

**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

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

1. Name and Address of Reporting Person* <u>DG Capital Management, LLC</u>  (Last) (First) (Middle) 460 PARK AVENUE 22ND FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HC2 Holdings, Inc. [ HCHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2015	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <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	03/31/2015		S		60,886	D	\$11.02	1,084,805	I	See Footnote <sup>(1)</sup>
Common Stock	04/01/2015		S		4,897	D	\$10.95	1,079,908	I	See Footnote <sup>(1)</sup>
Common Stock	04/01/2015		S		11,675	D	\$10.91	1,068,233	I	See Footnote <sup>(1)</sup>

**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					
Series A Convertible Participating Preferred Stock	(2)							(2)	(2)	Common Stock	(2)	5,000	I	See footnote <sup>(1)</sup>
Series A-1 Convertible Participating Preferred Stock	(3)							(3)	(3)	Common Stock	(3)	1,000	I	See Footnote <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>DG Capital Management, LLC</u>  (Last) (First) (Middle) 460 PARK AVENUE 22ND FLOOR  (Street) NEW YORK NY 10022  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Gertzulin Doy</u>  (Last) (First) (Middle)
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460 PARK AVENUE, 22ND FLOOR

(Street)

NEW YORK

NY

10022

(City)

(State)

(Zip)

**Explanation of Responses:**

1. Shares reported herein are held for the account of private investment funds for which DG Capital Management, LLC serves as investment adviser. Mr. Gertzulin serves as the Managing Member of DG Capital Management, LLC. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that either of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
2. The Series A Convertible Participating Preferred Stock was convertible as of the date of issuance and has no expiration date. As of the date of this Form 4, each share of the Issuer's Series A Convertible Participating Preferred Stock is convertible into shares of the Issuer's common stock at rate of \$1,000 divided by \$4.00, subject to adjustment upon the occurrence of certain events.
3. The Series A-1 Convertible Participating Preferred Stock was convertible as of the date of issuance and has no expiration date. As of the date of this Form 4, each share of the Issuer's Series A-1 Convertible Participating Preferred Stock is convertible into shares of the Issuer's common stock at rate of \$1,000 divided by \$4.25, subject to adjustment upon the occurrence of certain events.

**Remarks:**

/s/ DG CAPITAL  
MANAGEMENT, LLC - Dov 04/02/2015  
Gertzulin, Managing Member

/s/ Dov Gertzulin 04/02/2015

\*\* 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.**