

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

**FORM 10-K/A
(Amendment No. 1)**

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2017

Commission file number: 001-09972

HOOPER HOLMES, INC.

(Exact name of Registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation or organization)

22-1659359

(I.R.S. Employer Identification No.)

560 N. Rogers Road

Olathe, KS

(Address of principal executive offices)

66062

(Zip Code)

Registrant's telephone number, including area code: (913) 764-1045

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:

**Common Stock, par value \$0.04
per share \$0.04 per share**

\$0.04 per share

(Title of each class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

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 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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter was \$7.6 million.

The number of shares outstanding of the Registrant’s common stock as of April 15,2018, was 26,768,498.

Documents Incorporated by Reference

None.

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EXPLANATORY NOTE

Hooper Holmes Inc., referred to as “Hooper Holmes,” “Company,” “we,” “us” and “our”, is filing this Amendment No. 1 on Form 10-K/A, referred to as this Amendment No. 1, to amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the U.S. Securities and Exchange Commission, referred to as the SEC, on April 17, 2018, referred to as the Original Form 10-K, and in conjunction with this Amendment No. 1 referred to as the 2017 Annual Report on Form 10-K, for the purpose of providing the information required by Items 10 through 14 of Part III of Form 10-K. This information was previously omitted from the Original Form 10-K in reliance on General Instruction G(3) to Form 10-K, which permits the above-referenced items to be incorporated in the Form 10-K by reference from our definitive proxy statement if such statement is filed no later than 120 days after our fiscal year ended December 31, 2017. In light of the Company’s ongoing restructuring activities, the Company has not yet determined when it will hold its 2018 annual meeting of shareholders. As a result, we do not intend to file a definitive proxy statement within 120 days of the end of our fiscal year ended December 31, 2017, and are therefore filing this Amendment No. 1 to include Part III information in our Form 10-K. Except as otherwise specifically defined herein, all defined terms used in the Original Form 10-K shall have the same meanings in this Amendment No. 1.

In accordance with Rule 12b-15 under the Securities Exchange Act of 1934, as amended, referred to as the Exchange Act, Items 10 through 14 of Part III of the Original Form 10-K are hereby amended and restated in their entirety. In addition, the Exhibit Index in Item 15 of Part IV of the Original Form 10-K is hereby amended and restated in its entirety and currently dated certifications required under Section 302 of the Sarbanes-Oxley Act of 2002 are filed as exhibits to this Amendment No. 1. Because no financial statements are contained within this Amendment No. 1, we are not filing currently dated certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Except as described above, this Amendment No. 1 does not revise or alter the Company's financial statements and any forward-looking statements or amend, modify or otherwise update any other information in the Original Form 10-K. Except as reflected herein, this Amendment No. 1 speaks as of the original filing date of the Original Form 10-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K and with our filings with the SEC subsequent to the filing of the Original Form 10-K.

Part III

ITEM 10

Directors, Executive Officers and Corporate Governance

BOARD OF DIRECTORS

Ronald V. Aprahamian

age 71, director since 2009

Mr. Aprahamian has been our Chair of the Board since 2012. Most recently, he has served on the boards of Sunrise Senior Living, Inc., Superior Consultant Holdings Corp. and First Consulting Group, Inc.

Mr. Aprahamian is qualified to serve on our Board as he has a long record of involvement in business development activities as an investor, a board member, a chief executive officer, and a consultant for companies engaged in healthcare, technology, banking and other industries.

Frank Bazos

age 51, director since 2017

Mr. Bazos was appointed to the Board on May 11, 2017. He became a Managing Director at Century Equity Partners in 1998. He left Century to join North Atlantic Capital in 2004 and then rejoined Century in 2006. Prior to Century, Mr. Bazos spent six years with TA Associates and ABN-AMRO Private Equity.

Mr. Bazos' qualifications to serve on our Board include his more than 25 years of private equity experience, primarily in the financial and health care services sectors.

Paul Daoust

age 70, director since 2017

Mr. Daoust was appointed to the Board on May 11, 2017. He previously served as the chair of HighRoads, Inc., a privately held technology-enabled services company, where he also served as CEO. Previous operating experience includes more than 28 years with Watson Wyatt (now Willis Towers Watson), including 5 years as COO and 9 years as a board director. Other public board experience includes Mac-Gray (TUC); Salary.com (SLRY), where he also served as interim CEO; and Gevity HR, Inc. (GVHR). He also currently serves on the boards of DirectPath Health, Advantia Health, and Caldwell Partners International (CWL). He was a member of the Provant Health Solutions LLC ("PHS") board of directors prior to the merger with our Company.

Mr. Daoust's qualifications to serve on our Board include his extensive experience in the human resources consulting, technology and insurance industries, as well as with publicly-traded corporations.

Henry E. Dubois

age 56, director since 2013

Mr. Dubois became our Chief Executive Officer and was appointed to the Board in April 2013. Mr. Dubois also served as President of Hooper Holmes, Inc. until May 11, 2017 when, concurrent with the acquisition of PHS (referred to as “Merger”), Mr. Mark Clermont, who was President of PHS was appointed as President of the Company. Mr. Dubois was previously a partner at Tatum, LLC, a firm offering consulting services to accelerate business performance and create value. In previous roles, he served as Executive Vice President and Chief Financial Officer of GeoEye, Inc., a global supplier of high resolution satellite and aerial imagery; President, Chief Operating Officer and Chief Financial Officer of DigitalGlobe, Inc., an owner/operator of high resolution imaging satellites; Chief Executive Officer and Chief Financial Officer of an Asia Pacific Telecommunication company (PT Centralindo Panca Sakti); and Senior Vice President of an Asia Pacific conglomerate in Jakarta, Indonesia (PT Ongko Multicorpora). He also served as a consultant with Booz and Company and began his career as an internal auditor and finance supervisor for Exxon Corporation. He earned his Bachelor of Arts degree in mathematics from the College of the Holy Cross and his Master of Management degree from the J.L. Kellogg Graduate School of Management at Northwestern University with concentrations in finance, marketing and accounting.

