

Heritage Insurance Holdings, Inc.  
Form 8-K  
August 12, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 10, 2014**

**HERITAGE INSURANCE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36462**  
**(Commission**  
  
**File Number)**

**45-5338504**  
**(I.R.S. Employer**  
  
**Identification No.)**

**Heritage Insurance Holdings, Inc.**

**2600 McCormick Drive, Suite 300**

**Clearwater, Florida**  
**(Address of principal executive offices)**

**33759**  
**(Zip Code)**

**(727) 362-7202**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 12, 2014, Monica Vernon resigned from the Board of Directors (the Board ) of Heritage Insurance Holdings, Inc. (the Company ), effective immediately.

(d) On August 10, 2014, Iri Barlas, age 42, was appointed to the Board. Ms. Barlas will serve on the Audit Committee and the Compensation Committee, replacing Monica Vernon on each such committee. Ms. Barlas is the Chief Financial and Operating Officer of Megastar Advisors, LLC, an insurance marketing and training organization, and has served in such role since January 2014. Since February 2010, Ms. Barlas has also served as the Director of Accounting and Finance of Barlas & Chambers, a provider of tax, insurance and investment services. Previously, from January 2009 through January 2010, Ms. Barlas was an auditor at Grant Thornton LLP. Ms. Barlas earned a bachelor's degree and a master's degree in accounting from the University of South Florida. Ms. Barlas is a member of the American Institute of Certified Public Accountants and the Florida Institute of Certified Public Accountants.

There is no arrangement or understanding with any person pursuant to which Ms. Barlas was selected as a director. Ms. Barlas' compensation for service as a non-employee director will be consistent with that of the Company's other non-employee directors. The Company confirms there is no transaction between Ms. Barlas and the Company that would require disclosure under item 404(a) of Regulation S-K.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HERITAGE INSURANCE HOLDINGS, INC.

Dated: August 12, 2014

By: /s/ Stephen Rohde  
Name: Stephen Rohde  
Title: Chief Financial Officer