

UNITED INSURANCE HOLDINGS CORP.

Form 4

October 02, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Branch Gregory C

2. Issuer Name **and** Ticker or Trading
Symbol
UNITED INSURANCE HOLDINGS
CORP. [FMGQ]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
360 CENTRAL AVENUE, SUITE
900

3. Date of Earliest Transaction
(Month/Day/Year)
09/30/2008

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☒ Other (specify
below) Chairman of the Board

(Street)
SAINT PETERBURG, FL 33701

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

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	09/30/2008		J		1,153,375	A	<u>(1)</u> 1,153,375	D
Common Stock	09/30/2008		J		118,588	A	<u>(2)</u> 118,588	I
Common Stock	09/30/2008		J		250,928	A	<u>(3)</u> 250,928	I

By Greg
Branch
Family
LP (4)

By O.C.
Branch
Trust

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 (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. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Purchase Warrants	(5)	09/30/2008		J		164,494		(5)	(5)	Common Stock	164,494
Common Stock Purchase Warrants	(5)	09/30/2008		J		16,913		(5)	(5)	Common Stock	16,913
Common Stock Purchase Warrants	(5)	09/30/2008		J		35,787		(5)	(5)	Common Stock	35,787

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Branch Gregory C 360 CENTRAL AVENUE SUITE 900 SAINT PETERBURG, FL 33701	X			Chairman of the Board

Signatures

/s/ Carolyn T. Long as Attorney-in-Fact for Gregory C.
Branch

10/02/2008

__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).

Received as partial consideration for the exchange of 12,916 membership units of United Insurance Holdings, L.C., pursuant to the Agreement and Plan of Merger, dated as of April 2, 2008, as amended and restated on August 15, 2008 and further amended as of September 23, 2008, by and among FMG Acquisition Corp. ("FMG"), United Insurance Holdings, L.C. ("United") and United Subsidiary

(1) Corp. (the "Merger Agreement"). The consideration for the exchange of such membership units also consisted of cash and the common stock purchase warrants reported in Table II of this Form 4. The Merger Agreement further provides that the former members of United may receive additional cash if certain earnings goals are met. September 30, 2008, the effective date of the merger, the closing price of FMG's common stock was \$4.40 per share. In connection with the merger, FMG changed its name to United Insurance Holdings Corp.

Received as partial consideration for the exchange of 1,328 membership units of United Insurance Holdings, L.C., pursuant to the Agreement and Plan of Merger, dated as of April 2, 2008, as amended and restated on August 15, 2008 and further amended as of September 23, 2008, by and among FMG Acquisition Corp. ("FMG"), United Insurance Holdings, L.C. ("United") and United Subsidiary

(2) Corp. (the "Merger Agreement"). The consideration for the exchange of such membership units also consisted of cash and the common stock purchase warrants reported in Table II of this Form 4. The Merger Agreement further provides that the former members of United may receive additional cash if certain earnings goals are met. September 30, 2008, the effective date of the merger, the closing price of FMG's common stock was \$4.40 per share. In connection with the merger, FMG changed its name to United Insurance Holdings Corp.

Received as partial consideration for the exchange of 2,810 membership units of United Insurance Holdings, L.C., pursuant to the Agreement and Plan of Merger, dated as of April 2, 2008, as amended and restated on August 15, 2008 and further amended as of September 23, 2008, by and among FMG Acquisition Corp. ("FMG"), United Insurance Holdings, L.C. ("United") and United Subsidiary

(3) Corp. (the "Merger Agreement"). The consideration for the exchange of such membership units also consisted of cash and the common stock purchase warrants reported in Table II of this Form 4. The Merger Agreement further provides that the former members of United may receive additional cash if certain earnings goals are met. September 30, 2008, the effective date of the merger, the closing price of FMG's common stock was \$4.40 per share. In connection with the merger, FMG changed its name to United Insurance Holdings Corp.

The reporting person is the President of Branch Real Estate Services Inc., which serves as the General Partner for the Greg Branch Family LP and disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein. The inclusion of these

(4) shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(5) The warrants will become exercisable on October 4, 2008 and will expire on the earlier of (i) October 4, 2011 or (ii) the date fixed for redemption under the terms of the warrant agreement.

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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