Mr. Dubois’ qualifications to serve on our Board include his demonstrated expertise and experience in financial management, operations and strategic planning.

Larry Ferguson

age 68, director since 2009

Mr. Ferguson has served as CEO of several publicly traded and privately held companies, including First Consulting Group, Inc. from 2006-2008. He has served on more than twelve corporate boards, including positions as board chair and committee chair. He currently serves as CEO of the Ferguson Group, a private equity consulting and investment firm focused on healthcare and life sciences IT companies. He has also held executive positions with American Express and First Data Corporation.

Mr. Ferguson’s qualifications to serve on our Board include his extensive experience in the healthcare and life sciences information technology industry. Mr. Ferguson was elected to the Board in 2009 as a shareholder nominee and served as the Chairman of the Board until January 2012, at which time he became the Chair of the Governance and Nominating Committee.

James Foreman

age 60, director since 2017

Mr. Foreman was appointed to the Board on May 11, 2017. He currently serves as senior advisor at Lightyear Capital and Century Equity Partners. He spent three decades as a Consultant and Senior Executive and served on the Executive Committee of Aetna, Towers Perrin, Towers Watson and Willis Towers Watson where he also led the Exchange Solutions Segment which included the acquisitions of Extend and Liaison. At Aetna, Foreman served as the executive vice president of National Accounts, Global Benefits, Group Insurance and Government, Labor and Medicaid. Mr. Foreman has served on numerous boards, including for the Joffrey Ballet and the Employee Benefits

Research Institute and was recently appointed to the board of directors for ConsumerMedical.

Mr. Foreman's qualifications to serve on our Board include his extensive experience and contacts in the healthcare industry. He is the Chair of the Compensation Committee.

Thomas A. Watford

age 57, director since 2010

Mr. Watford most recently has served as Chief Executive Officer of Santa Rosa Consulting, a company offering strategic and operational consulting services to healthcare companies. Mr. Watford continues to serve on the Board of Santa Rosa Consulting. Previously, Mr. Watford served as Chief Financial Officer and Chief Operating Officer of First Consulting Group, Inc., and was an Associate Partner in the Healthcare Practice group of the consulting firm Accenture.

Mr. Watford's qualifications to serve on our Board include his more than 30 years' experience in the healthcare industry, where he has delivered professional and IT services to healthcare providers, health plans and life sciences companies. He is the Chair of the Audit Committee.

VOTING AND STANDSTILL AGREEMENT

The Company is a party to a Voting and Standstill Agreement (the "Voting and Standstill Agreement") pursuant to which WH-HH Holdings, LLC, a Company shareholder, and three directors who served on the Company's Board prior to the closing of the Merger transaction with PHS have the right, collectively, to nominate all seven directors to the Board at the 2017 and 2018 annual meetings of shareholders. All of our current directors were nominated for election at the 2017 annual meeting of shareholders pursuant to the terms of the Voting and Standstill Agreement.

DIRECTOR INDEPENDENCE

Our common stock is listed on the OTCQX Market, which is referred to in this proxy statement as the OTCQX. Although applicable OTCQX rules do not include director independence requirements, our Corporate Governance Guidelines require that at least a majority of the members of our Board be independent. We have voluntarily chosen to continue to evaluate the independence of our directors under the standards set forth in the NYSE MKT Company Guide, which applied to us when our shares were listed on the NYSE MKT.

The Board has affirmatively determined that each of the members of the Board other than Henry E. Dubois, the Company's Chief Executive Officer, is, as of the date of this proxy statement, an "independent director" within the meaning set forth in the NYSE MKT Company Guide.

Because the Company is not a "listed issuer" as defined in Rule 10A-3(e)(9) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), it is not required to comply with Rule 10A-3's independence requirements for Audit Committee members. Nevertheless, the Company's Board of Directors has determined that each of the Audit Committee members would satisfy the independence standards specified in Section 803B(2) of the NYSE MKT Company Guide and Rule 10A-3(b)(1) under the Exchange Act. Our Board has further determined that Thomas A. Watford, the committee's chair, qualifies as an "audit committee financial expert" as defined by SEC rules.

EXECUTIVE OFFICERS

The following table shows information about our executive officers as of April 15, 2018:

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|-----------------|------------|---|
| Henry E. Dubois | 56 | Chief Executive Officer, and member of the Board of Directors |
| Mark Clermont | 51 | President and Chief Operating Officer |
| Kevin Johnson | 47 | Chief Financial Officer |
| James Fleet | 56 | Chief Restructuring Officer |

Information with respect to each of our executive officers other than Henry E. Dubois is provided below. Information regarding Mr. Dubois, who is a director as well as an executive officer of the Company, has been previously provided above under the Board of Directors heading.

Mark Clermont, was appointed President and Chief Operating Officer at closing of the Merger on May 11, 2017. Mr. Clermont served as PHS's President from November 2, 2015 to May 11, 2017. He brings more than two and a half decades of progressive experience in organizational development, business transformation, corporate finance and operations. Before joining PHS, Mr. Clermont served as Chief Financial Officer of UpToDate, Inc., a division of Wolters Kluwer, where he provided strategic and transformative leadership that enabled the company to become the global leader in point-of-care clinical decision support. Previously, Mr. Clermont held multiple leadership roles at Mercer Global Investments, a division of Marsh & McLennan Companies, PFPC, Inc. (now BNY Mellon), and First Data Corporation. He earned a Bachelor of Science in Business Administration degree in finance, accounting and management from the D'Amore-McKim School of Business at Northeastern University in Boston, MA.

