

MacKenzie Kevin
Form 3
January 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â MacKenzie Kevin</p> <p>(Last) (First) (Middle)</p> <p>C/O HFF, INC., ONE VICTORY PARK,,Â 2323 VICTORY AVENUE, SUITE 1200</p> <p>(Street)</p> <p>DALLAS,Â TXÂ 75219</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/01/2018</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HFF, Inc. [HF]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Executive Managing Director</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Class A Common Stock | 43,735 | D | Â |
| Class A Common Stock | 14,461 ⁽¹⁾ | D | Â |
| Class A Common Stock | 684 ⁽²⁾ | D | Â |
| Class A Common Stock | 1,127 ⁽³⁾ | D | Â |
| Class A Common Stock | 830 ⁽⁴⁾ | D | Â |
| Class A Common Stock | 7,500 ⁽⁵⁾ | D | Â |
| Class A Common Stock | 559 ⁽⁶⁾ | D | Â |
| Class A Common Stock | 411 ⁽⁷⁾ | D | Â |
| Class A Common Stock | 6,513 ⁽⁸⁾ | D | Â |
| Class A Common Stock | 332 ⁽⁹⁾ | D | Â |

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| | | | |
|----------------------|------------------------|---|---|
| Class A Common Stock | 14,063 ⁽¹⁰⁾ | D | Â |
| Class A Common Stock | 718 ⁽¹¹⁾ | D | Â |
| Class A Common Stock | 1,382 ⁽¹²⁾ | D | Â |
| Class A Common Stock | 71 ⁽¹³⁾ | D | Â |
| Class A Common Stock | 22,310 ⁽¹⁴⁾ | D | Â |
| Class A Common Stock | 10,000 ⁽¹⁵⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small> | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

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

Signatures

/s/ Eric O. Conrad, as attorney-in-fact 01/10/2018

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 unvested shares of restricted stock units of Class A common stock of the Company granted under the Company's Omnibus Incentive Compensation Plan on January 30, 2014, one-half of which will vest on each of February 17, 2018 and February 17, 2019.
- (2) On January 20, 2015, the Company declared a dividend, payable to all holders of record of Class A common stock on February 2, 2015, of \$1.80 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2006 Omnibus Incentive Compensation Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common

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stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 13, 2015, the reporting person received 684 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (3) On January 22, 2016, the Company declared a dividend, payable to all holders of record of Class A common stock on February 8, 2016, of \$1.80 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2006 Omnibus Incentive Compensation Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 19, 2016, the reporting person received 1,127 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (4) On January 24, 2017, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2017, of \$1.57 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2017, the reporting person received 830 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (5) Represents unvested shares of restricted stock units of Class A common stock of the Company granted under the Company's Omnibus Incentive Compensation Plan on February 18, 2015, one-third of which will vest on each of February 17, 2018, February 17, 2019 and February 17, 2020.

- (6) On January 22, 2016, the Company declared a dividend, payable to all holders of record of Class A common stock on February 8, 2016, of \$1.80 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2006 Omnibus Incentive Compensation Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 19, 2016, the reporting person received 559 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (7) On January 24, 2017, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2017, of \$1.57 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2017, the reporting person received 411 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (8) Represents unvested shares of restricted stock units of Class A common stock of the Company granted under the Company's Omnibus Incentive Compensation Plan on February 17, 2016, one-fourth of which will vest on each of February 17, 2018, February 17, 2019, February 17, 2020 and February 17, 2021.

- (9) On January 24, 2017, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2017, of \$1.57 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2017, the reporting person received 332 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (10) Represents unvested shares of restricted stock units of Class A common stock of the Company granted under the Company's Office Profit Participation Bonus Plan on February 17, 2016, one-half of which will vest on each of February 17, 2018 and February 17, 2019

- (11) On January 24, 2017, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2017, of \$1.57 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were

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unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2017, the reporting person received 718 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (12) Represents unvested shares of restricted stock units of Class A common stock of the Company granted under the Company's Firm Profit Participation Bonus Plan on February 17, 2016, one-half of which will vest on each of February 17, 2018 and February 17, 2019

On January 24, 2017, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2017, of \$1.57 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2017, the reporting person received 71 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

- (13) Represents shares of restricted stock units of Class A common stock of the Company granted under the Company's Office Profit Participation Bonus Plan on February 14, 2017, one-third of which will vest on each of February 14, 2018, February 14, 2019 and February 14, 2020.

- (14) Represents shares of restricted stock units of Class A common stock of the Company granted the Company's Omnibus Incentive Compensation Plan on February 14, 2017, one-fifth of which will vest on each of February 14, 2018, February 14, 2019, February 14, 2020, February 14, 2021 and February 14, 2022.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.