

HFF, Inc.  
Form 4  
May 19, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Sansosti Gerard T.

(Last) (First) (Middle)

C/O HFF, INC. ONE OXFORD CENTRE,, 301 GRANT STREET, SUITE 1100

(Street)

PITTSBURGH, PA 15219

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HFF, Inc. [HF]

3. Date of Earliest Transaction (Month/Day/Year)  
02/18/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Executive Managing Director

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 (A) or (D) Price   |  |                                   |
| Class A common stock            | 02/18/2015                           |  | F                              |   | 70 <sup>(1)</sup>   | D  | \$ 37.36 93,758 D                 |
| Class A common stock            | 03/01/2015                           |  | F                              |   | 1,066 <sup>(2)</sup>  | D  | \$ 35.58 92,692 D                 |
| Class A common stock            | 03/03/2015                           |  | F                              |   | 1,205 <sup>(2)</sup>  | D  | \$ 33.41 91,487 D                 |
| Class A common stock            | 05/15/2015                           |  | S                              |   | 8,750   | D  | \$ 40.052 82,737 D                |

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|                      |            |  |   |       |   |  |  |  |                       |
|----------------------|------------|--|---|-------|---|--|--|--|-----------------------|
| common stock         |            |  |   |       |   |  |  |  | <u>(3)</u> <u>(4)</u> |
| Class A common stock | 05/18/2015 |  | S | 8,600 | D |  |  |  | \$ 40.5875 74,137 D   |
|                      |            |  |   |       |   |  |  |  | <u>(3)</u> <u>(5)</u> |

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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| Sansosti Gerard T.<br>C/O HFF, INC. ONE OXFORD CENTRE,<br>301 GRANT STREET, SUITE 1100<br>PITTSBURGH, PA 15219 |               |           | Executive Managing Director |       |

**Signatures**

/s/ Eric O. Conrad, as attorney-in-fact  
05/19/2015  
\*\*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).

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- (1) Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of Class A common stock whose grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
- (2) Represents shares transferred to the Company for tax withholding in connection with the vesting of restricted shares of Class A common stock whose grant was originally reported on a Form 3 filed with the U.S. Securities and Exchange Commission on April 1, 2014.
- (3) Full information regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer or any security holder of the issuer.
- (4) This is the weighted average price at which the securities were sold. The range of prices for these sales was \$40.00 - \$40.19.
- (5) This is the weighted average price at which the securities were sold. The range of prices for these sales was \$40.04 - \$40.93.

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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