

Heritage Insurance Holdings, Inc.
 Form 4
 March 12, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 Peiso Joseph R

(Last) (First) (Middle)

C/O HERITAGE INSURANCE HOLDINGS, INC., 2600 MCCORMICK DRIVE SUITE 300

(Street)

CLEARWATER, FL 33759

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Heritage Insurance Holdings, Inc. [HRTG]

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 Vice President of Compliance

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|-----|
| | | | | Code | V Amount or Price | | | | |
| Common Stock | 03/10/2015 | | S | 3,949 | D | \$ 22.5041 (1) | 46,342 | D | |
| Common Stock | 03/11/2015 | | M | 12,500 | A | \$ 16.89 | 58,842 | D | |
| Common Stock | 03/11/2015 | | S | 18,551 | D | \$ 22.2976 (2) | 40,291 | D | |
| Common | 03/11/2015 | | S | 5,000 | D | \$ | 12,850 | I | See |

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| | | | | | | | | |
|--------------|------------|--|---|-------|---------|-----------|--------|------------------|
| Stock | | | | | 22.2976 | | | Footnote (3) |
| | | | | | (2) | | | |
| | | | | | \$ | | | |
| Common Stock | 03/12/2015 | | S | 9,582 | D | 22.4999 | 30,709 | D |
| | | | | | | (4) | | |
| Common Stock | 03/12/2015 | | S | 7,687 | D | \$ 22.503 | 5,163 | I |
| | | | | | | (5) | | See Footnote (3) |

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.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 16.89 | 03/11/2015 | | M | 12,500 | (6) 12/02/2017 | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Peiso Joseph R C/O HERITAGE INSURANCE HOLDINGS, INC. 2600 MCCORMICK DRIVE SUITE 300 CLEARWATER, FL 33759 | | | Vice President of Compliance | |

Signatures

/s/ Bruce Lucas, by Power of Attorney
03/12/2015

**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) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$22.40 and \$22.56 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.

(2) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$22.20 and \$22.39 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.

(3) Shares of common stock reported on this line are held by Mr. Peiso's wife.

(4) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$22.35 and \$22.52 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) The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this line is between \$22.50 and \$22.52 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.

(6) Fifty percent (50%) of the stock options reported on this line were immediately vested on the grant date, and the remaining fifty percent (50%) vest on April 30, 2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.