

HC2 Holdings, Inc.  
Form 3  
June 09, 2014

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 * |         |          | 2. Date of Event Requiring Statement                                                        | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                                                 |
| Â DG Capital Management, LLC              |         |          | (Month/Day/Year)                                                                            | HC2 Holdings, Inc. [HCHC]                                                                          |
| (Last)                                    | (First) | (Middle) |                                                                                             |                                                                                                    |
| 460 PARK AVENUE,Â 13TH FLOOR              |         |          |                                                                                             | 4. Relationship of Reporting Person(s) to Issuer                                                   |
| (Street)                                  |         |          |                                                                                             | 5. If Amendment, Date Original Filed(Month/Day/Year)                                               |
| NEW YORK,Â NYÂ 10022                      |         |          | (Check all applicable)                                                                      |                                                                                                    |
| (City)                                    | (State) | (Zip)    | <input type="checkbox"/> Director<br><input type="checkbox"/> Officer<br>(give title below) | <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Other<br>(specify below) |
|                                           |         |          | 6. Individual or Joint/Group Filing(Check Applicable Line)                                  |                                                                                                    |
|                                           |         |          | <input type="checkbox"/> Form filed by One Reporting Person                                 |                                                                                                    |
|                                           |         |          | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person            |                                                                                                    |

### Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security<br>(Instr. 4)        | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5) |
|-------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|
| Common Stock, par value \$0.001 per share | 2,368,805                                                   | I                                                                       | See Footnote <sup>(1)</sup>                                 |

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

SEC 1473 (7-02)

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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative | 5. Ownership<br>Form of<br>Derivative<br>Security: | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------|----------------------------------------------------|-------------------------------------------------------------|

# Edgar Filing: HC2 Holdings, Inc. - Form 3

|                     |                    |       |                                  |          |                                                |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|------------------------------------------------|

## Reporting Owners

| Reporting Owner Name / Address                                                    | Relationships |           |         |       |
|-----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                   | Director      | 10% Owner | Officer | Other |
| DG Capital Management, LLC<br>460 PARK AVENUE<br>13TH FLOOR<br>NEW YORK, NY 10022 | ^             | ^ X       | ^       | ^     |
| Gertzulin Dov<br>460 PARK AVENUE<br>13TH FLOOR<br>NEW YORK, NY 10022              | ^             | ^ X       | ^       | ^     |

## Signatures

|                                                                 |            |
|-----------------------------------------------------------------|------------|
| /s/ DG CAPITAL MANAGEMENT, LLC - Dov Gertzulin, Managing Member | 06/09/2014 |
|-----------------------------------------------------------------|------------|

\_\_Signature of Reporting Person

Date

|                   |            |
|-------------------|------------|
| /s/ Dov Gertzulin | 06/09/2014 |
|-------------------|------------|

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Shares reported herein are held for the account of private investment funds for which DG Capital Management, LLC serves as investment adviser. Mr. Gertzulin serves as the Managing Member of DG Capital Management, LLC. Each of the Reporting Persons disclaims

- (1) beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 3 shall not be construed as an admission that either of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.

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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