Kevin Johnson, joined the Company on September 11, 2017, in the role of Senior Financial Advisor, in which position he worked until his appointment to the office of Chief Financial Officer on November 16, 2017. Mr. Johnson brings more than 20 years of financial leadership experience with both VC-backed and publicly traded companies. Most recently, Mr. Johnson was Chief Financial Officer for MobileAware. Previously, he served in various executive roles at Imprivata, Starent Networks and ProfitLogic. Mr. Johnson began his career at Ernst & Young. He is a certified public accountant in Massachusetts. Mr. Johnson earned a bachelor of science in accounting from Villanova University in Pennsylvania.

James Fleet, was appointed to serve as the Company's Chief Restructuring Officer on March 26, 2018. He has more than 25 years of experience in providing executive leadership and operating and financial restructuring services to companies in a variety of industries. He has been employed by PMCM, an affiliate of Phoenix Management Services,

LLC, for nearly twenty years. Mr. Fleet does not receive any compensation directly from the Company but is compensated by PMCM, which the Company has retained and which charges fees based on the hourly rates of Mr. Fleet and other PMCM personnel. PMCM's engagement may be terminated by the Company or PMCM at any time with or without cause. Upon such a termination, Mr. Fleet would cease to serve as the Company's Chief Restructuring Officer.

CODE OF CONDUCT AND ETHICS

We are committed to sound principles of corporate governance that promote honest, responsible and ethical business practices. Our corporate governance policies and practices are actively reviewed and evaluated by our Board and the Governance and Nominating Committee.

We have adopted a Code of Conduct and Ethics to provide standards for ethical conduct in dealing with agents, customers, suppliers, political entities and others. Our Code of Conduct and Ethics applies to all of our directors, officers and employees (and those of our subsidiaries), including our Chief Executive Officer and Chief Financial Officer. Our Code of Conduct and Ethics is posted on our website at www.provanthealth.com. A printed copy of our Code of Conduct and Ethics is also available to shareholders, without charge, upon written request directed to our Corporate Secretary at the following address: Hooper Holmes, Inc., 560 N. Rogers Road, Olathe, Kansas 66062.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our directors and executive officers, and the beneficial owners of more than 10% of our common stock, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities of the Company. Directors, executive officers and such beneficial owners are required by SEC regulations to furnish us with copies of all reports they file under Section 16(a). The Company has historically undertaken to make such filings on behalf of its directors and executive officers.

To our knowledge, based solely on our review of the copies of such reports (and amendments to such reports) furnished to us, we are not aware of any required Section 16(a) reports that were not filed on a timely basis with respect to the fiscal year ended December 31, 2017, except as described in this paragraph. Mark Clermont's Form 3 to report becoming an executive officer of the Company was filed late. Ron Aprahamian, Henry Dubois, Steven Balthazor, and Mark Clermont each filed one Form 4 after the deadline to report, in each case, a single transaction.

ITEM 11

Executive Compensation

COMPENSATION OF EXECUTIVE OFFICERS

The objective of our executive compensation is to enhance the Company's long-term profitability by providing compensation that will attract and retain superior talent, reward performance, and align the interests of our executive officers with the long-term interests of our shareholders. For 2017, there were two principal components of the compensation we pay to our executive officers: (1) base salary and (2) equity compensation plans.

Base Salary

Each of our executive officers receives an annual base salary paid in cash.

Equity Compensation Plans

We sponsor and maintain the 2011 Plan and the 2008 Plan in which our executive officers are eligible to participate and under which grants may be made. Each of the 2011 Plan and the 2008 Plan is described more fully below under the heading “Stock Option Plans.”

Compensation Arrangements of Henry E. Dubois

Mr. Dubois serves as our Chief Executive Officer pursuant to an employment agreement dated September 30, 2013. Pursuant to the employment agreement, Mr. Dubois is paid a base salary of \$390,000 per year, such amount to be reviewed at least annually by the Compensation Committee. Base salary may be adjusted by the Board, in its sole discretion, based on the Committee’s and Board’s consideration of the Company’s performance, financial and otherwise.

Mr. Dubois’ annual target bonus opportunity under the employment agreement will be equal to 50% of his base salary and is subject to Mr. Dubois and the Company achieving agreed upon financial targets and goals and objectives. No such bonus was paid to Mr. Dubois pursuant to the agreement in 2016 or 2017.

The employment agreement also provides that Mr. Dubois will be entitled to participate in any other annual bonus or incentive compensation plans or programs and any retirement and other benefit plans and programs as may be in effect or adopted by the Company from time to time. On April 18, 2016, Mr. Dubois was granted options to purchase 50,000 shares of the Company’s common stock under the 2008 Plan for performance in 2015. The options will vest with respect to 33% of the shares on each of the first three anniversaries following the date of grant. On May 11, 2017, Mr. Dubois was granted options to purchase 500,000 shares of the Company’s common stock under the 2011 Plan in connection with the Merger. No other incentive amounts or bonuses were paid to Mr. Dubois other than as set forth above.

If Mr. Dubois’ employment is terminated for any reason, Mr. Dubois will be entitled to receive (i) any accrued and unpaid base salary, (ii) any unreimbursed business expenses, and (iii) payment for any accrued and unused vacation time. In addition, if Mr. Dubois’ employment is terminated by the Company other than for Cause, if he resigns for Good Reason, or if a Triggering Event occurs following a Change in Control (within the meanings given to such terms in the employment agreement), and upon the execution and delivery of a release by Mr. Dubois in favor of the Company, Mr. Dubois will be entitled to receive his base salary for one year in twelve equal installments, without interest, on a monthly basis for twelve (12) consecutive months. In the case of termination of the agreement due to the occurrence of a Triggering Event following a Change in Control, Mr. Dubois will be entitled to the acceleration of vesting of equity grants and removal of any trading restrictions on his stock. Mr. Dubois will also be entitled to acceleration of the merger grant for termination or resignation with Good Reason.

