FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROV	/ΔΙ

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	OMB Number:	3235-0287
	Estimated average burder	n
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5
or Section 30(h) of the Investment Company Act of 1940		

					or Se	ection 30(h)	of the	Investment C	ompany Act	of 1940						
1. Name and Address of Reporting Person* FALCONE PHILIP								er or Trading nc. [HCH		(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner					
	2 HOLDING	First) GS, INC. RKWAY, SUITI	3. Date 10/28/		Trans	action (Month	/Day/Year)	X	X Officer (give title Other (specify below) CEO							
(Street)	ON V	'A		4. If An	nendment, D	ate o	f Original File	d (Month/Da	Line)	Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(5	State)	(Zip)												·	
1 Tide of 6			Table I - Non	2. Transa		Securities 2A. Deeme		quired, Di	-	of, or Bene		1	of T	6 0000	orobin	7 Natura of
1. Title of Security (Instr. 3)		r. 3)	Date (Month/L			Execution Date,		Transaction Code (Inst	n Dispose	Disposed Of (D) (Instr. 3, 4		Securities Beneficiall Owned Fol Reported	Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect tr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
									Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				-
										, or Benefi ble securi		wned				
1. Title of Derivative Security (Instr. 3) 2. Conversion Oate (Month/Day/Year Price of Derivative Security			3A. Deemed 4. Execution Date, Tran		action (Instr.	5. Number of Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Securities Ur Derivative Se (Instr. 3 and A	nderlying curity	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	e s illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	N	mount or umber of hares		Transacti (Instr. 4)			
Stock Option (right to buy)	\$4.05	10/28/2014		А		234,608 ⁽¹⁾		(2)	05/20/2024	Common Stock 2	34,608 ⁽¹⁾	\$0	234,60	08	D	
Stock Option (right to buy)	\$3.77	10/28/2014		A		53,963 ⁽¹⁾		(2)	05/20/2024	Common Stock	53,963(1)	\$0	53,96	i3	D	
Stock Option (right to buy)	\$3.98	10/28/2014		A		6,140 ⁽¹⁾		(2)	05/20/2024	Common Stock	6,140 ⁽¹⁾	\$0	6,140	140 D		
Stock Option (right to buy)	\$4	10/28/2014		A		2,394 ⁽¹⁾		(2)	05/20/2024	Common Stock	2,394(1)	\$0	2,394	2,394 Д		
Stock Option (right to buy)	\$4.04	10/28/2014		A		33,124 ⁽¹⁾		(2)	05/20/2024	Common Stock	33,124 ⁽¹⁾	\$0	33,124		D	
Stock Option (right to buy)	\$4.02	10/28/2014		A		50,247 ⁽¹⁾		(2)	05/20/2024	Common Stock	50,247(1)	\$0	50,24	17	D	
Stock Option (right to buy)	\$4.03	10/28/2014		A		52,485 ⁽¹⁾		(2)	05/20/2024	Common Stock	52,485(1)	\$0	52,48	35	D	
Stock Option (right to buy)	\$3.85	10/28/2014		A		49,372 ⁽¹⁾		(2)	05/20/2024	Common Stock	19,372 ⁽¹⁾	\$0	49,37	'2	D	
Stock Option (right to buy)	\$3.99	10/28/2014		A		280,472 ⁽¹⁾		(2)	05/20/2024	Common Stock 2	80,472(1)	\$0	280,47	72	D	
Stock Option (right to buy)	\$4.05	10/28/2014		A		750,000 ⁽¹⁾		(3)	05/20/2024	Common Stock 7	50,000(1)	\$0	750,00	00	D	
Stock Option (right to buy)	\$4	10/28/2014		A		2,667 ⁽¹⁾		(3)	05/20/2024	Common Stock	2,667 ⁽¹⁾	\$0	2,667	7	D	
Stock Option (right to buy)	\$4.46	10/28/2014		A		7,786 ⁽¹⁾		(3)	05/20/2024	Common Stock	7,786(1)	\$0	7,786	6	D	

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 (8)		Derivative E		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option (right to buy)	\$4.36	10/28/2014		A		258,824 ⁽¹⁾		(3)	05/20/2024	Common Stock	258,824(1)	\$0	258,824	D	

Explanation of Responses:

- 1. Reflects shares underlying an additional option (the "Option") to purchase shares of the common stock of HC2 Holdings, Inc. (the "Company") issued pursuant to an option agreement, originally dated as of May 21, 2014 and as reformed and clarified on October 26, 2014 (the "Option Agreement"), between the Company and Philip Falcone.
- 2. The Option vests in three equal annual installments beginning on the date of issuance, subject to Mr. Falcone's continued employment with the Company on each vesting date, and will become immediately exercisable in the event of a Fundamental Change Transaction (as defined in the Option Agreement).
- 3. The Option vests in three equal annual installments beginning on the date of issuance, subject to Mr. Falcone's continued employment with the Company on each vesting date, and will become immediately exercisable in the event of a Fundamental Change Transaction (as defined in the Option Agreement). The Option is also contingent on the conversion of the Company's Preferred Stock.

Philip A. Falcone 10/30/2014

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.