FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

	OMB APF	PROVAL
 	OMB Number	2225 020

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number:	3235-02
OTAL EMERT OF OTTALOGOUNDERVER TOTAL OTTALOGUE	Estimated average burder	n
	hours per response:	C

Check this box if no longer subject to	
Section 16. Form 4 or Form 5	
obligations may continue. See	
Instruction 1(b).	

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					2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HC2 Holdings, Inc.</u> [ HCHC ]								5. Relationship of (Check all applied X Director)		ole)	Perso	10% Ow	ner	
(Last) (First) (Middle) C/O HC2 HOLDINGS, INC.					3. Date of Earliest Transaction (Month/Day/Year) 11/09/2015						$\neg$	X	Officer (g below) CEO,		an & 1	Other (s below) President	pecify		
505 HUNTMAR PARK DRIVE, SUITE 325				L								_							
(Street) HERNDON VA 20170 (City) (State) (Zip)				4	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Indiv ₋ine) X	lividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date			2. Transact Date Month/Day	Execution Date,		Transaction Disposed O Code (Instr.		ies Acquired (A) or Of (D) (Instr. 3, 4 a		5. Amount Securities Beneficial Owned Fo Reported		Form ly (D) o		Direct I Indirect I tr. 4)	7. Nature of ndirect Beneficial Ownership (Instr. 4)				
								Code V	' /	Amount	(A) oi (D)	Pric	e	Transactio (Instr. 3 an	tion(s)			msu. 4)	
	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/Yea	Code (		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 Amou of Securities Underlying Derivative Securi (Instr. 3 and 4)			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s	e s lly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amou or Numb of Sha	er		(Instr. 4)	on(s)			
Stock Option (right to buy)	\$7.17	11/09/2015		A		845,250 <sup>(1)</sup>		(2)	05	5/21/2024	Common Stock	845,2	250	\$0	845,25	50	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).

## Remarks:

<u>/s/ Philip A. Falcone</u> <u>11/09/2015</u>

\*\* 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.