

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**HCI Group, Inc.**

**Form: 4**

**Date Filed: 2021-03-02**

Corporate Issuer CIK: 1400810

## FORM 4

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

OMB APPROVAL

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

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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 Responses)

1. Name and Address of Reporting Person Graham Andrew L.		2. Issuer Name and Ticker or Trading Symbol HCI Group, Inc. [HCI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) GC/Corporate Secretary			
(Last) (First) (Middle) 5300 W. CYPRESS STREET, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 02/26/2021					
(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)		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)
Common Stock			Code V Amount (A) or (D) Price		3,115	I	By Andrew L. Graham IRA
Common Stock					28,157	D	
Common Stock					625 (1)	D	
Common Stock					1,750 (2)	D	
Common Stock					2,625 (3)	D	
Common Stock					3,500 (4)	D	
Common Stock	02/26/2021		A	3,000 (5) A (6)	3,000	D	
Common Stock	02/26/2021		A	34,000 (6) A (6)	34,000	D	
Common Stock	02/26/2021		A	34,000 (7) A (7)	34,000	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	Title Amount or Number of Shares				

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Andrew L. 5300 W. CYPRESS STREET SUITE 100 TAMPA, FL 33607			GC/Corporate Secretary	

## Signatures

/s/ Andrew L. Graham	03/02/2021
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 2,500 shares effective 6/06/2017: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2018, May 20, 2019, May 20, (1) 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

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, (2) 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.

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Restricted stock grant of 3,500 shares effective 5/26/2020: Restriction period will lapse and the restricted shares will vest as follows: 875 shares on each of May 20, 2021, May 20, 2022, May 20, (4) 2023, and May 20, 2024. 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 5/26/2020.

Restricted stock grant of 3,000 shares effective 2/26/2021: Restriction period will lapse and the restricted shares will vest as follows: 750 shares on each of February 26, 2022, February 26, 2023, (5) February 26, 2024, and February 26, 2025. 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 2/26/2021.

Restricted stock grant of 34,000 shares effective 2/26/2021: Restricted shares will vest, if ever, on the first anniversary of the date on which the company stock value first equals or exceeds \$105 for (6) 30 consecutive trading days on the applicable exchange. 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 2/26/2021.

Restricted stock grant of 34,000 shares effective 2/26/2021: Restricted shares will vest, if ever, on the first anniversary of the date on which the company stock value first equals or exceeds \$140 for (7) 30 consecutive trading days on the applicable exchange. 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 2/26/2021.

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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