

Heritage Insurance Holdings, Inc.

Form 4

March 21, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lucas Bruce

(Last) (First) (Middle)

C/O HERITAGE INSURANCE  
HOLDINGS, INC., 2600  
MCCORMICK DRIVE SUITE 300

(Street)

CLEARWATER, FL 33759

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Heritage Insurance Holdings, Inc.  
[HRTG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/20/2017

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
Chairman & CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                        | Price                                                                                                              |                                                                         |                                                                   |
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             |                                                                         |                                                                   |
| Common<br>Stock                       | 03/20/2017                              |                                                             | P                                       |                                                                         | 16,000                                                                                                             | A                                                                       | \$<br>12.57<br>(1)                                                |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 764,333                                                                 | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 122,020                                                                 | I                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    | 494,612                                                                 | I                                                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | See<br>Footnote<br>(2)                                            |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                         | See<br>Footnote<br>(3)                                            |

# Edgar Filing: Heritage Insurance Holdings, Inc. - Form 4

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                                 | Relationships                    |
|----------------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                                | Director 10% Owner Officer Other |
| Lucas Bruce<br>C/O HERITAGE INSURANCE HOLDINGS, INC.<br>2600 MCCORMICK DRIVE SUITE 300<br>CLEARWATER, FL 33759 | X Chairman & CEO                 |

## Signatures

/s/ Bruce Lucas 03/21/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* 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).

- The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
- (1) line is between \$12.39 and \$12.88 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
  - (2) Shares of common stock reported on this line are held by IIM Holdings, LLC and IIM Holdings II, LLC, entities controlled by Mr. Lucas.
  - (3) Shares of common stock reported on this line are held by the Alec Lucas Trust.

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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