

Breen Timothy E.
 Form 4/A
 February 06, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Breen Timothy E.

2. Issuer Name and Ticker or Trading Symbol
 HARTE HANKS INC [HHS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 9601 MCALLISTER FREEWAY,
 SUITE 610, SUITE 610
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2019

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

SAN ANTONIO, TX 78216

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/22/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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.

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 (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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/17/2019	J	150,000 <u>(2)</u>					<u>(1)</u>	<u>(1)</u>	Common Stock	150,000 <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Breen Timothy E. 9601 MCALLISTER FREEWAY, SUITE 610 SUITE 610 SAN ANTONIO, TX 78216	X		CEO	

Signatures

/s/ Mark A. Del Priore, Power of Attorney
02/05/2019
**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).
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. These restricted stock units were issued pursuant to the Harte-Hanks, Inc. 2013 Omnibus Incentive Plan and the corresponding Restricted Stock Unit Award Agreement, and vest if, following a period of at least one full year from the date of grant, the closing price of a share of the Issuer's common stock for 30 consecutive days following the grant date reaches (i) \$6.00 per share for the first one-third of the restricted stock units, (ii) \$10.00 per share for the second one-third of the restricted stock units and (iii) \$12.50 per share for the final one-third of the restricted stock units.
- (1) Agreement, and vest if, following a period of at least one full year from the date of grant, the closing price of a share of the Issuer's common stock for 30 consecutive days following the grant date reaches (i) \$6.00 per share for the first one-third of the restricted stock units, (ii) \$10.00 per share for the second one-third of the restricted stock units and (iii) \$12.50 per share for the final one-third of the restricted stock units.
 - (2) This Form 4 amendment amends and restates the original Form 4, filed on January 22, 2019, to correct an error in the number of restricted stock units originally granted and to reduce the number of restricted stock units granted from 236,594 to 150,000.

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.