

Graham Andrew L.  
Form 4  
May 22, 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 \*  
Graham Andrew L.

2. Issuer Name and Ticker or Trading Symbol  
HCI Group, Inc. [HCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5300 W. CYPRESS STREET, SUITE 100  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
05/20/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
GC/Corporate Secretary

TAMPA, FL 33607  
(City) (State) (Zip)

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

**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) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,825   | I  | By Andrew L. Graham IRA           |
| Common Stock                    | 05/20/2018                           |  | F                              | 182 <sup>(1)</sup> <u>D</u> <sub>(1)</sub> \$ 42.31               | 1,982 <sup>(2)</sup> <u>D</u>   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 21,034  | D  |                                   |
| Common Stock                    | 05/20/2018                           |  | F                              | 147 <sup>(3)</sup> <u>D</u> <sub>(3)</sub> \$ 42.31               | 2,182 <sup>(4)</sup> <u>D</u>   | D  |                                   |
|                                 | 05/20/2018                           |  | F                              | 147 <sup>(3)</sup> <u>D</u>                                       | 2,353 <sup>(5)</sup> <u>D</u>   | D  |                                   |

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Common Stock D \$ (3) 42.31

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| Graham Andrew L.<br>5300 W. CYPRESS STREET<br>SUITE 100<br>TAMPA, FL 33607 |               |           | GC/Corporate Secretary |       |

Signatures

/s/ Andrew L. Graham 05/22/2018

\*\*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).
- (1) 182 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 625 restricted shares on May 20, 2018.
- (2)

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Restricted stock grant of 2,500 shares effective 5/20/2015: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2016, May 20, 2017, May 20, 2018, and May 20, 2019. These shares were granted by the company pursuant to the company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock agreement dated 5/20/2015. The number of shares reported in column 5 includes 625 unvested shares pursuant to this 5/20/2015 restricted stock grant.

- (3) 147 shares were surrendered to cover the minimum federal income tax liability associated with the vesting of 625 restricted shares on May 20, 2018.

- (4) Restricted stock grant of 2,500 shares effective 6/06/2016: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2017, May 20, 2018, May 20, 2019, and May 20, 2020. These shares were granted by the company pursuant to the company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock agreement dated 6/06/2016. The number of shares reported in column 5 includes 1,250 unvested shares pursuant to this 6/06/16 restricted stock grant.

- (5) Restricted stock grant of 2,500 shares effective 6/06/2017: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2018, May 20, 2019, May 20, 2020, and May 20, 2021. These shares were granted by the company pursuant to the company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock agreement dated 6/06/2017. The number of shares reported in column 5 includes 1,875 unvested shares pursuant to this 6/06/2017 restricted stock grant.

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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