InfraREIT, Inc. Form 4 February 06, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per

response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Nelson Benjamin D.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

InfraREIT, Inc. [HIFR]

(Last) (First) (Middle)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

(Month/Day/Year)

1807 ROSS AVENUE, 4TH FLOOR 02/04/2015

X_ Officer (give title Other (specify SVP & General Counsel

below)

(Street) 4. If Amendment, Date Original

Execution Date, if

(Month/Day/Year)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(Instr. 4)

Person

DALLAS, TX 75201

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** of Underlying Security or Exercise any Code Derivative (Month/Day/Year) Securities

8. Price o

Derivativ

Security

Edgar Filing: InfraREIT, Inc. - Form 4

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Securi Acquir (A) or Dispos of (D) (Instr. and 5)	red sed 3, 4,			(Instr. 3 and	4)	(Instr. 5)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Class A common stock, \$0.01 par value per share (1)		02/04/2015		A		929		<u>(1)</u>	<u>(1)</u>	common stock	929	(1)
Class C common stock, \$0.01 par value per share (2)		02/04/2015		A		470		(2)	(2)	common stock	470	<u>(2)</u>

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Nelson Benjamin D. 1807 ROSS AVENUE, 4TH FLOOR DALLAS, TX 75201

SVP & General Counsel

Signatures

/s/ Gregory S. Imhoff as Attorney-In-Fact for Benjamin D. Nelson

02/06/2015

**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).

As of the effective time ("Effective Time") of the transactions contemplated by the Merger and Transaction Agreement (the "Merger Agreement"), by and among InfraREIT, Inc., InfraREIT Partners, LP and InfraREIT, L.L.C., pursuant to the terms of the Merger Agreement, each common share of InfraREIT, L.L.C. held by the reporting person was converted into the right to receive one share of Class A common stock of InfraREIT, Inc. ("Class A Common Stock"). Pursuant to the amended and restated charter of InfraREIT, Inc., on or around the 32nd day following the completion of InfraREIT Inc.'s initial public offering, a number of the shares of Class A Common Stock held by the reporting person may be cancelled if it is determined that Hunt-InfraREIT, L.L.C. is owed additional carry pursuant to the terms of the partnership agreement of InfraREIT Partners, LP. Following any such cancellation, each remaining share of Class A Common Stock will convert into one share of common stock of InfraREIT, Inc.

Reporting Owners 2

Edgar Filing: InfraREIT, Inc. - Form 4

- As of the Effective Time, pursuant to the terms of the Merger Agreement, each Class C common share of InfraREIT, L.L.C. held by the reporting person was converted into the right to receive one share of Class C common stock of InfraREIT, Inc. ("Class C Common Stock"). Pursuant to the amended and restated charter of InfraREIT, Inc., on or around the 32nd day following the completion of
- (2) InfraREIT Inc.'s initial public offering, a number of the shares of Class C Common Stock held by the reporting person may be cancelled if it is determined that Hunt-InfraREIT, L.L.C. is owed additional carry pursuant to the terms of the partnership agreement of InfraREIT Partners, LP. Following any such cancellation, each remaining share of Class C Common Stock will convert into one share of common stock of InfraREIT, Inc.

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.