

Heritage Insurance Holdings, Inc.
 Form 4
 November 13, 2015

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Neilson Paul

2. Issuer Name and Ticker or Trading Symbol
 Heritage Insurance Holdings, Inc.
 [HRTG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Vice President of Claims

C/O HERITAGE INSURANCE HOLDINGS, INC., 2600 MCCORMICK DRIVE SUITE 300
 (Street)

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

CLEARWATER, FL 33759

(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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 11/09/2015 | | M | | 787 | A | \$ 16.89 | 8,437 | D |
| Common Stock | 11/09/2015 | | S | | 787 | D | \$ 24.035 | 7,650 | D |
| Common Stock | 11/10/2015 | | M | | 20,000 | A | \$ 16.89 | 27,650 | D |
| Common Stock | 11/10/2015 | | S | | 20,000 | D | \$ 23.599 | 7,650 | D |
| | 11/11/2015 | | M | | 4,213 | A | \$ 16.89 | 11,863 | D |

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| | | | | | | | |
|--------------|------------|--|------------------|-------|---|------------|----------|
| Common Stock | | | | | | | |
| Common Stock | 11/11/2015 | | M | 5,000 | A | \$ 14.02 | 16,863 D |
| Common Stock | 11/11/2015 | | S ⁽¹⁾ | 9,213 | D | \$ 23.6078 | 7,650 D |

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.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 16.89 | 11/09/2015 | | M | 787 | <u>(2)</u> 12/02/2017 | Common Stock 787 |
| Stock Option (Right to Buy) | \$ 16.89 | 11/10/2015 | | M | 20,000 | <u>(2)</u> 12/02/2017 | Common Stock 20,000 |
| Stock Option (Right to Buy) | \$ 16.89 | 11/11/2015 | | M | 4,213 | <u>(2)</u> 12/02/2017 | Common Stock 4,213 |
| Stock Option (Right to Buy) | \$ 14.02 | 11/11/2015 | | M | 5,000 | 03/15/2015 09/24/2017 | Common Stock 5,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer

Other

Neilson Paul
C/O HERITAGE INSURANCE HOLDINGS, INC.
2600 MCCORMICK DRIVE SUITE 300
CLEARWATER, FL 33759

Vice President of Claims

Signatures

/s/ Bruce Lucas, by Power of
Attorney

11/12/2015

__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).

The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$23.55 and \$23.67 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
- (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%) vested on April 30, 2015.
- (2)

Remarks:

The reporting person initially filed a Form 4 on August 19, 2014 (the "Initial Form 4") reporting the award of stock options to
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.