

Heritage Insurance Holdings, Inc.  
Form 8-K  
June 14, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 13, 2016**

**HERITAGE INSURANCE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36462**  
**(Commission**  
  
**File Number)**

**45-5338504**  
**(I.R.S. Employer**  
  
**Identification No.)**

**33759**

**(Zip Code)**

**Heritage Insurance Holdings, Inc.**

**2600 McCormick Drive, Suite 300**

**Clearwater, Florida**

**(Address of principal executive offices)**

**(727) 362-7202**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

Heritage Insurance Holdings, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on June 13, 2016. The matters that were voted on at the Annual Meeting and the final voting results as to each such matter are set forth below.

**Proposal No. 1: Election of Directors**

The following nominees were elected to the Board of Directors for a one-year term expiring in 2017, as follows:

	<b>BROKER</b>		
	<b>FOR</b>	<b>WITHHELD</b>	<b>NON-VOTES</b>
Bruce Lucas	16,445,578	1,839,140	9,800,898
Richard Widdicombe	16,283,347	2,001,371	9,800,898
Panagiotis (Pete) Apostolou	14,979,578	3,305,140	9,800,898
Irini Barlas	9,293,122	8,991,596	9,800,898
Trifon Houvardas	16,716,166	1,568,552	9,800,898
James Masiello	9,203,087	9,081,631	9,800,898
Nicholas Pappas	7,830,568	10,454,150	9,800,898
Joseph Vattamattam	16,613,721	1,670,997	9,800,898
Vijay Walvekar	16,614,580	1,670,138	9,800,898

**Proposal No. 2: Ratification of Appointment of Grant Thornton LLP to Serve as Independent Registered Public Accounting Firm for the Company for the Fiscal Year Ending December 31, 2016**

The ratification of Grant Thornton LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 was approved as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
27,881,299	120,043	84,274

**SIGNATURES**

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.

HERITAGE INSURANCE HOLDINGS, INC.

Dated: June 14, 2016

By: /s/ Bruce Lucas

Name: Bruce Lucas

Title: Chairman and Chief Executive Officer