

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

HCI Group, Inc.

Form: 8-K

Date Filed: 2020-05-15

Corporate Issuer CIK: 1400810

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934**

Date of Report (or Date of Earliest Event Reported): May 15, 2020

HCI Group, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Florida
(State or Other Jurisdiction
of Incorporation or Organization)

001-34126
(Commission File Number)

20-5961396
(I.R.S. Employer
Identification Number)

**5300 West Cypress Street, Suite 100
Tampa, Florida 33607**
(Address of Principal Executive Offices)

(813) 405-3600
(Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	HCI	NYSE

Item 3.03. Material Modification to Rights of Security Holders.

The information in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 15, 2020, HCI Group, Inc. filed with the Secretary of State of the State of Florida Articles of Amendment to the Articles of Incorporation of the Company. The Articles of Amendment, which were effective as of May 15, 2020, (a) cancel the designation of 1,500,000 shares of the Company's authorized preferred stock as "Series A Cumulative Redeemable Preferred Stock," and (b) cancel the designation of 400,000 shares of the Company's authorized preferred stock as "Series B Junior Participating Preferred Stock."

The description set forth herein of the Articles of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Articles of Amendment attached hereto as Exhibit 3.1 and incorporated herein by this reference. The Articles of Amendment have been included to provide information regarding their terms. They are not intended to provide any other factual information about the Company. Such factual information can be found in other public filings the Company makes with the Securities and Exchange Commission, which are available without charge at www.sec.gov.

Item 9.01. Financial Statements and Exhibits.

Exhibit 3.1. [Articles of Amendment to the Articles of Incorporation of HCI Group, Inc.](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 15, 2020.

HCI GROUP, INC.

BY: /s/ James Mark Harmsworth
Name: James Mark Harmsworth
Title: Chief Financial Officer

A signed original of this Form 8-K has been provided to HCI Group, Inc. and will be retained by HCI Group, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF HCI GROUP, INC.**

**CANCELLATION OF DESIGNATION OF RIGHTS, PREFERENCES, AND LIMITATIONS OF SERIES A CUMULATIVE
REDEEMABLE PREFERRED STOCK AND SERIES B JUNIOR PARTICIPATING PREFERRED STOCK**

FIRST: This Corporation is named HCI Group, Inc. (the "Corporation"). The Articles of Incorporation of the Corporation were originally filed with the Secretary of State of the State of Florida and became effective on November 30, 2006. Articles of Amendment to the Articles of Incorporation were filed and became effective on May 8, 2007, June 3, 2008, June 16, 2008, March 7, 2011, May 28, 2013 and October 17, 2013.

SECOND: Pursuant to the authority of the Board of Directors of the Corporation set forth in the Corporation's Articles of Incorporation, as amended, and Section 607.0602 of the Florida Business Corporation Act, the Corporation is authorized to issue 20,000,000 shares of preferred stock, no par value, of which 1,500,000 shares were previously designated by the Board of Directors as "Series A Cumulative Redeemable Preferred Stock" and 400,000 shares were previously designated as "Series B Junior Participating Preferred Stock."

THIRD: There are no shares of Series A Cumulative Redeemable Preferred Stock or Series B Junior Participating Preferred Stock issued or outstanding.

FOURTH: Pursuant to the authority of the Board of Directors of the Corporation set forth in the Corporation's Articles of Incorporation, as amended, and Sections 607.0602 and 607.1002 of the Florida Business Corporation Act, the Board of Directors of the Corporation, by resolutions duly adopted on May 11, 2020 and without the need for shareholder approval, approved the amendment of the Corporation's Articles of Incorporation to delete all provisions thereof pertaining to the authorization of and to cancel, withdraw and terminate the designation of (i) the "Series A Cumulative Redeemable Preferred Stock" consisting of 1,500,000 shares of the Corporation's authorized but unissued Preferred Stock and (ii) the "Series B Junior Participating Preferred Stock," consisting of 400,000 shares of the Corporation's authorized but unissued Preferred Stock. Following such amendment, all 20,000,000 authorized shares of the Corporation's preferred stock shall have the status of authorized and unissued shares of preferred stock, undesignated as to series.

FIFTH: Article IV of the Articles of Incorporation of the Corporation is hereby amended to remove Sections 4.03 and 4.04 in their entirety.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of May 15, 2020.

Andrew L. Graham, Secretary