

MacKenzie Kevin  
Form 4/A  
April 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
MacKenzie Kevin

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

Executive Managing Director

C/O HFF, INC., ONE VICTORY PARK,, 2323 VICTORY AVENUE, SUITE 1200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/01/2018

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

DALLAS, TX 75219

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price   |
| Class A common stock            | 02/27/2018                           |  | A                              |   | 14,735<br>(1) (2)   | A  | \$ 46.95  |
|                                 |                                      |  |                                |   | 138,870 (3)   | D  |   |
| Class A common stock            | 02/27/2018                           |  | A                              |   | 11,433<br>(4)   | A  | \$ 46.95  |
|                                 |                                      |  |                                |   | 150,303 (5)   | D  |   |

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**

SEC 1474  
(9-02)

number.

**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 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                   |       |
|--|---------------|-----------|-----------------------------------|-------|
|  | Director      | 10% Owner | Officer                           | Other |
| MacKenzie Kevin<br>C/O HFF, INC., ONE VICTORY PARK,<br>2323 VICTORY AVENUE, SUITE 1200<br>DALLAS, TX 75219 |               |           | Executive<br>Managing<br>Director |       |

## Signatures

/s/ Eric O. Conrad, as attorney-in-fact  
04/04/2018

\*\*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) Represents grant of restricted stock units of Class A common stock of the Company under the Company's Office Profit Participation Bonus Plan, one-third of which will vest on each of February 27, 2019, February 27, 2020, and February 27, 2021.
- (2) This is to amend the Form 4 filed on March 1, 2018. The amount of securities acquired was incorrectly reported as 14,628 rather than 14,735.
- (3) This is to amend the Form 4 filed on March 1, 2018. The amount of securities beneficially owned following a reported transaction has been amended to reflect the correct amount of securities acquired.
- (4) Represents grant of restricted stock units of Class A common stock of the Company under the Company's 2016 Equity Incentive Plan, one-fifth of which will vest on each of February 27, 2019, February 27, 2020, February 27, 2021, February 27, 2022, and February 27, 2023.
- (5) This is to amend the Form 4 filed on March 1, 2018. The amount of securities beneficially owned following a reported transaction has been amended to reflect the correct amount of securities acquired per the previous line item.

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

## Edgar Filing: MacKenzie Kevin - Form 4/A

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