

UNIVERSAL INSURANCE HOLDINGS, INC.  
Form 10-Q  
October 29, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-33251

UNIVERSAL INSURANCE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization) 65-0231984  
(I.R.S. Employer  
Identification No.)  
1110 W. Commercial Blvd., Fort Lauderdale, Florida 33309

(Address of principal executive offices)

(954) 958-1200

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(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of "large accelerated filer" and "accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 35,600,279 shares of common stock, par value \$0.01 per share, outstanding on October 23, 2015.

UNIVERSAL INSURANCE HOLDINGS, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To The Board of Directors and Stockholders of

Universal Insurance Holdings, Inc. and Subsidiaries

Fort Lauderdale, Florida

We have reviewed the accompanying condensed consolidated balance sheet of Universal Insurance Holdings, Inc. and its wholly-owned subsidiaries (the "Company") as of September 30, 2015 and the related condensed consolidated statements of income and comprehensive income for the three and nine-month periods ended September 30, 2015 and 2014 and the related condensed consolidated statements of cash flows for the nine-month periods ended September 30, 2015 and 2014. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Universal Insurance Holdings, Inc. and Subsidiaries as of December 31, 2014 and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows for the year then ended (not presented herein) and we expressed an unqualified audit opinion on those consolidated financial statements in our report dated February 25, 2015. In our opinion, the information set forth in the accompanying consolidated balance sheet as of December 31, 2014, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ Plante & Moran, PLLC

Chicago, Illinois

October 29, 2015

## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

## UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED BALANCE SHEETS (unaudited)

(in thousands, except per share data)

	As of September 30, 2015	December 31, 2014
<b>ASSETS</b>		
Cash and cash equivalents	\$201,774	\$ 115,397
Restricted cash and cash equivalents	2,635	2,635
Fixed maturities, at fair value	417,769	353,949
Equity securities, at fair value	46,627	19,642
Short-term investments, at fair value	75,023	49,990
Investment real estate, net	5,820	—
Prepaid reinsurance premiums	113,240	190,505
Reinsurance recoverable	36,135	55,187
Reinsurance receivable, net	166	7,468
Premiums receivable, net	56,617	50,987
Other receivables	5,195	2,763
Property and equipment, net	26,302	17,254
Deferred policy acquisition costs, net	63,003	25,660
Income taxes recoverable	10,964	5,675
Deferred income tax asset, net	12,196	11,850
Other assets	4,900	2,812
Total assets	\$1,078,366	\$911,774
<b>LIABILITIES, CONTINGENTLY REDEEMABLE COMMON STOCK AND STOCKHOLDERS' EQUITY</b>		
<b>LIABILITIES:</b>		
Unpaid losses and loss adjustment expenses	\$101,059	\$ 134,353
Unearned premiums	463,651	395,748
Advance premium	26,029	17,919
Accounts payable	1,582	4,121
Book overdraft	3,728	5,924
Payable for securities purchased	7,937	—
Reinsurance payable, net	125,427	66,066
Income taxes payable	—	1,799
Dividends payable to shareholders	4,287	—
Other liabilities and accrued expenses	37,388	36,318
Long-term debt	24,324	30,610
Total liabilities	795,412	692,858

## Commitments and Contingencies (Note 12)

Contingently redeemable common stock	—	19,000
Issued shares - 0 and 1,000		
Outstanding shares - 0 and 1,000		

## STOCKHOLDERS' EQUITY:

Cumulative convertible preferred stock, \$.01 par value	—	—
Authorized shares - 1,000		
Issued shares - 10 and 12		
Outstanding shares - 10 and 12		
Minimum liquidation preference, \$9.99 and \$8.49 per share		
Common stock, \$.01 par value	456	448
Authorized shares - 55,000		
Issued shares - 45,595 and 43,769		
Outstanding shares - 35,628 and 34,102		
Treasury shares, at cost - 9,967 and 9,667	(69,818 )	(62,153 )
Additional paid-in capital	67,845	40,987
Accumulated other comprehensive income (loss), net of taxes	(2,515 )	(1,835 )
Retained earnings	286,986	222,469
Total stockholders' equity	282,954	199,916
Total liabilities, contingently redeemable common stock and stockholders' equity	\$1,078,366	\$911,774

The accompanying notes to condensed consolidated financial statements are an integral part of these statements.

## UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF INCOME (unaudited)

(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>PREMIUMS EARNED AND OTHER REVENUES</b>				
Direct premiums written	\$222,572	\$195,435	\$684,147	\$607,361
Ceded premiums written	(71,150 )	(103,492)	(185,578)	(301,624)
Net premiums written	151,422	91,943	498,569	305,737
Change in net unearned premiums	(5,269 )	2,345	(145,168)	(74,280 )
Premiums earned, net	146,153	94,288	353,401	231,457
Net investment income (expense)	1,307	644	3,376	1,574
Net realized gains (losses) on investments	11	501	292	5,353
Commission revenue	4,115	3,123	10,757	10,882
Policy fees	3,820	3,416	12,003	10,827
Other revenue	1,637	1,528	4,614	4,701
Total premiums earned and other revenues	157,043	103,500	384,443	264,794
<b>OPERATING COSTS AND EXPENSES</b>				
Losses and loss adjustment expenses	53,854	34,181	127,148	88,685
General and administrative expenses	55,289	32,167	130,152	85,431
Total operating costs and expenses	109,143	66,348	257,300	174,116
<b>INCOME BEFORE INCOME TAXES</b>	<b>47,900</b>	<b>37,152</b>	<b>127,143</b>	<b>90,678</b>
Income tax expense	17,602	15,811	49,811	38,662
<b>NET INCOME</b>	<b>\$30,298</b>	<b>\$21,341</b>	<b>\$77,332</b>	<b>\$52,016</b>
Basic earnings per common share	\$0.87	\$0.64	\$2.22	\$1.55
Weighted average common shares outstanding - Basic	34,911	33,432	34,837	33,607
Fully diluted earnings per common share	\$0.84	\$0.61	\$2.15	\$1.48
Weighted average common shares outstanding - Diluted	35,999	34,812	35,918	35,097
Cash dividend declared per common share	\$0.12	\$0.10	\$0.36	\$0.30

## CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Net income	\$30,298	\$21,341	\$77,332	\$52,016
Other comprehensive income (loss), net of taxes	(794 )	(924 )	(680 )	(1,171 )

Comprehensive income (loss)	\$29,504	\$20,417	\$76,652	\$50,845
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The accompanying notes to condensed consolidated financial statements are an integral part of these statements.



## UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

(in thousands)

	Nine Months Ended September 30,	
	2015	2014
Cash flows from operating activities:		
Net Income	\$77,332	\$52,016
Adjustments to reconcile net income to net cash provided by operating activities:		
Bad debt expense	497	262
Depreciation and amortization	1,251	845
Amortization of share-based compensation	12,566	8,766
Amortization of original issue discount on debt	427	659
Accretion of deferred credit	(427 )	(659 )
Book overdraft increase (decrease)	(2,196 )	(9,086 )
Net realized (gains) losses on investments	(292 )	(5,353 )
Amortization of premium/accretion of discount, net	1,340	1,540
Deferred income taxes	(347 )	829
Excess tax (benefits) shortfall from share-based compensation	(5,241 )	(6,465 )
Other	24	25
Net change in assets and liabilities relating to operating activities:		
Restricted cash and cash equivalents	—	(3,997 )
Prepaid reinsurance premiums	77,265	45,892
Reinsurance recoverable	19,052	51,606
Reinsurance receivable, net	7,302	(12,332 )
Premiums receivable, net	(5,915 )	(8,444 )
Accrued investment income	(374 )	(158 )
Other receivables	(2,269 )	(450 )
Income taxes recoverable	(5,289 )	5,238
Deferred policy acquisition costs, net	(37,343 )	(11,933 )
Other assets	(1,088 )	(768 )
Unpaid losses and loss adjustment expenses	(33,294 )	(22,307 )
Unearned premiums	67,903	28,387
Accounts payable	(2,539 )	1,016
Reinsurance payable, net	59,361	16,019
Income taxes payable	3,869	3,899
Other liabilities and accrued expenses	1,497	514
Advance premium	8,110	(1,657 )
Net cash provided by (used in) operating activities	241,182	133,904
Cash flows from investing activities:		
Proceeds from sale of property and equipment	55	30
Purchases of property and equipment	(10,310 )	(1,578 )
Payments to acquire a business	(1,000 )	—
Purchases of equity securities	(46,668 )	(74,407 )
Purchases of fixed maturities	(145,118 )	(61,760 )

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Purchases of short-term investments	(87,538 )	(37,500 )
Purchases of investment real estate, net	(5,888 )	—
Proceeds from sales of equity securities	17,412	121,580
Proceeds from sales of fixed maturities	26,154	5,168
Proceeds from sales of short-term investments	12,500	—
Maturities of fixed maturities	63,201	17,395
Maturities of short-term investments	50,000	—
Net cash provided by (used in) investing activities	(127,200)	(31,072 )
Cash flows from financing activities:		
Preferred stock dividend	(7 )	(10 )
Common stock dividend	(8,520 )	(6,967 )
Issuance of common stock	511	—
Purchase of treasury stock	(7,665 )	(29,736 )
Purchase of preferred stock	(257 )	—
Payments related to tax withholding for share-based compensation	(10,195 )	(12,404 )
Excess tax benefits (shortfall) from share-based compensation	5,241	6,465
Borrowings under promissory note	1,390	—
Repayment of debt	(8,103 )	(7,103 )
Net cash provided by (used in) financing activities	(27,605 )	(49,755 )
Net increase (decrease) in cash and cash equivalents	86,377	53,077
Cash and cash equivalents at beginning of period	115,397	117,275
Cash and cash equivalents at end of period	\$201,774	\$170,352
Supplemental cash and non-cash flow disclosures:		
Interest paid	\$767	\$1,158
Income taxes paid	\$51,554	\$28,684

The accompanying notes to condensed consolidated financial statements are an integral part of these statements.

UNIVERSAL INSURANCE HOLDINGS, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

1. Nature of Operations and Basis of Presentation

Nature of Operations

Universal Insurance Holdings, Inc., (“UIH”) is a Delaware corporation originally incorporated as Universal Heights, Inc., in November 1990. UIH with its wholly-owned subsidiaries (the “Company”), is a vertically integrated insurance holding company performing all aspects of insurance underwriting, distribution and claims. Through its wholly-owned subsidiaries, Universal Property & Casualty Insurance Company (“UPCIC”) and American Platinum Property and Casualty Insurance Company (“APPCIC”), together referred to as the “Insurance Entities,” the Company is principally engaged in the property and casualty insurance business offered primarily through a network of independent agents. Risk from catastrophic losses is managed through the use of reinsurance agreements. The Company’s primary product is homeowners insurance offered in ten states as of September 30, 2015, including Florida, which comprises the vast majority of the Company’s in-force policies. See “—Note 5 (Insurance Operations)” for more information regarding the Company’s insurance operations.

The Company generates revenues primarily from the collection of premiums and invests funds in excess of those retained for claims-paying obligations and insurance operations. Other significant sources of revenue include brokerage commissions collected from reinsurers, policy fees collected from policyholders by our wholly-owned managing general agency subsidiary and payment plan fees charged to policyholders who choose to pay their premiums in installments.

Basis of Presentation

The Company has prepared the accompanying unaudited Condensed Consolidated Financial Statements (“Financial Statements”) in accordance with the rules and regulations of the United States Securities and Exchange Commission (“SEC”) for interim financial information. Accordingly, the Financial Statements do not include all of the information and footnotes required by United States Generally Accepted Accounting Principles (“GAAP”) for complete financial statements. Therefore, the Financial Statements should be read in conjunction with the audited Consolidated Financial Statements contained in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014, filed with the SEC on February 25, 2015. The condensed consolidated balance sheet at December 31, 2014, was derived from audited financial statements, but does not include all disclosures required by GAAP. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation have been included in the Financial Statements. The results for interim periods do not necessarily indicate the results that may be expected for any other interim period or for the full year.

