

DOWNES SEAN P  
Form 4  
March 21, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOWNES SEAN P

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)  
03/19/2018

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
CEO

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 (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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/20/2018		M		175,000	\$ 24.18	A 1,590,981 D
Common Stock	03/20/2018		M		133,334	\$ 19.52	A 1,724,315 D
Common Stock	03/20/2018		M		300,000	\$ 19.52	A 2,024,315 D
Common Stock	03/20/2018		F		475,174	\$ 32.7	D 1,549,141 D

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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Option to Purchase Common Stock <sup>(1)</sup>	\$ 32.8	03/19/2018		A		463,047		<sup>(2)</sup>	03/19/2028	Common Stock
Option to Purchase Common Stock <sup>(3)</sup>	\$ 24.18	03/20/2018		M		175,000		<sup>(4)</sup>	06/15/2022	Common Stock
Option to Purchase Common Stock <sup>(5)</sup>	\$ 19.52	03/20/2018		M		133,334		<sup>(6)</sup>	02/28/2026	Common Stock
Option to Purchase Common Stock <sup>(5)</sup>	\$ 19.52	03/20/2018		M		300,000		<sup>(7)</sup>	02/28/2026	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

DOWNES SEAN P  
1110 WEST COMMERCIAL BOULEVARD  
SUITE 100  
FORT LAUDERDALE, FL 33309

CEO

## Signatures

/s/ Sean P.

Downes

03/21/2018

\*\*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) Option was granted in connection with a Non-Qualified Stock Option Agreement by and between the Company and Mr. Downes, effective as of March 19, 2018.
- (2) This option is scheduled to vest as follows: (a) 154,349 shares vest on January 15, 2019, (b) 154,349 shares vest on January 15, 2020 and (c) 154,349 shares vest on January 15, 2021.
- (3) Option was granted in connection with a Non-Qualified Stock Option Agreement by and between the Company and Mr. Downes, effective as of June 15, 2015.
- (4) This option is scheduled to vest as follows: (a) 100,000 shares vested on June 15, 2016; (b) 75,000 shares vested on June 15, 2017; (c) 75,000 shares vest on June 15, 2018; and (d) 50,000 shares vest on June 15, 2019.
- (5) Option was granted in connection with a Non-Qualified Stock Option Agreement by and between the Company and Mr. Downes, effective as of February 29, 2016.
- (6) This option is scheduled to vest as follows: (a) 66,667 shares vested on February 28, 2017, (b) 66,667 shares vested on February 28, 2018 and (c) 66,666 shares vest on February 28, 2019
- (7) This option is scheduled to vest as follows: (a) 150,000 shares vested on January 15, 2017, (b) 150,000 shares vested on January 15, 2018 and (c) 150,000 shares vest on January 15, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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