

**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 20, 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)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 20, 2020, a special meeting of stockholders (the “Special Meeting”) of HC2 Holdings, Inc. (the “Company”) was held to vote on the proposals described in the definitive proxy statement, filed with the U.S. Securities and Exchange Commission (the “SEC”) on October 19, 2020. Following the receipt of stockholder approval at the Special Meeting as described in Item 5.07 of the Company’s Current Report on Form 8-K filed with the SEC on November 20, 2020, the Company filed that certain Certificate of Amendment No. 2 to the Company’s Second and Amended and Restated Certificate of Incorporation to increase the number of authorized shares of the Company’s common stock, par value \$0.001 per share, to 160,000,000 shares (the “Certificate of Amendment”). The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on November 20, 2020 and became effective as of such date.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

On November 23, 2020, the Company issued a press release announcing the preliminary results of its previously announced rights offering, which expired at 5:00 p.m., New York City time, on November 20, 2020. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment No. 2 to Second Amended and Restated Certificate of Incorporation of HC2 Holdings, Inc.
99.1	Press release dated November 23, 2020, titled “HC2 Holdings Announces Preliminary Results of Rights Offering.”
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 23, 2020

HC2 Holdings, Inc. (Registrant)

By: /s/ Michael J. Sena

Name: Michael J. Sena

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT NO. 2
TO
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
HC2 HOLDINGS, INC.**

HC2 Holdings, Inc., a corporation duly organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

(a) The name of the Corporation is HC2 Holdings, Inc.

(b) This Certificate of Amendment No. 2 to Second Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

(c) This Certificate of Amendment No. 2 to Second Amended and Restated Certificate of Incorporation amends the Second Amended and Restated Certificate of Incorporation of the Corporation, as follows:

(i) Section (a) of Article FOURTH of the Second Amended and Restated Certificate of Incorporation of the Corporation is hereby replaced in its entirety with the following:

“(a) Authorized Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is 180,000,000 shares of capital stock, consisting of (i) 160,000,000 shares of common stock, par value \$0.001 per share (the “Common Stock”), and (ii) 20,000,000 shares of preferred stock, par value \$0.001 per share (the “Preferred Stock”).”

* * * * *

IN WITNESS WHEREOF, HC2 Holdings, Inc. has caused this Certificate of Amendment No. 2 to be signed by its Corporate Secretary on and as of November 20, 2020.

By: /s/ Joseph A. Ferraro
Name: Joseph A. Ferraro
Title: Corporate Secretary



FOR IMMEDIATE RELEASE

HC2 Holdings Announces Preliminary Results of Rights Offering

New York, November 23, 2020 - HC2 Holdings, Inc. ("HC2" or the "Company") (NYSE: HCHC), a diversified holding company, announced today the preliminary results of its successful rights offering, which expired at 5:00 p.m., New York City time, on November 20, 2020 (the "expiration date"). According to Computershare Trust Company, N.A. (the "subscription agent"), as of the expiration date, 25,435,718 basic subscription rights were exercised to purchase an aggregate of 13,892,807 shares of common stock and 4,040,038 additional shares of common stock were subscribed for under the over-subscription privilege, subject to proration. In addition, 502,536 basic subscription rights were exercised to purchase an aggregate of 274,468 shares of common stock subject to guaranteed delivery and 16,147 additional shares of common stock were subscribed for pursuant to the over-subscription privilege subject to guaranteed delivery and proration.

Further, in accordance with the Investment Agreement entered into by the Company with Lancer Capital LLC ("Lancer Capital"), an investment fund led by Avram Glazer, the Chairman of the Board of Directors of the Company and the Company's largest stockholder, Lancer Capital will partially backstop the rights offering in an amount not to exceed its previously announced \$35 million commitment by purchasing newly issued Series B Non-Voting Convertible Participating Preferred Stock, par value \$0.001 per share (the "preferred stock"). Concurrently with the closing of the rights offering, it is contemplated that Lancer Capital will convert all of its preferred stock into common stock.

The shares of common stock to be issued at the closing of the rights offering were purchased at the subscription price of \$2.27 per whole share. The Company expects the subscription agent to distribute the shares of common stock and the proceeds from the rights offering on or about November 25, 2020, subject to customary closing conditions.

The results of the rights offering are preliminary and subject to change pending the expiration of the guaranteed delivery period under the rights offering and finalization of subscription procedures by the subscription agent. HC2 expects to issue a press release on or about November 25, 2020 to announce the final results of the rights offering.

HC2 will receive aggregate gross proceeds of approximately \$65 million from the rights offering and expects to use the proceeds for general corporate purposes, including debt service and for working capital.

If a holder did not exercise its subscription rights prior to the expiration date, such rights have expired and are void and have no value. Investors who have participated in the rights offering should expect to see the shares of common stock issued to them in uncertificated book-entry form. Any excess subscription payments received by subscription agent will be returned by the subscription agent to investors, without interest or deduction, through the same method by which they participated in the rights offering.

The rights offering was made pursuant to HC2's effective shelf registration statement on Form S-3, filed with the SEC on September 9, 2020, and a prospectus supplement containing the detailed terms of the rights offering filed with the SEC on October 7, 2020. The information in this press release is not complete and is subject to change, including with respect to the expected closing date of the rights offering. This press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities, nor shall there be any offer, solicitation or sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful under the securities laws of such state or jurisdiction. The rights offering was made only by means of a prospectus and a related prospectus supplement, copies of which were distributed to all eligible stockholders as of October 2, 2020 on or about October 7, 2020 and may also be obtained free of charge at the website maintained by the SEC at www.sec.gov or by contacting the information agent for the rights offering.

About HC2

HC2 Holdings, Inc. is a publicly traded (NYSE:HCHC) diversified holding company, which seeks opportunities to acquire and grow businesses that can generate long-term sustainable free cash flow and attractive returns in order to maximize value for all stakeholders. HC2 has a diverse array of operating subsidiaries across multiple reportable segments, including Infrastructure, Clean Energy, Life Sciences, Spectrum, Insurance and Other. HC2's largest operating subsidiary is DBM Global Inc., a family of companies providing fully integrated structural and steel construction services. Founded in 1994, HC2 is headquartered in New York, New York.

Cautionary Statement Regarding Forward-Looking Statements

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: This press release contains, and certain oral statements made by our representatives from time to time may contain, forward-looking statements regarding the rights offering, including, among others, the expected closing date and use of proceeds from the rights offering, all of which involve risks, assumptions and uncertainties, many of which are outside of the Company's control, and are subject to change. All forward-looking statements speak only as of the date made, and unless legally required, HC2 undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

Investor Relations
Garrett Edson
ir@hc2.com
(212) 235-2691