

FEDERATED NATIONAL HOLDING CO  
 Form 4  
 March 16, 2017

**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 \*  
**DORF CARL**

2. Issuer Name and Ticker or Trading Symbol  
**FEDERATED NATIONAL HOLDING CO [FNHC]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 14050 N.W. 14 STREET, SUITE 180  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/14/2017

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

SUNRISE, FL 33323

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

(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   |  |   |   |
|  |                                      |  |                                | Code  | V   | Amount   |   |   |
| Common Stock, par value \$0.01 per share | 03/14/2017                           |  | A                              | 3,289   | A   | 11   | 30,316 (2)  | D |
| Common Stock, par value \$0.01 per share | 03/14/2017                           |  | S                              | 2,959   | D   | \$ 18.251 (3)  | 27,357 (2)  | D |
|  |                                      |  |                                |   |   | 63,491   | I   |   |

|  |  |  |  |        |   |  |   |
|--|--|--|--|--------|---|--|---|
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  |        |   |  | Held by<br>Dorf Trust                   |
| Common<br>Stock, par<br>value<br>\$0.01 per<br>share |  |  |  | 59,624 | I |  | Held by<br>Carl Dorf<br>Rollover<br>IRA |

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares               |                                     |
|---|--|---|---|--------------------------------------|--|--|---|--|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date Exercisable   | Expiration<br>Date  | Title  | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Options<br>(right to<br>buy)               | \$ 2.45  |   |   |                                      |  | 08/22/2012 <sup>(4)</sup>                                      | 08/22/2021  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 10,000                              |
| Stock<br>Options<br>(right to<br>buy)               | \$ 4.4   |   |   |                                      |  | 04/06/2013 <sup>(4)</sup>                                      | 04/06/2022  | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 15,000                              |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DORF CARL  
14050 N.W. 14 STREET  
SUITE 180  
SUNRISE, FL 33323

X

## Signatures

/s/ Carl Dorf

03/16/2017

\*\*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).

(1) Restricted stock award pursuant to the Issuer's 2012 Stock Incentive Plan.

1,047 restricted shares vested on 3/4/2017 and 1,912 restricted shares vested on 3/10/2017; therefore resulting from the vesting of 2,959

(2) restricted shares and the grant of 3,289 restricted shares on 3/14/2017, a total of 12,419 of the Reporting Person's shares are subject to vesting under the Issuer's 2012 Stock Incentive Plan.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to 18.27, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holding of the Issuer, or the staff of the SEC, upon request, full information regarding the number of share sold at each separate price with the range set forth above.

(4) The stock options are fully vested.

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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