

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

HCI Group, Inc.

Form: 4

Date Filed: 2014-04-16

Corporate Issuer CIK: 1400810

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FORM 4

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

OMB APPROVA	L
OMB Number:	3235-0287
Estimated average burden	hours
per response	0.5

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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Re	sponses)																			
Name and Address of Reporting Person Wallace Scott R				Issuer Name and Ticker or Trading Symbol HCI Group, Inc. [HCI]							Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner									
(Last) (First) (Middle) 5300 WEST CYPRESS STREET, SUITE 100				Date of Earliest Transaction (Month/Day/Year) 04/15/2014							X_ Officer (give title below) Other (specify below) Division President									
											6. Individual or J _X_ Form filed by One	Reporting Per	rson	cable Line)						
TAMPA, FL 3	3607	(0)		(T.)												Form filed by Mor	e than One Rep	porting Person		
(City)		(State)		(Zip)												ired, Disposed o	-	•		
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Yea		2A. Deemed Execution Date any (Month/Day/Ye		, if	3. Transaction Code (Instr. 8)		1	4. Securities Acquire (A) or Disposed of (Instr. 3, 4 and 5)						•	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownershi		
								,	Code	Э	٧	Amount	(A) or (D)	Pric	е				or Indirect (I) (Instr. 4)	(Instr. 4)
Common Sto	ck			04/15/2014					F			2,719 <u>(1)</u>	D (1)	\$ 35.5	54	74,547 ⁽²⁾			D	
Common Sto	ck															2,500 ⁽³⁾			D	
Reminder: Repor	t on a separa	te line for e	ach class		II - D	Derivative	e Secu	ıritic	es Acqu	Pe for ON uired,	rsor m a MB c		quired to umber. , or Ber	o responente	pon ally (llection of inform d unless the for Owned				1474 (9-02
1. Title of	2.	3. Transa	ction	3A. Deemed	·	. Transac		-		_	_	ate Exer		_		and Amount of	8. Price of	9. Number of	10.	11. Natur
Derivative Security (Instr. 3)	Derivative Conversion Security Conversion Date Execution (Month/Day/Year) any		Execution Date, any (Month/Day/Yea	(Instr. 8) Sec Acc Dis		Secu Acqu Disp	ecurities cquired (A) or isposed of (D) nstr. 3, 4, and 5)		(Mo	(Month/Day/Year)		(Ins	str. 3	ying Securities 3 and 4)	4) Security Secur (Instr. 5) Benef Owne Follov Repoi	Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	of Indirect Beneficial Ownershi (Instr. 4)		
						Code V ((A	A) ((D)		Date Expiration Title Date		ρ.	Amount or Transaction(s Number of Shares (Instr. 4)			(I) (Instr. 4)		
Reporting	g Owne	rs																		
				Rela	ation	nships														
Reporting Ov	vner Name / /	Address	Directo	r 10% Owner	Offic	er			Other											
Wallace Scott 5300 WEST (SUITE 100 TAMPA, FL 3	CYPRESS	STREET			Div	vision P	resid'	ent	t											
Signature	s																			
/s/ Scott R. W			16/2014 Date	4																
Explanati	on of R	espon	ses:																	
** Intentional mis (1) 2,719 shares Restricted sto the vesting da equals or excuincludes 30,000	sstatements of were surrend ck grant of 10 tte. With respected the target on unvested sick grant of 2,017, and Januent dated 2/20	or omissions ered to cove 00,000 share ect to the rest price in eathers pursu 500 shares uary 15, 2014.	of facts or the mines effection and to the effective factors. These	nimum federal inve 4/20/2012: Re 50,000 restricted for 20 consecuti is 4/20/2012 resi 2/28/2014: Restr e shares were gr	al Come estrice I sha ive tricted tricted riction	riminal Vi are tax liab ctions on ares, the rading da ed stock g on period ed by the	ility as 50,000 restrict ays. Th grant. will lap compa	soc 0 sh tion e ta ose any	iated wit nares of t period warget price and the pursuant	th the the re vill lap es se restric t to th	vest estric ose a et for cted ne co	ting on 04 ted stock and 10,00 this gran shares w impany's	/15/201 will laps 0 restrict t are \$1 ill vest a	4 of 1 se in a sted sh 2, \$14 as follo mnibu	0,00 annu nare I, \$1	ial increments of s will vest one ye 6, \$18 and \$20.	10,000 sha ear after the The numbe each of Janu	market price or of shares report	f HCI commorted in colu	on shares nn 5 2016,
Detential neverse	·			Ť	Ĭ	·									rm	displays a curron	tly valid O	AP number		

