

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Komeiji John T

(Last) (First) (Middle)

C/O HAWAIIAN TELCOM
HOLCO, INC., 1177 BISHOP
STREET

(Street)

HONOLULU, HI 96813

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
Hawaiian Telcom Holdco, Inc.
[HCOM]

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
SVP & General Counsel

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount (1) or (D) Price		
Common Stock	03/09/2017		A		6,006 (1)	A	\$ 0 61,792 D
Common Stock	03/09/2017		A		1,365 (2)	A	\$ 23.3 (2) 63,157 D
Common Stock	03/12/2017		A		1,162 (3)	A	\$ 0 64,319 D
Common Stock	03/12/2017		D		463 (4)	D	\$ 0 63,856 D
	03/13/2017		F			D	61,279 D

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Common	2,577	\$
Stock	<u>(5)</u>	23.46
		<u>(5)</u>

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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Komeiji John T
C/O HAWAIIAN TELCOM HOLCO, INC.
1177 BISHOP STREET
HONOLULU, HI 96813

SVP & General Counsel

Signatures

/s/ Sean Clark, as attorney-in-fact for John T.
Komeiji

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.

(2)

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Fully vested shares were issued in lieu of a portion of cash payments made under the Company's Performance Compensation Plan and 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 March 9, 2015 based on the Compensation Committee determination that the 2016 performance targets were met.
- (4) 70 shares were forfeited from the 2013 grant for failure to meet 100% of 2016 performance target and 393 shares were forfeited from the 2014 grant for failure to meet 100% of 2016 performance target.
- (5) 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.

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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