
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 7, 2014 (October 7, 2014)

HC2 HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35210
(Commission
File Number)

54-1708481
(IRS. Employer
Identification No.)

**460 Herndon Parkway, Suite 150
Herndon, VA 20170**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (703) 456-4100

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure

On October 7, 2014, HC2 Holdings, Inc. (the "Company") issued a press release announcing the final results of its previously announced tender offer for all of the outstanding shares of common stock of Schuff International, Inc. that it does not already own. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of the Company's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

Item 9.01. Financial Statements and Exhibits.**Exhibit**
No.**Description**

99.1	Press Release of the Company, dated October 7, 2014.
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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HC2 Holdings, Inc.
(Registrant)

Date: October 7, 2014

By: /s/ Andrea L. Mancuso
Name: Andrea L. Mancuso
Title: Acting General Counsel & Corporate Secretary



FOR IMMEDIATE RELEASE

**HC2 Announces Final Results of
Tender Offer for
All Outstanding Shares of Schuff International, Inc.**

HERNDON, VA – (Marketwired – Oct. 7, 2014) – HC2 Holdings, Inc. (“HC2”) (OTCQB: HCHC) today announced the final results of its previously announced tender offer for all of the outstanding shares (the “Shares”) of common stock of Schuff International, Inc. (“Schuff”) that it does not already own (the “Offer”). HC2 has accepted for purchase 733,634 Shares at a price of \$31.50 per Share, net to the holder thereof in cash, without interest thereon and subject to any required tax withholding. The Depository for the Offer will promptly pay for the Shares accepted for purchase in the Offer.

Upon the consummation of the Offer, HC2 will own 89.0% of the outstanding Shares. HC2 intends to make further purchases of Shares from time to time in the open market or privately negotiated transactions and when its ownership in Schuff reaches 90% of Schuff’s outstanding shares, as a result of any subsequent purchases, it will complete, at no less than the offer price, a merger of Schuff with a subsidiary of HC2 without a meeting of Schuff’s stockholders in accordance with applicable law.

The Depository for the Offer is American Stock Transfer & Trust Company, LLC. The Information Agent for the Offer is Georgeson.

About HC2

HC2 operates as a holding company of operating subsidiaries primarily in the United States and the United Kingdom. As of the commencement of the Offer, HC2 owned 70% of Schuff, the largest steel fabrication and erection company in the United States. HC2 owns Global Marine Systems Limited, which is the leading independent provider of engineering and underwater services, responding to the subsea cable installation, maintenance and burial requirements of its world-wide customer base. HC2’s indirectly wholly owned subsidiary PTGi International Carrier Services, Inc. (“PTGi ICS”) is one of the leading international wholesale service providers to fixed and mobile network operators worldwide. HC2 owns a majority interest in ANG Holding, Inc., a premier retailer of compressed natural gas (CNG) motor fuel in the United States. HC2’s indirectly wholly owned subsidiary Genovel Orthopedics, Inc. is researching the development of innovative products to treat early osteoarthritis of the knee. Founded in 1994, HC2 is headquartered in Herndon, Virginia. For more information, visit: www.HC2.com.

About Schuff International, Inc.

Schuff (PINKSHEETS: SHFK) and its family of steel companies is the largest steel fabrication and erection company in the United States. The 37-year-old company executes projects throughout the country as well as internationally. Schuff offers integrated steel construction services from a single source including design-build, design-assist, engineering, BIM participation, 3D steel modeling/detailing, fabrication, advanced field erection, project management, and single-source steel management systems. Schuff employs approximately 1,300 people throughout the country. For more information, visit: www.schuff.com.

For information on HC2 Holdings, Inc., please contact:

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