Compensation Arrangements of Mark Clermont

On May 11, 2017, the Company entered into an Employment Agreement with Mr. Clermont in connection with his appointment as our President and Chief Operating Officer (the “Employment Agreement”).

Pursuant to the Employment Agreement, Mr. Clermont will be paid a base salary of \$333,125 per year, such amount to be reviewed at least annually by our Chief Executive Officer and Compensation Committee. Base salary may be adjusted by the Committee, in its sole discretion, based on the Committee’s consideration of the Company’s performance, financial and otherwise. In addition, Mr. Clermont received a grant of options to buy 500,000 shares of the Company’s common stock. 50% of these initial options will vest in equal amounts on each of the first four anniversaries of the effective date. The

remaining 50% of these initial options will vest in accordance with achieving the Company's goal of run rate synergies by the end of 2017.

Mr. Clermont's annual target bonus opportunity under the Employment Agreement will be equal to 40% of his base salary and is subject to Mr. Clermont and the Company achieving agreed upon financial targets and goals and objectives.

Compensation Arrangements of Kevin Johnson

On September 11, 2017, the Company entered into an Employment Agreement with Mr. Johnson in connection with his appointment as our Senior Financial Advisor until transition to Chief Financial Officer as approved by the Board on November 16, 2017 (the "Employment Agreement").

Pursuant to the Employment Agreement, Mr. Johnson will be paid a base salary of \$250,000 per year, such amount to be reviewed at least annually by our Chief Executive Officer and Compensation Committee. Base salary may be adjusted by the Committee, in its sole discretion, based on the Committee's consideration of the Company's performance, financial and otherwise. Mr. Johnson's annual target bonus opportunity under the Employment Agreement will be equal to 40% of his base salary and is subject to Mr. Johnson and the Company achieving agreed upon financial targets and goals and objectives. In addition, Mr. Johnson received a grant of options to buy 250,000 shares of the Company's common stock. 75% of these initial options will vest in equal amounts on each of the first four anniversaries of the effective date. The remaining 25% of these initial options will vest in accordance with achieving the Company's goal of run rate synergies by the end of 2017.

Compensation Arrangements of Steven R. Balthazor

On August 17, 2015, the Company entered into a Consulting Agreement with Mr. Balthazor in connection with his appointment as our Chief Financial Officer (the "Consulting Agreement"). The Consulting Agreement continued in effect until March 14, 2016, when it was replaced by Mr. Balthazor's employment agreement (the "Employment Agreement"). The Employment Agreement was amended by Amendment No. 1 to Employment Agreement ("Amendment No. 1" on September 18, 2017).

Pursuant to the Employment Agreement, Mr. Balthazor will be paid a base salary of \$250,000 per year, such amount to be reviewed at least annually by our Chief Executive Officer and Compensation Committee. Base salary may be adjusted by the Committee, in its sole discretion, based on the Committee's consideration of the Company's performance, financial and otherwise. In addition, Mr. Balthazor received a grant of options to buy 40,000 shares of the Company's common stock. The options will vest with respect to 33% of the shares on the first and second anniversaries of the grant date, and the remainder on the third anniversary of the grant date.

Mr. Balthazor's annual target bonus opportunity under the Employment Agreement will be equal to 50% of his base salary and is subject to Mr. Balthazor and the Company achieving agreed upon financial targets and goals and objectives. No such bonus was paid to Mr. Balthazor pursuant to the agreement in 2016.

In accordance with the Consulting Agreement, on August 17, 2015, Mr. Balthazor was granted options to purchase 10,000 shares of the Company's common stock under the 2011 Plan. One-fourth of the options will vest each quarter until fully vested. The Employment Agreement provides that Mr. Balthazor will be entitled to participate in any other annual bonus or incentive compensation plans or programs and any retirement and other benefit plans and programs as may be in effect or adopted by the Company from time to time. On May 11, 2017, Mr. Balthazor was granted options to purchase 250,000 shares of the Company's common stock under the 2011 Plan in connection with the Merger.

If Mr. Balthazor's employment is terminated during the first twelve months of the Employment Agreement by the Company other than for Cause or if he resigns for Good Reason (within the meanings given to such terms in the Employment Agreement), and upon the execution and delivery of a release by Mr. Balthazor in favor of the Company, Mr. Balthazor will be entitled to receive his base salary in nine equal installments, without interest, on a monthly basis for nine (9) consecutive months. In the case of termination of the Employment Agreement after the first anniversary of the Employment Agreement due to the occurrence of a Triggering Event following a Change in Control, by the Company other than for Cause, or by Mr. Balthazor for Good Reason, Mr. Balthazor will be entitled to receive his base salary in twelve (12) equal installments, without interest, on a monthly basis for twelve (12) consecutive months. In addition, if Mr. Balthazor's employment is terminated due to the occurrence of a Triggering Event following a Change in Control, his equity grants will immediately vest and any trading restrictions on restricted stock will be removed.

