 7.6505	838,872	I	By Hudson Bay Absolute Return Credit Opportunities Master Fund, Ltd. (2)
Common Stock	10/12/2015		S	62,500	D	\$ 7.9326 (3)	776,372	I	By Hudson Bay Absolute Return Credit Opportunities Master Fund,

Ltd. (2)

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.

SEC 1474 (9-02)

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### 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. Transa Code (Instr.	8)	5. nNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	rlying	8. Price of Derivative Security (Instr. 5)
				Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
F	Director	10% Owner	Officer	Other			
Gerber Sander C/O HUDSON BAY CAPITAL MANAGEMENT, L.P. 777 THIRD AVENUE, 30TH FLOOR NEW YORK, NY 10017		X					
Hudson Bay Credit Management LLC 777 THIRD AVENUE, 30TH FLOOR NEW YORK, NY 10017		X					
Hudson Bay Capital Management LP 777 THIRD AVE., 30TH FLOOR NEW YORK, NY 10017		X					
Signatures							

/s/ Hudson Bay Capital Management L.P., By: Sander Gerber, Authorized	
Signatory	10/13/2015
**Signature of Reporting Person	Date
/s/ Hudson Bay Credit Management LLC, By: Sander Gerber, Authorized	
Signatory	10/13/2015

Reporting Owners 2 \*\*Signature of Reporting Person

Date

/s/ Sander Gerber

10/13/2015

\*\*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 price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.56 to \$7.7899, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each price within the range set forth herein.
  - The shares are held by Hudson Bay Absolute Return Credit Opportunities Master Fund, Ltd. (the "Fund"). Hudson Bay Credit Management LLC (the "Investment Manager") is the investment manager of the Fund. The sole member of the Investment Manager is Hudson Bay Capital Management L.P. As such, each of the Investment Manager and Hudson Bay Capital Management L.P. may be
- (2) deemed to share beneficial ownership of the shares held by the Fund. As the managing member of the general partner of Hudson Bay Capital Management L.P., Mr. Sander Gerber may be deemed to share beneficial ownership of the shares held by the Fund. Each Reporting Person disclaims beneficial ownership of the shares held by the Fund, except to the extent of its or his pecuniary interest therein.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.73 to \$8.00, inclusive. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares acquired at each price within the range set forth herein

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.

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