Hawaiian Telcom Holdco, Inc.

Form 4

March 13, 2017

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

Hawaiian Telcom Holdco, Inc.

3. Date of Earliest Transaction

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * **BESSEY DAN T**

C/O HAWAIIAN TELCOM

(First)

HOLDCO, INC., 1177 BISHOP STREET

(Street)

(Middle)

4. If Amendment, Date Original

Symbol

[HCOM]

(Month/Day/Year)

03/09/2017

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Director 10% Owner X_ Officer (give title Other (specify below) SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

HONOLULU, HI 96813

| (City) | (State) (| (Zip) Tabl | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed o | f, or Beneficial | ly 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. Securi on(A) or D (Instr. 3, | ispose 4 and (A) or | d of (D) | 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 | 03/09/2017 | | A | 7,482 (1) | A | \$ 0 | 17,979 | D | |
| Common Stock | 03/09/2017 | | A | 1,558 (2) | A | \$ 23.3 (2) | 19,537 | D | |
| Common Stock | 03/12/2017 | | A | 1,110 (3) | A | \$ 0 | 20,647 | D | |
| Common Stock | 03/13/2017 | | F | 1,301 (4) | D | \$ 23.46 (4) | 19,346 | D | |

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene

Follo Repo Trans (Insti

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9 |
|-------------|-------------|---------------------|--------------------|-------------------|------------|-----------------|-------------|---------|----------|-------------|---|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration Date | | Amou | nt of | Derivative |] |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | 5 |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | J |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | (|
| Security | | | | | Acquired | | | | | J | |
| | | | | | (A) or | | | | | |] |
| | | | | | Disposed | | | | | | 7 |
| | | | | | of (D) | | | | | | (|
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | | Expiration | | or | | |
| | | | | | | | Date | Title | Number | | |
| | | | | ~ | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BESSEY DAN T C/O HAWAIIAN TELCOM HOLDCO, INC. 1177 BISHOP STREET HONOLULU, HI 96813

SVP & Chief Financial Officer

Signatures

/s/ Sean Clark, as attorney-in-fact for Dan T. Bessey

03/13/2017

**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) Represent shares of Common Stock issuable upon settlement of the time-based portion of restricted stock units which vest in four equal annual installments with the vesting dates beginning March 12, 2018 and ending March 12, 2021.
- Fully vested shares were issued in lieu of a portion of cash payments made under the Company's Performance Compensation Plan and (2) were issued under the Company's 2010 Equity Incentive Plan. Stock value was determined based on the average of the high and low trading prices on March 8, 2017.
- (3) Represent shares of Common Stock issued upon settlement of the performance-based portion of restricted stock units granted on May 11, 2015 based on the Compensation Committee determination that the 2016 performance targets were met.

Reporting Owners 2

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(4) Shares withheld by the Issuer in payment of the withholding tax liability. The amount of shares withheld is based on the average of the closing prices on March 10, 2017 and March 13, 2017.

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