

Hilltop Holdings Inc.  
Form 4  
August 28, 2014

**FORM 4**

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

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 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 \*  
**White Alan B**

(Last) (First) (Middle)  
200 CRESCENT COURT, SUITE 1330  
(Street)

DALLAS, TX 75201

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Hilltop Holdings Inc. [HTH]**

3. Date of Earliest Transaction (Month/Day/Year)  
08/26/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
PlainsCapital Corporation CEO

6. Individual or Joint/Group Filing (Check Applicable Line)  
 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                    | 08/26/2014                           |                                                    | S                              |                                                                   | 14,775                                                                                        | D                                                        | \$ 20.832<br>(1)                                      | 1,753,958<br>(2) | I | By Maedgen & White, Ltd. |
| Common Stock                    | 08/27/2014                           |                                                    | S                              |                                                                   | 25,000                                                                                        | D                                                        | \$ 21.2<br>(3)                                        | 1,728,958<br>(2) | I | By Maedgen & White, Ltd. |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 382,267 (4)      | D |                          |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 10,239 (2) (5)   | I | By Wife                  |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          |                                                       | 23,806 (2)       | I |                          |

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|              |  |  |  |  |                       |   |                                       |
|--------------|--|--|--|--|-----------------------|---|---------------------------------------|
| Common Stock |  |  |  |  |                       |   | By Double E Investments               |
| Common Stock |  |  |  |  | 12,883 <sup>(2)</sup> | I | By EAW White Family Partnership, Ltd. |
| Common Stock |  |  |  |  | 8,045 <sup>(2)</sup>  | I | By Maedgen, White and Maedgen         |
| Common Stock |  |  |  |  | 952 <sup>(2)</sup>    | I | By ESOP                               |

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

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SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                |
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Code                                                     | V (A) (D)                                                     |                                            |                                                                           |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships |           |                               |       |
|--------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                    | Director      | 10% Owner | Officer                       | Other |
| White Alan B<br>200 CRESCENT COURT, SUITE 1330<br>DALLAS, TX 75201 | X             |           | PlainsCapital Corporation CEO |       |

## Signatures

/s/ Alan B.  
White

08/28/2014

\_\_Signature of  
Reporting Person

Date

## 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).

(1) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$20.80 to \$20.92, 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.

(2) 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.

(3) The price reported is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$21.15 to \$20.282, 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

(4) Includes 94,893 shares of common stock held in an individual retirement account for the benefit of the reporting person.

(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.

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