

InfraREIT, Inc.
Form 4
February 06, 2015

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Hunt Consolidated, Inc.

(Last) (First) (Middle)
1900 NORTH AKARD STREET
(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
InfraREIT, Inc. [HIFR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
common stock, \$0.01 par value per share	02/04/2015		J		1,551,878	<u>A</u> (1)	<u>(1)</u>	3,177,878	I	By a subsidiary
common stock, \$0.01 par value per share	02/04/2015		J		1,000	<u>D</u> (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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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.

- (4) 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.

- (5) 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.

- (6) 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 relationship

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.