

HC2 HOLDINGS, INC.
Form SC 13D/A
October 31, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

HC2 Holdings, Inc.
(Name of Issuer)

Common Stock, \$0.001 par value per share
(Title of Class of Securities)

90131T208
(CUSIP Number)

Alexander H. McMillan
Chief Compliance Officer
Benefit Street Partners L.L.C.
Providence Equity Capital Markets L.L.C.
9 West 57th Street, Suite 4920
New York, NY 10019
(212) 588-6700
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

with copies to:
Craig Marcus
Ropes & Gray LLP
800 Boylston Street
Boston, Massachusetts 02199
(617) 951-7802

November 5, 2015
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to * the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Names of Reporting Persons.

1. Benefit Street Partners L.L.C.
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.
Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. Delaware

7. Sole Voting Power

Number of	0
Shares	8. Shared Voting Power
Beneficially	
Owned by	2,892,446
Each	9. Sole Dispositive Power
Reporting	
Person	0
With	10. Shared Dispositive Power
	2,892,446

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 2,892,446
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13. 7.7%
Type of Reporting Person (See Instructions)

14. IA

Names of Reporting Persons.

1. Providence Equity Capital Markets L.L.C.
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.

Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. Delaware

7. Sole Voting Power

Number of
Shares

8. Shared Voting Power

Beneficially

Owned by 888,792

Each

9. Sole Dispositive Power

Reporting

Person

0

With

10. Shared Dispositive Power

888,792

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 888,792

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12. ..

Percent of Class Represented by Amount in Row (11)

13. 2.5%

Type of Reporting Person (See Instructions)

14. IA

Names of Reporting Persons.

1. Jonathan M. Nelson
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.

Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. United States

	7. Sole Voting Power
Number of	0
Shares	8. Shared Voting Power
Beneficially	3,781,237
Owned by	9. Sole Dispositive Power
Each	
Reporting	0
Person	10. Shared Dispositive Power
With	
	3,781,237

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 3,781,237
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13. 9.8%
Type of Reporting Person (See Instructions)

14. IN

Names of Reporting Persons.

1. Paul J. Salem
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.

Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. United States

7. Sole Voting Power

Number of 0

Shares 8. Shared Voting Power

Beneficially

Owned by 3,781,237

Each 9. Sole Dispositive Power

Reporting

Person 0

With 10. Shared Dispositive Power

3,781,237

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 3,781,237

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13. 9.8%

Type of Reporting Person (See Instructions)

14. IN

Names of Reporting Persons.

1. Glenn M. Creamer
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.

Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. United States

7. Sole Voting Power

Number of 0

Shares 8. Shared Voting Power

Beneficially

Owned by 3,781,237

Each 9. Sole Dispositive Power

Reporting

Person 0

With 10. Shared Dispositive Power

3,781,237

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 3,781,237

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12.

Percent of Class Represented by Amount in Row (11)

13. 9.8%

Type of Reporting Person (See Instructions)

14. IN

Names of Reporting Persons.

1. Thomas J. Gahan
Check the Appropriate Box if a Member of a Group (See Instructions)

2. (a)
(b)
SEC Use Only

3.

Source of Funds (See Instructions)

4. OO
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

5.

Citizenship or Place of Organization

6. United States

7. Sole Voting Power

Number of 0

Shares 8. Shared Voting Power

Beneficially

Owned by 3,781,237

Each 9. Sole Dispositive Power

Reporting

Person 0

With 10. Shared Dispositive Power

3,781,237

Aggregate Amount Beneficially Owned by Each Reporting Person

11. 3,781,237

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

12. ..

Percent of Class Represented by Amount in Row (11)

13. 9.8%

Type of Reporting Person (See Instructions)

14. IN

Except as set forth below, the initial Schedule 13D that was filed on June 9, 2014 (as amended by Amendment No. 1 filed with the Securities and Exchange Commission ("SEC") on September 25, 2014 and Amendment No. 2 ("Amendment No. 2") filed with the SEC on August 19, 2015, the "Schedule 13D"), the Schedule 13D remains in effect, and capitalized terms used herein but not defined herein have such respective meanings, as defined in the Schedule 13D. The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The information set forth in the Exhibits attached hereto and to the Schedule 13D is expressly incorporated herein by reference and the response to each Item of this Statement is qualified in its entirety by the provisions of such Exhibits.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is amended and restated in its entirety to read as follows:

The information set forth and/or incorporated by reference in Items 2, 3 and 4 is hereby incorporated by reference into this Item 5.

(a) See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentages of the Common Stock beneficially owned by each of the Reporting Persons. References to percentage ownerships of Common Stock in this Statement are based upon 35,436,527 shares of Common Stock outstanding as of July 31, 2016 as specified in the Company's Quarterly Report on Form 10-Q filed by the Company on August 9, 2016.

