

Cellar Kurt Matthew
Form 4
July 03, 2018

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 *
Cellar Kurt Matthew

2. Issuer Name and Ticker or Trading Symbol
Hawaiian Telcom Holdco, Inc.
[HCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
07/02/2018

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

C/O HAWAIIAN TELCOM
HOLDCO, INC., 1177 BISHOP
STREET

(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

HONOLULU, HI 96813

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount	(D)	
Common Stock	07/02/2018		D		46,553	D	
					<u>(1)</u> <u>(2)</u>		
					0		D

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)

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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. Number of Derivative Securities Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Cellar Kurt Matthew
 C/O HAWAIIAN TELCOM HOLDCO, INC.
 1177 BISHOP STREET
 HONOLULU, HI 96813

X

Signatures

/s/ Sean Clark, as Attorney-in-Fact for Kurt Matthew
 Cellar

07/03/2018

__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).

Disposed of as of July 2, 2018 pursuant to the Agreement and Plan of Merger, dated as of July 9, 2017, among Cincinnati Bell Inc. ("Cincinnati Bell"), Twin Acquisition Corp. and Hawaiian Telcom Holdco Inc. ("Hawaiian Telcom") (the "Merger Agreement"), at the effective time of the transaction contemplated in the Merger Agreement (the "Merger"). Pursuant to the Merger Agreement, each share of

- (1) Hawaiian Telcom common stock and each Hawaiian Telcom restricted stock unit ("RSU") previously reported in table I held by the Reporting Person was converted, at the Reporting Person's option and subject to proration procedures as set forth in the Merger Agreement, into (i) 1.6305 common shares of Cincinnati Bell, (ii) 0.6522 common shares of Cincinnati Bell plus \$18.45 in cash or (iii) \$30.75 in cash, in each case without interest and with fractional shares paid in cash.

(Continued from Footnote 1) Because the proration procedures have not been completed as of the date of this filing, it is not possible to

- (2) determine the exact merger consideration to be received by the Reporting Person for each share of Hawaiian Telcom common stock disposed of in the Merger. The closing price of Cincinnati Bell's common shares on July 2, 2018 was \$15.65.

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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