

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  
 Expires: January 31, 2015  
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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)
				(A) or (D)	Price		
Common Stock	03/20/2017 <sup>(1)</sup>		S	10,000	D \$ 12.4887	80,000	D
					<sup>(2)</sup>		
Common Stock	03/22/2017 <sup>(1)</sup>		S	10,000	D \$ 12.2662	70,000	D
					<sup>(3)</sup>		
Common Stock	03/24/2017		S	3,630	D \$ 12.45	66,370	D
Common	03/27/2017		S	18,370	D \$	48,000	D

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Stock	12,4269			
	(4)			
Common Stock	287,889	I		See Footnote (5)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

### Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Walvekar Vijay  
C/O HERITAGE INSURANCE HOLDINGS, INC  
2600 MCCORMICK DRIVE SUITE 300  
CLEARWATER, FL 33759

X

### Signatures

/s/ Bruce Lucas, by Power of Attorney 03/28/2017

\*\*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).

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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.

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