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

**Amendment No. 1
to
Form S-3**

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HC2 HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

54-1708481
(I.R.S. Employer Identification Number)

**505 Huntmar Park Drive #325
Herndon, Virginia 20170
(703) 865-0700**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Andrea L. Mancuso
General Counsel and Corporate Secretary
505 Huntmar Park Drive #325
Herndon, Virginia 20170
(703) 865-0700**
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Senet S. Bischoff, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022
(212) 906-1200**

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective on filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting company

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-207470) (the "Registration Statement") of HC2 Holdings, Inc. is being filed solely to file Exhibit 5.1 to the Registration Statement. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, Exhibit 5.1 and the signature page. This Amendment No. 1 does not modify any provision of the Registration Statement except as specifically noted herein.

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16.

Exhibits.

(a) Exhibits

A list of exhibits filed with this registration statement on Form S-3 is set forth on the Exhibit Index and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Commonwealth of Virginia, on the 27th day of October, 2015.

HC2 HOLDINGS, INC.

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

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>*</u> Philip A. Falcone	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	October 27, 2015
<u>/s/ Michael Sena</u> Michael Sena	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 27, 2015
<u>*</u> Robert M. Pons	Director	October 27, 2015
<u>*</u> Wayne Barr, Jr.	Director	October 27, 2015
<u>*</u> Robert Leffler	Director	October 27, 2015
<u>*</u> Daniel Tseung	Director	October 27, 2015

* The undersigned does hereby sign this Amendment No. 1 to the Registration Statement on behalf of each of the above indicated directors and officers of HC2 Holdings, Inc. pursuant to a power of attorney executed by each such director and officer.

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

By: /s/ Michael Sena
Name: Michael Sena
Title: Chief Financial Officer (Principal Financial Officer and Principal
Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description
1.1*	Form of Underwriting Agreement.
3.1***	Second Amended and Restated Certificate of Incorporation of HC2 Holdings, Inc. (“HC2”) (incorporated by reference to Exhibit 3.1 to HC2’s Form 8-A, filed on June 20, 2011) (File No. 001-35210).
3.2***	Certificate of Ownership of HC2 (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on October 18, 2013) (File No. 001-35210).
3.3***	Certificate of Ownership and Merger (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on April 11, 2014) (File No. 001-35210).
3.4***	Certificate of Amendment (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on June 18, 2014) (File No. 001-35210).
3.5***	Second Amended and Restated By-laws of HC2 (incorporated by reference to Exhibit 3.2 to HC2’s Current Report on Form 8-K, filed on April 27, 2012) (File No. 001-35210).
4.1***	Specimen of Common Stock (incorporated by reference to Exhibit 3.3 to HC2’s Form 8-A, filed on June 20, 2011) (File No. 001-35210).

**Exhibit
Number**

Description

5.1**	Opinion of Latham & Watkins LLP.
23.1**	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
23.2***	Consent of BDO USA, LLP, independent registered public accounting firm.
23.3***	Consent of BDO LLP, independent accountant.
23.4***	Consent of Grant Thornton, LLP, independent certified public accountants.
23.5***	Consent of Ernst & Young LLP, independent auditor, regarding United Teacher Associates Insurance Company.
23.6***	Consent of Ernst & Young LLP, independent auditor, regarding Continental General Insurance Company.
24.1***	Powers of Attorney.

*To be filed by amendment or incorporated by reference in connection with the offering of the securities.

**Filed herewith.

***Previously filed.

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LATHAM & WATKINS LLP

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October 27, 2015

HC2 Holdings, Inc.
 505 Huntmar Park Drive #325
 Herndon, Virginia 20170

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as special counsel to HC2 Holdings, Inc., a Delaware corporation (the "**Company**"), in connection with its filing on the date hereof with the Securities and Exchange Commission (the "**Commission**") of a registration statement on Form S-3 (as amended, the "**Registration Statement**"), including a base prospectus (the "**Base Prospectus**"), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a "**Prospectus**"), under the Securities Act of 1933, as amended (the "**Act**"), relating to the registration (i) for issue and sale by the Company of up to 12,000,000 shares of the Company's common stock, \$0.001 par value per share ("**Common Stock**") and (ii) the resale by certain selling stockholders of the Company of up to 4,678,395 shares of Common Stock (the "**Selling Stockholder Shares**"). The Common Stock and the Selling Stockholder Shares, plus any additional Common Stock and Selling Stockholder Shares that may be registered pursuant to any subsequent registration statement that the Company may hereafter file with the Commission pursuant to Rule 462(b) under the Act in connection with the offering by the Company contemplated by the Registration Statement, are referred to herein collectively as the "**Securities**."

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related applicable Prospectus, other than as expressly stated herein with respect to the issue of the Securities.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Delaware, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When an issuance of Common Stock has been duly authorized by all necessary corporate action of the Company, upon issuance, delivery and payment therefor in an amount not less than the par value thereof in the manner contemplated by the applicable Prospectus and by such corporate action, and in a total number of shares that does not exceed the total number of shares (a) available under the certificate of incorporation, and (b) authorized by the board of directors in connection with the offering contemplated by the applicable Prospectus, such shares of Common Stock will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware.

2. The Selling Stockholder Shares have been duly authorized by all necessary corporate action of the Company and are validly issued, fully paid and nonassessable.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained in the Prospectus under the heading "Legal Matters." We further consent to the incorporation by reference of this letter and consent into any registration statement or post-effective amendment to the Registration Statement filed pursuant to Rule 462(b) under the Act with respect to the Securities. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP
