Hilltop Holdings Inc. Form 4

August 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number: 3235-0287

OMB APPROVAL

Expires: January 31, 2005
Estimated average

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Form 5

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person ** White Alan B	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)	Hilltop Holdings Inc. [HTH] 3. Date of Earliest Transaction	(Check all applicable)			
200 CRESCENT COURT, SUITE 1330	(Month/Day/Year) 08/18/2014	_X_ Director 10% Owner Selection Officer (give title Other (specify below) PlainsCapital Corporation CEO			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DALLAS, TX 75201	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City) (State) (Zip)	Table I - Non-Derivative Securities Ac	cquired, Disposed of, or Beneficially Owned			
1.Title of Security (Month/Day/Year) Execution any (Month/D	· · · · · · · · · · · · · · · · · · ·	5. Amount of 6. 7. Nature of Securities Ownership Indirect Beneficially Form: Beneficial Owned Direct (D) Ownership			

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	nsaction(s) (Instr. 4)		
Common Stock	08/18/2014		S	10,000	D	\$ 20.41 (1)	422,267 (3)	D		
Common Stock	08/19/2014		S	40,000	D	\$ 20.56 (2)	382,267 (3)	D		
Common Stock	08/18/2014		S	10,000	D	\$ 20.41 (1)	1,843,958 (4)	I	By Maedgen & White, Ltd.	
Common Stock	08/19/2014		S	40,000	D	\$ 20.56	1,803,958 (4)	Ι	By Maedgen & White,	

Edgar Filing: Hilltop Holdings Inc. - Form 4

	(2)			Ltd.
Common Stock		10,239 (4) (5)	I	By Wife
Common Stock		23,806 (4)	I	By Double E Investments
Common Stock		12,883 (4)	I	By EAW White Family Partnership, Ltd.
Common Stock		8,045 (4)	I	By Maedgen, White and Maedgen
Common Stock		952 (4)	I	By ESOP
Reminder: Report on a separate line for each class of securities beneficially owned d	irectly or i	indirectly.		

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

number.

Persons who respond to the collection of information contained in this form are not

required to respond unless the form displays a currently valid OMB control

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ite	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
	X		PlainsCapital Corporation CEO		

Reporting Owners 2

White Alan B 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201

Signatures

/s/ Alan B. 08/20/2014 White

**Signature of Date
Reporting Person

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).
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.40 to \$20.45, inclusive. The reporting person undertakes to provide to Hilltop Holdings Inc., any stockholder of Hilltop Holdings Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.45 to \$20.70, inclusive. The reporting person undertakes to provide to Hilltop Holdings Inc., any stockholder of Hilltop Holdings Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (3) Includes 94,893 shares of common stock held in an individual retirement account for the benefit of the reporting person.
- The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting person states that neither the filing of this statement nor anything herein shall be deemed an admission that the reporting person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of these shares.
- (5) Includes 454 shares of common stock held in the Plains Capital Corporation Employee Stock Ownership Plan.

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.

Signatures 3