Heritage Insurance Holdings, Inc.

Form 4

December 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WIDDICOMBE RICHARD A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Heritage Insurance Holdings, Inc.

(Month/Day/Year)

12/02/2014

(Check all applicable)

President

[HRTG]

(Last)

3. Date of Earliest Transaction

X_ Officer (give title below)

Other (specify below)

10% Owner

C/O HERITAGE INSURANCE

(Middle)

HOLDINGS, INC., 2600 MCCORMICK DRIVE SUITE 300

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

_X__ Director

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

CLEARWATER, FL 33759

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership

Reported Transaction(s)

D

(Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

(Instr. 3 and 4)

Common Stock

607,073

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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| 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. Transactic Code (Instr. 8) | 5. Number of orDerivative 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) | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|----------------------------------------|-------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------|---------------------------------------------------------------|----------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 16.89 | 12/02/2014 | | A | 250,000 | <u>(1)</u> | 12/02/2017 | Common Stock | 250,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|-------------------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| WIDDICOMBE RICHARD A C/O HERITAGE INSURANCE HOLDINGS, INC. 2600 MCCORMICK DRIVE SUITE 300 CLEARWATER, FL 33759 | X | | President | | | |

Signatures

/s/ Bruce Lucas, by Power of Attorney 12/04/2014

**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) Fifty percent (50%) of the stock options reported on this line were immediately vested on the grant date, and the remaining fifty percent (50%) vest on April 30, 2015.

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.

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