

HC2 Holdings, Inc.
 Form 4
 September 24, 2014

FORM 4

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

OMB APPROVAL

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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 *
 Benefit Street Partners LLC

(Last) (First) (Middle)

9 WEST 57TH STREET, SUITE 4700

(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 HC2 Holdings, Inc. [HCHC]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/22/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Am Nur Sha
				(A)	(D)				
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(5)</u>	09/22/2014	H		5,611.5	<u>(4)</u>	<u>(4)</u>	Common Stock	1,3
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(5)</u>	09/22/2014	H		2,988.5	<u>(4)</u>	<u>(4)</u>	Common Stock	70
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(5)</u>	09/22/2014	H		2,937.5	<u>(4)</u>	<u>(4)</u>	Common Stock	69
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(5)</u>	09/22/2014	H		962.5	<u>(4)</u>	<u>(4)</u>	Common Stock	22
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(6)</u>	09/22/2014	P	5,611.5		<u>(4)</u>	<u>(4)</u>	Common Stock	1,4
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(6)</u>	09/22/2014	P	2,988.5		<u>(4)</u>	<u>(4)</u>	Common Stock	74
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(6)</u>	09/22/2014	P	2,937.5		<u>(4)</u>	<u>(4)</u>	Common Stock	73
Series A Convertible Participating Preferred Stock <u>(7)</u>	<u>(1)</u> <u>(4)</u> <u>(6)</u>	09/22/2014	P	962.5		<u>(4)</u>	<u>(4)</u>	Common Stock	24

__Signature of Reporting Person

Date

/s/ Thomas J. Gahan

09/24/2014

__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) The two transactions reported in Table II above relate to an amendment to the terms of the outstanding shares of Series A Convertible Participating Preferred Stock to, among other things, reduce the initial conversion price from \$4.25 per share to \$4.00 per share, in each case subject to adjustment in accordance with the terms of the Series A Convertible Participating Preferred Stock. This amendment to the terms of the Series A Convertible Participating Preferred Stock is reported on this Form 4 as the cancellation of the "old" shares of Series A Convertible Participating Preferred Stock and the acquisition of "new" shares of Series A Convertible Participating Preferred Stock.

(2) The shares are held by Providence Debt Fund III L.P., Providence Debt Fund III Master (Non-US) L.P., PECM Strategic Funding L.P. and Benefit Street Partners SMA LM L.P. (collectively, the "Providence Funds"). Benefit Street Partners L.L.C. ("BSP") is the investment manager of each of Providence Debt Fund III L.P., Providence Debt Fund III Master (Non-US) L.P. and Benefit Street Partners SMA LM L.P. Providence Equity Capital Markets L.L.C. ("PECM") is the investment manager of PECM Strategic Funding L.P. Messrs. Creamer, Gahan, Nelson and Salem collectively control each of BSP and PECM through their indirect ownership of membership interests of BSP and PECM (continued in footnote 3).

(3) (continued from footnote 2) As a result, each of Messrs. Creamer, Gahan, Nelson and Salem and BSP may be deemed to share beneficial ownership of the shares held by each of Providence Debt Fund III L.P., Providence Debt Fund III Master (Non-US) L.P. and Benefit Street Partners SMA LM L.P., and each of Messrs. Creamer, Gahan, Nelson and Salem and PECM may be deemed to share beneficial ownership of the shares held by the Providence Funds, except to the extent of its or his pecuniary interest therein.

(4) The Series A Convertible Participating Preferred Stock is convertible at the option of the holder of the security and will be convertible at the option of the Company, beginning on the third anniversary of the date of issuance, in each case at the then applicable conversion rate. The conversion rate is generally determined by dividing the then applicable accrued value of a share of Series A Convertible Participating Preferred Stock by the then applicable conversion price.

(5) Represents 12,500 shares of Series A Convertible Participating Preferred Stock at the original conversion rate of approximately 235.294
Represents 12,500 shares of Series A Convertible Participating Preferred Stock at the adjusted conversion rate of approximately 250.889.

(6) This adjusted conversion rate reflects the change to the conversion price described in footnote 1 above as well as the receipt on July 15, 2014 of a quarterly accreting dividend on the shares of Series A Convertible Participating Preferred Stock that is payable by means of an increase in the accrued value of each outstanding share of Series A Convertible Participating Preferred Stock.

(7) Par value \$0.001 per share.

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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