

Heritage Insurance Holdings, Inc.
 Form 4
 August 19, 2014

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 *
 Lucas Bruce

(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)
 08/15/2014

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)
 Chairman & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 117,055 | D | |
| Common Stock | | | | (A) or (D) | 540,600 | D ⁽¹⁾ | |
| Common Stock | | | | (A) or (D) | 22,418 | I | See Footnote ⁽²⁾ |
| Common Stock | | | | (A) or (D) | 318,750 | I | See Footnote |

| | | | |
|--------------|---------|---|-------------------------|
| Common Stock | 582,682 | I | (3) See Footnote (4) |
|--------------|---------|---|-------------------------|

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

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Stock Option (Right to Buy) | \$ 14.87 | 08/15/2014 | | A | 100,000 | 03/15/2014 | 08/15/2024 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Lucas Bruce C/O HERITAGE INSURANCE HOLDINGS, INC. 2600 MCCORMICK DRIVE SUITE 300 CLEARWATER, FL 33759 | X | | Chairman & CEO | |

Signatures

/s/ Bruce Lucas 08/19/2014

**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) Shares of common stock reported on this line are held by Mr. Lucas and his wife as tenants by the entirety.
- (2) Shares of common stock reported on this line are held by Mr. Lucas' wife.

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- (3) Shares of common stock reported on this line are held by IIM Holdings, LLC and IIM Holdings II, LLC, entities controlled by Mr. Lucas.
- (4) Shares of common stock reported on this line are held by the Bruce Lucas Irrevocable Grantor Retained Annuity Trust of 2014.

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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