Mr. Balthazor's employment was terminated without cause effective December 31, 2017. Per Amendment No. 1 to Employment Agreement dated September 18, 2017, Mr. Balthazor will be paid any cash bonus earned for the 2017 calendar year on the schedule set forth in the Employment Agreement. Additionally, he will be entitled to the 12 months of severance pay set forth in the Agreement beginning on the day following the termination date. All of Mr. Balthazor's outstanding stock options that have vested on or before the termination date will be exercisable for a period of six months following the termination date, rather than the 30-day period set forth in the applicable plan document. All of Mr. Balthazor's outstanding stock options that are not vested as of the termination date but which vest based on a performance condition measured over a period ending on or before the termination date, will not terminate on the termination date but will continue in effect until the Company makes a vesting determination under the terms of any applicable plan or award agreement. Any such vested options shall remain exercisable for a period of six months from the date of the Company's vesting determination. Mr. Balthazor will be entitled to participate in any cash bonus earned by the Company's other executives for over-achievement of the Synergy Goals through the termination date, even if the determination and payout of such bonus is made after the termination date. The Company originally treated Mr. Balthazor's termination on December 31, 2017, as having been without cause under the terms of his Employment Agreement. Based on subsequently discovered facts, the Company concluded that the termination was for cause, and accordingly, the Company believes that, under the terms of his Employment Agreement, Mr. Balthazor is not entitled to any post-termination pay, severance or other benefits described in this paragraph.

Compensation Arrangements of Tom Basiliere

On May 11, 2017, the Company entered into an Employment Agreement with Mr. Basiliere in connection with his appointment as Chief Information Officer and Senior Vice President Products on May 11, 2017 (the "Employment Agreement").

Pursuant to the Employment Agreement, Mr. Basiliere will be paid a base salary of \$298,361 per year, such amount to be reviewed at least annually by our Chief Executive Officer and Compensation Committee. Base salary may be adjusted by the Committee, in its sole discretion, based on the Committee's consideration of the Company's performance, financial and otherwise. In addition, Mr. Basiliere received a grant of options to buy 250,000 shares of the Company's common stock. 50% of these initial options will vest in equal amounts on each of the first four anniversaries of the effective date. The remaining 50% of these initial options will vest in accordance with achieving the Company's goal of run rate synergies by the end of 2017.

Mr. Basiliere's annual target bonus opportunity under the Employment Agreement will be equal to 30% of his base salary and is subject to Mr. Basiliere and the Company achieving agreed upon financial targets and goals and objectives.

Summary Compensation Table

The following table summarizes, with respect to our 2016 and 2017 fiscal years, compensation awarded to or earned by our Named Executive Officers.

| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Award (\$) | Option Awards ⁽¹⁾ (\$) | All Other Compensation(\$) | Total (\$) |
|--|------|------------------------|------------|------------------|-----------------------------------|----------------------------|------------|
| Henry E. Dubois Chief Executive Officer | 2017 | 390,000 | - | - | 204,374 ⁽⁷⁾ | 22,744 ⁽²⁾ | 617,118 |
| | 2016 | 390,000 | - | - | 63,733 ⁽⁵⁾ | 30,553 ⁽²⁾ | 484,286 |
| Mark Clermont ⁽³⁾ President and Chief Operating Officer | 2017 | 217,813 | - | - | 204,374 ⁽⁷⁾ | - | 422187 |
| | 2016 | - | - | - | - | - | - |
| Kevin Johnson ⁽³⁾ Chief Financial Officer | 2017 | 77724 | - | - | 88,474 ⁽⁹⁾ | - | 166198 |
| | 2016 | - | - | - | - | - | - |
| Tom Basiliere ⁽³⁾ Chief Information Officer | 2017 | 195,082 | - | - | 102,187 ⁽⁸⁾ | - | 297269 |
| | 2016 | - | - | - | - | - | - |
| Steven R. Balthazor Former Chief Financial Officer | 2017 | 250,000 | - | - | 102,187 ⁽⁸⁾ | 42,660 ⁽²⁾ | 394,847 |
| | 2016 | 265,840 ⁽⁴⁾ | - | - | 57,895 ⁽⁶⁾ | 43,220 ⁽²⁾ | 366,955 |

⁽¹⁾ Represents the aggregate grant date fair value, as computed in accordance with FASB ASC Topic 718. For a description of the assumptions made in our valuation of option awards, please refer to Note 4 to our consolidated financial statements in its annual report on Form 10-K for the year ended December 31, 2017.

⁽²⁾ Represents reimbursement of commuting expenses.

⁽³⁾ Messrs. Basiliere, Clermont became employed by the Company on May 11, 2017, and Mr. Johnson became employed on September 11, 2017, so no 2016 compensation is included for them.

⁽⁴⁾ Mr. Balthazor was appointed Chief Financial Officer effective August 17, 2015, under the Consulting Agreement. His compensation for 2016, as disclosed in the Summary Compensation Table, includes compensation he received during 2016 for his services as a consultant to the Company prior to the Consulting Agreement being replaced by the Employment Agreement on March 14, 2016.

⁽⁵⁾ Represents an award of 50,000 stock options with a grant date fair value of approximately \$1.27 per option.

⁽⁶⁾ Represents an award of 40,000 stock options with a grant date fair value of approximately \$1.45 per option.

⁽⁷⁾ Represents an award of 500,000 stock options with a grant date fair value of approximately \$0.41 per option.

⁽⁸⁾ Represents an award of 250,000 stock options with a grant date fair value of approximately \$0.41 per option.

⁽⁹⁾ Represents an award of 250,000 stock options with a grant date fair value of approximately \$0.35 per option.

