

FORD GERALD J
Form 4
October 10, 2017

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 *
FORD GERALD J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 CRESCENT COURT, SUITE 1350

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2017

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75201

(City) (State) (Zip)

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 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 | 10/05/2017 | | A | | 2,129 (1) \$ 25.24 (2) 99,995 | D | (3) (4) (5) (6) |
| Common Stock | 10/05/2017 | | G | V | 2,129 (7) \$ 0 97,866 | D | (3) (4) (5) (6) |
| Common Stock | 10/05/2017 | | G | V | 2,129 (7) \$ 0 24,692 | I | See Footnotes (3) (4) (5) (6) (8) |
| Common Stock | | | | | | I | See Footnotes |

(3) (4) (5) (6)
(9)

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

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(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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FORD GERALD J 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201 | X | X | | |
| Diamond HTH Stock Company, LP 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201 | | X | | |
| Diamond HTH Stock Co GP, LLC 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201 | | X | | |
| Turtle Creek Revocable Trust 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201 | | X | | |

Signatures

| | |
|--|------------|
| GERALD J. FORD By: /s/ Gerald J. Ford | 10/10/2017 |
| __Signature of Reporting Person | Date |
| DIAMOND HTH STOCK COMPANY, LP By: Diamond HTH Stock Company GP, LLC Its: General Partner By: Turtle Creek Revocable Trust Its: Sole Member By: /s/ Gerald J. Ford Title: Trustee | 10/10/2017 |
| __Signature of Reporting Person | Date |
| DIAMOND HTH STOCK COMPANY GP, LLC By: Turtle Creek Revocable Trust Its: Sole Member By: /s/ Gerald J. Ford Title: Trustee | 10/10/2017 |
| __Signature of Reporting Person | Date |
| TURTLE CREEK REVOCABLE TRUST By: /s/ Gerald J. Ford Title: Trustee | 10/10/2017 |
| __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) Represents shares of common stock of Hilltop Holdings Inc. (the "Issuer"), par value \$0.01 per share ("Shares"), granted to Gerald J. Ford under the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 EIP"), as compensation for services rendered as a director of the Issuer in the third calendar quarter of 2017.
 - (2) Price per Share calculated using the average closing price per Share for the period from September 18, 2017 to September 29, 2017.
 - (3) This statement is jointly filed by and on behalf of each of Mr. Ford, Diamond HTH Stock Company, LP ("Diamond HTH LP"), Diamond HTH Stock Company GP, LLC ("Diamond HTH LLC"), and Turtle Creek Revocable Trust (the "Trust"). Mr. Ford, Diamond A Financial, L.P. ("Diamond A") and the Trust are the direct beneficial owners of the securities covered by this statement.
 - (4) Diamond HTH LP is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond A. Diamond HTH LLC is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LP. The Trust is the sole member of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LLC. Mr. Ford is the grantor and trustee of, and may be deemed to beneficially own certain securities owned by, the Trust.
 - (5) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
 - (6) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
 - (7) In connection with Mr. Ford's receipt of Shares under the 2012 EIP as compensation for services rendered as a director of the Issuer in the third quarter of 2017, Mr. Ford subsequently gifted these Shares to the Trust, which is a revocable trust of Mr. Ford established for the benefit of the members of his family.
 - (8) Represents Shares directly beneficially owned by the Trust.
 - (9) Represents Shares directly beneficially owned by Diamond A.

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.