

Goodson Nancy  
Form 4  
April 04, 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 \*  
Goodson Nancy

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/14/2018

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

Chief Operating Officer

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

(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

PITTSBURGH, PA 15219

(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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Class A common stock            | 02/14/2018                           |  | F                              | 172 <sup>(1)</sup>  | D   | \$ 46.41   | 51,449                            | D |
| Class A common stock            | 02/14/2018                           |  | F                              | 172 <sup>(2)</sup>  | D   | \$ 46.41   | 51,277                            | D |
| Class A common stock            | 02/17/2018                           |  | F                              | 421 <sup>(3)</sup>  | D   | \$ 46.5  | 50,856                            | D |
| Class A common stock            | 02/17/2018                           |  | F                              | 146 <sup>(4)</sup>  | D   | \$ 46.5  | 50,710                            | D |

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|                      |            |  |   |                    |   |          |                       |   |
|----------------------|------------|--|---|--------------------|---|----------|-----------------------|---|
| common stock         |            |  |   |                    |   |          |                       |   |
| Class A common stock | 02/17/2018 |  | F | 21 <sup>(5)</sup>  | D | \$ 46.5  | 50,689                | D |
| Class A common stock | 02/17/2018 |  | F | 7 <sup>(5)</sup>   | D | \$ 46.5  | 50,682                | D |
| Class A common stock | 02/18/2018 |  | F | 182 <sup>(6)</sup> | D | \$ 46.5  | 50,500                | D |
| Class A common stock | 02/18/2018 |  | F | 14 <sup>(7)</sup>  | D | \$ 46.5  | 50,486                | D |
| Class A common stock | 02/18/2018 |  | F | 10 <sup>(5)</sup>  | D | \$ 46.5  | 50,476                | D |
| Class A common stock | 02/21/2018 |  | F | 17 <sup>(8)</sup>  | D | \$ 46.5  | 50,459                | D |
| Class A common stock | 02/21/2018 |  | F | 8 <sup>(8)</sup>   | D | \$ 46.5  | 50,451                | D |
| Class A common stock | 02/21/2018 |  | F | 6 <sup>(8)</sup>   | D | \$ 46.5  | 50,445                | D |
| Class A common stock | 02/21/2018 |  | F | 6 <sup>(8)</sup>   | D | \$ 46.41 | 50,439                | D |
| Class A common stock | 02/21/2018 |  | F | 6 <sup>(8)</sup>   | D | \$ 46.41 | 51,024 <sup>(9)</sup> | D |

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

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(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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| Derivative Security | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | (Instr. 3 and 4) |
|---------------------|---|------|---|-----|-----|------------------|-----------------|-------|----------------------------|------------------|
|---------------------|---|------|---|-----|-----|------------------|-----------------|-------|----------------------------|------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Goodson Nancy<br>C/O HFF, INC., ONE OXFORD CENTRE,<br>301 GRANT STREET, SUITE 1100<br>PITTSBURGH, PA 15219 |               |           | Chief Operating Officer |       |

## Signatures

/s/ Eric O. Conrad, as attorney-in-fact 04/04/2018

\_\_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).
- (1) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Firm Profit Participation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
  - (2) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 16, 2017.
  - (3) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Executive Bonus Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
  - (4) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Omnibus Incentive Compensation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 19, 2016.
  - (5) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 21, 2017 to holders of record of the Company's Class A common stock on February 9, 2017.
  - (6) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock under the Company's Omnibus Incentive Compensation Plan, which grant was originally reported on a Form 4 filed with the U.S. Securities and Exchange Commission on February 20, 2015.
  - (7) Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 19, 2016 to holders of record of the Company's Class

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A common stock on February 8, 2016.

Represents shares transferred to the Company for tax withholding in connection with the grant of restricted stock units of the Company's Class A common stock in connection with the Company dividend, paid on February 21, 2018 to holders of record of the Company's Class A common stock on February 9, 2018.

- (8)
- On January 26, 2018, the Company declared a dividend, payable to all holders of record of Class A common stock on February 9, 2018, of \$1.75 for each share of Class A common stock outstanding. Pursuant to the terms of the Company's 2016 Equity Incentive Plan and the outstanding grants of restricted stock units (RSUs) of Class A common stock, any RSUs of Class A common stock that were unvested (or vested but not settled) as of the dividend record date were entitled, in lieu of any cash dividend, to a stock dividend for each unvested (or vested but not settled) RSU of Class A common stock equal to the per-share cash dividend amount divided by the fair market value of a share of Class A common stock on the dividend date. As a result, as of February 21, 2018, the reporting person received 591 additional RSUs of Class A common stock, subject to the vesting and distribution requirements of the underlying RSUs held by the reporting person.
- (9)

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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