

Heritage Insurance Holdings, Inc.  
Form 8-K  
June 25, 2018

**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): June 22, 2018**

**HERITAGE INSURANCE HOLDINGS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36462**  
**(Commission**

**File Number)**

**45-5338504**  
**(I.R.S. Employer**

**Identification No.)**

**Heritage Insurance Holdings, Inc.**

**2600 McCormick Drive, Suite 300**

**Clearwater, Florida**  
**(Address of principal executive offices)**

**33759**  
**(Zip Code)**

**(727) 362-7202**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former name or former address, if changed since last report)**

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))

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 5.07 Submission of Matters to a Vote of Security Holders**

Heritage Insurance Holdings, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on June 22, 2018. The matters that were voted on at the Annual Meeting and the final voting results as to each such matter are set forth below.

**Proposal No. 1: Election of Directors**

The following nominees were elected to the Board of Directors (the Board) for a one-year term expiring at the Company's 2019 Annual Meeting, as follows:

	FOR	WITHHELD	BROKER NON-VOTES
Bruce Lucas	15,726,867	456,118	7,776,544
Richard Widdicombe	15,882,366	300,619	7,776,544
Panagiotis (Pete) Apostolou	15,464,922	718,063	7,776,544
Irini Barlas	9,941,692	6,241,293	7,776,544
Trifon Houvardas	15,868,910	314,075	7,776,544
Steven Martindale	14,246,689	1,936,296	7,776,544
James Masiello	9,807,087	6,375,898	7,776,544
Nicholas Pappas	9,840,309	6,342,676	7,776,544
Joseph Vattamattam	15,905,558	277,427	7,776,544
Vijay Walvekar	15,802,577	380,408	7,776,544

**Proposal No. 2: Ratification of Appointment of Grant Thornton LLP to Serve as Independent Registered Public Accounting Firm for the Company for the Fiscal Year Ending December 31, 2018**

The ratification of Grant Thornton LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 was approved as follows:

FOR	AGAINST	ABSTAIN
20,470,244	2,113,325	1,375,960

As previously disclosed in the Company's Current Report on Form 8-K, dated June 19, 2018, notwithstanding the ratification of Grant Thornton LLP at the Annual Meeting, on June 14, 2018, the Audit Committee of the Board approved the engagement of Plante & Moran, PLLC as its new independent registered public accounting firm for the fiscal year ending December 31, 2018, and related interim periods.

**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.

HERITAGE INSURANCE HOLDINGS, INC.

Dated: June 25, 2018

By: /s/ Bruce Lucas

Name: Bruce Lucas

Title: Chairman and Chief Executive Officer