Fowler John Form 4 April 04, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 5

obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * Fowler John

(Middle)

(First)

C/O HFF, INC., ONE OXFORD CENTRE,, 301 GRANT STREET, **SUITE 1100**

(Street)

HFF, Inc. [HF] 3. Date of Earliest Transaction

2. Issuer Name and Ticker or Trading

(Month/Day/Year) 02/14/2018

4. If Amendment, Date Original

Symbol

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

January 31, Expires:

Estimated average burden hours per

response...

0.5

2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Officer (give title __X_ Other (specify below) below)

Director Emeritus

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

PITTSBURGH, PA 15219

(City)	(State)	(Zip) 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A common stock	02/14/2018		F	276 (1)	D	\$ 46.41	207,584	D			
Class A common stock	02/14/2018		F	162 (2)	D	\$ 46.41	207,422	D			
Class A common stock	02/14/2018		F	325 (3)	D	\$ 46.41	207,097	D			
Class A	02/17/2018		F	356 (4)	D	\$ 46.5	206,741	D			

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common stock							
Class A common stock	02/17/2018	F	422 (5)	D	\$ 46.5	206,319	D
Class A common stock	02/17/2018	F	379 <u>(6)</u>	D	\$ 46.5	205,940	D
Class A common stock	02/17/2018	F	18 (7)	D	\$ 46.5	205,922	D
Class A common stock	02/17/2018	F	21 (7)	D	\$ 46.5	205,901	D
Class A common stock	02/17/2018	F	19 <u>(7)</u>	D	\$ 46.5	205,882	D
Class A common stock	02/21/2018	F	14 (8)	D	\$ 46.5	205,868	D
Class A common stock	02/21/2018	F	16 (8)	D	\$ 46.5	205,852	D
Class A common stock	02/21/2018	F	15 (8)	D	\$ 46.5	205,837	D
Class A common stock	02/21/2018	F	10 (8)	D	\$ 46.41	205,827	D
Class A common stock	02/21/2018	F	6 (8)	D	\$ 46.41	205,821	D
Class A common stock	02/21/2018	F	12 (8)	D	\$ 46.41	206,127 (9)	D

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

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SEC 1474 (9-02)

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	int of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	·	or		
						Exercisable	Date	Title Nun	Number		
				G 1 W	(A) (B)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Fowler John C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 1100 PITTSBURGH, PA 15219

Director Emeritus

Signatures

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

04/04/2018

**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).
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (1) Class A common stock under the Company's Office Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (2) Class A common stock under the Company's Firm Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (4) Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (5) Class A common stock under the Company's Office Profit Participation Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
- (6) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Firm Profit Participation Bonus Plan, which grant was originally reported on a Form 4 filed

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with the U.S. Securities and Exchange Commission on February 19, 2016.

- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (7) Class A common stock in connection with the Company dividend, paid on February 21, 2017 to holders of record of the Company's Class A common stock on February 9, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's (8) Class A common stock in connection with the Company dividend, paid on February 21, 2018 to holders of record of the Company's Class A common stock on February 9, 2018.
 - On January 26, 2018, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2018, of \$1.75 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, 2018, the reporting person received 318 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.

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.