Outstanding Equity Awards at Fiscal Year-End Table

The following table sets forth the outstanding equity awards for each of our Named Executive Officers as of December 31, 2017.

| Name | Number of Securities Underlying Unexercised Options (#) Exercisable | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date | Number of Shares of Stock That Have Not Vested (#) | Market Value of Shares of Stock That Have Not Vested (\$) |
|---------------------|---|---|----------------------------|------------------------|--|---|
| Henry E. Dubois | 133,333 | - | \$7.05 | 09/30/2023 | | |
| | 6,600 | 3,400 | \$7.35 | 01/21/2025 | | |
| | 16,667 | 33,333 ⁽¹⁾ | \$1.95 | 4/18/2026 | | |
| | - | 500,000 ⁽⁴⁾ | \$0.65 | 05/11/2027 | | |
| Mark Clermont | - | 500,000 ⁽⁴⁾ | \$0.65 | 05/11/2027 | | |
| Kevin Johnson | - | 250,000 ⁽⁵⁾ | \$0.65 | 09/11/2027 | | |
| Steven R. Balthazor | 10,000 | - | \$2.55 | 08/12/2025 | | |
| | 13,200 | 26,800 ⁽³⁾ | \$2.25 | 03/14/2026 | | |
| | - | 250,000 ⁽⁴⁾ | \$0.65 | 05/11/2027 | | |
| Tom Basiliere | - | 250,000 ⁽⁴⁾ | \$0.65 | 05/11/2027 | | |

⁽¹⁾ Scheduled to vest in three equal installments on each of the first three anniversaries of the grant date, January 21, 2015, and the remainder on January 21, 2018.

⁽²⁾ Scheduled to vest in three equal installments on each of the first three anniversaries of the grant date, April 18, 2016.

⁽³⁾ Scheduled to vest in three installments: 33% on the first and second anniversaries of the grant date, March 14, 2016, and the remainder on March 14, 2019.

⁽⁴⁾ 50% of the options are scheduled to vest in four equal installments on each of the first four anniversaries of the grant date, May 11, 2017. The remaining 50% of the options will vest based on the achievement of the December 31, 2017 run-rate synergy target.

⁽⁵⁾ 75% of the options are scheduled to vest in four equal installments on each of the first four anniversaries of the grant date, September 11, 2017. The remaining 25% of the options will vest based on the achievement of the December 31, 2017 run-rate synergy target.

Stock Option Plans

The Company sponsors and maintains the 2011 Plan and the 2008 Plan in which our executive officers are eligible to participate and under which grants may be made.

Subject to the terms of any option agreement with respect to an award under the 2011 Plan and the 2008 Plan, all outstanding options granted under either of these plans may fully vest and become exercisable for the 15-day period immediately prior to a change of control of the Company where the option awards are not being assumed or continued as

part of the transaction. In lieu of vesting for the 15-day period immediately prior to the change of control, the Compensation Committee may elect to cancel all outstanding option awards and pay to the option holder an amount equal to the amount paid to the holders of Company stock at the time of the change of control that exceeds the applicable option exercise price. Under each of these plans, a “change of control” is defined as the occurrence of any of the following events:

- if any person (other than the Company, its affiliates, a trustee or fiduciary holding securities under an employee benefit plan of the Company, an underwriter temporarily holding Company securities or a corporation owned, directly or indirectly, by the Company shareholders in the same proportion as their ownership in the Company) is or becomes, directly or indirectly, the beneficial owner of securities of the Company representing 35% or more of the combined voting power of the Company’s then outstanding securities;
- any individuals who on the effective date of the 2011 Plan or 2008 Plan constitute the Board (as applicable, the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board, unless the election or nomination of the individual was approved by at least a majority of the directors then comprising the Incumbent Board; or
- the Company shareholders approve a merger, consolidation or share exchange of the Company with any other corporation or entity, or approve the issuance of voting securities of the Company in connection with a merger, consolidation or share exchange of the Company, or the Company’s shareholders approve a plan of complete liquidation or dissolution of the Company.

COMPENSATION OF DIRECTORS

Director Compensation Narrative

The table below sets forth the fees and other compensation that we paid to our non-employee directors for 2017 pursuant to the director compensation program as currently in effect. In addition to these fees and other compensation, all directors are reimbursed for their out-of-pocket expenses incurred in attending Board and Board committee meetings.

| <u>Nature of Director Compensation</u> | <u>Amount</u> |
|--|----------------------------------|
| Annual Board Retainers:(1)(2) | |
| Non-Executive Chair of the Board | \$80,000 |
| Other Non-Employee Directors | \$60,000 |
| Annual Board Committee Chair Retainers:(1)(2) | |
| Audit Committee Chair | \$10,000 |
| Compensation Committee Chair | \$7,500 |
| Governance and Nominating Committee Chair | \$5,000 |
| Fees for Board or Committee Meetings/Teleconferences Attended in Excess of Four: | \$750 per meeting/teleconference |
| Annual Restricted Stock Grant: | |
| All Non-Employee Directors(3) | \$40,000 worth of shares |

- (1) Retainers are paid in installments on a quarterly basis. If a director is a member of the Board or a Board committee for less than the full year, he or she receives quarterly installments of the annual or Chair retainers only for the quarterly periods in which he or she serves as a member or Chair of the Board or the applicable Board committee(s).
- (2) These retainers provide compensation for four in-person Board meetings and four Committee meetings of each Committee on which they serve.
- (3) The 2011 Plan provides for the grant, on an annual basis, of \$40,000 of restricted stock to each non-employee member of the Board, issued as of the date of the annual meeting to be issued under such plan. For 2017, these were immediately vested.

Director Compensation Table

The following table shows total compensation awarded or paid to each non-employee director during 2017.

| Name | Fees Earned or Paid | | Total (\$)(2) |
|-----------------------------|---------------------|-------------------------|------------------|
| | in Cash (\$)(4) | Stock Awards (\$)(1) | |
| Ronald V. Aprahamian | 92,000 | 39,680 | 131,680 |
| Frank Bazos | 41,992 | 44,992 | 86,984 |
| Paul Daoust | 41,992 | 44,992 | 86,984 |
| Mark Emkjer ⁽³⁾ | 33,750 | - | 33,750 |
| Larry Ferguson | 77,000 | 39,680 | 116,680 |
| James Foreman | 45,742 | 44,992 | 90,734 |
| Gus D. Halas ⁽³⁾ | 39,750 | - | 39,750 |
| Thomas A. Watford | 82,000 | 39,680 | 121,680 |

(1) The stock awards reflected in this column were granted under the 2011 Plan. Stock awards under the plan are normally made following the annual meeting of shareholders. The amounts shown represent the aggregate grant date fair value of the stock awards, as computed in accordance with FASB ASC Topic 718. Each director elected at the 2017 annual meeting of shareholders received 64,000 shares of restricted stock in September 2017. Mr. Bazos, Mr. Daoust, and Mr. Foreman each received 4,600 shares of restricted stock in June 2017 in connection with their service as directors from closing of the Merger in May 2017 through the 2017 annual meeting of shareholders.

