

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**HCI Group, Inc.**

**Form: 4**

**Date Filed: 2019-05-22**

Corporate Issuer CIK: 1400810

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Harmsworth James Mark		2. Issuer Name and Ticker or Trading Symbol HCI Group, Inc. [HCI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	
5300 W. CYPRESS ST, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 05/20/2019			
TAMPA, FL 33607		4. If Amendment, Date 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			
Common Stock							20,000 (1)	D		
Common Stock	05/20/2019		F		59 (2)	D (2)	\$ 41.09	500 (3)	D	
Common Stock								14,880	D	
Common Stock	05/20/2019		F		205 (4)	D (4)	\$ 41.09	2,625 (5)	D	

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 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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harmsworth James Mark 5300 W. CYPRESS ST SUITE 100 TAMPA, FL 33607			Chief Financial Officer	

**Signatures**

/s/ J. Mark Harmsworth 05/22/2019  
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).  
 Restricted stock grant of 40,000 shares effective 12/05/2016: Restriction period will lapse and the restricted shares will vest as follows: 10,000 shares on each of December 5, 2017, December 5, (1) 2018, December 5, 2019, and December 5, 2020. 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 12/05/2016.  
 (2) 59 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 250 shares on May 20, 2019.  
 Restricted stock grant of 1,000 shares effective 6/06/2017: Restriction period will lapse and the restricted shares will vest as follows: 250 shares on each of May 20, 2018, May 20, 2019, May 20, (3) 2020, and May 20, 2021. 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 6/06/2017.  
 (4) 205 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 875 shares on May 20, 2019.  
 Restricted stock grant of 3,500 shares effective 6/19/2018: Restriction period will lapse and the restricted shares will vest as follows: 875 shares on each of May 20, 2019, May 20, 2020, May 20, (5) 2021, and May 20, 2022. 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 6/19/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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

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

(Print or Type Responses)

1. Name and Address of Reporting Person Harmsworth James Mark		2. Issuer Name and Ticker or Trading Symbol HCI Group, Inc. [HCI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer	
(Last) (First) (Middle) 5300 W. CYPRESS ST, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 05/20/2019			
(Street) TAMPA, FL 33607		4. If Amendment, Date 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	
(City) (State) (Zip)		<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>			

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			
Common Stock								20,000 (1)	D	
Common Stock	05/20/2019		F		59 (2)	D (2)	\$ 41.09	500 (3)	D	
Common Stock								14,880	D	
Common Stock	05/20/2019		F		205 (4)	D (4)	\$ 41.09	2,625 (5)	D	

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 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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harmsworth James Mark 5300 W. CYPRESS ST SUITE 100 TAMPA, FL 33607			Chief Financial Officer	

**Signatures**

/s/ J. Mark Harmsworth 05/22/2019  
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) Restricted stock grant of 40,000 shares effective 12/05/2016: Restriction period will lapse and the restricted shares will vest as follows: 10,000 shares on each of December 5, 2017, December 5, 2018, December 5, 2019, and December 5, 2020. 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 12/05/2016.
  - (2) 59 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 250 shares on May 20, 2019.
    - Restricted stock grant of 1,000 shares effective 6/06/2017: Restriction period will lapse and the restricted shares will vest as follows: 250 shares on each of May 20, 2018, May 20, 2019, May 20, 2020, and May 20, 2021. 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 6/06/2017.
  - (4) 205 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 875 shares on May 20, 2019.
    - Restricted stock grant of 3,500 shares effective 6/19/2018: Restriction period will lapse and the restricted shares will vest as follows: 875 shares on each of May 20, 2019, May 20, 2020, May 20, 2021, and May 20, 2022. 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 6/19/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.