Hilltop Holdings Inc. Form 4

February 27, 2017

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person ** Furr William B | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|----------|----------|--|--|--|--|
| (Last) (First) (Middle) 200 CRESCENT COURT, SUITE 1330 | | (Middle) | Hilltop Holdings Inc. [HTH] 3. Date of Earliest Transaction | (Check all applicable) | | |
| | | , | (Month/Day/Year) 02/23/2017 | Director 10% Owner Officer (give title Other (specify below) Chief Financial Officer | | |
| | (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 PersonForm filed by More than One Reporting Person | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Ac | quired Disposed of or Reneficially Owner | | |

| (City) | (State) | Table | e I - Non-Do | erivative Securities A | equired, Disposed | of, or Beneficia | lly Owned |
|-----------------|-------------------------------------|------------------|--------------|--|-------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) Execution Date, if | | Transactio | onAcquired (A) or | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership |
| | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (4) | Reported | | |
| | | | | (A) | Transaction(s) | | |
| | | | Code V | or Amount (D) Price | (Instr. 3 and 4) | | |
| Common Stock | 02/23/2017 | | A | $\begin{array}{ccc} 6,154 \\ \underline{(1)} & A & \$ 0 \end{array}$ | 45,248 | D | |

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

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | Exercise iice of erivative | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) | | ate Amount of | of ng s | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr | |
|---|---|----------------------------|---|--|---|---------------------|--------------------|----------------------|---|---|--|
| | | | | Code V | (Instr. 3, 4, and 5) (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | umber | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|-----------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Furr William B | | | Chief | | | | |
| 200 CRESCENT COURT, SUITE 1330 | | | Financial | | | | |
| DALLAS, TX 75201 | | | Officer | | | | |

Signatures

/s/ WILLIAM B.
FURR

**Signature of Reporting 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).

Represents restricted stock units granted to the reporting person. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, upon the third anniversary of the date of grant, February 23, 2020, or immediately upon the earlier occurrence of events specified in the reporting person's restricted stock unit award agreement, including a "change in control" of Hilltop Holdings Inc. The shares of common stock deliverable upon conversion of such restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, February 23, 2021, or an earlier "change in control" of Hilltop Holdings Inc.

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.

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