To conform to the current period presentation, certain amounts in the prior periods’ consolidated financial statements and notes have been reclassified. Such reclassifications were of an immaterial amount and had no effect on net income or stockholders’ equity.

The Financial Statements include the accounts of UIH and its wholly-owned subsidiaries. All material intercompany balances and transactions have been eliminated in consolidation.

Management must make estimates and assumptions that affect amounts reported in the Company's Financial Statements and in disclosures of contingent assets and liabilities. Actual results could differ from those estimates.

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## 2. Significant Accounting Policies

The Company reported Significant Accounting Policies in its Annual Report on Form 10-K for the year ended December 31, 2014. Below are revised disclosures required to be reported on a quarterly basis.

**Goodwill.** Goodwill arising from the acquisition of a business is initially measured at cost and not subject to amortization. We assess goodwill for potential impairments at the end of each fiscal year, or during the year if an event or other circumstance indicates that we may not be able to recover the carrying amount of the asset. Goodwill is included under Other Assets in the Condensed Consolidated Balance Sheets.

**Investment Real Estate.** Investment real estate is recorded at cost less accumulated depreciation. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets. Investment real estate is evaluated for impairment when events or circumstances indicate the carrying value may not be recoverable.

## 3. Investments

## Securities Available for Sale

The following table provides the cost or amortized cost and fair value of securities available for sale as of the dates presented (in thousands):

	September 30, 2015			
	Cost or Amortized	Gross Unrealized	Gross Unrealized	Fair Value
	Cost	Gains	Losses	
<b>Fixed Maturities:</b>				
U.S. government obligations and agencies	\$ 135,774	\$ 517	\$ (201 )	\$ 136,090
Corporate bonds	128,357	412	(649 )	128,120
Mortgage-backed and asset-backed securities	138,482	527	(324 )	138,685
Redeemable preferred stock	9,734	201	(65 )	9,870
Other	5,000	4	—	5,004
<b>Equity Securities:</b>				
Common stock	16,545	472	(1,274 )	15,743
Mutual funds	34,599	—	(3,715 )	30,884
Short-term investments	75,022	3	(2 )	75,023
<b>Total</b>	<b>\$543,513</b>	<b>\$ 2,136</b>	<b>\$ (6,230 )</b>	<b>\$539,419</b>

	December 31, 2014			
	Cost or Amortized	Gross Unrealized	Gross Unrealized	Fair Value
	Cost	Gains	Losses	
<b>Fixed Maturities:</b>				
U.S. government obligations and agencies	\$ 120,627	\$ 38	\$ (627 )	\$ 120,038
Corporate bonds	120,025	171	(364 )	119,832
Mortgage-backed and asset-backed securities	107,589	136	(502 )	107,223
Redeemable preferred stock	6,700	165	(9 )	6,856
<b>Equity Securities:</b>				
Common stock	331	4	(65 )	270
Mutual funds	21,296	—	(1,924 )	19,372
Short-term investments	50,000	—	(10 )	49,990
<b>Total</b>	<b>\$426,568</b>	<b>\$ 514</b>	<b>\$ (3,501 )</b>	<b>\$423,581</b>

The following table provides the credit quality of investment securities with contractual maturities or the issuer of such securities as of the dates presented (in thousands):

September 30, 2015

Comparable Ratings	Fair Value	% of Total Fair Value
AAA	\$87,860	17.8 %
AA	193,220	39.2 %
A	140,092	28.4 %
BBB	47,219	9.6 %
BB+ and Below	3,768	0.8 %
No Rating Available	20,633	4.2 %
Total	\$492,792	100.0 %

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December 31, 2014 (1)			
Comparable Ratings	Fair	% of	
	Value	Fair	Total
	Value	Value	
AAA	\$39,657	9.8	%
AA	220,693	54.8	%
A	83,734	20.7	%
BBB	47,003	11.6	%
BB+ and Below	3,401	0.8	%
No Rating Available	9,451	2.3	%
Total	\$403,939	100.0	%

(1)The credit ratings in the table above have been reclassified from the prior periods' consolidated financial statements to conform to the current periods' presentation. For investment securities where no credit rating was previously available, the credit rating of the issuer of such security is disclosed in the table above, where applicable. The tables above include comparable credit quality ratings by Standard and Poor's Rating Services, Inc., Moody's Investors Service, Inc. and Fitch Ratings, Inc.

The following table summarizes the cost or amortized cost and fair value of mortgage-backed and asset-backed securities as of the dates presented (in thousands):

	September 30, 2015		December 31, 2014	
	Cost or Amortized		Cost or Amortized	
	Cost	Fair Value	Cost	Fair Value
<b>Mortgage-backed securities:</b>				
Agency	\$76,428	\$76,610	\$64,905	\$64,619
Non-agency	10,454	10,389	8,053	7,987
<b>Asset-backed securities:</b>				
Auto loan receivables	18,423	18,488	16,551	16,556
Credit card receivables	28,578	28,588	13,481	13,457
Other receivables	4,599	4,610	4,599	4,604
Total	\$138,482	\$138,685	\$107,589	\$107,223

The following table summarizes the fair value and gross unrealized losses on securities available for sale, aggregated by major investment category and length of time that individual securities have been in a continuous unrealized loss position as of the dates presented (in thousands):

September 30, 2015



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	Less Than 12 Months			12 Months or Longer		
	Number	Fair	Unrealized	Number	Fair	Unrealized
	of	Value	Losses	of	Value	Losses
	Issues			Issues		
<b>Fixed maturities:</b>						
U.S. government obligations and agencies	—	\$—	\$ —	2	\$3,470	\$ (201 )
Corporate bonds	58	52,340	(608 )	4	3,952	(41 )
Mortgage-backed and asset-backed securities	14	30,805	(117 )	6	15,504	(207 )
Redeemable preferred stock	30	3,789	(65 )	—	—	—
<b>Equity securities:</b>						
Common stock	3	8,161	(1,168 )	2	83	(106 )
Mutual funds	4	22,971	(725 )	1	7,912	(2,990 )
Short-term investments	76	52,514	(2 )	—	—	—
<b>Total</b>	<b>185</b>	<b>\$170,580</b>	<b>\$ (2,685 )</b>	<b>15</b>	<b>\$30,921</b>	<b>\$ (3,545 )</b>

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Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay with or without penalty.

The following table provides certain information related to securities available for sale during the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Sales proceeds (fair value)	\$12,014	\$53,961	\$56,066	\$126,748
Gross realized gains	\$12	\$742	\$308	\$5,930
Gross realized losses	\$(1 )	\$(241 )	\$(16 )	\$(577 )

The following table presents the components of net investment income, comprised primarily of interest and dividends, for the periods presented (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Fixed maturities	\$1,479	\$884	\$4,001	\$2,394
Equity securities	277	182	540	636
Short-term investments	89	11	194	11
Other (1)	102	26	247	47
Total investment income	1,947	1,103	4,982	3,088
Less: Investment expenses (2)	(640 )	(459 )	(1,606)	(1,514)
Net investment (expense) income	\$1,307	\$644	\$3,376	\$1,574

(1) Includes interest earned on cash and cash equivalents and restricted cash and cash equivalents. Also includes investment income earned on real estate investments.

(2) Includes bank fees, investment accounting and advisory fees, and expenses associated with real estate investments.

#### Investment Real Estate

Investment real estate consisted of the following as of the dates presented (in thousands):

	September 30, 2015	December 31, 2014
Investment real estate	\$ 5,888	\$ —
Less: Accumulated depreciation	(68 )	—
Investment real estate, net	\$ 5,820	\$ —

#### 4. Reinsurance

The Company seeks to reduce its risk of loss by reinsuring certain levels of risk in various areas of exposure with other insurance enterprises or reinsurers, generally as of the beginning of the hurricane season on June 1st of each year. The Company's current reinsurance program consists of excess of loss and catastrophe reinsurance, subject to the terms and conditions of the applicable agreements. The Company is responsible for insured losses related to catastrophes and other events in excess of coverage provided by its reinsurance program. The Company remains responsible for the settlement of insured losses irrespective of the failure of any of its reinsurers to make payments otherwise due to the Company.

The Company eliminated the quota share ceded by UPCIC to its reinsurers beginning with the reinsurance program effective June 1, 2015. Under the quota share contracts that were effective June 1, 2014 through May 31, 2015, the quota share ceded by UPCIC to its reinsurers was 30%. By eliminating the quota share, the Company expects to increase its profitability by retaining all premiums. The elimination of the quota share also decreases the amount of losses and loss adjustment expenses ("LAE") that may be ceded by UPCIC and effectively increases the amount of risk retained by UPCIC and the Company. The elimination of the quota share also eliminates ceding commissions earned from the Company's quota share reinsurer during the contract term and eliminates deferred ceding commissions, netted against deferred policy acquisition costs.

Amounts recoverable from reinsurers are estimated in a manner consistent with the terms of the reinsurance contracts. Reinsurance premiums, losses and LAE are accounted for on a basis consistent with those used in accounting for the original policies issued and the terms of the reinsurance contracts. Ceding commissions received in connection with quota share reinsurance are deferred and netted against deferred policy acquisition costs and amortized over the effective period of the related insurance policies.

In order to reduce credit risk for amounts due from reinsurers, the Insurance Entities seek to do business with financially sound reinsurance companies and regularly evaluate the financial strength of all reinsurers used.

The following table presents ratings from rating agencies and the unsecured amounts due from the Company's reinsurers whose aggregate balance exceeded 3% of the Company's stockholders' equity as of the dates presented (in thousands):

Reinsurer	Ratings as of September 30, 2015			Due from as of	
	AM Best Company	Rating Services	Investors Service, Inc.	September 2015	December 30, 2014
Everest Reinsurance Company	A+	A+	A1	\$—	\$16,780
Florida Hurricane Catastrophe Fund	n/a	n/a	n/a	—	31,870
Odyssey Reinsurance Company	A	A-	A3	30,213	136,339
Total (1)				\$30,213	\$184,989

(1) Amounts represent prepaid reinsurance premiums, reinsurance receivables, and net recoverables for paid and unpaid losses, including incurred but not reported reserves, loss adjustment expenses, and offsetting reinsurance payables.

n/a No rating available, because entity is not rated.

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The Company's reinsurance arrangements had the following effect on certain items in the Condensed Consolidated Statements of Income for the periods presented (in thousands):

Three Months Ended September 30, 2015			2014			
	Premiums Written	Premiums Earned	Losses and Loss Adjustment Expenses	Premiums Written	Premiums Earned	Losses and Loss Adjustment Expenses
Direct	\$222,572	\$214,802	\$ 53,560	\$195,435	\$196,269	\$ 48,341
Ceded	(71,150 )	(68,649 )	294	(103,492)	(101,981)	(14,160 )
Net	\$151,422	\$146,153	\$ 53,854	\$91,943	\$94,288	\$ 34,181

Nine Months Ended September 30, 2015			2014			
	Premiums Written	Premiums Earned	Losses and Loss Adjustment Expenses	Premiums Written	Premiums Earned	Losses and Loss Adjustment Expenses
Direct	\$684,147	\$616,244	\$ 152,551	\$607,361	\$578,974	\$ 146,033
Ceded	(185,578)	(262,843)	(25,403 )	(301,624)	(347,517)	(57,348 )
Net	\$498,569	\$353,401	\$ 127,148	\$305,737	\$231,457	\$ 88,685

The following prepaid reinsurance premiums and reinsurance recoverable and receivable are reflected in the Condensed Consolidated Balance Sheets as of the dates presented (in thousands):

	September 30, 2015	December 31, 2014
Prepaid reinsurance premiums	\$ 113,240	\$ 190,505
Reinsurance recoverable on unpaid losses and LAE	\$ 19,460	\$ 47,350
Reinsurance recoverable on paid losses	16,675	7,837
Reinsurance receivable, net	166	7,468
Reinsurance recoverable and receivable	\$ 36,301	\$ 62,655

## 5. Insurance Operations

## Deferred Policy Acquisition Costs, net

The Company defers certain costs in connection with written policies, called Deferred Policy Acquisition Costs (“DPAC”), net of corresponding amounts of ceded reinsurance commissions, called Deferred Reinsurance Ceding Commissions (“DRCC”). Net DPAC is amortized over the effective period of the related insurance policies.

