

MacKenzie Kevin
Form 4/A
April 04, 2018

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 *
MacKenzie Kevin

(Last) (First) (Middle)

C/O HFF, INC., ONE VICTORY PARK,, 2323 VICTORY AVENUE, SUITE 1200

(Street)

DALLAS, TX 75219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HFF, Inc. [HF]

3. Date of Earliest Transaction
(Month/Day/Year)
02/27/2018

4. If Amendment, Date Original Filed(Month/Day/Year)
03/01/2018

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Executive Managing Director

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
Class A common stock	02/27/2018		A		14,735 (1) (2)	A	\$ 46.95
					138,870 (3)	D	
Class A common stock	02/27/2018		A		11,433 (4)	A	\$ 46.95
					150,303 (5)	D	

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

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number.

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. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MacKenzie Kevin C/O HFF, INC., ONE VICTORY PARK, 2323 VICTORY AVENUE, SUITE 1200 DALLAS, TX 75219			Executive Managing Director	

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).
- (1) Represents grant of restricted stock units of Class A common stock of the Company under the Company's Office Profit Participation Bonus Plan, one-third of which will vest on each of February 27, 2019, February 27, 2020, and February 27, 2021.
- (2) This is to amend the Form 4 filed on March 1, 2018. The amount of securities acquired was incorrectly reported as 14,628 rather than 14,735.
- (3) This is to amend the Form 4 filed on March 1, 2018. The amount of securities beneficially owned following a reported transaction has been amended to reflect the correct amount of securities acquired.
- (4) Represents grant of restricted stock units of Class A common stock of the Company under the Company's 2016 Equity Incentive Plan, one-fifth of which will vest on each of February 27, 2019, February 27, 2020, February 27, 2021, February 27, 2022, and February 27, 2023.
- (5) This is to amend the Form 4 filed on March 1, 2018. The amount of securities beneficially owned following a reported transaction has been amended to reflect the correct amount of securities acquired per the previous line item.

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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