

HC2 Holdings, Inc.

Form S-3/A

October 27, 2015

As filed with the Securities and Exchange Commission on October 27, 2015

Registration No. 333-207470

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

Amendment No. 1
to
Form S-3

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware 54-1708481
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

505 Huntmar Park Drive #325
Herndon, Virginia 20170
(703) 865-0700
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Andrea L. Mancuso
General Counsel and Corporate Secretary
505 Huntmar Park Drive #325
Herndon, Virginia 20170
(703) 865-0700
(Address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Senet S. Bischoff, Esq.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-207470) (the “Registration Statement”) of HC2 Holdings, Inc. is being filed solely to file Exhibit 5.1 to the Registration Statement. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, Exhibit 5.1 and the signature page. This Amendment No. 1 does not modify any provision of the Registration Statement except as specifically noted herein.

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

(a) Exhibits

A list of exhibits filed with this registration statement on Form S-3 is set forth on the Exhibit Index and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fairfax, Commonwealth of Virginia, on the 27th day of October, 2015.

HC2 HOLDINGS, INC.

By: /s/ Andrea L. Mancuso
Name: Andrea L. Mancuso
Title: General Counsel & Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
* Philip A. Falcone	President, Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	October 27, 2015
/s/ Michael Sena Michael Sena	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 27, 2015
* Robert M. Pons	Director	October 27, 2015
* Wayne Barr, Jr.	Director	October 27, 2015
* Robert Leffler	Director	October 27, 2015
* Daniel Tseung	Director	October 27, 2015

* The undersigned does hereby sign this Amendment No. 1 to the Registration Statement on behalf of each of the above indicated directors and officers of HC2 Holdings, Inc. pursuant to a power of attorney executed by each such director and officer.

By: /s/ Andrea L. Mancuso
Name: Andrea L. Mancuso
Title: General Counsel & Corporate Secretary

By: /s/ Michael Sena
Name: Michael Sena
Title: Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

EXHIBIT INDEX

Exhibit
Number Description

- 1.1* Form of Underwriting Agreement.
- 3.1*** Second Amended and Restated Certificate of Incorporation of HC2 Holdings, Inc. (“HC2”) (incorporated by reference to Exhibit 3.1 to HC2’s Form 8-A, filed on June 20, 2011) (File No. 001-35210).
- 3.2*** Certificate of Ownership of HC2 (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on October 18, 2013) (File No. 001-35210).
- 3.3*** Certificate of Ownership and Merger (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on April 11, 2014) (File No. 001-35210).
- 3.4*** Certificate of Amendment (incorporated by reference to Exhibit 3.1 to HC2’s Current Report on Form 8-K, filed on June 18, 2014) (File No. 001-35210).
- 3.5*** Second Amended and Restated By-laws of HC2 (incorporated by reference to Exhibit 3.2 to HC2’s Current Report on Form 8-K, filed on April 27, 2012) (File No. 001-35210).
- 4.1*** Specimen of Common Stock (incorporated by reference to Exhibit 3.3 to HC2’s Form 8-A, filed on June 20, 2011) (File No. 001-35210).
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Exhibit
Number Description

5.1** Opinion of Latham & Watkins LLP.

23.1** Consent of Latham & Watkins LLP (included in Exhibit 5.1).

23.2*** Consent of BDO USA, LLP, independent registered public accounting firm.

23.3*** Consent of BDO LLP, independent accountant.

23.4*** Consent of Grant Thornton, LLP, independent certified public accountants.

23.5*** Consent of Ernst & Young LLP, independent auditor, regarding United Teacher Associates Insurance Company.

23.6*** Consent of Ernst & Young LLP, independent auditor, regarding Continental General Insurance Company.

24.1*** Powers of Attorney.

*To be filed by amendment or incorporated by reference in connection with the offering of the securities.

**Filed herewith.

***Previously filed.
