

Komeiji John T
 Form 4
 July 03, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2018

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HONOLULU, HI 96813

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 07/02/2018 | | A | <u>(1)</u> 5,376 A \$ 0 | 70,984 | D | |
| Common Stock | 07/02/2018 | | F | 2,994 D <u>(2)</u> 67,990 | | D | |
| Common Stock | 07/02/2018 | | D | 67,990 D <u>(3)</u> <u>(4)</u> 0 | | D | |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 0 | 07/02/2018 | | A | 6,006 | (5) (5) | Common Stock | 6,006 |
| Restricted Stock Units | \$ 0 | 07/02/2018 | | A | 4,987 | (5) (5) | Common Stock | 4,987 |
| Restricted Stock Units | \$ 0 | 07/02/2018 | | D | 6,006 | (6) (6) | Common Stock | 6,006 |
| Restricted Stock Units | \$ 0 | 07/02/2018 | | D | 4,987 | (7) (7) | Common Stock | 4,987 |

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

07/03/2018

**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).

Represent shares of Common Stock issued upon acceleration and settlement of the performance-based portion of restricted stock units ("RSUs") granted on March 9, 2015 and March 3, 2016 pursuant to the Agreement and Plan of Merger, dated as of July 9, 2017, among Cincinnati Bell Inc. ("Cincinnati Bell"), Twin Acquisition Corp. and Hawaiian Telco Holdco Inc. ("Hawaiian Telco") (the "Merger Agreement").

(1) Shares withheld by the Issuer in payment of the withholding tax liability relating to settlement of time-based and performance-based RSUs in connection with the Merger. The amount of shares withheld is based on the closing price on June 29, 2018.

Disposed of as of July 2, 2018 pursuant to the Merger Agreement, at the effective time of the transaction contemplated in the Merger Agreement (the "Merger"). Pursuant to the Merger Agreement, each share of Hawaiian Telco common stock and each Hawaiian Telco RSU previously reported in table I held by the Reporting Person was converted, at the Reporting Person's option and subject to proration procedures as set forth in the Merger Agreement, into (i) 1.6305 common shares of Cincinnati Bell, (ii) 0.6522 common shares of Cincinnati Bell plus \$18.45 in cash or (iii) \$30.75 in cash, in each case without interest and with fractional shares paid in cash.

(Continued from Footnote 3) Because the proration procedures have not been completed as of the date of this filing, it is not possible to determine the exact merger consideration to be received by the Reporting Person for each share of Hawaiian Telco common stock disposed of in the Merger. The closing price of Cincinnati Bell's common shares on July 2, 2018 was \$15.65. Includes RSUs (previously reported in Table I) representing a contingent right to receive 9,492 shares of Hawaiian Telco common stock that were assumed by Cincinnati Bell in the Merger and replaced with RSUs with respect to 17,345 shares of Cincinnati Bell common stock.

(5) Represent RSUs based upon the deemed satisfaction of the performance-based portion of RSUs pursuant to the Merger. Each RSU represents a contingent right to receive one share of Hawaiian Telco common stock.

(6) This RSU, which provided for vesting in three equal annual installments beginning in fiscal 2019, was assumed by Cincinnati Bell in the Merger and replaced with RSUs with respect to 10,975 shares of Cincinnati Bell common stock.

(7) This RSU, which provided for vesting in three equal annual installments beginning in fiscal 2020, was assumed by Cincinnati Bell in the Merger and replaced with RSUs with respect to 9,113 shares of Cincinnati Bell common stock.

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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