InfraREIT, Inc. Form 4 February 06, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

share

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Hunt Consolidated, Inc. Issuer Symbol InfraREIT, Inc. [HIFR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _ 10% Owner Director Officer (give title _ Other (specify 1900 NORTH AKARD STREET 02/04/2015 below) (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting DALLAS, TX 75201 Person

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative Se	curities	s Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Disposed of (Instr. 3, 4 an	of (D) d 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
common stock, \$0.01 par value per share	02/04/2015		Code V	Amount 1,551,878	,	Price	3,177,878	I	By a subsidiary
common stock, \$0.01 par value per	02/04/2015		J	1,000	D (2)	<u>(2)</u>	3,176,878	I	By a subsidiary

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
common units (3)	(3) (4)	02/04/2015		J	0 (3)	<u>(4)</u>	<u>(4)</u>	common stock (4)	0 (3)	
Class A units (5)	<u>(5)</u>	02/04/2015		J	10,124,859	<u>(5)</u>	(5)	common stock (5)	10,124,8 (6)	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Hunt Consolidated, Inc.							
1900 NORTH AKARD STREET		X					
DALLAS, TX 75201							

Signatures

/s/ Benjamin D. Nelson as Attorney-In-Fact for Hunt Consolidated, Inc.

02/06/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - As of the effective time (the "Effective Time") of the transactions contemplated by the Merger and Transaction Agreement (the "Merger Agreement"), by and among InfraREIT, Inc., InfraREIT Partners, LP and InfraREIT, L.L.C., pursuant to the terms of the
- (1) Merger Agreement and the Second Amended and Restated Agreement of Limited Partnership of InfraREIT Partners, LP (as amended from time to time, the "Partnership Agreement"), InfraREIT, Inc. issued 1,551,878 shares of common stock to Hunt-InfraREIT, L.L.C. ("Hunt-InfraREIT"), which is a subsidiary of the reporting person, in exchange for an equivalent number of Class A units of InfraREIT Partners, LP ("Class A Units") tendered for redemption by Hunt-InfraREIT.
- (2) As of the Effective Time, 1,000 shares of common stock held by Hunt Equities, Inc., which is an indirect subsidiary of the reporting person, were cancelled pursuant to the terms of the Merger Agreement for no consideration.
- (3) Immediately prior to the Effective Time, InfraREIT Partners, LP issued 1,167,287 common units to Hunt-InfraREIT in connection with certain transactions contemplated by the Partnership Agreement, the Merger Agreement and other related agreements. All of these common units are expected to be held by one or more subsidiaries of the reporting person for the benefit of current and former

Reporting Owners 2

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employees and service providers to the reporting person. Pursuant to these plans, the common units will be allocated to the account of the individual members on or around the 32nd day following the completion of InfraREIT Inc.'s initial public offering. The reporting person disclaims beneficial ownership of these securities.

- Pursuant to the Partnership Agreement, common units are redeemable for cash or, at InfraREIT, Inc.'s election, shares of InfraREIT, Inc.'s common stock on a one-for-one basis, beginning the day before the first year anniversary of the closing of InfraREIT, Inc.'s initial public offering. The right to redeem common units does not have an expiration date.
- Represents Class A Units held by Hunt-InfraREIT as of the Effective Time. As of the Effective Time, InfraREIT, Inc. became the general partner of InfraREIT Partners, LP. Pursuant to the Partnership Agreement, the Class A Units will convert on a one-for-one basis to common units of InfraREIT Partners, LP on or around the 32nd day following the completion of InfraREIT Inc.'s initial public offering.
- Excludes 41,666 Class A Units that, following the conversion into common units, are expected to be held by one or more subsidiaries of the reporting person for the benefit of current and former employees and service providers to the reporting person. Pursuant to these plans, the common units will be allocated to the account of the individual members on or around the 32nd day following the completion of InfraREIT Inc.'s initial public offering. The reporting person disclaims beneficial ownership of these securities.

Remarks:

Ray L. Hunt and Hunter L. Hunt, through one or more intermediaries, control the reporting person. By virtue of this relationsh

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