

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Balthazor Steven R</u>  (Last) (First) (Middle) <u>560 N. ROGERS RD.</u>  (Street) <u>OLATHE KS 66062</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HOOPER HOLMES INC [ HPHW ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/10/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Options (Right to Buy)	\$0.65	08/10/2017 <sup>(1)</sup>		A		125,000		(2)	05/11/2027	Common Stock 125,000	\$0	125,000	D	
Stock Options (Right to Buy)	\$0.65	08/10/2017 <sup>(1)</sup>		A		125,000		(3)	05/11/2027	Common Stock 125,000	\$0	125,000	D	

**Explanation of Responses:**

- As previously reported in the Company's proxy statement filed on June 29, 2017, the Company awarded these options to the reporting person at closing of the Company's merger with Provant Health Solutions, LLC on May 11, 2017, subject to approval by the Company's shareholders of an amendment to the plan under which the options were granted. The Company's shareholders approved the plan amendment at the Company's annual meeting held on August 10, 2017.
- Shares subject to this option vest in 25% tranches on each of the first, second, third and fourth anniversaries of the grand date of May 11, 2017.
- Shares subject to this option vest and become exercisable only if the Company achieves certain run rate synergies for the calendar year ending December 31, 2017.

**Remarks:**

/s/ Steven R. Balthazor 09/06/2017  
 \*\* Signature of Reporting Person Date

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

\* 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).

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

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