

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>FALCONE PHILIP</u> (Last) (First) (Middle) <u>C/O HC2 HOLDINGS, INC.</u> <u>505 HUNTMAR PARK DRIVE, SUITE 325</u> (Street) <u>HERNDON VA 20170</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO, Chairman & President</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2015</u>	
	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			

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	Title	Amount or Number of Shares				
Stock option (Right To Buy)	\$4.05	08/06/2015		D			750,000 ⁽¹⁾	(2)	05/21/2024	Common Stock	750,000	\$0	0	D	
Stock option (Right To Buy)	\$4.25	08/06/2015		A		705,882 ⁽¹⁾		(2)	05/21/2024	Common Stock	705,882	\$0	705,882	D	
Stock option (Right To Buy)	\$4	08/06/2015		D		2,667 ⁽¹⁾		(2)	05/21/2024	Common Stock	2,667	\$0	0	D	
Stock option (Right To Buy)	\$4.25	08/06/2015		A		2,510 ⁽¹⁾		(2)	05/21/2024	Common Stock	2,510	\$0	2,510	D	
Stock option (Right To Buy)	\$4.46	08/06/2015		D		7,527 ⁽¹⁾		(2)	05/21/2024	Common Stock	7,527	\$0	0	D	
Stock option (Right To Buy)	\$4.46	08/06/2015		A		7,084 ⁽¹⁾		(2)	05/21/2024	Common Stock	7,084	\$0	7,084	D	

Explanation of Responses:

- Amendment of outstanding options resulting in deemed cancellation of options and grant of replacement options. The options (the "Options") to purchase shares of the common stock of HC2 Holdings, Inc. (the "Company") were issued pursuant anti-dilution provisions of an option agreement, originally dated as of May 21, 2014, and as reformed and clarified on October 26, 2014, between the Company and Philip Falcone (the "Option Agreement"), and were amended to reflect the correct conversion price of the Company's Series A Convertible Participating Preferred Stock (the "Preferred Stock").
- The Options vest in three equal annual installments beginning on October 28, 2014, 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). The Options are also contingent on the conversion of the Company's Preferred Stock.

Remarks:

/s/ Philip A. Falcone 08/10/2015
 ** 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.

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