

Patel Paresh  
Form 4  
March 14, 2019

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Patel Paresh

(Last) (First) (Middle)  
5300 W. CYPRESS STREET, SUITE 100  
(Street)

TAMPA, FL 33607

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HCI Group, Inc. [HCI]

3. Date of Earliest Transaction (Month/Day/Year)  
03/13/2019

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)

Chief Executive Officer

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock					103,000	D	
Common stock					35,000	I	IRA
Common stock					300,000 <sup>(1)</sup>	D	
Common stock	03/13/2019		P	7,000 A	\$ 41.199 <sup>(2)</sup>	D <sup>(3)</sup>	
Common Stock					20,000 <sup>(4)</sup>	D	

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Common Stock	30,000 <sup>(5)</sup>	D
Common Stock	40,000 <sup>(6)</sup>	D

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)	8. Price or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 40					<sup>(8)</sup>	01/07/2027	Common	110,000
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 40					<sup>(9)</sup>	02/08/2028	Common	110,000
Stock Option (Right to Buy) <sup>(7)</sup>	\$ 53					<sup>(10)</sup>	01/15/2029	Common	110,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patel Paresh 5300 W. CYPRESS STREET SUITE 100	X	X	Chief Executive Officer	

TAMPA, FL 33607

## Signatures

/s/ Andrew L. Graham as Attorney-in-fact for Paresh

Patel

03/14/2019

\_\_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) Restricted stock grant of 400,000 shares effective 5/16/2013: the Issuer cancelled effective 3/2/2016 a 100,000 share tranche of this grant that was to have vested one year after the closing price of HCI common shares equaled or exceeded \$50 per share for 20 consecutive trading days. Of the award's 300,000 remaining shares, 100,000 have previously vested, 100,000 shares will vest one year after the closing price of HCI common shares equals or exceeds \$65 per share for 20 consecutive trading days, and 100,000 will vest one year after the closing price of HCI common shares equals or exceeds \$80 per share for 20 consecutive trading days. All shares for which restrictions have not lapsed 6 years and one day from the grant date will be forfeited. These shares were granted by the Company pursuant to the Company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock agreement dated 5/16/2013.

(2) The reported price in Column 4 is a weighted average price. The shares were purchased in two transactions at prices of \$41.1739 and \$41.2184. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price set forth in this footnote.

(3) Shares held jointly with spouse.

(4) Restricted stock grant of 40,000 shares effective January 7, 2017: Restrictions on 20,000 shares have lapsed. Restrictions on the remaining 20,000 shares will lapse in 10,000 amounts on each of January 7, 2020 and January 7, 2021. These shares were granted by the Company pursuant to the Company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock award contract dated January 7, 2017.

(5) Restricted stock grant of 40,000 shares effective February 8, 2018: Restrictions on 10,000 shares have lapsed. Restrictions on the remaining 30,000 shares will lapse in 10,000 amounts on each of February 8, 2020, February 8, 2021, and February 8, 2022. These shares were granted by the Company pursuant to the Company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock award contract dated February 8, 2018.

(6) Restricted stock grant of 40,000 shares effective January 15, 2019: Restrictions on 10,000 shares will lapse on each of January 15, 2020, January 15, 2021, January 15, 2022, and January 15, 2023. These shares were granted by the Company pursuant to the Company's 2012 Omnibus Incentive Plan and under the terms and conditions of a restricted stock award contract dated January 15, 2019.

(7) The options were granted pursuant to the HCI Group, Inc. 2012 Omnibus Incentive Plan.

(8) The options were granted on January 7, 2017 at an exercise price of \$40.00 per share, in excess of the \$39.71 market value. Commencing on January 7, 2018 and continuing on the same day of each calendar year thereafter through and including January 7, 2021, the amount of 27,500 options will vest and become exercisable on each such annual vesting date. Once vested, the options may be exercised at any time up to and including January 7, 2027.

(9) The options were granted on February 8, 2018 at an exercise price of \$40.00 per share, in excess of the \$34.92 market value. Commencing on February 8, 2019 and continuing on the same day of each calendar year thereafter through and including February 8, 2022, the amount of 27,500 options will vest and become exercisable on each such annual vesting date. Once vested, the options may be exercised at any time up to and including February 8, 2028.

(10) The options were granted on January 15, 2019 at an exercise price of \$53.00 per share, in excess of the \$47.94 market value. Commencing on January 15, 2020 and continuing on the same day of each calendar year thereafter through and including January 15, 2023, the amount of 27,500 options will vest and become exercisable on each such annual vesting date. Once vested, the options may be exercised at any time up to and including January 15, 2029.

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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