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

L	OMB APPROVA	L
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type F	Responses)														
Name and Address of Reporting Person Wallace Scott R				Issuer Name and Ticker or Trading Symbol HCI Group, Inc. [HCI]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 5300 WEST CYPRESS STREET, SUITE 100				3. Date of Ea		ansaction (N	lonth/l	Day/Year)							
5300 WES		•	E 100	04/15/201	4							DIVI	sion President		
				4. If Amendment, Date Original FiledMonth/Day/Year)							Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person Form filed by More than One Reporting Person				
TAMPA, FL		State)	(Zip)			Table I -	Non-I	Derivative	Securiti	os Acc	uired Disposed (of or Rene	ficially Owned		
1.Title of Secu	rity		2. Transaction	2A. Deen	2A. Deemed		tion	4. Secur			uired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned			6. 7. Nati	7. Nature
(Instr. 3)			Date (Month/Day/Ye	Execution ar) any	n Date, i	, if Code (Instr. 8)		(A) or Disposed of (D) (Instr. 3, 4 and 5)			Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form:	of Indirect Beneficial
				(Month/Day/Y		()			(A) or		` '			Ownership (Instr. 4)	
						Code	٧	Amount	(D)	Price				(Instr. 4)	
Common S	tock		04/15/2014			F		2,719 (1)	D (1)	\$ 35.54	74,547 (2)			D	
Common Si	tock										2,500 ⁽³⁾			D	
Domindor: Do	oort on a congrat	e line for each clas	a of accurition has	oficially own	od diroc	atly or indirec	+1、/								
				I - Derivative	e Secur	ities Acquir	Person form OMB	are not re control no sposed of	quired to umber. , or Beno	o respo	collection of inform and unless the for y Owned				474 (9-02)
d Title of	lo.	0. Tunnanation	OA December			warrants, o					la a a d A a a a a d a d	0 Diif	O. Nivershaw of	140	dd Nationa
1. Title of 2. Conversion Security (Instr. 3) Price of Derivative Security		Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, any (Month/Day/Yea	(Instr. 8)	De Se Ac Dis	Number of erivative ecurities equired (A) or esposed of (D estr. 3, 4, and	an (M	d Expiration	ate Exercisable Expiration Date nth/Day/Year)		le and Amount of orlying Securities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following	Ownership Form of	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A) (D)	Da Ex	ate cercisable	Expiration Date	HITTE	Amount or Number of Shares		Reported Transaction(s) (Instr. 4)	or Indirect (I) (Instr. 4)	
Reportir	ng Owner	's													
			Rela	tionships											
Reporting	Owner Name / A	Address	or 10% Owner (•		Othor									

Barrantian Orman Nama / Addus a	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Wallace Scott R								
5300 WEST CYPRESS STREET			Division President					
SUITE 100			Division President					
TAMPA, FL 33607								

Signatures

/s/ Scott R. Wallace	04/16/2014
-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).
- (1) 2,719 shares were surrendered to cover the minimum federal income tax liability associated with the vesting on 04/15/2014 of 10,000 restricted shares.
- Restricted stock grant of 100,000 shares effective 4/20/2012: Restrictions on 50,000 shares of the restricted stock will lapse in annual increments of 10,000 shares beginning on the first anniversary of (2) the vesting date. With respect to the remaining 50,000 restricted shares, the restriction period will lapse and 10,000 restricted shares will vest one year after the market price of HCl common shares equals or exceeds the target price in each case for 20 consecutive trading days. The target prices set for this grant are \$12, \$14, \$16, \$18 and \$20. The number of shares reported in column 5 includes 30,000 unvested shares pursuant to this 4/20/2012 restricted stock grant.
- Restricted stock grant of 2,500 shares effective 2/28/2014: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of January 15, 2015, January 15, 2016, (3) January 15, 2017, and January 15, 2018. These shares were granted by the company pursuant to the company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock agreement dated 2/28/2014.

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.