The following table presents the beginning and ending balances and the changes in DPAC, net of DRCC, for the periods presented (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
DPAC, beginning of period	\$62,181	\$58,149	\$54,603	\$54,099
Capitalized Costs	30,846	27,579	91,135	84,354
Amortization of DPAC	(30,024)	(27,769)	(82,735)	(80,494)
DPAC, end of period	\$63,003	\$57,959	\$63,003	\$57,959
DRCC, beginning of period	\$—	\$30,072	\$28,943	\$38,200
Ceding Commissions Written	—	17,236	(5,276 )	49,555
Earned Ceding Commissions	—	(17,181)	(23,667)	(57,628)
DRCC, end of period	\$—	\$30,127	\$—	\$30,127
DPAC (DRCC), net, beginning of period	\$62,181	\$28,077	\$25,660	\$15,899
Capitalized Costs, net	30,846	10,343	96,411	34,799
Amortization of DPAC (DRCC), net	(30,024)	(10,588)	(59,068)	(22,866)
DPAC (DRCC), net, end of period	\$63,003	\$27,832	\$63,003	\$27,832

## Liability for Unpaid Losses and Loss Adjustment Expenses

Set forth in the following table is the change in liability for unpaid losses and LAE for the periods presented (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2015	September 30, 2014	September 30, 2015	September 30, 2014
Balance at beginning of period	\$112,117	\$144,625	\$134,353	\$159,222
Less: Reinsurance recoverable	(31,777 )	(58,705 )	(47,350 )	(68,584 )
Net balance at beginning of period	80,340	85,920	87,003	90,638
Incurred (recovered) related to:				
Current year	54,014	32,637	127,211	87,825
Prior years	(160 )	1,544	(63 )	860
Total incurred	53,854	34,181	127,148	88,685
Paid related to:				



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Current year	41,818	24,365	72,438	44,432
Prior years	10,777	8,160	60,114	47,315
Total paid	52,595	32,525	132,552	91,747
Net balance at end of period	81,599	87,576	81,599	87,576
Plus: Reinsurance recoverable	19,460	49,339	19,460	49,339
Balance at end of period	\$101,059	\$136,915	\$101,059	\$136,915

## Regulatory Requirements and Restrictions

The Insurance Entities are subject to regulations and standards of the Florida Office of Insurance Regulation (“OIR”). UPCIC also is subject to regulations and standards of regulatory authorities in other states where it is licensed, although as a Florida-domiciled insurer its principal regulatory authority is the OIR. These standards require the Insurance Entities to maintain specified levels of statutory capital and restrict the timing and amount of dividends and other distributions that may be paid by the Insurance Entities to the parent company. Except in the case of extraordinary dividends, these standards generally permit dividends to be paid from statutory unassigned surplus of the regulated subsidiary and are limited based on the regulated subsidiary’s level of statutory net income and statutory capital and surplus. The maximum dividend that may be paid by UPCIC and APPCIC to their immediate parent company, Universal Insurance Holding Company of Florida (“UIHCF”), without prior regulatory approval is limited by the provisions of Florida Statutes. These dividends are referred to as “ordinary dividends.” However, if the dividend, together with other dividends paid within the preceding twelve months, exceeds this statutory limit or is paid from sources other than earned surplus, the entire dividend is generally considered an “extraordinary dividend” and must receive prior regulatory approval.

In accordance with Florida Statutes, and based on the calculations performed by the Company as of December 31, 2014, UPCIC has the capacity to pay ordinary dividends of \$27.7 million during 2015. APPCIC does not have the capacity to pay ordinary dividends during 2015. For the nine months ended September 30, 2015, no dividends were paid from UPCIC or APPCIC to UIHCF. Dividends paid to the shareholders of UIH during the nine months ended September 30, 2015 were paid from the earnings of UIH and its non-insurance subsidiaries.

The Florida Insurance Code requires insurance companies to maintain capitalization equivalent to the greater of ten percent of the insurer’s total liabilities or \$5.0 million. The following table presents the amount of capital and surplus calculated in accordance with statutory accounting principles, which differ from GAAP, and an amount representing ten percent of total liabilities for both UPCIC and APPCIC as of the dates presented (in thousands):

	September 30, 2015	December 31, 2014
Ten percent of total liabilities		
UPCIC	\$ 65,181	\$ 42,659
APPCIC	\$ 606	\$ 514
Statutory capital and surplus		
UPCIC	\$ 233,634	\$ 200,173
APPCIC	\$ 14,258	\$ 14,036

As of the dates in the table above, both UPCIC and APPCIC met the Florida capitalization requirement. As of September 30, 2015 UPCIC also met the capitalization requirements of the other states in which it is licensed. UPCIC and APPCIC are also required to adhere to prescribed premium-to-capital surplus ratios and each met those requirements at such dates.

The Insurance Entities are required by various state laws and regulations to maintain certain assets in depository accounts. The following table represents assets held by insurance regulators as of the dates presented (in thousands):

	September 30, 2015	December 31, 2014
Restricted cash and cash equivalents	\$ 2,635	\$ 2,635
Investments	\$ 3,924	\$ 3,609

## 6. Long-Term Debt

Long-term debt consists of the following as of the dates presented (in thousands):

	September 30, 2015	December 31, 2014
Surplus note	\$ 16,176	\$ 17,280
Term loan	6,758	13,330
Promissory note	1,390	—
Total	\$ 24,324	\$ 30,610

In addition to the long-term debt listed above, UIH has an unsecured line of credit and had not drawn any amounts under that debt facility. The term loan and unsecured line of credit contain certain covenants and restrictions applicable while amounts are outstanding thereunder. Pursuant to the agreements underlying the term loan and unsecured line of credit, UIH will be prohibited from paying dividends to its shareholders should UIH default on such underlying agreements. UIH was in compliance with the covenants of the term loan as of September 30, 2015. UPCIC was in compliance with the terms of the surplus note as of September 30, 2015.

## 7. Stockholders' Equity

## Common Stock

The following table summarizes the activity relating to shares of the Company's common stock and contingently redeemable common stock during the nine months ended September 30, 2015 (in thousands):

	Issued Shares	Treasury Shares	Outstanding Shares
Balance, as of December 31, 2014	44,769	(9,667 )	35,102
Shares repurchased	—	(300 )	(300 )
Options exercised	745	—	745
Restricted stock grants	615	—	615
Shares acquired through cashless exercise (1)	—	(534 )	(534 )
Shares cancelled	(534 )	534	—
Balance, as of September 30, 2015	45,595	(9,967 )	35,628

(1) All shares acquired represent shares tendered to cover the strike price for options and tax withholdings on the intrinsic value of options exercised or restricted stock vested. These shares have been cancelled by the Company.

In June 2015, UIH repurchased 200,000 shares of its common stock at market price from Ananke Catastrophe Investments Limited, an affiliate of Nephila Capital Ltd., in a privately negotiated transaction for a total cost of \$5.1 million.

In September 2015, UIH announced that its Board of Directors authorized a share repurchase program under which UIH may repurchase in the open market in compliance with Exchange Act Rule 10b-18 up to \$10 million of its outstanding shares of common stock through December 31, 2016. UIH repurchased 100,000 shares, at an aggregate price of \$2.6 million, pursuant to such repurchase program through September 30, 2015.

## Preferred Stock

In June 2015, UIH entered into an agreement to repurchase 2,000 shares of UIH Series M Convertible Preferred Stock owned by Bradley I. Meier, the Company's former Chairman, President and Chief Executive Officer, at a total cost of \$257 thousand. The repurchase constituted all of the outstanding shares of Series M Convertible Preferred Stock and such shares were retired and cancelled.

## Dividends

On January 13, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on March 2, 2015, to the shareholders of record at the close of business on February 18, 2015.

On April 13, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on July 2, 2015, to the shareholders of record at the close of business on June 18, 2015.

On August 31, 2015, UIH declared a cash dividend of \$0.12 per share on its outstanding common stock paid on October 8, 2015, to the shareholders of record at the close of business on September 23, 2015.

#### Contingently Redeemable Common Stock

On December 2, 2014, UIH sold 1,000,000 registered shares of its common stock at a price of \$19.00 per share, in a privately negotiated transaction, to Ananke Catastrophe Investments Ltd. (“Ananke”), an affiliate of Nephila Capital Ltd., which is subject to certain holding period restrictions.

The shares sold to Ananke had been subject to a redemption option, conditioned on a covered loss index swap being triggered for payment.

On February 19, 2015, the Company entered into an amended agreement with Ananke to delete, in its entirety effective December 2, 2014, the provision giving rise to the redemption. This modification resulted in classification of the common shares in permanent equity on the date of the amendment. No consideration was exchanged with the amendment since both parties agreed that, given the remote possibility of the redemption to occur, the value of the redemption feature was de-minimis. The effects of the amendment

were recorded during the quarter ended March 31, 2015. The following table has been provided to illustrate pro-forma effect of the amendment had it been in place as of December 31, 2014.

	December 31, 2014		
	As Reported	PRO-FORMA Adjustment Unaudited	PRO-FORMA Unaudited
Total assets	\$911,774	—	\$ 911,774
Total liabilities	692,858	—	692,858
Contingently redeemable common stock	19,000	(19,000 )	—
STOCKHOLDERS' EQUITY:			
Cumulative convertible preferred stock, \$.01 par value	—	—	—
Common stock, \$.01 par value	448	—	448
Treasury shares, at cost	(62,153 )	—	(62,153 )
Additional paid-in capital	40,987	19,000	59,987
Accumulated other comprehensive income (loss), net of taxes	(1,835 )	—	(1,835 )
Retained earnings	222,469	—	222,469
Total stockholders' equity	199,916	19,000	218,916
Total liabilities, contingently redeemable common stock			
and stockholders' equity	\$911,774	—	\$ 911,774

8. Related Party Transactions

Scott P. Callahan, a director of the Company, provided the Company with consulting services and advice with respect to the Company's reinsurance and related matters through SPC Global RE Advisors LLC, an entity affiliated with Mr. Callahan. The Company entered into the consulting agreement with SPC Global RE Advisors LLC effective June 6, 2013. The Company and SPC Global RE Advisors LLC terminated the consulting agreement on September 18, 2015 by mutual consent.

The following table provides payments made by the Company for the periods presented (in thousands):

	Three Months Ended September 30, 2015	2014	Nine Months Ended September 30, 2015	2014
SPC Global RE Advisors LLC	\$ 30	\$ 30	\$ 90	\$ 90

There were no amounts due to SPC Global RE Advisors LLC as of September 30, 2015, and December 31, 2014, respectively. During the term of the agreement, payments due to SPC Global RE Advisors LLC were generally made in the month the services were provided.



## 9. Income Taxes

During the three months ended September 30, 2015 and 2014, the Company recorded approximately \$17.6 million and \$15.8 million of income taxes, respectively. Our effective tax rate for the quarter ending September 30, 2015 is 36.7% compared to a 42.6% effective tax rate for the same period in the prior year.

During the nine months ended September 30, 2015 and 2014, the Company recorded approximately \$49.8 million and \$38.7 million of income taxes, respectively. Our effective tax rate for the nine months ended September 30, 2015 is 39.2% compared to a 42.6% effective tax rate for the same period in the prior year.

In arriving at these rates, the Company considers a variety of factors including the forecasted full year pre-tax results, the U.S. federal tax rate of 35%, expected non-deductible expenses, and estimated state income taxes. The Company's final effective tax rate for the full year will be dependent on the level of pre-tax income, the apportionment of taxable income between state tax jurisdictions and the extent of non-deductible expenses in relation to pre-tax income.

The reduction in the Company's effective tax rates for the three and nine month ended September 30, 2015 compared to the same periods in 2014 was primarily the result of:

- a reduction in the amount of non-deductible executive compensation
- a discrete item recorded during the three months ended September 30, 2015 based on the completion of the Company's state income tax returns and
- an adjustment to reduce the current state income tax rate to align it with the actual rate in the Company's filed income returns.

