

UNIVERSAL INSURANCE HOLDINGS, INC.  
Form SC 13D/A  
January 13, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**(Amendment No. 1)\***

**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**UNIVERSAL INSURANCE HOLDINGS, INC.**

**(Name of Issuer)**

**Common Stock, par value \$0.01**

**(Title of Class of Securities)**

**91359V107**

**(CUSIP Number)**

**Sean P. Downes**

**Universal Insurance Holdings, Inc.**

**1110 W. Commercial Blvd.**

**Fort Lauderdale, Florida 33309**

**Tel: (954) 958-1200**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**January 3, 2014**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

1 NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Sean P. Downes

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)  (b)

Inapplicable

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 2,625,388

8 SHARED VOTING POWER

OWNED BY

REPORTING

None.

PERSON 9 SOLE DISPOSITIVE POWER

WITH

2,625,388

10 SHARED DISPOSITIVE POWER

None.

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,625,388

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

7.37%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

RELATING TO THE COMMON STOCK OF  
UNIVERSAL INSURANCE HOLDINGS, INC.

INTRODUCTION

This Amendment No. 1 to Schedule 13D is being filed by Sean P. Downes. Mr. Downes filed an original Schedule 13D with the Securities and Exchange Commission (the Commission) dated April 3, 2013 (the Original Schedule 13D). Capitalized terms used herein but not defined herein have the respective meanings ascribed to such terms in the Original Schedule 13D.

ITEM 4. PURPOSE OF THE TRANSACTION.

**Item 4 of the Schedule 13D is hereby amended to provide the following information:**

Mr. Downes disposed of the Shares (as defined in Item 5(c) below) as part of his personal long-term investment strategy for asset diversification and liquidity.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

**Item 5 of the Schedule 13D is hereby amended in its entirety as follows:**

(a) Following the disposition of Shares described in Item 5(c) below, Mr. Downes beneficially owns an aggregate of **2,625,388** shares of Common Stock (which includes options to purchase 1,050,000 shares of Common Stock exercisable within 60 days hereof), which represents **7.37%** of the outstanding shares of Common Stock. This percentage is based on 35,646,054 shares of Common Stock outstanding as of January 2, 2014.

(b) Number of shares as to which Mr. Downes has:

- (i) sole power to vote or direct the vote: **2,625,388**
- (ii) shared power to vote or direct the vote: **none**
- (iii) sole power to dispose or to direct the disposition of: **2,625,388**
- (iv) shared power to dispose or to direct the disposition of: **none**

(c) During the past sixty (60) days Mr. Downes' beneficial ownership decreased by 144,631 shares of Common Stock (Shares) as follows:

- (i) Mr. Downes sold 50,000 shares of Common Stock through a broker in open market transactions as provided below:

<b>Date of Sale</b>	<b>Weighted Average Sale</b>		
	<b>Number of Shares Sold</b>	<b>Price Per Share (*)</b>	<b>Sale Price Range (*)</b>
12/12/2013	41,206	\$ 12.06	\$ 11.96-12.22
12/13/2013	8,794	\$ 12.22	\$ 12.08-12.35

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(ii) On January 3, 2014, Mr. Downes elected to have the Issuer withhold 94,631 shares of Common Stock at a price per share of \$13.87 to satisfy Mr. Downes' statutory tax withholding obligations upon the vesting of 250,000 shares of restricted Common Stock.

(\* ) Upon request, Mr. Downes will provide the staff of the Securities Exchange Commission with full information regarding the numbers of shares sold at each separate price.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: January 13, 2014

By: /s/ Sean P. Downes  
Name: Sean P. Downes

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