The Reporting Persons may be deemed to beneficially own an aggregate of 3,781,237 shares of Common Stock (consisting of (i) 2,981,147 shares of Common Stock that can be acquired upon the conversion of outstanding shares of the Company's Series A Convertible Participating Preferred Stock, \$0.001 par value per share (the "Convertible Preferred Stock"), and (ii) 800,090 shares of Common Stock), which represents approximately 9.8% of the Company's Common Stock, calculated in accordance with Rule 13d-3 under the Act. The shares of Convertible Preferred Stock are convertible into a number of shares of Common Stock determined by dividing the accrued value of the shares of Convertible Preferred Stock to be so converted by the conversion price in effect at the time of such conversion. The current conversion price is \$4.25 and may be adjusted from time to time. The accrued value for each share of Convertible Preferred Stock is currently equal to approximately \$1,013.59 and is subject to increase in the future by the amount of any unpaid dividends on the Convertible Preferred Stock.

By virtue of the relationship described herein, the Reporting Persons may be deemed to constitute a "group" for purposes of Rule 13(d)(3) of the Act. As a member of a group, each Reporting Person may be deemed to share voting and dispositive power with respect to, and therefore beneficially own, the shares beneficially owned by members of the group as a whole. The filing of this Statement shall not be construed as an admission that a Reporting Person beneficially owns those shares held by any other member of the group. In addition, each Reporting Person expressly disclaims beneficial ownership of any securities reported herein except to the extent such Reporting Person actually exercises voting or dispositive power with respect to such securities.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition. The information set forth in Item 2 is hereby incorporated by reference into this Item 5(b).

(c) The Reporting Persons have not effected any transactions in the Common Stock during the past 60 days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock reported on this Schedule 13D.

(e) Not applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 is amended by adding the following at the end thereof:

Consent and Waiver

On October 7, 2016, the Reporting Persons executed a Consent and Waiver Agreement with the Company pursuant to which the Reporting Persons consented to the terms of, and waived certain of its rights triggered by, the Voluntary Conversion Agreement, dated October 7, 2016, by and between the Company and Hudson Bay Absolute Return Credit Opportunities Master Fund, LTD. In consideration of the consents and waivers provided by the Reporting Persons, the Company issued the Reporting Persons 50,090 shares of its common stock and made a one time payment to the Reporting Persons of \$375,000.

This summary description does not purport to be complete, and is qualified in its entirety by the Consent and Waiver Agreement, a copy of which is filed as Exhibit 6 and is incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit Description

- 1 Securities Purchase Agreement, dated as of May 29, 2014, by and among the Company, the Providence Funds and certain other parties (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on June 9, 2014).
 - 2 Amended and Restated Registration Rights Agreement, dated as of September 22, 2014, by and among the Company, the Providence Funds and certain other parties (incorporated by reference to Exhibit 2 to Amendment 1 to the Schedule 13D filed by the Reporting Persons on September 25, 2014).
 - 3 Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Act by and among the BSP, PECM, Jonathan M. Nelson, Paul J. Salem, Glenn M. Creamer and Thomas J. Gahan, dated June 9, 2014 (incorporated by reference to Exhibit 3 to the Schedule 13D filed by the Reporting Persons on June 9, 2014).
 - 4 Consent, Waiver and Amendment Agreement by and among the Company, the Providence Funds and certain other parties, dated September 22, 2014 (incorporated by reference to Exhibit 4 to Amendment 1 to the Schedule 13D filed by the Reporting Persons on September 25, 2014).
 - 5 Consent, Waiver and Amendment Agreement by and among the Company, the Providence Funds and certain other parties, dated August 5, 2015 (incorporated by reference to Exhibit 5 to Amendment 2 to the Schedule 13D filed by the Reporting Persons on August 19, 2015).
 - 6 Consent and Waiver Agreement by and among the Company and the Providence Funds, dated October 7, 2016.
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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: October 31, 2016

BENEFIT STREET
PARTNERS L.L.C.

By: /s/ Bryan R. Martoken
Name: Bryan R. Martoken
Title Authorized Signatory

PROVIDENCE EQUITY
CAPITAL MARKETS L.L.C.

By: /s/ Bryan R. Martoken
Name: Bryan R. Martoken
Title Authorized Signatory

By: /s/ Jonathan M. Nelson
Name: Jonathan M. Nelson

By: /s/ Paul J. Salem
Name: Paul J. Salem

By: /s/ Glenn M. Creamer
Name Glenn M. Creamer

By: /s/ Thomas J. Gahan
Name Thomas J. Gahan