

Heritage Insurance Holdings, Inc.  
 Form 4  
 November 06, 2015

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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).

**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

(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)  
 11/04/2015

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 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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	11/04/2015		A		750,000 <sup>(1)</sup>	A	\$ 0 776,155 D
Common Stock						I	See Footnote <u>(2)</u>
Common Stock						I	See Footnote <u>(3)</u>
Common						I	See

Stock							Footnote (4)
Common Stock		494,612	I				See Footnote (5)

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

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**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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## Reporting Owners

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

## Signatures

/s/ Bruce Lucas                      11/06/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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).

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

- (1) Represents a grant of restricted stock pursuant to the Heritage Insurance Holdings, Inc. Omnibus Incentive Plan. The restricted stock vests in five equal annual installments beginning on November 4, 2016.
- (2) Shares of common stock reported on this line are held by Mr. Lucas and his wife as tenants by the entirety.
- (3) Shares of common stock reported on this line are held by IIM Holdings, LLC and IIM Holdings II, LLC, entities controlled by Mr. Lucas.
- (4) Shares of common stock reported on this line are held by Mr. Lucas' wife.
- (5) Shares of common stock reported on this line are held by the Bruce Lucas Irrevocable Grantor Retained Annuity Trust of 2014.

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.