

**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): November 2, 2020

**HC2 HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-35210**  
(Commission File Number)

**54-1708481**  
(IRS Employer Identification No.)

**450 Park Avenue, 29th Floor**  
**New York, NY 10022**  
(Address of principal executive offices)

**(212) 235-2690**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	HCHC	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 8.01. Other Events.

On October 7, 2020, HC2 Holdings, Inc. (the “Company”) commenced its previously announced \$65 million common stock rights offering. The rights offering is being made pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-248695) (the “Registration Statement”), filed with the Securities and Exchange Commission (the “SEC”) on September 9, 2020, the prospectus forming a part of the Registration Statement and the prospectus supplement relating the rights offering (the “Prospectus Supplement”), filed with the SEC on October 7, 2020.

As described in the Prospectus Supplement, the shares of common stock to be issued upon exercise of the rights, like the Company’s existing shares of common stock, will be listed for trading on the New York Stock Exchange (the “NYSE”) under the symbol “HCHC.” Although the rights are transferrable, the Company does not intend to list the rights on the NYSE or any other national securities exchange. Therefore, the rights may effectively only be transferred or sold in private transactions.

Given that rights are transferable only in private transactions, in an effort to seek to provide a manner in which trading of the rights may be tracked, eligible stockholders seeking to transfer or sell any of their respective rights after the date of this Current Report on Form 8-K must (i) deliver to the Company the form entitled “Form of Beneficial Owner Letter for Transfer or Sale of Rights” or (ii) if any eligible stockholder holds its shares of the Company’s common stock in “street name” through a broker, dealer or other nominee, instruct such nominee holder to deliver to the Company the form entitled “Form of Nominee Holder Letter for Transfer or Sale of Rights,” in each case, substantially in the form attached as Exhibit 99.1 or 99.2, respectively, to this Current Report on Form 8-K. Any transferee of rights must comply with the requirements of the preceding sentence, as applicable, for any subsequent sale or transfer of rights. Any such transfer or sale will be recorded in the books and records of the Company.

Instructions for delivering the properly completed applicable form may be obtained from the information agent as set forth below. All questions as to the validity (including time of receipt) and acceptance of such forms will be determined by the Company, in its reasonable discretion. In determining whether to accept the applicable form for the transfer or sale of rights and to record such sale or transfer in its books and records, the Company may consider, among other things, the number of rights to be transferred or sold. The Company shall not have any responsibility to record in its books and records any transfer or sale effected without the Company’s acceptance of the properly completed form. Any sale or transfer of rights (including any sale or transfer prior to the date of this Current Report on Form 8-K) shall be the sole responsibility of the applicable stockholder, transferee and their respective nominee holders (if applicable).

As described in the Prospectus Supplement, the Company is not responsible if eligible stockholders sell or transfer their respective rights and no market exists to facilitate the purchase of rights. Further, if the rights offering is terminated or canceled for any reason, the rights will expire and will no longer be exercisable or transferable, and will not have any value. Although the Company is seeking to provide a manner in which trading of the rights may be tracked, the Company will be relying on stockholders and their respective nominees to comply with the procedures described herein, as well as on information provided by them. No assurance can be given that such information will be provided in full or at all, and the Company will have no responsibility to verify the accuracy or completeness of any such information. Eligible stockholders or transferees who wish to trade in the rights shall bear all risk of loss, even if the rights offering is terminated or canceled.

Copies of the prospectus and the Prospectus Supplement were mailed to all eligible stockholders as of 5:00 p.m., New York City time, October 2, 2020 on or about October 7, 2020 and can also be accessed through the SEC’s website at [www.sec.gov](http://www.sec.gov) or be obtained from the information agent, Okapi Partners LLC, toll free at (855) 208-8902 or via email at [info@okapipartners.com](mailto:info@okapipartners.com). Additional information regarding the rights offering is set forth in the prospectus and the Prospectus Supplement. Except as expressly modified by this Current Report on Form 8-K, all term and conditions of the Rights Offering remain unchanged.

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## Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the rights offering and other information and statements that are not historical fact. These forward-looking statements involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. All forward-looking statements speak only as of the date of this Current Report on Form 8-K, and unless legally required, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Please refer to the Company's filings with the SEC, including its most recently filed Annual Report on Form 10-K and subsequent Quarterly Reports on Form 10-Q, for additional information about the risks and uncertainties related to the Company's business that may affect the forward-looking statements made in this Current Report on Form 8-K.

## Not a Solicitation

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the securities described above, and shall not constitute an offer, solicitation or sale, nor shall there be any sale of such securities of the Company in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

## **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Form of Beneficial Owner Letter for Transfer or Sale of Rights.</a>
<a href="#">99.2</a>	<a href="#">Form of Nominee Holder Letter for Transfer or Sale of Rights.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Date: November 2, 2020

**HC2 Holdings, Inc.**

By: /s/ Michael J. Sena  
Name: Michael J. Sena  
Title: Chief Financial Officer

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**FORM OF  
BENEFICIAL OWNER LETTER FOR TRANSFER OR SALE OF RIGHTS**

\_\_\_\_\_, 2020

HC2 Holdings, Inc.  
450 Park Avenue, 29th Floor  
New York, NY  
(212) 235-2690  
Attention: Chief Legal Officer

Re: Transfer or Sale of Rights

Dear Mr. Ferraro:

This letter is being submitted to HC2 Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's rights offering (the "**Rights Offering**") of shares of its common stock, par value \$0.001 per share (the "Common Stock"), pursuant to transferable subscription rights (the "**Rights**") distributed to all holders of record of shares of its Common Stock and shares of its preferred stock that are entitled to participate in dividend distributions to holders of Common Stock as of 5:00 p.m., New York City time, on October 2, 2020 (the "**Record Date**"). The Rights are described in the Company's Base Prospectus, dated September 9, 2020, and Prospectus Supplement, dated October 7, 2020.

