

Barber Scott K
Form 4
March 12, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Barber Scott K

2. Issuer Name and Ticker or Trading Symbol
Hawaiian Telcom Holdco, Inc.
[HCOM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

C/O HAWAIIAN TELCOM HOLDCO, INC., 1177 BISHOP STREET

(Street)

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

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

HONOLULU, HI 96813

(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 (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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	03/08/2018		A		15,430 ⁽¹⁾	A	\$ 0 70,121 D
Common Stock	03/12/2018		A		4,614 ⁽²⁾	A	\$ 0 74,735 D
Common Stock	03/12/2018		D		711 ⁽³⁾	D	\$ 0 74,024 D
Common Stock	03/12/2018		F		5,455 ⁽⁴⁾	D	\$ 27.95 68,569 D

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

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(9-02)

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 (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barber Scott K C/O HAWAIIAN TELCOM HOLDCO, INC. 1177 BISHOP STREET HONOLULU, HI 96813	X		Chief Executive Officer	

Signatures

/s/ Sean Clark, as Attorney-in-Fact for Scott K.
Barber. 03/12/2018

**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) Represent shares of Common Stock issuable upon settlement of the time-based portion of restricted stock units which vest in four equal annual installments with the vesting dates beginning March 12, 2019 and ending March 12, 2022.
- (2) Represent shares of Common Stock issued upon settlement of the performance-based portion of restricted stock units granted on March 9, 2015, June 20, 2015 and March 3, 2016 based on the Compensation Committee determination that the 2017 performance targets were met.
- (3) 711 shares were forfeited from the 2014 grant for failure to meet 100% of 2017 performance targets.
- (4)

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Shares withheld by the Issuer in payment of the withholding tax liability. The amount of shares withheld is based on the closing price on March 12, 2018.

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.