The discrete adjustment was for \$1.2 million and resulted from a difference between the apportionment factors between states in the final state income tax returns and the factors used to estimate the 2014 tax provision.

Tax years that remain open for purposes of examination of the Company's income tax liability due to taxing authorities, include the years ended December 31, 2014, 2013 and 2012. During the three months ended September 30, 2015, the Company received notice from the IRS Joint Committee on Taxation that it has completed its consideration of the audit relating to the loss carryback of realized losses from securities sold during 2012 and applied to 2009. The IRS Joint Committee on Taxation has taken no exception to the conclusion reached by the Internal Revenue Service, the result of which yielded no material change.

## 10. Earnings Per Share

Basic earnings per share (“EPS”) is based on the weighted average number of common shares outstanding for the period, excluding any dilutive common share equivalents. Diluted EPS reflects the potential dilution resulting from exercises of stock options, vesting of restricted stock and conversion of preferred stock.

The following table reconciles the numerator (i.e., income) and denominator (i.e., shares) of the basic and diluted earnings per share computations for the periods presented (in thousands, except per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
<b>Numerator for EPS:</b>				
Net income	\$30,298	\$21,341	\$77,332	\$52,016
Less: Preferred stock dividends	(3 )	(3 )	(8 )	(11 )
Income available to common stockholders	\$30,295	\$21,338	\$77,324	\$52,005
<b>Denominator for EPS:</b>				
Weighted average common shares outstanding	34,911	33,432	34,837	33,607
Plus: Assumed conversion of stock-based compensation (1)	1,063	1,345	1,050	1,440
Assumed conversion of preferred stock	25	35	31	50
Weighted average diluted common shares outstanding	35,999	34,812	35,918	35,097
Basic earnings per common share	\$0.87	\$0.64	\$2.22	\$1.55
Diluted earnings per common share	\$0.84	\$0.61	\$2.15	\$1.48

(1) Represents the dilutive effect of unvested restricted stock and unexercised stock options.

11. Other Comprehensive Income (Loss)

The following table provides the components of other comprehensive income (loss) on a pre-tax and after-tax basis for the periods presented (in thousands):

	For the Three Months Ended September 30,					
	2015			2014		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Net unrealized gains (losses) on investments available for sale						
arising during the period	\$(1,282)	\$(495)	\$ (787 )	\$(1,004)	\$(388)	\$ (616 )
Less: Amounts reclassified from accumulated other comprehensive income (loss)	(11 )	(4 )	(7 )	(501 )	(193)	(308 )
Net current period other comprehensive income (loss)	\$(1,293)	\$(499)	\$ (794 )	\$(1,505)	\$(581)	\$ (924 )

	For the Nine Months Ended September 30,					
	2015			2014		
	Pre-tax	Tax	After-tax	Pre-tax	Tax	After-tax
Net unrealized gains (losses) on investments available for sale						
arising during the period	\$(815 )	\$(314)	\$ (501 )	\$3,446	\$1,329	\$2,117
Less: Amounts reclassified from accumulated other comprehensive income (loss)	(292 )	(113)	(179 )	(5,353)	(2,065)	(3,288 )
Net current period other comprehensive income (loss)	\$(1,107)	\$(427)	\$ (680 )	\$(1,907)	\$(736 )	\$(1,171 )

The following table provides the reclassifications out of accumulated other comprehensive income for the periods presented (in thousands):

Details about Accumulated Other	Amounts Reclassified from Accumulated Other Comprehensive Income			Affected Line Item in the Statement
	Three Months Ended September	Nine Months Ended September 30,		

Comprehensive Income Components	2015	2014	2015	2014	Where Net Income is Presented
Unrealized gains (losses) on					
investments available for sale					
	\$11	\$501	\$292	\$5,353	Net realized gains (losses) on investments
	(4)	(193)	(113)	(2,065)	Income taxes
	\$7	\$308	\$179	\$3,288	Net of tax

## 12. Commitments and Contingencies

### Litigation

Certain lawsuits have been filed against the Company. These lawsuits generally involve matters related to the claims aspect of the Company's business. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal matters when those matters present loss contingencies which are both probable and estimable.

Legal proceedings are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued. We currently estimate that the reasonably possible losses for legal proceedings, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

## 13. Fair Value Measurements

GAAP defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. GAAP describes three approaches to measuring the fair value of assets and liabilities: the market approach, the income approach and the cost approach. Each approach includes multiple valuation techniques. GAAP does not prescribe which valuation technique should be used when measuring fair value, but does establish a fair value hierarchy that prioritizes the inputs used in applying the various techniques. Inputs broadly refer to the assumptions that market participants use to make pricing decisions, including assumptions about risk. Level 1 inputs are given the highest priority in the hierarchy while Level 3 inputs are given the lowest priority. Assets and liabilities carried at fair value are classified in one of the following three categories based on the nature of the inputs to the valuation technique used:

Level 1 — Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities in active markets as of the reporting date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 — Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3 — Unobservable inputs that are not corroborated by market data. These inputs reflect management's best estimate of fair value using its own assumptions about the assumptions a market participant would use in pricing the asset or liability.

Summary of significant valuation techniques for assets measured at fair value on a recurring basis

### Level 1

Common stock: Comprise actively traded, exchange-listed U.S. and international equity securities. Valuation is based on unadjusted quoted prices for identical assets in active markets that the Company can access.

Mutual funds: Comprise actively traded funds. Valuation is based on daily quoted net asset values for identical assets in active markets that the Company can access.

Level 2

U.S. government obligations and agencies: Comprise U.S. Treasury Bills or Notes or U.S. Treasury Inflation Protected Securities. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields and credit spreads.

Corporate Bonds: Comprise investment-grade fixed income securities. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields and credit spreads.

Mortgage-backed and asset-backed securities: Comprise securities that are collateralized by mortgage obligations and other assets. The primary inputs to the valuation include quoted prices for identical assets in inactive markets or similar assets in active or inactive markets, contractual cash flows, benchmark yields, collateral performance and credit spreads.

Redeemable Preferred Stock: Comprise preferred stock securities that are redeemable. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active.

Short-term investments: Comprise investment securities subject to remeasurement with original maturities within one year but more than three months. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active.

Other: Comprise investment securities subject to remeasurement with original maturities beyond one year. The primary inputs to the valuation include quoted prices for identical or similar assets in markets that are not active.

As required by GAAP, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the placement of the asset or liability within the fair value hierarchy levels.

The following tables set forth by level within the fair value hierarchy the Company's assets that were measured at fair value including those on a recurring basis as of the dates presented (in thousands):

	Fair Value Measurements			Total
	September 30, 2015			
	Level 1	Level 2	Level 3	
<b>Fixed maturities:</b>				
U.S. government obligations and agencies	\$—	\$136,090	\$—	\$136,090
Corporate bonds	—	128,120	—	128,120
Mortgage-backed and asset-backed securities	—	138,685	—	138,685
Redeemable preferred stock	—	9,870	—	9,870
Other	—	5,004	—	5,004
<b>Equity securities:</b>				
Common stock	15,743	—	—	15,743
Mutual funds	30,884	—	—	30,884
Short-term investments (1)	—	60,023	—	60,023
<b>Total assets accounted for at fair value</b>	<b>\$46,627</b>	<b>\$477,792</b>	<b>\$—</b>	<b>\$524,419</b>

- (1) Excludes \$15.0 million of certificates of deposit not subject to remeasurement

	Fair Value Measurements			Total
	December 31, 2014			
	Level 1	Level 2	Level 3	
<b>Fixed maturities:</b>				
U.S. government obligations and agencies	\$—	\$120,038	\$—	\$120,038
Corporate bonds	—	119,832	—	119,832
Mortgage-backed and asset-backed securities	—	107,223	—	107,223
Redeemable preferred stock	—	6,856	—	6,856
<b>Equity securities:</b>				
Common stock	270	—	—	270

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Mutual funds	19,372	—	—	19,372
Short-term investments (1)	—	37,490	—	37,490
Total assets accounted for at fair value	\$19,642	\$391,439	\$ —	\$411,081

- (1) Excludes \$12.5 million of certificates of deposit not subject to remeasurement.

The Company utilizes third-party independent pricing services that provide a price quote for each fixed maturity, equity security and short-term investment. Management reviews the methodology used by the pricing services. If management believes that the price used by the pricing service does not reflect an orderly transaction between participants, management will use an alternative valuation methodology. There were no adjustments made by the Company to the prices obtained from the independent pricing source for any fixed maturities or equity securities included in the tables above.



The following table summarizes the carrying value and estimated fair values of the Company's financial instruments that are not carried at fair value as of the dates presented (in thousands):

	September 30, 2015 (Level 3) Estimated Fair Carrying Value		December 31, 2014 (Level 3) Estimated Fair Carrying Value	
<b>Liabilities (debt):</b>				
Surplus note	\$16,176	\$ 14,246	\$17,280	\$ 14,951
Term loan	\$6,758	\$ 6,758	\$13,330	\$ 13,330
Promissory note	\$1,390	\$ 1,390	\$—	\$ —

### Level 3

Long-term debt: The fair value of the surplus note was determined by management from the expected cash flows discounted using the interest rate quoted by the holder. The State Board of Administration of Florida ("SBA") is the holder of the surplus note and the quoted interest rate is below prevailing rates quoted by private lending institutions. However, as the Company's use of funds from the surplus note is limited by the terms of the agreement, the Company has determined the interest rate quoted by the SBA to be appropriate for purposes of establishing the fair value of the note.

The fair value of the term loan approximates the carrying value given the original issue discount which was calculated based on the present value of future cash flows using the Company's effective borrowing rate. The fair value of the promissory note is not materially different than its carrying value.

### 14. Subsequent Events

The Company performed an evaluation of subsequent events through the date the Financial Statements were issued and determined there were no recognized or unrecognized subsequent events that would require an adjustment or additional disclosure in the Financial Statements as of September 30, 2015.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Unless the context otherwise requires, all references to "we," "us," "our," and "Company" refer to Universal Insurance Holdings, Inc. and its wholly-owned subsidiaries. You should read the following discussion together with our condensed consolidated financial statements ("Financial Statements") and the related notes thereto included in Part I, Item 1 "Financial Statements." Operating results for any one quarter are not necessarily indicative of results to be expected for any other quarter or for the year.

### Forward-Looking Statements

In addition to historical information, the following discussion may contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various factors and assumptions that include known and unknown risks and uncertainties, some of which are beyond our control and cannot be predicted or quantified. Certain statements made in this report reflect management's expectations regarding future events, and the words "expect," "estimate," "anticipate," "believe," "intend," "project," "plan" and similar expressions and variations thereof, speak only as of the date the statement was made and are intended to identify forward-looking statements. Such statements may include, but not be limited to, projections of revenues, income or loss, expenses, plans, as well as assumptions relating to the foregoing. Future results could differ materially from those in the following discussion and those described in forward-looking statements as a result of the risks set forth below which are a summary of those set forth in our Annual Report on Form 10-K for the year ended December 31, 2014.

