

Heritage Insurance Holdings, Inc.  
Form SC 13G/A  
February 12, 2016

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

**SCHEDULE 13G**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**Heritage Insurance Holdings, Inc.**

**(Name of Issuer)**

**Common Stock, \$0.0001 par value**

**(Title of Class of Securities)**

**42727J 102**

**(CUSIP Number)**

**December 31, 2015**

**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42727J 102

1. Names of Reporting Persons

Vijay Walvekar

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 187,464 (1)  
6. Shared Voting Power

Beneficially

Owned by 1,449,426 (2)  
Each 7. Sole Dispositive Power

Reporting

Person 187,464 (1)  
8. Shared Dispositive Power

With

1,449,426 (2)

9. Aggregate Amount Beneficially Owned by Each Reporting Person

1,636,890 (1)(2)

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.4% (3)

12. Type of Reporting Person (See Instructions)

IN

- (1) Includes (i) 51,000 shares of common stock held by the Vijay S. Walvekar Revocable Living Trust, (ii) 95,182 shares of common stock held in Mr. Walvekar's retirement account and (iii) exercisable options to purchase 41,282 shares of common stock held by Mr. Walvekar.
- (2) Includes (i) 338,873 shares of common stock held by Mr. Walvekar's wife, (ii) 255,000 shares of common stock held by the Vijay S. Walvekar Dynasty Trust and (iii) 855,553 shares of common stock held by Mr. Walvekar's children.
- (3) Calculated based on 30,285,410 shares outstanding as of November 2, 2015, as disclosed in Heritage Insurance Holdings, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 6, 2015.

**Item 1.**

(a) Name of Issuer

Heritage Insurance Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

2600 McCormick Drive Suite 300

Clearwater, FL 33759

**Item 2.**

(a) Name of Person Filing

Vijay Walvekar

(b) Address of Principal Business Office or, if none, Residence  
c/o Heritage Insurance Holdings, Inc.

2600 McCormick Drive Suite 300

Clearwater, FL 33759

(c) Citizenship

United States

(d) Title of Class of Securities

Common Stock, par value \$0.0001 per share

(e) CUSIP Number

42727J 102

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

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- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:  
1,636,890 (3)(4)

(b) Percent of class:  
5.4% (6)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote  
187,464 (3)

(ii) Shared power to vote or to direct the vote  
1,449,426 (4)

(iii) Sole power to dispose or to direct the disposition of  
187,464 (3)

(iv) Shared power to dispose or to direct the disposition of  
1,449,426 (4)

- (4) Includes (i) 51,000 shares of common stock held by the Vijay S. Walvekar Revocable Living Trust, (ii) 95,182 shares of common stock held in Mr. Walvekar's retirement account and (iii) exercisable options to purchase 41,282 shares of common stock held by Mr. Walvekar.
- (5) Includes (i) 338,873 shares of common stock held by Mr. Walvekar's wife, (ii) 255,000 shares of common stock held by the Vijay S. Walvekar Dynasty Trust and (iii) 855,553 shares of common stock held by Mr. Walvekar's children.
- (6) Calculated based on 30,285,410 shares outstanding as of November 2, 2015, as disclosed in Heritage Insurance Holdings, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the Securities and Exchange Commission on November 6, 2015.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

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**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2016  
Date

/s/ Vijay Walvekar  
Signature

Vijay Walvekar  
Name

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**