

Heritage Insurance Holdings, Inc.
 Form 4
 March 28, 2017

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Walvekar Vijay

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)
 03/20/2017

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

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 Beneficial Ownership (Instr. 4)	
				Code	V	Amount	(A) or (D)	Price
Common Stock	03/20/2017 ⁽¹⁾		S		10,000	D		\$ 12.4887 <u>(2)</u>
Common Stock	03/22/2017 ⁽¹⁾		S		10,000	D		\$ 12.2662 <u>(3)</u>
Common Stock	03/24/2017		S		3,630	D		\$ 12.45
Common Stock	03/27/2017		S		18,370	D		\$ 48,000

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- (1) The filing is late due to an administrative oversight.

The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this

- (2) line is between \$12.46 and \$12.54 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this

- (3) line is between \$12.25 and \$12.31 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this

- (4) line is between \$12.41 and \$12.49 per share. Complete information regarding the number of shares purchased at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.

- (5) Shares of common stock reported on this line are held by Mr. Walvekar's wife.

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.