### Risks Relating to the Property-Casualty Business

- As a property and casualty insurer, we may face significant losses from catastrophes and severe weather events
- Unanticipated increases in the severity or frequency of claims may adversely affect our profitability and financial condition
- Actual claims incurred may exceed current reserves established for claims and may adversely affect our operating results and financial condition
- Predicting claim expense relating to environmental liabilities is inherently uncertain and may have a material adverse effect on our operating results and financial condition
- The failure of the risk mitigation strategies we utilize could have a material adverse effect on our financial condition or results of operations
- Reinsurance may be unavailable at current levels and prices, which may limit our ability to write new business or to adequately mitigate our exposure to loss
- Regulation limiting rate changes and requiring us to participate in loss sharing or assessments may decrease our profitability
- The potential benefits of implementing our profitability model may not be fully realized
- Our financial condition and operating results and the financial condition and operating results of the Insurance Entities may be adversely affected by the cyclical nature of the property and casualty business
- Renewed weakness in the Florida real estate market could adversely affect our loss results
- Changing climate conditions may adversely affect our financial condition, profitability or cash flows
- Because we conduct the majority of our business in Florida, our financial results substantially depend on the regulatory, economic and weather conditions present in that state
- We have been entering and in the future may enter new markets, but there can be no assurance that our diversification strategy will be effective
- Because we rely on insurance agents, the loss of these agent relationships or our ability to attract new agents could have an adverse impact on our business
- Changes to Florida's wind mitigation discount law could materially affect our income

Risks Relating to Investments

- We are subject to market risk which may adversely impact investment income
- Our overall financial performance is dependent in part on the returns on our investment portfolio, which may have a material adverse effect on our financial condition or results of operations or cause such results to be volatile

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### Risks Relating to the Insurance Industry

- We are subject to extensive regulation and potential further restrictive regulation may increase our operating costs and limit our growth
- UIH is a holding company and, consequently, its cash flow is dependent on dividends, interest and other permissible payments from its subsidiaries
- UIH could be adversely affected if the Insurance Entities' controls designed to ensure compliance with guidelines, policies and legal regulatory standards are not effective
- Litigation or regulatory actions could have a material adverse impact on UIH
- The amount of statutory capital that each of the Insurance Entities has and the amount of statutory capital it must hold can vary and is sensitive to a number of factors outside of UIH's control, including market conditions and the regulatory environment and rules
- Our future results are dependent in part on our ability to successfully operate in an insurance industry that is highly competitive
- Difficult conditions in the economy generally could adversely affect our business and operating results
- A downgrade in our Financial Stability Rating<sup>®</sup> may have an adverse effect on our competitive position, the marketability of our product offerings, and our liquidity, operating results and financial condition
- Our insurance subsidiaries are subject to examination and actions by state insurance departments
- Reinsurance subjects us to the credit risk of our reinsurers and may not be adequate to protect us against losses arising from ceded risks, which could have a material adverse effect on our operating results and financial condition
- Adverse capital and credit market conditions may significantly affect our ability to meet liquidity needs or our ability to obtain credit on acceptable terms
- Loss of key executives could affect our operations
- Breaches of our information systems or denial of service on our website could have an adverse impact on our business and reputation

### Risks Relating to Debt Obligations

- Our revolving line of credit and term loan have restrictive terms and our failure to comply with any of these terms could have an adverse effect on our business and prospects

### Overview

Universal Insurance Holdings, Inc. ("UIH"), with its wholly-owned subsidiaries, is a vertically integrated insurance holding company performing all aspects of insurance underwriting, distribution and claims. Through our wholly-owned subsidiaries, Universal Property & Casualty Insurance Company ("UPCIC") and American Platinum Property and Casualty Insurance Company ("APPCIC"), together referred to as the "Insurance Entities", we are principally engaged in the property and casualty insurance business offered primarily through a network of independent agents. Our primary product is homeowners insurance and currently we are licensed in 15 states.

We generate revenues primarily from the collection of premiums. Other significant sources of revenue include brokerage commissions collected from reinsurers through our wholly-owned reinsurance intermediary subsidiary, policy fees collected from policyholders by our wholly-owned managing general agency subsidiary and financing fees charged to policyholders who defer premium payments. We also generate income by investing funds that are in excess of those retained for claims-paying obligations and insurance operations. The nature of our business tends to be seasonal reflecting consumer behaviors in connection with the residential real estate market and the Atlantic hurricane season which occurs during the period from June 1 through November 30 each year. The amount of written premiums tends to increase just prior to the second quarter of our fiscal year and to decrease approaching the fourth quarter.

Our goals are to grow our business, invest in ourselves, increase profitability and return value to our shareholders. The strategies we have executed such as managing rates, expanding into other states, and lowering our quota share

cession rate combined with investments in infrastructure and talent, and operational improvements made to streamline claims and underwriting have all contributed towards an increase in earnings and earnings per share, as well as improvement in our overall financial condition. See “Results of Operations” below for a discussion of our quarterly and year to date results for September 30, 2015 compared to 2014.

While policy count is one measure of the overall growth of our business, we believe that our strategy of balancing competitive pricing with disciplined underwriting standards, streamlining claims management and expanding the size of our business through superior products and services, will maximize our long-term growth. Our focus on long-term capital strength and growth leads us to be selective in the risks we are willing to accept, which may limit the number of policies written. In contrast, from time to time, some of our competitors lower their premiums to levels below what we believe to be adequate in order to generate and maintain capital and surplus for the protection of our Insurance Entities and our policyholders.

Our overall growth strategy includes taking prudent measures to increase our policy count and improve the quality of our business. These initiatives include adjusting rates and expanding into selected markets while maintaining rate adequacy.

In April 2015, UPCIC received approval from the OIR for rate changes for its homeowners and dwelling fire programs within Florida. The rate changes are expected to result in an average increase of approximately 2.2% statewide for its homeowners program and 4.9% for its dwelling fire program. The effective dates for the homeowners program rate increase are April 15, 2015, for new business and May 25, 2015, for renewal business. The effective dates for the dwelling fire program rate increase are April 20, 2015, for new business and June 5, 2015, for renewal business.

As a result of our growth strategy and initiatives, we have seen increases in policy count and insured value in each state in which we operate since March 31, 2014. Our expansion in states outside of Florida is yielding growth in policy count of 35.6% since December 31, 2014 and 45.9% since September 30, 2014.

The following table provides policy count and total insured value for Florida and other states as of September 30, 2015 and December 31, 2014 (dollars in thousands):

State	As of September 30, 2015				As of December 31, 2014			
	Count	%	Value	%	Count	%	Value	%
Florida	545,301	89.1 %	\$126,373,453	85.2 %	506,913	91.1 %	\$115,248,811	87.9 %
Other states	67,052	10.9 %	21,882,385	14.8 %	49,435	8.9 %	15,874,916	12.1 %
Grand total	612,353	100.0 %	\$148,255,838	100.0 %	556,348	100.0 %	\$131,123,727	100.0 %

We believe our efforts to ensure rate adequacy have helped to improve underwriting results, leading to our decision to retain a greater share of our profitable business by reducing our quota share cession rate in our 2014-2015 reinsurance program and eliminating the use of quota share reinsurance in our 2015-2016 reinsurance program.

### Third-Quarter 2015 Highlights

- Net earned premiums grew by \$51.9 million, or 55.0%, to \$146.2 million compared to the third quarter of 2014
- Total revenues increased by \$53.5 million, or 51.7%, to \$157.0 million compared to the third quarter of 2014
- Net income and diluted earnings per common share grew by \$9.0 million (42.0%) and \$0.23 (37.7%), respectively, compared to the third quarter of 2014
- In July, the Virginia State Corporation Commission issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in Virginia

- In August, we declared a dividend of \$0.12 per share
- In September, Demotech, Inc., affirmed the Financial Stability Rating® of “A” for the Insurance Entities
- In September, we announced the authorization of a \$10 million share repurchase program and repurchased 100,000 shares through such program during the third quarter of 2015 at an aggregate cost of \$2.6 million
- In September, the State of Alabama Department of Insurance issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in Alabama
- In September, the West Virginia Office of the Insurance Commissioner issued a Certificate of Authority to UPCIC approving UPCIC as a licensed insurance entity in West Virginia

## 2015 – 2016 Reinsurance Program

Effective June 1, 2015, we entered into multiple reinsurance agreements comprising our 2015-2016 reinsurance program.

See “Item 1 — Note 4 (Reinsurance).”

## REINSURANCE GENERALLY

We use reinsurance to reduce our exposure to catastrophic and non-catastrophic losses through catastrophe and other forms of reinsurance. Below is a description of our 2015-2016 reinsurance program. We believe that the overall terms of the 2015-2016 reinsurance program are more favorable than the 2014-2015 reinsurance program. We realized cost reductions in part due to market conditions and our preparation and efforts to manage risk exposure. We also are retaining a greater percentage of gross written premiums with wind risk than we did under our 2014-2015 reinsurance program by eliminating our quota share reinsurance. We expect to increase our overall profitability by retaining more premium; however the elimination of the quota share cession in its entirety affects several line items in our Consolidated Statements of Income. By eliminating the quota share, we increase the amount of premium we retain as well as the related risk. This results in an increase in both earned premiums and losses and LAE. The elimination of the quota share also ends any ceding commissions we receive that offset costs associated with writing premium. This elimination of ceding commissions increases general and administrative expenses.

Other favorable changes in the 2015-2016 reinsurance program include improvement in the multiple year aspects within our catastrophe excess program framework, combining the exposure of all UPCIC states into one single catastrophe tower and further enhancing coverage terms and conditions.

While we believe the changes to the current reinsurance program are beneficial, there can be no assurance that our actual results of operations or financial condition will be positively affected. The Insurance Entities remain responsible for insured losses notwithstanding the failure of any reinsurer to make payments otherwise due to the Insurance Entities. A major catastrophic event, multiple catastrophes, or the insolvency of one of the larger participants in the reinsurance program could have a material adverse effect on the Insurance Entities’ solvency and our results of operations, financial condition and liquidity.

## UPCIC REINSURANCE PROGRAM

UPCIC’s reinsurance program, which generally runs from June 1 through May 31 of the following year, consists of various forms of catastrophe coverage. Under the 2015-2016 reinsurance program, UPCIC retains a pre-tax liability of \$35 million for the first, second, third and fourth catastrophic events under its catastrophe program covering all states with coverage up to \$2.123 billion and a pre-tax liability of \$10 million under its program in Hawaii through a catastrophe contract which is underlying to the main catastrophe excess of loss program covering all states. UPCIC reduced its quota share percentage to 0% under its 2015-2016 program compared to 30% under its 2014-2015 program thus retaining more risk and premium per policy. UPCIC has mandatory catastrophe coverage through the Florida Hurricane Catastrophe Fund (“FHCF”) plus voluntary catastrophe coverage with private reinsurers. The estimated total net cost of UPCIC’s FHCF and catastrophe related coverage, including reinstatement premium protection coverage is \$267.6 million. The largest private participants in UPCIC’s program include Nephila Capital, Everest Re, Renaissance Re, ACE Tempest Re and Lloyd’s of London syndicates.

## APPCIC REINSURANCE PROGRAM



APPCIC's reinsurance program, which generally runs from June 1 through May 31 of the following year, consists of various forms of catastrophe coverage and individual property and liability per risk/per policy coverage. Under the 2015-2016 reinsurance program, APPCIC retains a pre-tax liability of \$2.0 million for the first and second catastrophic events with coverage up to \$42.1 million. APPCIC has mandatory catastrophe coverage through the FHCF and voluntary catastrophe and per risk coverage with private reinsurers. The estimated total cost of APPCIC's catastrophe, FHCF and per risk related coverage, including reinstatement premium protection is \$4.2 million. The largest private participants in APPCIC's reinsurance program include Everest Re, ACE Tempest Re, Hiscox, Hannover Ruck, and Lloyd's of London syndicates.

#### UIH PROGRAM

Separately from the Insurance Entities' reinsurance programs, UIH protects its own assets against diminution in value due to catastrophe events by purchasing insurance coverage that would provide \$80 million in the form of insurance proceeds plus an amount equal to the forgiveness of related debt through a catastrophe risk-linked transaction contract, effective June 1, 2013 through May 31, 2016. This contract provides for recovery by UIH in the event of exhaustion of UPCIC's catastrophe coverage. The total cost to UIH of this risk-linked transaction contract is \$9.0 million per year for each of the three years.

## Results of Operations—Three Months Ended September 30, 2015, Compared to Three Months Ended September 30, 2014

Net income increased by \$9.0 million, or 42.0%, to \$30.3 million for the three months ended September 30, 2015, compared to \$21.3 million for the three months ended September 30, 2014. Diluted earnings per common share increased by \$0.23, or 37.7%, to \$0.84 for the three months ended September 30, 2015, compared to \$0.61 for the three months ended September 30, 2014, as a result of an increase in net income, partially offset by an increase in weighted average diluted shares outstanding.

