

DOWNES SEAN P

Form 4

January 24, 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 \*  
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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/22/2019

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

(Street)

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

FORT LAUDERDALE, FL 33309

(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(A) or Disposed of (D) Code (Instr. 8)	4. Securities Acquired (Instr. 3, 4 and 5) (A) or (D) Code V Amount (1) (2) Price	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	01/22/2019		M	18,382 (1) (2)	A (1) (2) 1,504,032	D	
Common Stock	01/22/2019		F	7,785 (3)	\$ 36.99 1,496,247	D	

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

**Persons who respond to the collection of  
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SEC 1474  
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(1) (2)	01/22/2019		M		18,382		(1)(2)	(1)(2)	Common Stock	18,382

## 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 Downes

01/24/2019

\*\*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 January 20, 2017, but were conditional upon the Issuer meeting certain growth performance goals for the 2017 calendar year. On January 17, 2018, the Compensation Committee of the Issuer's Board of Directors confirmed that the Issuer met the performance goals for the 2017 calendar year. Each PSU represents the right to receive one share of Common Stock upon vesting. The PSUs are scheduled to as follows, subject to continued employment by the reporting person through the applicable vesting date: (a) two-thirds vest on January 20, 2018, (b) one-sixth vest on January 20, 2019, and (c) one-sixth vest on January 20, 2020.
- (2) On January 22, 2019, the one-sixth of the PSUs that were scheduled to vest on January 20, 2019 were settled in shares of Common Stock using the January 22, 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 on January 22, 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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