

UNIVERSAL INSURANCE HOLDINGS, INC.

Form 4

January 10, 2017

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Springer Jon

(Last) (First) (Middle)

1110 WEST COMMERCIAL
BOULEVARD, SUITE 100

(Street)

FORT LAUDERDALE, FL 33309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
UNIVERSAL INSURANCE
HOLDINGS, INC. [UVE]

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2017

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)
President and CRO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 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 (1) (2)	(A) or (D)	Price
Common Stock	01/09/2017		M		28,761 (1) (2)	A	(1) (2) 368,889
Common Stock	01/09/2017		F		9,835 (3)	D	\$ 28.75 359,054

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

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(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title or Number of Shares
Performance Share Units	<u>(1)</u>	01/09/2017		A	43,141	<u>(1)</u> <u>(1)</u>	Common Stock 43,141
Performance Share Units	<u>(1)</u> <u>(2)</u>	01/09/2017		M	28,761	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock 28,761

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Springer Jon 1110 WEST COMMERCIAL BOULEVARD SUITE 100 FORT LAUDERDALE, FL 33309	President and CRO

Signatures

/s/ Jon Springer 01/10/2017

 **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).

These performance share units ("PSUs") were granted on January 1, 2016, but were conditional upon the Issuer meeting certain growth performance goals for the 2016 calendar year. On January 9, 2017, the Compensation Committee of the Issuer's Board of Directors

- (1) confirmed that the Issuer met the performance goals for the 2016 calendar year. Each PSU represents the right to receive one share of Common Stock upon vesting. The PSUs vest as follows, subject to continued employment by the reporting person through the applicable vesting date: (a) two-thirds vest on January 1, 2017, (b) one-sixth vest on January 1, 2018, and (c) one-sixth vest on January 1, 2019.
- (2) Upon the Compensation Committee confirming that the Issuer met the performance goals for the 2016 calendar year, the two-thirds of the PSUs that had vested on January 1, 2017 were settled in shares of Common Stock.
- (3) These shares of Common Stock were withheld to satisfy the tax withholding obligation in connection with the settlement of vested PSUs into shares of Common Stock on January 9, 2017.

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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