

HC2 Holdings, Inc.  
Form SC 13G/A  
July 21, 2016

---

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13G/A\*  
Under the Securities Exchange Act of 1934

INFORMATION TO BE INCLUDED  
IN STATEMENTS FILED PURSUANT  
TO RULES 13d-1(b), (c), AND  
(d) AND AMENDMENTS THERETO  
FILED PURSUANT TO RULE 13d-2

(AMENDMENT NO. 2)\*

HC2 Holdings, Inc.  
(Name of Issuer)

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

404139107  
(CUSIP Number)

July 11, 2016  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)  
Rule 13d-1(c)  
Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

---



CUSIP No. 404139107 13G/A Page 2 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Mittleman Brothers, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SHARED VOTING POWER  
2,040,402

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
2,040,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,630,196

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
\*\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.6%\*

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

HC

\* Based upon 35,520,967 shares of common stock outstanding as of April 30, 2016, as disclosed in Form 10Q filed by the issuer with the Securities and Exchange Commission on May 9, 2016.

\*\* The amount set forth in Row 9 excludes 3,500 shares owned by Christopher P. Mittleman and 406,706 shares owned by Philip C. Mittleman for which Mittleman Brothers, LLC disclaims beneficial ownership, that, if reported therein, would result in an aggregate amount beneficially owned of 2,040,402 shares and 5.7% of the aggregate number of shares of common stock outstanding.

---

CUSIP No. 404139107 13G/A Page 3 of 11 Pages

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Master Control LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP <sup>(a)</sup> <span style="float: right;">(b)</span>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware
5	SOLE VOTING POWER 0
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER 2,040,402
7	SOLE DISPOSITIVE POWER 0
8	SHARED DISPOSITIVE POWER 2,040,402
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,630,196
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  **
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.6%\*

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

HC

\* Based upon 35,520,967 shares of common stock outstanding as of April 30, 2016, as disclosed in Form 10Q filed by the issuer with the Securities and Exchange Commission on May 9, 2016.

\*\* The amount set forth in Row 9 excludes 3,500 shares owned by Christopher P. Mittleman and 406,706 shares owned by Philip C. Mittleman for which Master Control LLC disclaims beneficial ownership, that, if reported therein, would result in an aggregate amount beneficially owned of 2,040,402 shares and 5.7% of the aggregate number of shares of common stock outstanding.

---

CUSIP No. 404139107 13G/A Page 4 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Mittleman Investment Management, LLC  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

5 SOLE VOTING POWER  
0  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
6 SHARED VOTING POWER  
2,040,402  
7 SOLE DISPOSITIVE POWER  
0  
8 SHARED DISPOSITIVE POWER  
2,040,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,630,196

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
\*\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.6%\*

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

HC

\* Based upon 35,520,967 shares of common stock outstanding as of April 30, 2016, as disclosed in Form 10Q filed by the issuer with the Securities and Exchange Commission on May 9, 2016.

\*\* The amount set forth in Row 9 excludes 3,500 shares owned by Christopher P. Mittleman and 406,706 shares owned by Philip C. Mittleman for which Mittleman Investment Management, LLC disclaims beneficial ownership, that, if reported therein, would result in an aggregate amount beneficially owned of 2,040,402 shares and 5.7% of the aggregate number of shares of common stock outstanding.

---



CUSIP No. 404139107 13G/A Page 5 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Christopher P. Mittleman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
New York, USA

5 SOLE VOTING POWER  
3,500

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER  
2,040,402

7 SOLE DISPOSITIVE POWER  
3,500

8 SHARED DISPOSITIVE POWER  
2,040,402\*\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,633,346

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
\*\*\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.6%\*

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

12

IN

\* Based upon 35,520,967 shares of common stock outstanding as of April 30, 2016, as disclosed in Form 10Q filed by the issuer with the Securities and Exchange Commission on May 9, 2016.

\*\* This amount includes 3,200 shares beneficially owned by Christopher P. Mittleman in an account managed by Mittleman Investment Management, LLC.

\*\*\* The amount set forth in Row 9 excludes 406,706 shares owned by Philip C. Mittleman and 350 shares owned by Mittleman Investment Management, LLC 401(k) Plan, for which Christopher P. Mittleman disclaims beneficial ownership, that, if reported therein, would result in an aggregate amount beneficially owned of 2,040,402 shares and 5.7% of the aggregate number of shares of common stock outstanding.

---

CUSIP No. 404139107 13G/A Page 6 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
David J. Mittleman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Colorado, USA

5 SOLE VOTING POWER  
0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
SHARED VOTING POWER  
2,040,402

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
2,040,402

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,629,846

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)  
\*\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
4.6%\*

12

TYPE OF REPORTING PERSON  
(SEE INSTRUCTIONS)

IN

\* Based upon 35,520,967 shares of common stock outstanding as of April 30, 2016, as disclosed in Form 10Q filed by the issuer with the Securities and Exchange Commission on May 9, 2016.

\*\* The amount set forth in Row 9 excludes 3,500 shares owned by Christopher P. Mittleman, 406,706 shares owned by Philip C. Mittleman and 350 shares owned by Mittleman Investment Management, LLC 401(k) Plan, for which David J. Mittleman disclaims beneficial ownership, that, if reported therein, would result in an aggregate amount beneficially owned of 2,040,402 shares and 5.7% of the aggregate number of shares of common stock outstanding.

---

CUSIP No. 404139107 13G/A Page 7 of 11 Pages

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Philip C. Mittleman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York, USA

5 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER  
406,706

6 SHARED VOTING POWER  
2,040,402

7 SOLE DISPOSITIVE POWER  
406,706

8 SHARED DISPOSITIVE POWER  
2,040,402