In connection with the Rights Offering, the beneficial owner set forth on Annex A hereto (the "Beneficial Owner") has transferred or sold the amount of Rights specified on Annex A hereto. Accordingly, the Beneficial Owner requests that the Company record such transfer or sale in its books and records.

The Beneficial Owner hereby certifies that: (i) it was the beneficial owner of the amount of Rights (prior to the transfer or sale) listed on Annex A hereto; (ii) it has sold or transferred the amount of Rights listed on Annex A hereto to the transferee or transferees listed on Annex A hereto (collectively, the "Transferee"); and (iii) this letter has been duly authorized, executed and delivered by the Beneficial Owner or on its behalf.

The Beneficial Owner hereby acknowledges that: (i) it understands that if the Rights Offering is terminated or canceled for any reason, the Rights will expire and will no longer be exercisable or transferable, and will not have any value; (ii) the Company is relying on the certifications and information provided by the Beneficial Owner herein, and the Company has no responsibility to verify the accuracy or completeness of any such information; and (iii) the Beneficial Owner and the Transferee bear all risk of loss associated with the transfer or sale of the Rights, even if the Rights Offering is terminated or canceled.

This letter shall be construed in accordance with, and governed by, the laws of the State of New York without regard to conflicts of law principles thereof that would result in the application of the laws of another jurisdiction.

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Sincerely,

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(Name of Beneficial Owner)

By: \_\_\_\_\_

Name:

Title:

*[Signature Page to Beneficial Owner Letter]*

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Annex A

<b>Name and Address of Beneficial Owner</b>	<b>Name and Address of Transferee</b>	<b>Amount of Rights Held by Beneficial Owner (Prior to the Transfer or Sale)</b>	<b>Amount of Rights Transferred or Sold</b>

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**FORM OF  
NOMINEE HOLDER LETTER FOR TRANSFER OR SALE OF RIGHTS**

\_\_\_\_\_, 2020

HC2 Holdings, Inc.  
450 Park Avenue, 29th Floor  
New York, NY  
(212) 235-2690  
Attention: Chief Legal Officer

Re: Transfer or Sale of Rights

Dear Mr. Ferraro:

This letter is being submitted to HC2 Holdings, Inc., a Delaware corporation (the "Company"), in connection with the Company's rights offering (the "Rights Offering") of shares of its common stock, par value \$0.001 per share (the "Common Stock"), pursuant to transferable subscription rights (the "Rights") distributed to all holders of record of shares of its Common Stock and shares of its preferred stock that are entitled to participate in dividend distributions to holders of Common Stock as of 5:00 p.m., New York City time, on October 2, 2020 (the "Record Date"). The Rights are described in the Company's Base Prospectus, dated September 9, 2020, and Prospectus Supplement, dated October 7, 2020.

In connection with the Rights Offering, the recordholder set forth on Annex A hereto (the "Recordholder"), which holds in its capacity as the custodian the Rights on behalf of the beneficial owner listed on Annex A hereto (the "Beneficial Owner"), has transferred or sold, on behalf of the Beneficial Owner, the amount of Rights specified on Annex A hereto. Accordingly, the Recordholder requests that the Company record such transfer or sale in its books and records.

The Recordholder, on behalf of the Beneficial Owner, hereby certifies that (i) it is a participant of The Depository Trust Company ("DTC"); (ii) it held the amount of Rights (prior to the transfer or sale) listed on Annex A hereto on behalf of the Beneficial Owner; (iii) it has sold or transferred the amount of Rights listed on Annex A hereto to the transferee or transferees listed on Annex A hereto (collectively, the "Transferee"); and (iv) this letter has been duly authorized, executed and delivered by the Recordholder on behalf of the Beneficial Owner.

The Recordholder, on behalf of the Beneficial Owner, hereby acknowledges that: (i) it understands that if the Rights Offering is terminated or canceled for any reason, the Rights will expire and will no longer be exercisable or transferable, and will not have any value; (ii) the Company is relying on the certifications and information provided by the Recordholder herein, and the Company has no responsibility to verify the accuracy or completeness of any such information; and (iii) the Recordholder, Beneficial Owner and the Transferee bear all risk of loss associated with the transfer or sale of the Rights, even if the Rights Offering is terminated or canceled.

This letter shall be construed in accordance with, and governed by, the laws of the State of New York without regard to conflicts of law principles thereof that would result in the application of the laws of another jurisdiction.

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Sincerely,

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(Name of Recordholder)

By: \_\_\_\_\_

Name:

Title:

*[Signature Page to Nominee Holder Letter]*

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Annex A

<b>Name and Address of Beneficial Owner</b>	<b>Name, Address and DTC Participant Number of Recordholder</b>	<b>Name, Address and DTC Participant Number of Transferee</b>	<b>Amount of Rights Held by Recordholder (Prior to the Transfer or Sale)</b>	<b>Amount of Rights Transferred or Sold</b>

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