

Weiner Michael Hal  
Form 4  
February 28, 2019

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Weiner Michael Hal

2. Issuer Name **and** Ticker or Trading  
Symbol  
National General Holdings Corp.  
[NGHC]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Financial Officer

C/O NGHC, 59 MAIDEN LANE,  
38TH FLOOR

(Street)

4. If Amendment, Date Original  
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  
Person

NEW YORK, NY 10038

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	02/26/2019		M	10,554 (1)	A \$ 0 25,060	D	
Common Stock, \$.01 par value	02/26/2019		F	3,577 (2)	D \$ 0 21,483	D	
Common Stock, \$.01 par value	02/26/2019		M	3,336 (3)	A \$ 0 24,819	D	
Common	02/26/2019		F	1,208	D \$ 0 23,611	D	

Edgar Filing: Weiner Michael Hal - Form 4

Stock, \$.01 par value			(4)				
Common Stock, \$.01 par value	02/28/2019	M	9,653 (5)	A	\$ 0	33,264	D
Common Stock, \$.01 par value	02/28/2019	F	3,280 (6)	D	\$ 0	29,984	D

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Restricted Stock Units	(7)	02/26/2019		M			10,554	(8)	(8)	Common Stock, \$.01 par value	10,554
Restricted Stock Units	(7)	02/26/2019		M			3,336	(9)	(9)	Common Stock, \$.01 par value	3,336
Restricted Stock Units	(7)	02/28/2019		M			9,653	(10)	(10)	Common Stock, \$.01 par value	9,653
Restricted Stock Units	(7)	02/26/2019		A		47,617		(11)	(11)	Common Stock, \$.01 par value	47,617

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiner Michael Hal C/O NGHC 59 MAIDEN LANE, 38TH FLOOR NEW YORK, NY 10038			Chief Financial Officer	

## Signatures

/s/ Michael

Weiner

02/28/2019

\_\_\_\_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) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2018.
  - (2) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2018.
  - (3) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2016.
  - (4) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weiner on February 26, 2016.
  - (5) Acquisition of common stock resulting from vesting of one-third of the restricted stock units granted to Mr. Weiner on February 28, 2017.
  - (6) Disposition of common stock resulting from the withholding of securities for the payment of tax liability relating to the vesting of one-third of the restricted stock units granted to Mr. Weiner on February 28, 2017.
  - (7) Each restricted stock unit represents a contingent right to receive one share of National General Holdings Corp.'s common stock.
  - (8) On February 26, 2018, Mr. Weiner received restricted stock units representing 31,662 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
  - (9) On February 26, 2016, Mr. Weiner received restricted stock units representing 10,500 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
  - (10) On February 28, 2017, Mr. Weiner received restricted stock units representing 28,960 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.
  - (11) On February 26, 2019, Mr. Weiner received restricted stock units representing 47,617 shares subject to a three-year vesting schedule, vesting 33 1/3% on the first, second and third anniversaries of the grant date. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis on the vesting date.

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.