

HFF, Inc.
Form 3
April 10, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Galloway H Scott
 (Last) (First) (Middle)
 2. Date of Event Requiring Statement
 (Month/Day/Year)
 04/01/2014
 3. Issuer Name and Ticker or Trading Symbol
 HFF, Inc. [HF]
 4. Relationship of Reporting Person(s) to Issuer
 5. If Amendment, Date Original Filed(Month/Day/Year)

C/O HFF, INC., ONE OXFORD CENTRE, 301 GRANT STREET, SUITE 600
 (Street)

(Check all applicable)

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

PITTSBURGH, PA 15219
 (City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Class A Common Stock | 201,950 | D | ^ |
| Class A Common Stock | 33,778 ⁽¹⁾ | D | ^ |
| Class A Common Stock | 8,125 ⁽²⁾ | D | ^ |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|-------------------------------------|---|-------------------------------------|
| | Director | 10% Owner | Officer | Other |
| Galloway H Scott C/O HFF, INC., ONE OXFORD CENTRE 301 GRANT STREET, SUITE 600 PITTSBURGH, PA 15219 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> Executive Managing Director | <input checked="" type="checkbox"/> |

Signatures

/s/ Eric O. Conrad, as attorney-in-fact 04/10/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents restricted shares of Class A common stock of the Company granted on January 30, 2014, twenty-five percent of which will vest on each of January 30, 2016, January 30, 2017, January 30, 2018 and January 30, 2019.
- (2) Represents restricted shares of Class A common stock of the Company granted on March 3, 2014, one-fourth of which vested immediately and three-fourths of which will vest on March 3, 2015. As of the date of this filing 2,031 restricted shares of Class A common stock have vested.

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.