

HC2 Holdings, Inc.
Form SC 13D/A
April 16, 2015

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

OMB APPROVAL
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SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

HC2 Holdings, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

74443P104
(CUSIP Number)

Dov Gertzulin
DG Capital Management, LLC
460 Park Avenue, 22nd Floor
New York, NY 10022
Tel. No.: 646-942-5700
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 14, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 307068106

1 Names of Reporting Persons.

DG Capital Management, LLC

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions):

WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization.

Delaware

Number
of Shares
Beneficially
Owned by
Each
Reporting
Person With

7 Sole Voting Power

0

8 Shared Voting Power

2,384,904 shares

9 Sole Dispositive Power

0

10 Shared Dispositive Power

2,384,904 shares

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,384,904 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

9.43%

14 Type of Reporting Person (See Instructions)

IA, OO (Limited Liability Company)

1 Names of Reporting Persons.

Dov Gertzulin

2 Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3 SEC Use Only

4 Source of Funds (See Instructions):

AF

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e):

6 Citizenship or Place of Organization.

United States

| | | |
|---|------------------|--------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power |
| | 0 | |
| | 8 | Shared Voting Power |
| | 2,384,904 shares | |
| | 9 | Sole Dispositive Power |
| | 0 | |
| | 10 | Shared Dispositive Power |
| | 2,384,904 shares | |

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,384,904 shares

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13 Percent of Class Represented by Amount in Row (11)

9.43%

14 Type of Reporting Person (See Instructions)

HC, IN

AMENDMENT NO. 3 TO SCHEDULE 13D

This Amendment No. 3 to Schedule 13D (this “Amendment”) relates to shares of Common Stock, par value \$0.001 per share (the “Common Stock”), of HC2 Holdings, Inc., a Delaware corporation formerly known as PTGi Holding, Inc. (the “Issuer”), 460 Herndon Parkway, Suite 150, Herndon, Virginia 20170. This Amendment is being filed by each of the Reporting Persons to amend the Schedule 13D, as amended (the “Schedule 13D”), which was originally filed on January 15, 2014 and amended on June 5, 2014 and October 1, 2014. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

This Amendment is being filed to supplement Item 5 of the Schedule 13D as set forth below.

Item Interest in Securities of the Issuer

5.

(a) and (b) See Items 7-11 of the cover pages to this Amendment.

(c) The following table provides information regarding transactions involving shares of Common Stock that were effected during the sixty day period prior to the filing of this Amendment by private accounts with respect to which the Reporting Persons have direct or indirect investment control.

| Transaction | Date | No. Shares | Price Per Share |
|------------------|------------|------------|-----------------|
| Open market sale | 03/27/2015 | 14,029 | \$11.95 |
| Open market sale | 03/30/2015 | 32,615 | \$11.60 |
| Open market sale | 03/31/2015 | 60,886 | \$11.02 |
| Open market sale | 04/01/2015 | 4,897 | \$10.95 |
| Open market sale | 04/01/2015 | 11,675 | \$10.91 |
| Open market sale | 04/02/2015 | 9,218 | \$11.01 |
| Open market sale | 04/02/2015 | 15,000 | \$11.04 |
| Open market sale | 04/02/2015 | 25,000 | \$10.91 |
| Open market sale | 04/06/2015 | 9,300 | \$10.50 |
| Open market sale | 04/07/2015 | 1,200 | \$10.30 |
| Open market sale | 04/14/2015 | 11,724 | \$11.14 |
| Open market sale | 04/14/2015 | 20,000 | \$11.08 |
| Open market sale | 04/14/2015 | 25,000 | \$11.29 |
| Open market sale | 04/14/2015 | 15,000 | \$11.04 |
| Open market sale | 04/14/2015 | 34,681 | \$11.32 |
| Open market sale | 04/15/2015 | 1,000 | \$11.59 |
| Open market sale | 04/15/2015 | 1,500 | \$11.51 |

(d) Not applicable.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 16, 2015

DG CAPITAL MANAGEMENT, LLC

By: /s/ Dov Gertzulin
Dov Gertzulin, Managing Member

DOV GERTZULIN

By: /s/ Dov Gertzulin
Dov Gertzulin, Individually