

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* FALCONE PHILIP (Last) (First) (Middle) C/O HC2 HOLDINGS, INC. 460 HERNDON PARKWAY, SUITE 150 (Street) HERNDON VA 20170 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol HC2 Holdings, Inc. [HCHC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014	

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)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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
Stock Option (right to buy)	\$4.05	10/28/2014		A		234,608 ⁽¹⁾		(2)	05/20/2024	Common Stock	234,608 ⁽¹⁾	\$0	234,608	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	53,963	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	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	D	
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	50,247	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	52,485	D	
Stock Option (right to buy)	\$3.85	10/28/2014		A		49,372 ⁽¹⁾		(2)	05/20/2024	Common Stock	49,372 ⁽¹⁾	\$0	49,372	D	
Stock Option (right to buy)	\$3.99	10/28/2014		A		280,472 ⁽¹⁾		(2)	05/20/2024	Common Stock	280,472 ⁽¹⁾	\$0	280,472	D	
Stock Option (right to buy)	\$4.05	10/28/2014		A		750,000 ⁽¹⁾		(3)	05/20/2024	Common Stock	750,000 ⁽¹⁾	\$0	750,000	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	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	D	

