

Hawaiian Telcom Holdco, Inc.  
 Form 4  
 March 13, 2017

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

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**BESSEY DAN T**

2. Issuer Name and Ticker or Trading Symbol  
**Hawaiian Telcom Holdco, Inc. [HCOM]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**SVP & Chief Financial Officer**

(Last) (First) (Middle)

**C/O HAWAIIAN TELCOM HOLDCO, INC., 1177 BISHOP STREET**

(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/09/2017**

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

**HONOLULU, HI 96813**

(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)
			Code	V	Amount or Price		
Common Stock	03/09/2017		A		7,482 (1)	A	\$ 0 17,979
Common Stock	03/09/2017		A		1,558 (2)	A	\$ 23.3 (2) 19,537
Common Stock	03/12/2017		A		1,110 (3)	A	\$ 0 20,647
Common Stock	03/13/2017		F		1,301 (4)	D	\$ 23.46 (4) 19,346

Edgar Filing: Hawaiian Telcom Holdco, Inc. - Form 4

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)

Table with 10 columns: 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 Owned Following Reporting Transaction (Instr. 6)

Reporting Owners

Table with 2 columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for BESSEY DAN T, C/O HAWAIIAN TELCOM HOLDCO, INC., 1177 BISHOP STREET, HONOLULU, HI 96813, SVP & Chief Financial Officer.

Signatures

/s/ Sean Clark, as attorney-in-fact for Dan T. Bessey 03/13/2017. \*\*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) Represent shares of Common Stock issuable upon settlement of the time-based portion of restricted stock units which vest in four equal annual installments with the vesting dates beginning March 12, 2018 and ending March 12, 2021. Fully vested shares were issued in lieu of a portion of cash payments made under the Company's Performance Compensation Plan and
(2) were issued under the Company's 2010 Equity Incentive Plan. Stock value was determined based on the average of the high and low trading prices on March 8, 2017.
(3) Represent shares of Common Stock issued upon settlement of the performance-based portion of restricted stock units granted on May 11, 2015 based on the Compensation Committee determination that the 2016 performance targets were met.

## Edgar Filing: Hawaiian Telcom Holdco, Inc. - Form 4

- (4) Shares withheld by the Issuer in payment of the withholding tax liability. The amount of shares withheld is based on the average of the closing prices on March 10, 2017 and March 13, 2017.

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.