Heritage Insurance Holdings, Inc.

Form 4 July 06, 2015

## FORM 4

#### **OMB APPROVAL**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Section 16.

subject to

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Masiello James

2. Issuer Name and Ticker or Trading Symbol

Heritage Insurance Holdings, Inc.

(Check all applicable)

5. Relationship of Reporting Person(s) to

[HRTG]

(Last) (First) (Middle)

(Month/Day/Year)

07/01/2015

3. Date of Earliest Transaction

\_X\_\_ Director 10% Owner Officer (give title

Issuer

\_\_ Other (specify

C/O HERITAGE INSURANCE HOLDINGS, INC., 2600

MCCORMICK DRIVE SUITE 300

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CLEARWATER, FL 33759

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of		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)		
Common Stock	07/01/2015		S	18,000	D	\$ 24.1726 (1)	214,295	D			
Common Stock	07/01/2015		S	4,400	D	\$ 21.0154 (2)	23,295	I	See Footnote (3)		
Common Stock							145,718	I	See Footnote		

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	int of	Derivative	J
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	;		Securities		(Instr. 5)	]
		Derivative			Securities		(Instr			3 and 4)		(
Security					Acquired						J	
						(A) or						]
						Disposed						7
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration Expiration Date	Title Number			
							Exercisable			of		
					Code V	(A) (D)						
					Code v	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Masiello James C/O HERITAGE INSURANCE HOLDINGS, INC. 2600 MCCORMICK DRIVE SUITE 300 CLEARWATER, FL 33759



### **Signatures**

/s/ Bruce Lucas, by Power of Attorney 07/06/2015

\*\*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 \$24.00 and \$24.75 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.
- The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this (2) line is between \$24.00 and \$24.09 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.
- (3) Shares of common stock reported on this line are held by Mr. Masiello's wife.

Reporting Owners 2

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(4) Shares of common stock reported on this line are held by Alliance Holdings, Inc., an entity controlled by Mr. Masiello and members of his family.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.