

Springer Jon
Form 4
January 16, 2019

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Springer Jon

2. Issuer Name **and** Ticker or Trading
Symbol
UNIVERSAL INSURANCE
HOLDINGS, INC. [UVE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
1110 WEST COMMERCIAL
BOULEVARD, SUITE 100
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/14/2019

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
President and CRO

FORT LAUDERDALE, FL 33309

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired 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)
Common Stock	01/14/2019		M	(A) or (D) Amount 21,164 (1) (2)	Price 488,568	D	
Common Stock	01/14/2019		F	6,765 (3)	\$ 37.45	481,803	D

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

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information contained in this form are not
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(9-02)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Performance Share Units	<u>(1)</u>	01/14/2019		A	31,746	<u>(1)</u> <u>(1)</u>	Common Stock	31,746
Performance Share Units	<u>(1)</u> <u>(2)</u>	01/14/2019		M	21,164	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	21,164

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Springer Jon 1110 WEST COMMERCIAL BOULEVARD SUITE 100 FORT LAUDERDALE, FL 33309	President and CRO

Signatures

/s/ Jon Springer 01/16/2019

 **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) These performance share units ("PSUs") were granted on April 11, 2018, but were conditional upon the Issuer meeting certain growth performance goals for the 2018 calendar year. On January 14, 2019, the Compensation Committee of the Issuer's Board of Directors confirmed that the Issuer met the performance goals for the 2018 calendar year. Each PSU represents the right to receive one share of Common Stock upon vesting. The PSUs are scheduled to vest as follows, subject to continued employment by the reporting person through the applicable vesting date: (a) two-thirds vest on January 1, 2019, (b) one-sixth vest on January 1, 2020, and (c) one-sixth vest on January 1, 2021.
- (2) Upon the Compensation Committee confirming that the Issuer met the performance goals for the 2018 calendar year, the two-thirds of the PSUs that were scheduled to vest on January 1, 2019 were settled in shares of Common Stock using the January 2, 2019 closing price of the Common Stock.
- (3) These shares of Common Stock were withheld to satisfy the tax withholding obligation in connection with the settlement of vested PSUs into shares of Common Stock.

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.