

Graham Andrew L.  
Form 4  
December 12, 2018

**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  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Graham Andrew L.

(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)

12/10/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below) below)

GC/Corporate Secretary

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 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	12/10/2018		P		50	A	\$ 53.264	2,875	I
									By Andrew L. Graham IRA
Common Stock								1,982 <sup>(1)</sup>	D
Common Stock	12/10/2018		P		50	A	\$ 53.3787	21,084	D
Common Stock								2,182 <sup>(2)</sup>	D

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Common Stock	2,353 <sup>(3)</sup>	D
Common Stock	3,500 <sup>(4)</sup>	D

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

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(9-02)

**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 of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
Graham Andrew L. 5300 W. CYPRESS STREET SUITE 100 TAMPA, FL 33607	Director    10% Owner    Officer    Other  GC/Corporate Secretary

## Signatures

/s/ Andrew L.  
Graham                      12/12/2018

\_\_\_\_\_  
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).

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(1) Restricted stock grant of 2,500 shares effective 5/20/2015: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2016, May 20, 2017, May 20, 2018, and May 20, 2019. 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 5/20/2015. The number of shares reported in column 5 includes 625 unvested shares pursuant to this 5/20/2015 restricted stock grant.

(2) Restricted stock grant of 2,500 shares effective 6/06/2016: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2017, May 20, 2018, May 20, 2019, and May 20, 2020. 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 6/06/2016. The number of shares reported in column 5 includes 1,250 unvested shares pursuant to this 6/06/16 restricted stock grant.

(3) Restricted stock grant of 2,500 shares effective 6/06/2017: Restriction period will lapse and the restricted shares will vest as follows: 625 shares on each of May 20, 2018, May 20, 2019, May 20, 2020, and May 20, 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 agreement dated 6/06/2017. The number of shares reported in column 5 includes 1,875 unvested shares pursuant to this 6/06/2017 restricted stock grant.

(4) Restricted stock grant of 3,500 shares effective 6/19/2018: Restriction period will lapse and the restricted shares will vest as follows: 875 shares on each of May 20, 2019, May 20, 2020, May 20, 2021, and May 20, 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 agreement dated 6/19/2018.

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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