

EXPLANATORY NOTE

On April 15, 2015, HC2 Holdings, Inc., a Delaware corporation (the “Company”), filed a Current Report on Form 8-K with the Securities and Exchange Commission announcing that the Company entered into a Stock Purchase Agreement (the “Purchase Agreement”) with Continental General Corporation, a Nebraska corporation, and Great American Financial Resources, Inc., a Delaware corporation (collectively, the “Sellers”), pursuant to which the Company agreed to purchase from the Sellers all of the issued and outstanding shares of common stock of United Teacher Associates Insurance Company, a Texas life insurance company (“UTAIC”), and Continental General Insurance Company, an Ohio life insurance company (“CGIC” and, together with UTAIC, the “Acquired Businesses”), as well as all assets owned by the Sellers or their affiliates that are used exclusively or primarily in the business of the Acquired Businesses, subject to certain exceptions (the “Acquisitions”).

In connection with the Acquisitions, the Company is furnishing this Current Report on Form 8-K in order to make publicly available certain historical financial information of the Acquired Businesses and unaudited pro forma financial information of the Company reflecting the Acquisitions as Exhibits 99.1, 99.2, 99.3, 99.4 and 99.5.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

Audited financial statements of United Teacher Associates Insurance Company, as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, and the notes related thereto.

Unaudited financial statements of United Teacher Associates Insurance Company as of December 31, 2014 and June 30, 2015 and for the year ended December 31, 2014 and the six months ended June 30, 2015, and the notes related thereto.

Audited financial statements of Continental General Insurance Company, as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, and the notes related thereto.

Unaudited financial statements of Continental General Insurance Company as of December 31, 2014 and June 30, 2015 and for the year ended December 31, 2014 and the six months ended June 30, 2015, and the notes related thereto.

(b) Pro Forma Financial Information

Unaudited pro forma condensed combined balance sheet as of June 30, 2015, unaudited pro forma condensed combined statements of operations for the year ended December 31, 2014 and for the six months ended June 30, 2015, and the notes related thereto.

(d) Exhibits

Exhibit No.	Description
2.1	Stock Purchase Agreement, dated as of April 13, 2015, by and among HC2 Holdings, Inc., Continental General Corporation and Great American Financial Resources, Inc. (incorporated by reference to Exhibit 2.1 to HC2’s Current Report on Form 8-K, filed on April 15, 2015) (File No. 001-35210).
<u>99.1</u>	Audited financial statements of United Teacher Associates Insurance Company, as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014 and the notes related

thereto.

99.2 Unaudited financial statements of United Teacher Associates Insurance Company as of December 31, 2014 and June 30, 2015 and for the year ended December 31, 2014 and the six months ended June 30, 2015, and the notes related thereto.

99.3 Audited financial statements of Continental General Insurance Company, as of December 31, 2014 and 2013 and for each of the three years in the period ended December 31, 2014, and the notes related thereto.

99.4 Unaudited financial statements of Continental General Insurance Company as of December 31, 2014 and June 30, 2015 and for the year ended December 31, 2014 and the six months ended June 30, 2015, and the notes related thereto.

99.5 Unaudited pro forma condensed combined balance sheet as of June 30, 2015, unaudited pro forma condensed combined statements of operations for the year ended December 31, 2014 and for the six months ended June 30, 2015, and the notes related thereto.

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 hereunto duly authorized.

HC2 Holdings, Inc.
(Registrant)

Date: September 8, 2015 By: /s/ Michael Sena
Name: Michael Sena
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)
