

Goodson Nancy  
Form 4  
February 11, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Goodson Nancy

(Last) (First) (Middle)

C/O HFF, INC., ONE OXFORD CENTRE,, 301 GRANT STREET, SUITE 1100

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HFF, Inc. [HF]

3. Date of Earliest Transaction (Month/Day/Year)  
02/06/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Class A common stock	02/06/2019		F	548 <sup>(1)</sup>	D	\$ 41.36	50,476	D
Class A common stock	02/06/2019		F	26 <sup>(2)</sup>	D	\$ 41.36	50,450	D
Class A common stock	02/06/2019		F	43 <sup>(3)</sup>	D	\$ 41.36	50,407	D
Class A common stock	02/06/2019		F	32 <sup>(4)</sup>	D	\$	50,375	D

Edgar Filing: Goodson Nancy - Form 4

common stock						41.36	
Class A common stock	02/06/2019	F	24	<u>(5)</u>	D	\$ 41.36	50,351 D

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

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.

SEC 1474  
(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 Following Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

**Reporting Owners**

Reporting Owner Name / Address

Relationships

Goodson Nancy  
C/O HFF, INC., ONE OXFORD CENTRE,  
301 GRANT STREET, SUITE 1100  
PITTSBURGH, PA 15219

Director 10% Owner Officer Other

Chief Operating Officer

**Signatures**

/s/ Eric O. Conrad, as attorney-in-fact  
02/11/2019

\*\*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).

## Edgar Filing: Goodson Nancy - Form 4

- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (1) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 5, 2014.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (2) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (3) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 7, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (4) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on May 2, 2017.
- Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of Class A
- (5) common stock, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on April 4, 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.