(2) Total compensation excludes reimbursements of expenses incurred by the directors in attending Board meetings and carrying out their other duties as directors. For each director, such reimbursements totaled less than \$1,700 during 2017.

(3) Mr. Emkjer and Mr. Halas resigned from the Board of Directors at closing of the Merger with PHS in May 2017. At the same time, Mr. Bazos, Mr. Daoust, and Mr. Foreman were appointed to the Board of Directors.

(4) As part of the Company's efforts to conserve cash, the final \$85,125 of the cash component of the Company's aggregate Board fees for the fourth quarter of 2017 have been accrued and remain unpaid.

Director and Officer Indemnification

The Company has agreed to indemnify each of its directors and executive officers for all expenses actually and reasonably incurred in defending or settling an action to which such person is a party or threatened to be made a party or is otherwise involved because of his or her status as a director or officer of the Company. If the action is brought by or in the right of the Company, the indemnification must be made only if such person acted in good faith, for a purpose reasonably believed to be in the best interest of the Company (or, in the case of service to another entity, not opposed to the interest of the Company).

ITEM 12 Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**EQUITY COMPENSATION PLAN INFORMATION**

The following table sets forth information relating to our equity compensation plans as of December 31, 2017.

| | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights | Number of securities available for future issuance under equity compensation plans (excluding securities reflected in column (a)) |
|---|--|--|--|
| Equity compensation plans approved by security holders ⁽¹⁾ | 2,577,860 | \$1.17 | 682,034 |
| Equity compensation plans not approved by security holders | — | — | — |

⁽¹⁾ As of December 31, 2017, the 2011 Plan, the 2008 Plan, and the 2007 Plan were the two equity compensation plans that were in effect and under which the Company may make future awards. The number of shares available for grant under each plan as of December 31, 2017, is as follows: 2011 Plan – 567,893; 2008 Plan – 114,141.

BENEFICIAL OWNERSHIP TABLE

The table below sets forth information available to us as of April 15, 2018, regarding the beneficial ownership of our common stock by (i) each person, or group of affiliated persons, known by us to beneficially own more than five percent (5%) of the outstanding shares of our common stock, (ii) each of our directors and director nominees, (iii) each of our named executive officers listed in the Summary Compensation Table located elsewhere in this prospectus, and (iv) all of our directors and executive officers as a group.

The information in the table has been presented in accordance with SEC rules and is not necessarily indicative of beneficial ownership for any other purpose. Under the SEC's rules, a person is deemed to own beneficially all securities as to which that person owns or shares voting or dispositive power, as well as all securities which such person may acquire within 60 days through the exercise of currently available conversion rights or options. If two or more persons share voting or dispositive power with respect to specific securities, all such persons may be deemed to be the beneficial owner of such securities. Information with respect to persons other than the holders listed in the table below that share beneficial ownership with respect to the securities shown is set forth in certain of the footnotes to the table.

Except as otherwise noted, the number of shares owned and percentage ownership in the following table is based on 26,768,498 shares of our common stock outstanding on April 15, 2018, plus 187,500 shares that certain executive officers have the right to acquire within 60 days of April 15, 2018, upon the exercise of outstanding options.

| <u>Name and Address of Beneficial Owner</u> | <u>Number of Shares Beneficially Owned</u> | <u>Percent of Common Stock Outstanding</u> |
|---|--|--|
| 5% Shareholders: | | |
| WH-HH Holdings, LLC | 12,519,259 ⁽¹⁾ | 46.77% |
| John Pappajohn 666 Walnut Street, Suite 2116 Des Moines, IA 50309 | 2,145,930 ⁽²⁾ | 8.02% |
| Named Executive Officers, Directors and Nominees for Director: | | |
| Ronald V. Aprahamian | 758,056 ⁽³⁾ | 2.83% |
| Mark Clermont | * | * |
| Kevin Johnson | * | * |
| Tom Basiliere | * | * |
| Steven R. Balthazor | 7,131 | * |
| Henry E. Dubois | 89,821 | * |
| Frank Bazos | 68,600 | * |
| Paul Daoust | 189,873 | * |
| Larry Ferguson | 139,976 | * |
| James Foreman | 68,600 | * |
| Thomas Watford | 119,832 | * |
| All Directors and Executive Officers as a Group (10 persons) | 1,441,889 | 5.38% |

* Represents less than one percent of the outstanding shares of our common stock.

⁽¹⁾ WH-HH Holdings, LLC filed an amended Schedule 13D on April 11, 2018, disclosing that it has sole voting and dispositive power with respect to these shares.

⁽²⁾ John Pappajohn filed a Schedule 13G on February 12, 2018, disclosing that it has sole voting and dispositive power with respect to these shares.

⁽³⁾ Includes 60,000 shares held by Mr. Aprahamian as trustee for his late mother's trust.

