

Heritage Insurance Holdings, Inc.
 Form 4
 December 04, 2014

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

OMB APPROVAL
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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 *
 Walvekar Vijay

2. Issuer Name and Ticker or Trading Symbol
 Heritage Insurance Holdings, Inc.
 [HRTG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/02/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O HERITAGE INSURANCE HOLDINGS, INC., 2600 MCCORMICK DRIVE SUITE 300
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEARWATER, FL 33759
 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 95,182 | D | |
| Common Stock | | | | | 51,000 | I | See Footnote (1) |
| Common Stock | | | | | 338,873 | I | See Footnote (2) |
| Common | | | | | 255,000 | I | See |

Stock

Footnote
(3)

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 16.89 | 12/02/2014 | | A | 31,282 | ⁽⁵⁾ 12/02/2017 | Common Stock | 31,282 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Walvekar Vijay
C/O HERITAGE INSURANCE HOLDINGS, INC.
2600 MCCORMICK DRIVE SUITE 300
CLEARWATER, FL 33759

X

Signatures

/s/ Bruce Lucas, by Power of Attorney

12/04/2014

^{__}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) Shares of common stock reported on this line are held by the Vijay S. Walvekar Recoverable Living Trust.

(2) Shares of common stock reported on this line are held by Mr. Walvekar's wife.

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- (3) Shares of common stock reported on this line are held by the Vijay S. Walvekar Dynasty Trust.
- (4) The stock options reported on this line were granted to Mr. Walvekar, at his election, in lieu of the 2015 annual retainer fees payable for services on Heritage Insurance Holdings' Board of Directors.
- (5) The stock options reported on this line will vest in four equal installments on January 1, 2015, April 1, 2015, July 1, 2015 and October 1, 2015.

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. 0/31/2017**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) Pursuant to a 10b5-1 Plan.

Weighted average price. These shares were sold in multiple transactions at prices ranging from \$101.0600 to \$102.0100 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (3) Weighted average price. These shares were sold in multiple transactions at prices ranging from \$102.1200 to \$102.4400 inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth above.

- (4) Shares held in The G. Parker Harris III Family Trust under the G. Parker Harris, III Grantor Retained Annuity Trust, dated December 19, 2003.

- (5) Shares held in The G. Parker Harris III & Holly L. Johnson Family Trust.

- (6) Shares held in The Holly L. Johnson Family Trust under the Holly L. Johnson Grantor Retained Annuity Trust, dated December 19, 2003.

- (7) Shares held in The G. Parker Harris III Exempt GST Family Trust.

- (8) Shares held in The Holly L. Johnson Exempt GST Family Trust.

- (9) Option is exercisable and vests over four years at the rate of 25% on November 27, 2013, the first anniversary of the holder's date of grant, with the balance vesting in equal monthly installments over the remaining 36 months.

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