

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>Bazos Frank R</u>  (Last) (First) (Middle) <u>C/O CENTURY EQUITY PARTNERS, LLC</u> <u>100 FEDERAL STREET, 29TH FLOOR</u>  (Street) <u>BOSTON MA 02110</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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/01/2017</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			
Common Stock <sup>(1)</sup>	09/01/2017		A		64,000 <sup>(2)</sup>	A	\$0	68,600	D	
Common Stock								12,519,259	I	By holding company <sup>(3)(4)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Award of stock pursuant to the Hooper Holmes, Inc. 2011 Omnibus Incentive Plan, as amended and restated.
- These shares were awarded as the equity component of annual non-employee director compensation for 2017, representing approximately \$40,000 worth of equity. Continuing a policy in place since 2014, non-employee directors of the Company receive approximately one-half of their annual board fees in equity and one-half in cash.
- The general partner of CCP GP is CCP Focused III, LLC ("CCP GP LLC"). The individual managers of CCP GP LLC are Bazos, Davis R. Fulkerson ("Fulkerson"), Charles L. Kline ("Kline") and David C. Sherwood ("Sherwood") and, collectively with Bazos, Fulkerson and Kline, the "CCP Managers" and, as such, each of the Holdco Managers, CFF III, CCP GP, CCP GP LLC, and the CCP Managers exercises shared voting and investment power over the shares held of record by Holdings. The Reporting Person disclaims beneficial ownership of the shares except to the extent of his pecuniary interest therein, if any.
- These shares are directly held by WH-HH Holdings, LLC ("Holdings"). The managers of Holdings are Frank Bazos ("Bazos") and Stephen Marquardt ("Marquardt" and, together with Bazos, the "Holdco Managers"), each of whom were appointed and may be removed by Century Focused Fund III, L.P. ("CFF III"). Any disposition of the shares directly held by Holdings must be approved by CFF III in addition to the Managers. The general partner of CFF III is CCP Focused III, L.P. ("CCP GP").

**Remarks:**

Frank Bazos, by Davis R. Fulkerson, attorney-in-fact      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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