Our Board has adopted a policy regarding transactions with related persons that specifies the procedures to be followed by the Governance and Nominating Committee of the Board in considering, and determining whether to approve or ratify, a transaction with a related person. For purposes of the policy statement, a “related person” is defined to mean:

- any person who is or was (since the beginning of our most recently completed fiscal year) a director, nominee for director or executive officer of the Company or any subsidiary of the Company;
- any person (including an entity or group) who is the beneficial owner of more than 5% of any class of the our voting securities;
- any individual who is an immediate family member of any such person (i.e., such person’s spouse, either parent, a step-parent, a child or stepchild, sibling, mother or father-in-law, brother or sister-in-law, son or daughter-in-law, or any person sharing the household of such person); or
- any firm, corporation or other entity in which any such person serves as an executive officer or general partner or, together with any other persons described above, owns 10% or more of the equity interests of that firm, corporation or other entity.

The policy statement stipulates that each member of the Board and/or management is to provide the Governance and Nominating Committee of the Board with any and all information pertaining to any proposed or existing related person transaction promptly after becoming aware of such transaction. Upon being advised of the transaction, the Governance and Nominating Committee will consider, among other things:

- the nature of the interest the related person has in the transaction;
- the materiality of the interest the related person has or may have in the transaction;
- the approximate dollar amount of the transaction;
- whether the transaction is fair to the Company;
- whether the transaction is on terms no less favorable than those generally available to unaffiliated third parties under the same or similar circumstances;
- the significance of the transaction to investors in light of all the circumstances; and
- whether the transaction would present a conflict of interest for a director or executive officer, as set forth in the Company’s Code of Conduct and Ethics, or violate any other provision of such code.

If the Governance and Nominating Committee determines to approve or ratify the transaction, the committee is to provide the Board with a report consisting of the facts relating to the transaction considered by the committee, the material terms and business purpose of the transaction, the benefits to the Company and to the related person, and whether the transaction requires a waiver of the Company’s Code of Conduct and Ethics. The report shall also indicate the basis for the committee’s approval or ratification of the transaction.

There were no “related person” transactions arising or existing during 2017 or 2016, nor any currently proposed transactions, requiring disclosure under the applicable SEC rules and regulations or the Company’s policies and procedures.

The following table presents the fees for professional services rendered by Mayer Hoffman McCann P.C. ("MHM") for the audit of our annual consolidated financial statements for the years ended December 31, 2017 and 2016, and fees for other services rendered by MHM and KPMG LLP during those periods.

| <u>Type of Fees</u> | <u>Fiscal Year Ended December 31, 2017</u> | <u>Fiscal Year Ended December 31, 2016</u> |
|---------------------------|--|--|
| Audit Fees ⁽¹⁾ | \$705,498 | \$504,853 |
| Audit-Related Fees | - | - |
| Tax Fees ⁽²⁾ | \$52,707 | \$50,896 |
| Total Fees | <u>\$758,205</u> | <u>\$555,749</u> |

⁽¹⁾ This category includes fees associated with the annual audits of financial statements, quarterly reviews of our financial statements, and additional billings for non-routine and other matters subject to audit during these years. The audit fees incurred in 2016 were comprised of \$392,603, which were incurred by Mayer Hoffman McCann P.C. from the time of appointment on May 16, 2016, and \$112,250 incurred by KPMG LLP for the period of January 1, 2016 through May 15, 2016. The audit fees incurred in 2017 were comprised of \$705,498, which were incurred by Mayer Hoffman McCann P.C. from January 1, 2017 through December 31, 2017.

⁽²⁾ Tax fees in each of 2017 and 2016 consist of fees for tax compliance and general tax consulting services.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee, in accordance with its charter, reviews and pre-approves all audit and permissible non-audit services provided by MHM, our independent registered public accounting firm, and the related fees to provide such services. By resolution of the Audit Committee, the chair of the Audit Committee may approve dollar amounts in excess of the fees established in such resolution(s), subject to ratification by the full committee at its next regular meeting. At subsequent Audit Committee meetings, the Audit Committee receives updates on services being provided by the independent registered public accounting firm, and management may present additional services for approval. All services being provided by the independent registered public accounting firm are regularly reviewed. For 2017, all audit and non-audit services provided by MHM were approved in advance by the Audit Committee.

The Audit Committee has considered whether provision of the above non-audit services is compatible with maintaining MHM's independence and has determined that such services are compatible with maintaining MHM's independence.

MHM leases substantially all of its personnel, who work under the control MHM shareholders, from wholly-owned subsidiaries of CBIZ, Inc., in an alternative practice structure.

| Signature | Title | Date |
|--|--------------------------------------|----------------|
| <hr/> /s/ Henry E. Dubois Henry E. Dubois | Chief Executive Officer; Director | April 30, 2018 |
| <hr/> /s/ Kevin Johnson Kevin Johnson | Chief Financial Officer | April 30, 2018 |
| <hr/> /s/ Ronald V. Aprahamian Ronald V. Aprahamian | Director | April 30, 2018 |
| <hr/> /s/ Frank Bazos Frank Bazos | Director | April 30, 2018 |
| <hr/> /s/ Paul Daoust Paul Daoust | Director | April 30, 2018 |
| <hr/> /s/ Larry Ferguson Larry Ferguson | Director | April 30, 2018 |
| <hr/> /s/ James Foreman James Foreman | Director | April 30, 2018 |
| <hr/> /s/ Thomas A. Watford Thomas A. Watford | Director | April 30, 2018 |

EXHIBIT 31.1 CERTIFICATIONS

I, Henry E. Dubois, certify that:

1. I have reviewed this annual report on Form 10-K of Hooper Holmes, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 30, 2018

/s/ Henry E. Dubois

Henry E. Dubois

Chief Executive Officer

EXHIBIT 31.2 CERTIFICATIONS

I, Kevin Johnson, certify that:

1. I have reviewed this annual report on Form 10-K of Hooper Holmes, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures(as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 16, 2018

/s/ Kevin Johnson

Kevin Johnson

Chief Financial Officer