

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

<b>1. Name and Address of Reporting Person*</b> <u>FALCONE PHILIP</u>  (Last) (First) (Middle) <u>C/O HC2 HOLDINGS, INC.</u> <u>450 PARK AVENUE, 30TH FLOOR</u>  (Street) <u>NEW YORK NY 10022</u>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>HC2 HOLDINGS, INC. [ HCHC ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (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) <u>CEO, Chairman and President</u>
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> <u>06/13/2018</u>	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Common Stock	04/02/2018		G	V	50,000	D	\$0	1,159,921	D	
Common Stock	04/12/2018		G	V	25,000	D	\$0	1,134,921	D	
Common Stock	04/20/2018		G	V	25,000	D	\$0	1,109,921	D	
Common Stock	05/08/2018		G	V	25,000	D	\$0	1,084,921	D	
Common Stock	05/31/2018		G	V	25,000	D	\$0	1,059,921	D	
Common Stock	06/13/2018		A		1,134,852 <sup>(1)</sup>	A	\$0	2,194,773	D	
Common Stock								540,000	I	Global Opportunities Breakaway MM LLC

**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					
Stock option (Right To Buy)	\$5.45	06/13/2018		A		425,276		(2)	03/16/2028	Common Stock	\$0	425,276	D	

**Explanation of Responses:**

- The restricted stock units reported will vest as follows: 374,312 of the RSUs will vest on March 15, 2019; 380,270 of the RSUs will vest on March 16, 2020; and 380,270 of the RSUs will vest on March 16, 2021 (each such date, a "Vesting Date"), provided reporting person continues as an officer of HC2 Holdings, Inc. ("HC2") on each such Vesting Date.
- The stock options reported will vest as follows: 140,270 option shares will vest on March 15, 2019; 142,503 option shares will vest on March 16, 2020; and 142,503 option shares will vest on March 16, 2021 (each such date, a "Vesting Date"), provided reporting person continues as an officer of HC2 on each such Vesting Date.

**Remarks:**

/s/ Philip Falcone 06/14/2018  
 \*\* 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.