

HFF, Inc.
Form 3
January 07, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Tepedino Michael
(Last) (First) (Middle)

C/O HFF, INC., ONE OXFORD CENTRE,Â 301 GRANT STREET, SUITE 1100

(Street)

PITTSBURGH,Â PAÂ 15219

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
01/01/2016

3. Issuer Name and Ticker or Trading Symbol
HFF, Inc. [HF]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Class A common stock | 71,392 | D | Â |
| Class A common stock | 29,682 ⁽¹⁾ | D | Â |
| Class A common stock | 1,404 ⁽²⁾ | D | Â |
| Class A common stock | 10,000 ⁽³⁾ | D | Â |
| Class A common stock | 3,537 ⁽⁴⁾ | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tepedino Michael C/O HFF, INC., ONE OXFORD CENTRE 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219 | Â | Â | Â Executive Managing Director | Â |

Signatures

/s/ Eric O. Conrad, as
attorney-in-fact

01/07/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Represents shares of restricted stock units of Class A common stock of the Company granted on January 30, 2014, twenty-five percent of which will vest on each of January 30, 2016, January 30, 2017, January 30, 2018 and January 30, 2019.
- On January 20, 2015, the Company declared a dividend, payable to all holders of record of Class A common stock on February 2, 2015, of \$1.80 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's Omnibus Incentive Compensation Plan and the outstanding grants of restricted shares of Class A common stock, any restricted shares of Class A common stock that were unvested (or vested but not issued) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not issued) restricted share of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 13, 2015, the reporting person received 1,404 additional restricted shares of Class A common stock, subject to the vesting and distribution requirements of the underlying restricted shares held by the reporting person
- (2)
- (3) Represents shares of restricted stock units of Class A common stock of the Company granted on February 18, 2015, twenty-five percent of which will vest on each of February 18, 2017, February 18, 2018, February 18, 2019 and February 18, 2020.
- (4) Represents shares of restricted stock units of Class A common stock of the Company granted on February 18, 2015, twenty-five percent of which vested immediately upon grant and seventy-five percent of which will vest on February 18, 2016.

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.