The increase in net income of \$9.0 million, or 42.0%, for the three months ended September 30, 2015, compared to the same period in 2014 reflects an increase in net earned premiums, net investment income, commissions, policy fees and other revenue, partially offset by decreases in net realized gains on investments, and increases in operating expenses. The reduction in and the ultimate elimination of the cession rate of our quota share reinsurance contracts is a significant factor behind our results. A more detailed discussion of this and other factors follows the table below.

The following table summarizes changes in each component of our Condensed Consolidated Statements of Income and Comprehensive Income for the three months ended September 30, 2015, compared to the same period in 2014 (in thousands):

	Three Months Ended		Change	
	September 30, 2015	2014	\$	%
<b>PREMIUMS EARNED AND OTHER REVENUES</b>				
Direct premiums written	\$222,572	\$195,435	\$27,137	13.9 %
Ceded premiums written	(71,150 )	(103,492)	32,342	-31.3 %
Net premiums written	151,422	91,943	59,479	64.7 %
Change in net unearned premiums	(5,269 )	2,345	(7,614 )	NM
Premiums earned, net	146,153	94,288	51,865	55.0 %
Net investment income (expense)	1,307	644	663	103.0%
Net realized gains (losses) on investments	11	501	(490 )	-97.8 %
Commission revenue	4,115	3,123	992	31.8 %
Policy fees	3,820	3,416	404	11.8 %
Other revenue	1,637	1,528	109	7.1 %
Total premiums earned and other revenues	157,043	103,500	53,543	51.7 %
<b>OPERATING COSTS AND EXPENSES</b>				
Losses and loss adjustment expenses	53,854	34,181	19,673	57.6 %
General and administrative expenses	55,289	32,167	23,122	71.9 %
Total operating costs and expenses	109,143	66,348	42,795	64.5 %
<b>INCOME BEFORE INCOME TAXES</b>	47,900	37,152	10,748	28.9 %
Income tax expense	17,602	15,811	1,791	11.3 %
<b>NET INCOME</b>	\$30,298	\$21,341	\$8,957	42.0 %
Other comprehensive income (loss), net of taxes	(794 )	(924 )	130	-14.1 %
<b>COMPREHENSIVE INCOME</b>	\$29,504	\$20,417	\$9,087	44.5 %

The following discussion provides comparative information for significant changes to the components of net income and comprehensive income in the table above.

Net earned premiums were \$146.2 million for the three months ended September 30, 2015, compared to \$94.3 million for the three months ended September 30, 2014. The increase in net earned premiums of \$51.9 million, or 55.0%, reflects a decrease in ceded earned premiums of \$33.3 million, and an increase in direct earned premiums of \$18.5 million. Premiums earned in the current period reflect premiums written over the past 12 months and any changes in rates or policy count during that time. The decrease in ceded earned premiums is attributable to the elimination of quota share reinsurance. Our reinsurance programs run from June 1 to May 31 of the following year. In June 2015, we eliminated quota share reinsurance. Prior to June 1, 2015, we were ceding premiums at a rate of 30% in our 2014-2015 reinsurance program which is reflected in the results for the three months ended September 30, 2014. The increase in direct earned premiums is due primarily to an increase in the number of policies in force since the first quarter of 2014. As discussed above in "Overview," we have taken what we consider to be prudent measures to increase policy count, while maintaining rate adequacy, resulting in an increase in the number of policies in force and the amount of direct premiums written.

Net investment income was \$1.3 million for the three months ended September 30, 2015, generated primarily from cash and cash equivalents, short-term investments, investment real estate and the investments we held in our portfolio of securities available for sale, compared to \$644 thousand for the same three months during 2014. The increase in net investment income is the result of increases in

our investments and actions taken to rebalance our portfolio. Invested assets increased 33.2% to \$749.6 million at September 30, 2015, from \$562.8 million at September 30, 2014. Also management rebalanced the fixed maturities (bonds) investment portfolio by selling lower yielding investments and reinvesting cash and maturities into fixed income investments with longer maturities resulting in an increase in book yield.

Commission revenue is comprised principally of brokerage commissions we earn from reinsurers. For the three months ended September 30, 2015, commission revenue was \$4.1 million, compared to \$3.1 million for the three months ended September 30, 2014. The increase in commission revenue of \$992 thousand, or 31.8%, was the result of overall changes in the structure of the reinsurance programs in effect during the three months ended September 30, 2015, compared to the three months ended September 30, 2014 including the amount of premiums paid for reinsurance and the types of reinsurance contracts used in each program.

Policy fees for the three months ended September 30, 2015, were \$3.8 million compared to \$3.4 million for the same period in 2014. The increase of \$404 thousand, or 11.8%, was the result of an increase in policy count.

Losses and LAE were \$53.9 million for the three months ended September 30, 2015, compared to \$34.2 million during the same period in 2014. The increase in net losses and LAE of \$19.7 million was driven by the absence of losses and LAE ceded to reinsurers upon the elimination of our quota share reinsurance contracts in June 2015 as discussed above. The net losses and LAE ratios, or net losses and LAE as a percentage of net earned premiums, were 36.8% and 36.3% during the three-month period ended September 30, 2015 and 2014, respectively, and were comprised of the following components (in thousands):

	Three months ended September 30, 2015		
	Direct	Ceded	Net
Losses and loss adjustment expenses	\$53,560	\$(294 )	\$53,854
Premiums earned	\$214,802	\$68,649	\$146,153
Loss & LAE ratios	24.9 %	(0.4 %)	36.8 %

	Three months ended September 30, 2014		
	Direct	Ceded	Net
Losses and loss adjustment expenses	\$48,341	\$14,160	\$34,181
Premiums earned	\$196,269	\$101,981	\$94,288
Loss & LAE ratios	24.6 %	13.9 %	36.3 %

Although the gross and net losses and loss adjustment expense ratios are not significantly different for the three months ended September 30, 2015 compared to the same period in 2014, the ratios for both of the periods have improved from historical ratios. This improvement reflects changes made to expedite claims resulting in a reduction in both losses and loss adjustment expenses. In addition, our acquisition of Aplin Peer & Associates, has produced increased efficiency while reducing costs associated with third party adjusting services. The net ratios have also

benefitted from lower reinsurance costs relative to growth in premiums.

See “Item 1 — Note 5 (Insurance Operations)” for change in liability for unpaid losses and LAE.

For the three months ended September 30, 2015, general and administrative expenses were \$55.3 million, compared to \$32.2 million for the same period in 2014. The majority of the overall increase in general and administrative expenses of \$23.1 million, or 71.9%, is due to an increase of \$19.4 million in the amortization of net deferred policy acquisition costs resulting mostly from the elimination of quota share reinsurance effective June 1, 2015. We also had an increase of \$1.4 million in the amount of stock-based compensation and an increase of \$0.9 million in performance bonus accruals.

Income taxes increased by \$1.8 million, or 11.3%, primarily as a result of an increase in income before income taxes. The effective tax rate decreased to 36.7% from 42.6% for the three months ended September 30, 2015 and 2014, respectively. See “Item 1 — Note 9 (Income Taxes)” for an explanation of the change in effective tax rate.

Comprehensive income includes net income and other comprehensive income or loss. The other comprehensive loss for the three months ended September 30, 2015, and the other comprehensive loss for the three months ended September 30, 2014, reflect after tax changes in fair value of securities held in our portfolio of securities available for sale and reclassification out of cumulative other comprehensive income for securities sold. See “Item 1 — Note 11 (Other Comprehensive Income (Loss)).”

## Results of Operations—Nine Months Ended September 30, 2015, Compared to Nine Months Ended September 30, 2014

Net income increased by \$25.3 million, or 48.7%, to \$77.3 million for the nine months ended September 30, 2015, compared to \$52.0 million for the nine months ended September 30, 2014. Diluted earnings per common share increased by \$0.67, or 45.3%, to \$2.15 for the nine months ended September 30, 2015, compared to \$1.48 for the nine months ended September 30, 2014, as a result of an increase in net income, partially offset by a modest increase in the weighted average diluted shares outstanding.

The increase in net income of \$25.3 million, or 48.7%, for the nine months ended September 30, 2015, compared to the same period in 2014 reflects an increase in net earned premiums, net investment income, and policy fees, partially offset by decreases in commission revenue, net realized gains on investments, and other revenue, and increases in operating expenses. The reduction in and ultimate elimination of the cession rate of our quota share reinsurance contracts is a significant factor behind our results. A more detailed discussion of this and other factors follows the table below.

The following table summarizes changes in each component of our Condensed Consolidated Statements of Income and Comprehensive Income for the nine months ended September 30, 2015, compared to the same period in 2014 (in thousands):

	Nine Months Ended		Change	
	September 30, 2015	2014	\$	%
<b>PREMIUMS EARNED AND OTHER REVENUES</b>				
Direct premiums written	\$684,147	\$607,361	\$76,786	12.6 %
Ceded premiums written	(185,578)	(301,624)	116,046	-38.5 %
Net premiums written	498,569	305,737	192,832	63.1 %
Change in net unearned premiums	(145,168)	(74,280 )	(70,888 )	95.4 %
Premiums earned, net	353,401	231,457	121,944	52.7 %
Net investment income (expense)	3,376	1,574	1,802	114.5 %
Net realized gains (losses) on investments	292	5,353	(5,061 )	-94.5 %
Commission revenue	10,757	10,882	(125 )	-1.1 %
Policy fees	12,003	10,827	1,176	10.9 %
Other revenue	4,614	4,701	(87 )	-1.9 %
Total premiums earned and other revenues	384,443	264,794	119,649	45.2 %
<b>OPERATING COSTS AND EXPENSES</b>				
Losses and loss adjustment expenses	127,148	88,685	38,463	43.4 %
General and administrative expenses	130,152	85,431	44,721	52.3 %
Total operating costs and expenses	257,300	174,116	83,184	47.8 %
<b>INCOME BEFORE INCOME TAXES</b>	127,143	90,678	36,465	40.2 %
Income tax expense	49,811	38,662	11,149	28.8 %
<b>NET INCOME</b>	\$77,332	\$52,016	\$25,316	48.7 %
Other comprehensive income (loss), net of taxes	(680 )	(1,171 )	491	-41.9 %
<b>COMPREHENSIVE INCOME</b>	\$76,652	\$50,845	\$25,807	50.8 %

NM - Not meaningful.

The following discussion provides comparative information for significant changes to the components of net income and comprehensive income in the table above.

Net earned premiums were \$353.4 million for the nine months ended September 30, 2015, compared to \$231.5 million for the nine months ended September 30, 2014. The increase in net earned premiums of \$121.9 million, or 52.7%, reflects a decrease in ceded earned premiums of \$84.7 million, and an increase in direct earned premiums of \$37.3 million. Premiums earned in the current period reflect premiums written over the past 12 months and any changes in rates or policy count during that time. The decrease in ceded earned premiums is attributable to the reduction in quota share reinsurance. Our reinsurance programs run from June 1 to May 31 of the following year. In June 2014, we reduced the rate of quota share ceded premiums from 45% in our 2013-2014 reinsurance program to 30% in our 2014-2015 reinsurance program. In June 2015, we eliminated the quota share in our 2015-2016 reinsurance program. The increase in direct earned premiums is due primarily to an increase in the number of policies in force since the first quarter of 2014. As discussed above in "Overview," we have taken what we consider to be prudent measures to increase policy count, while maintaining rate adequacy, resulting in an increase in the number of policies in force and the amount of direct premiums written.

Net investment income was \$3.4 million for the nine months ended September 30, 2015, generated primarily from cash and cash equivalents, short-term investments, investment real estate and the investments we held in our portfolio of securities available for sale, compared to \$1.6 million for the same nine months during 2014. The increase in net investment income is the result of increases in our investments and actions taken to rebalance our portfolio. Invested assets increased 33.2% to \$749.6 million at September 30, 2015, from \$562.8 million at September 30, 2014. Also management rebalanced the fixed maturities (bonds) investment portfolio by selling lower yielding investments and reinvesting cash and maturities into fixed income investments with longer maturities resulting in an increase in book yield.

We sold investment securities available for sale during the nine months ended September 30, 2015, resulting in a net realized gain of \$292 thousand compared to a net realized gain of \$5.4 million generated from sales of securities during the nine months ended September 30, 2014.

