

Heritage Insurance Holdings, Inc.
Form SC 13G/A
January 08, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

(Amendment No. 1)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO RULE 13d-2(b)

Heritage Insurance Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

42727J102

(CUSIP Number)

December 31, 2017

(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)

CUSIP No. 42727J102

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Twelve Capital AG
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)
3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland
5 SOLE VOTING POWER

NUMBER OF

SHARES 0
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 886,625
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0
8 SHARED DISPOSITIVE POWER

WITH

886,625
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

886,625
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6% **

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

CUSIP No. 42727J102

13G/A

1 NAME OF REPORTING PERSONS

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CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6% **

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

CUSIP No. 42727J102

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Urs Ramseier

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Switzerland

5 SOLE VOTING POWER

NUMBER OF

SHARES 0

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

886,625

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8 SHARED DISPOSITIVE POWER

WITH

886,625

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

886,625

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES

CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.6% **

12 TYPE OF REPORTING PERSON*

HC, IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

**SEE ITEM 4(b).

SCHEDULE 13G/A

This Amendment No. 1 (this Amendment) to the Schedule 13G (the Schedule 13G) is being filed on behalf of Twelve Capital AG, a Switzerland company limited by shares (Twelve Capital), Twelve Capital Holding AG, a Switzerland company limited by shares and the sole shareholder of Twelve Capital (Twelve Capital Holding), and Urs Ramseier, the managing partner of Twelve Capital, relating to Common Stock, par value \$0.0001 per share (the Common Stock), of Heritage Insurance Holdings, Inc., a Delaware corporation (the Issuer).

This Amendment relates to Common Stock of the Issuer purchased by Twelve Capital through the accounts of certain private funds and/or accounts managed by Twelve Capital (collectively, the Twelve Capital Accounts). Twelve Capital serves as the investment adviser to the Twelve Capital Accounts and may direct the vote and dispose of the 886,625 shares of Common Stock held by the Twelve Capital Accounts. As the sole shareholder of Twelve Capital, Twelve Capital Holding may direct the vote and disposition of the 886,625 shares of Common Stock held by the Twelve Capital Accounts. As the managing partner of Twelve Capital, Mr. Ramseier may direct the vote and disposition of the 886,625 shares of Common Stock held by the Twelve Capital Accounts.

This Amendment amends and restates the Schedule 13G as set forth below.

Item 1(a) Name of Issuer.

Heritage Insurance Holdings, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

2600 McCormick Drive, Suite 300

Clearwater, Florida 33759

Item 2(a) Name of Person Filing.

Twelve Capital AG (Twelve Capital), Twelve Capital Holding AG (Twelve Capital Holding) and Mr. Urs Ramseier.

Item 2(b) Address of Principal Business Office, or, if none, Residence.

Twelve Capital AG

Dufourstrasse 101

8008 Zürich

Item 2(c) Citizenship or Place of Organization.

Twelve Capital is a company limited by shares organized under the laws of Switzerland. Twelve Capital Holding is a company limited by shares organized under the laws of Switzerland. Mr. Ramseier is a citizen of Switzerland.

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.0001 per share (the Common Stock).

Item 2(e) CUSIP Number.

42727J102

Item 3 Reporting Person.

Inapplicable

Item 4 Ownership.

- (a) Twelve Capital, Twelve Capital Holding and Mr. Ramseier are the beneficial owners of 886,625 shares of Common Stock.
- (b) Twelve Capital, Twelve Capital Holding and Mr. Ramseier are the beneficial owners of 3.6% of the outstanding Common Stock. This percentage is determined by dividing 886,625 by 24,400,174, the number of shares of Common Stock issued and outstanding as of November 1, 2017, as reported in the Issuer's Form 10-Q filed on November 2, 2017.
- (c) Twelve Capital, as the investment adviser to the Twelve Capital Accounts, may direct the vote and dispose of the 886,625 shares of Common Stock held by the Twelve Capital Accounts. As the sole shareholder of Twelve Capital, Twelve Capital Holding may direct the vote and disposition of the 886,625 shares of Common Stock held by the Twelve Capital Accounts. As the managing partner of Twelve Capital, Mr. Ramseier may direct the vote and disposition of the 886,625 shares of Common Stock held by the Twelve Capital Accounts.

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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

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

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Date: January 8, 2018

TWELVE CAPITAL AG

By: /s/ Urs Ramseier
Urs Ramseier
Managing Partner

TWELVE CAPITAL HOLDING AG

By: /s/ Urs Ramseier
Urs Ramseier
Board Member

/s/ Urs Ramseier
Urs Ramseier