Policy fees for the nine months ended September 30, 2015, were \$12.0 million compared to \$10.8 million for the same period in 2014. The increase of \$1.2 million, or 10.9%, was the result of an increase in policy count since the first quarter of 2014.

Losses and LAE were \$127.1 million for the nine months ended September 30, 2015, compared to \$88.7 million during the same period in 2014. The increase in net losses and LAE of \$38.5 million was driven by the decrease in the amount of losses and LAE ceded to reinsurers under our quota share reinsurance contracts effective during the periods being compared as discussed above. The net losses and LAE ratios, or net losses and LAE as a percentage of net earned premiums, were 36.0% and 38.3% during the nine-month periods ended September 30, 2015 and 2014, respectively, and were comprised of the following components (in thousands):

	Nine Months Ended September 30, 2015					
	Direct		Ceded		Net	
Losses and loss adjustment expenses	\$152,551		\$25,403		\$127,148	
Premiums earned	\$616,244		\$262,843		\$353,401	
Loss & LAE ratios	24.8	%	9.7	%	36.0 %	

	Nine Months Ended September 30, 2014					
	Direct		Ceded		Net	
Losses and loss adjustment expenses	\$146,033		\$57,348		\$88,685	
Premiums earned	\$578,974		\$347,517		\$231,457	
Loss & LAE ratios	25.2	%	16.5	%	38.3 %	

The reduction in the net loss and loss adjustment expense ratio to 36.0% for the nine months ended September 30, 2015 from 38.3% for the same period in 2014 is due to operational improvements. We implemented an improved process to expedite claims resulting in a reduction in both the losses and the loss adjustment expenses. In addition, our acquisition of assets from Aplin Peer & Associates, Inc., has produced increased efficiency while reducing costs associated with third party adjusting services. The net ratios also benefitted from lower reinsurance costs relative to growth in premiums.



See “Item 1 — Note 5 (Insurance Operations)” for change in liability for unpaid losses and LAE.

For the nine months ended September 30, 2015, general and administrative expenses were \$130.2 million, compared to \$85.4 million for the same period in 2014. The majority of the overall increase in general and administrative expenses of \$44.7 million, or 52.3%, is due to an increase of \$36.2 million in the amortization of net deferred policy acquisition costs resulting mostly from the changes in the rate of ceded premiums from 45% to 30% in our quota share contracts effective June 1, 2014, through May 31, 2015, and the elimination of quota share reinsurance effective June 1, 2015. We also had an increase of \$3.8 million in the amount of stock-based compensation and an increase of \$3.4 million in performance bonus accruals.

Income taxes increased by \$11.1 million, or 28.8%, primarily as a result of an increase in income before income taxes. The effective tax rate decreased to 39.2% from 42.6% for the nine months ended September 30, 2015 and 2014, respectively. See “Item 1 — Note 9 (Income Taxes)” for an explanation of the changes in effective tax rate.

Comprehensive income includes net income and other comprehensive income or loss. The other comprehensive loss for the nine months ended September 30, 2015, and the other comprehensive loss for the nine months ended September 30, 2014, reflect after tax changes in fair value of securities held in our portfolio of securities available for sale and reclassification out of cumulative other comprehensive income for securities sold. See “Item 1 — Note 11 (Other Comprehensive Income (Loss)).”

## Analysis of Financial Condition—As of September 30, 2015 Compared to December 31, 2014

We believe that cash flows generated from operations will be sufficient to meet our working capital requirements for at least the next twelve months. Our policy is to invest amounts considered to be in excess of current working capital requirements.

The following table summarizes, by type, the carrying values of investments as of the dates presented (in thousands):

Type of Investment	September 30, 2015	December 31, 2014
Fixed maturities	\$ 417,769	\$ 353,949
Equity securities	46,627	19,642
Short-term investments	75,023	49,990
Investment real estate, net	5,820	—
Total	\$ 545,239	\$ 423,581

See Condensed Consolidated Statements of Cash Flows for explanations of changes in investments.

Prepaid reinsurance premiums represent the portion of ceded written premiums that will be earned pro-rata in the future. The decrease of \$77.3 million to \$113.2 million was primarily due to the elimination of quota share reinsurance in our 2015-2016 reinsurance program. See “Item 1 — Note 4 (Reinsurance).”

Reinsurance recoverable represents ceded losses and LAE. The decrease of \$19.1 million to \$36.1 million was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

Reinsurance receivable, net, represents inuring premiums receivable, net of ceded premiums payable with our quota share reinsurer. The decrease of \$7.3 million to \$166 thousand as of September 30, 2015 was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

Premiums receivable, net, represent amounts due from policyholders. The increase of \$5.6 million to \$56.6 million was due to both the seasonal pattern of written premiums as described under “Overview” and an increase in direct written premiums during the nine months ended September 30, 2015.

Property and equipment, net, increased by \$9.0 million to \$26.3 million as of September 30, 2015, primarily from the purchase of real estate, automobiles and building improvements.

Deferred policy acquisition costs, net, represent certain costs incurred in connection with the successful acquisition and renewal of insurance business. The increase of \$37.3 million to \$63.0 million was due to the elimination of quota share reinsurance in our 2015-2016 reinsurance program and associated ceding commissions. See “Item 1 — Note 5 (Insurance Operations)” for a roll-forward in the balance of our deferred policy acquisition costs, net.

Income taxes recoverable represent amounts due from taxing jurisdictions within one year and arise when tax payments exceed taxable income. Income taxes recoverable of \$11.0 million as of September 30, 2015 and \$5.7 million as of December 31, 2014, were for federal income taxes.

See “Item 1 — Note 5 (Insurance Operations)” for a roll-forward in the balance of our unpaid losses and LAE.

Unearned premiums represent the portion of direct written premiums that will be earned pro rata in the future. The increase of \$67.9 million to \$463.7 million reflects the growth in and seasonality of our business as described under “Overview.”

Advance premium represents premium payments made by policyholders ahead of the effective date of the policies. The increase of \$8.1 million to \$26.0 million was due to both the seasonal pattern of written premiums as described under “Overview” and an increase in direct written premiums during the nine months ended September 30, 2015.

Reinsurance payable, net, represents our liability to reinsurers for ceded written premiums, net of ceding commissions receivable. The increase of \$59.4 million to \$125.4 million as of September 30, 2015, was primarily due to the timing of settlements and amounts available for right of offset with our reinsurers.

See Liquidity and Capital Resources for explanations of changes in contingently redeemable common stock, long-term debt, and treasury shares.

## Liquidity and Capital Resources

### Liquidity

Liquidity is a measure of a company's ability to generate sufficient cash flows to meet its short and long-term obligations. Funds generated from operations have been sufficient to meet our liquidity requirements and we expect that in the future funds from operations will continue to meet such requirements.

The balance of cash and cash equivalents as of September 30, 2015, was \$201.8 million compared to \$115.4 million at December 31, 2014. See "Item 1 — Condensed Consolidated Statements of Cash Flows" for a reconciliation of the balance of cash and cash equivalents between September 30, 2015, and December 31, 2014. The increase in cash and cash equivalents was driven by cash flows generated from operations in excess of those used for investing and financing activities. Most of the balance of cash and cash equivalents maintained is available to pay claims in the event of a catastrophic event in addition to any amounts recovered under our reinsurance agreements. The balance of restricted cash and cash equivalents as of September 30, 2015, and December 31, 2014 includes cash equivalents on deposit with regulatory agencies in the various states in which our Insurance Entities do business.

As described in our Form 10-K for the year ended December 31, 2014, UPCIC entered into a surplus note with the State Board of Administration of Florida under Florida's Insurance Capital Build-Up Incentive Program. The surplus note has a twenty-year term, quarterly payments of principal and accrues interest per the terms of the note agreement.

As discussed in "Item 1 — Note 6 (Long-Term Debt)," UIH entered into a revolving loan agreement and related revolving note ("DB Loan") with Deutsche Bank in March 2013, which was most recently amended in July 2015. The DB Loan makes available to UIH an unsecured line of credit in an aggregate amount not to exceed \$15 million. Draws under the DB Loan have a maturity date of July 31, 2017 and carry an interest rate of LIBOR plus a margin of 5.50% or Deutsche Bank's prime rate plus a margin of 3.50%, at the election of UIH. The DB Loan contains certain covenants and restrictions applicable while amounts are outstanding thereunder, including limitations with respect to our indebtedness, liens, distributions, mergers or dispositions of assets, organizational structure, transactions with affiliates and business activities. No amounts have been drawn under this unsecured line of credit.

In May 2013, UIH also entered into a \$20 million unsecured term loan agreement and related term note ("Term Loan") with RenaissanceRe Ventures Ltd. also discussed in "Item 1 — Note 6 (Long-Term Debt)." The Term Loan bears interest at the rate of 50 basis points per annum and matures on the earlier of May 23, 2016, or the date that all principal under the Term Loan is prepaid or deemed paid in full. The Term Loan is amortized over the three-year term and UIH may prepay the loan without penalty. The Term loan contains certain covenants and restrictions applicable while amounts are outstanding thereunder, including limitations with respect to our indebtedness, liens, distributions, mergers or dispositions of assets, organizational structure, transactions with affiliates and business activities. UIH was in compliance with the covenants of the term loan as of September 30, 2015. We made principal payments of \$6.0 and \$7.0 million on the Term Loan in May 2014 and May 2015, respectively. The Term Loan had a carrying amount of \$6.8 million as of September 30, 2015.

Liquidity for UIH and its non-insurance subsidiaries is required to cover the payment of general operating expenses, dividends to shareholders (if and when authorized and declared by our Board of Directors), payment for the possible repurchase of our common stock (if and when authorized by our Board of Directors), payment of income taxes, and interest and principal payments on debt obligations. The declaration and payment of future dividends by UIH to its shareholders, and any future repurchases of UIH common stock, will be at the discretion of our Board of Directors and will depend upon many factors, including our operating results, financial condition, debt covenants and any regulatory constraints. Principal sources of liquidity for UIH and its non-insurance subsidiaries include revenues generated from fees paid by the Insurance Entities to affiliated companies for policy administration, inspections and claims adjusting

services. Additional sources of liquidity include brokerage commissions earned on reinsurance contracts and any unused credit lines. UIH also maintains investments in equity securities which would generate funds upon sale. As discussed in “Item 1 – Note 5 (Insurance Operations),” there are limitations on the dividends the Insurance Entities may pay to their immediate parent company.

Liquidity for the Insurance Entities is primarily required to cover payments for reinsurance premiums, claims payments including potential payments of catastrophe losses offset by recovery of any reimbursement amounts under our reinsurance agreements, fees paid to affiliates for managing general agency services, inspections and claims adjusting services, agent commissions, premiums and income taxes, regulatory assessments, general operating expenses, and interest and principal payments on debt obligations. The principal source of liquidity for the Insurance Entities consists of the revenue generated from the collection of net premiums, after deductions for expenses and the collection of reinsurance recoverable.

Our insurance operations provide liquidity in that premiums are generally received months or even years before losses are paid under the policies written. The Insurance Entities maintain substantial investments in highly liquid, marketable securities which would generate funds upon sale.

The Insurance Entities are responsible for losses related to catastrophic events in excess of coverage provided by the Insurance Entities’ reinsurance programs and for losses that otherwise are not covered by the reinsurance programs, which could have a material adverse effect on either the Insurance Entities’ or our business, financial condition, results of operations and liquidity.

## Capital Resources

Capital resources provide protection for policyholders, furnish the financial strength to support the business of underwriting insurance risks, and facilitate continued business growth. At September 30, 2015, we had total capital of \$307.3 million, comprised of stockholders' equity of \$283.0 million and total long-term debt of \$24.3 million. Our debt-to-total-capital ratio and debt-to-equity ratio were 7.9% and 8.6%, respectively, at September 30, 2015. At December 31, 2014, we had total capital of \$249.5 million, comprised of stockholders' equity of \$199.9 million, mezzanine equity of \$19.0 million and total long-term debt of \$30.6 million. Our debt-to-total-capital ratio and debt-to-equity ratio were 12.3% and 15.3%, respectively, at December 31, 2014. The debt-to-equity ratio was 14.0% at December 31, 2014, after taking into consideration pro-forma adjustments to equity as described in "Item 1 — Note 7 (Stockholders' Equity)." The increase in stockholders' equity during the nine months ended September 30, 2015, is attributed to net income and the reclassification of mezzanine equity to permanent equity upon the amendment of our agreement with Ananke Catastrophe Investments Ltd as discussed in "Item 1 – Note 7 (Stockholders' Equity)." These increases were partially offset by dividends declared and paid and common share repurchases.

At September 30, 2015, UPCIC was in compliance with the terms of the surplus note and total adjusted capital surplus was in excess of regulatory requirements for both UPCIC and APPCIC. At September 30, 2015, UIH was in compliance with all of the covenants under the Term Loan.

## Cash Dividends

On January 13, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on March 2, 2015, to the shareholders of record at the close of business on February 18, 2015.

On April 13, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on July 2, 2015, to the shareholders of record at the close of business on June 18, 2015.

On August 31, 2015, we declared a cash dividend of \$0.12 per share on our outstanding common stock paid on October 8, 2015, to the shareholders of record at the close of business on September 23, 2015.

## Contractual Obligations

The following table represents our contractual obligations for which cash flows are fixed or determinable as of September 30, 2015 (in thousands):

	Total	Less than 1 year	1-3 years	3-5 years	Over 5 years
Unpaid losses and LAE, direct (1)	\$ 101,059	\$ 50,328	\$ 32,743	\$ 12,329	\$ 5,659
Long-term debt	25,334	8,416	3,584	3,447	9,887
Operating leases	685	239	384	62	—
Employment Agreements (2)	3,702	3,702	—	—	—
Total contractual obligations	\$ 130,780	\$ 62,685	\$ 36,711	\$ 15,838	\$ 15,546

(1)

There are generally no notional or stated amounts related to unpaid losses and LAE. Both the amounts and timing of future loss and LAE payments are estimates and subject to the inherent variability of legal and market conditions affecting the obligations and making the timing of cash outflows uncertain. The ultimate amount and timing of unpaid losses and LAE could differ materially from the amounts in the table above. Further, the unpaid losses and LAE do not represent all of the obligations that will arise under the contracts, but rather only the estimated liability incurred through September 30, 2015.

- (2) These amounts represent minimum salaries, which may be subject to annual percentage increases, non-equity incentive compensation based on pre-tax or net income levels, and fringe benefits based on the remaining term of employment agreements we have with our executives.

#### Critical Accounting Policies and Estimates

There have been no material changes during the period covered by this Quarterly Report on Form 10-Q to Critical Accounting Policies and Estimates previously disclosed in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the year ended December 31, 2014.

#### Recent Accounting Pronouncements Not Yet Adopted

In May 2015, the FASB issued guidance addressing enhanced disclosure requirements for insurers relating to short-duration insurance contract claims and the unpaid claims liability rollforward for long and short-duration contracts. The disclosures are intended to provide users of financial statements with more transparent information about an insurance entity's initial claim estimates and subsequent adjustments to those estimates, the methodologies and judgments used to estimate claims, and the timing, frequency, and severity of claims. The guidance is effective for reporting periods beginning after December 15, 2015. Early application is permitted. The adoption of this guidance will result in additional disclosure but is not expected to impact our results of operations, financial position or liquidity.

In April 2015, the FASB issued guidance on a customer's accounting for fees paid in a cloud computing arrangement. Under the new standard, customers will apply the same criteria as vendors to determine whether a cloud computing arrangement contains a software license or is solely a service contract. If a cloud computing arrangement includes a software license, then the software license element of the arrangement should be accounted for consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the customer should account for the arrangement as a service contract. The guidance is effective for reporting periods beginning after December 15, 2015, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on our results of operations, financial position or liquidity.

In June 2014, the FASB issued guidance that clarifies that a performance target that affects vesting and could be achieved after the requisite service period should be treated as a performance condition and should not be reflected in estimating the grant-date fair value of the award. Compensation costs should reflect the amount attributable to the periods for which the requisite service has been rendered. Total compensation expense recognized during and after the requisite service period, which may differ from the vesting period, should reflect the number of awards that are expected to vest and should be adjusted to reflect the number of awards that ultimately vest. The guidance is effective for reporting periods beginning after December 15, 2015, and may be applied either prospectively or retrospectively. Early adoption is permitted. The adoption of this guidance is not expected to have a material effect on our results of operations, financial position or liquidity.

In May 2014, the FASB issued updated guidance to clarify the principles for revenue recognition. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (e.g., insurance contracts). Although insurance contracts are not within the scope of this updated guidance, the Company's commission revenue, policy fees, and payment plan fees may be subject to this updated guidance. This guidance is effective for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early adoption is only permitted for fiscal years beginning after December 15, 2016, including interim periods within that reporting period. The Company is in the process of evaluating the effect of adoption.

#### Related Party Transactions

See "Item 1 — Note 8 (Related Party Transactions)" for information about related party transactions.

#### Item 3. Quantitative and Qualitative Disclosures about Market Risk



Market risk is the potential for economic losses due to adverse changes in fair value of financial instruments. We carry all of our investments at market value in our statement of financial condition. Our investment portfolio as of September 30, 2015, is comprised of fixed maturities and equity securities exposing us to changes in interest rates and equity prices.

Our investment objectives with respect to fixed maturities are to maximize after-tax investment income without exposing the surplus of our Insurance Entities to excessive volatility. Our investment objectives with respect to equity securities are to enhance our long-term surplus levels through capital appreciation and earn a competitive rate of total return versus appropriate benchmarks. We cannot provide any assurance that we will be able to achieve our investment objectives.

See “Item 1 – Note 3 (Investments)” for more information about our investments.

#### Interest Rate Risk

Interest rate risk is the sensitivity of a fixed-rate instrument to changes in interest rates. When interest rates rise, the fair value of our fixed-rate investment securities declines.

The following table provides information about our fixed income investments, which are sensitive to changes in interest rates. The table presents cash flows of principal amounts and related weighted average interest rates by expected maturity dates for investments available for sale as of the dates presented (in thousands):

September 30, 2015															
	Amortized Cost														Fair Value Total
	2015	2016	2017	2018	2019	Thereafter	Other (1)	Total							
Fixed income investments	\$55,603	\$68,284	\$55,284	\$71,918	\$61,734	\$34,349	\$145,197	\$492,369							\$492,792
Weighted average interest rate	0.52 %	1.01 %	2.16 %	1.62 %	1.70 %	2.50 %	2.64 %	1.85 %							1.85 %
December 31, 2014															
	Amortized Cost														Fair Value Total
	2015	2016	2017	2018	2019	Thereafter	Other (1)	Total							
Fixed income investments	\$101,406	\$58,521	\$37,184	\$55,985	\$33,494	\$6,660	\$111,691	\$404,941							\$403,939
Weighted average interest rate	0.77 %	1.07 %	3.00 %	1.69 %	1.95 %	4.92 %	2.39 %	1.76 %							1.76 %

(1) Comprised of mortgage-backed and asset-backed securities that have multiple maturity dates, and perpetual maturity securities, and are presented separately for the purposes of this table.

The tables above represent average contract rates that differ from the book yield of the fixed maturities. The fixed income investments in our available for sale portfolio are comprised of United States government and agency securities, corporate bonds, redeemable preferred stock, mortgage-backed and asset-backed securities and certificates of deposit. Duration is a measure of interest rate sensitivity expressed as a number of years. The weighted average duration of the fixed maturity investments in our available for sale portfolio at September 30, 2015 was 2.5 years.

To a lesser extent, we also have exposure to interest on our debt obligations which are in the form of a surplus note, and on any amounts we draw under the DB Loan. The surplus note accrues interest at an adjustable rate based on the 10-year Constant Maturity Treasury rate. Draws under the DB Loan accrue interest at a rate based on LIBOR or Deutsche Bank's prime rate plus an applicable margin.

#### Equity Price Risk

Equity price risk is the potential for loss in fair value of investments in common stock and mutual funds from adverse changes in the prices of those instruments.

The following table provides information about the investments in our available for sale portfolio subject to price risk as of the dates presented (in thousands):

	September 30, 2015		December 31, 2014	
	Fair		Fair	
	Value	Percent	Value	Percent
Equity securities:				
Common stock	\$15,743	33.8 %	\$270	1.4 %
Mutual funds	30,884	66.2 %	19,372	98.6 %
Total equity securities	\$46,627	100.0 %	\$19,642	100.0 %

A hypothetical decrease of 20% in the market prices of each of the equity securities held at September 30, 2015, would have resulted in a decrease of \$9.3 million, in the fair value of those securities.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

The Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rule 13a-15 under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that disclosure controls and procedures were effective as of September 30, 2015, to ensure that information required to be disclosed by the Company in its reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the Company's

management, including its principal executive and principal financial officers as appropriate, to allow timely decisions regarding required disclosure.

#### Changes in Internal Control Over Financial Reporting

There was no change in the Company's internal controls over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II — OTHER INFORMATION

### Item 1. Legal Proceedings

Certain lawsuits have been filed against the Company. These lawsuits generally involve matters related to the claims aspect of the Company's business. We contest liability and/or the amount of damages as appropriate in each pending matter. In accordance with applicable accounting guidance, we establish an accrued liability for legal matters when those matters present loss contingencies which are both probable and estimable.

Legal proceedings are subject to many uncertain factors that generally cannot be predicted with assurance, and we may be exposed to losses in excess of any amounts accrued. We currently estimate that the reasonably possible losses for legal proceedings, whether in excess of a related accrued liability or where there is no accrued liability, and for which we are able to estimate a possible loss, are immaterial. This represents management's estimate of possible loss with respect to these matters and is based on currently available information. This estimate of possible loss does not represent our maximum loss exposure. The legal proceedings underlying the estimate will change from time to time and actual results may vary significantly from current estimates.

### Item 1A. Risk Factors

In the opinion of management, there have been no material changes during the period covered by this Quarterly Report on Form 10-Q to the risk factors previously disclosed in Part I, Item 1A, "Risk Factors," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2014.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

A summary UIH's repurchases of common stock for the three months ended September 30, 2015 is as follows:

		Total Number of Shares Purchased As Part of Publicly	Maximum Number of Shares That May Yet be Purchased Under
Total	Average		
Number of	Price	Announced	the Plans or

	Shares Purchased	Paid per Share (1)	Plans or Programs	Programs (2)
7/1/15 - 7/31/15	—	\$—	—	—
8/1/15 - 8/31/15	—	\$—	—	—
9/1/15 - 9/30/15	100,000	\$ 25.84	100,000	251,040
Total	100,000	\$ 25.84	100,000	251,040

(1) Average price paid per share does not reflect brokerage commissions paid to acquire shares in open market transactions.

(2) Number of shares were calculated using a closing price at September 30, 2015 of \$29.54 per share.

In September 2015, we announced that the Board of Directors authorized a share repurchase program under which the Company may repurchase in the open market in compliance with Exchange Act Rule 10b-18 up to \$10 million of its outstanding shares of common stock through December 31, 2016. We repurchased 100,000 shares through such repurchase program through September 30, 2015 at an aggregate cost of \$2.6 million.

Item 6. Exhibits

Exhibit No.	Exhibit
15.1	Accountants' Acknowledgment
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 *
101.INS-XBRL	Instance Document
101.SCH-XBRL	Taxonomy Extension Schema Document
101.CAL-XBRL	Taxonomy Extension Calculation Linkbase Document
101.DEF-XBRL	Taxonomy Extension Definition Linkbase Document
101.LAB-XBRL	Taxonomy Extension Label Linkbase Document
101.PRE-XBRL	Taxonomy Extension Presentation Linkbase Document

\*Furnished herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNIVERSAL INSURANCE HOLDINGS, INC.

Date: October 29, 2015 /s/ Sean P. Downes  
Sean P. Downes, President, Chief Executive Officer and Principal Executive Officer

Date: October 29, 2015 /s/ Frank C. Wilcox  
Frank C. Wilcox, Chief Financial Officer and Principal Accounting Officer