

Hilltop Holdings Inc.
Form 4/A
October 08, 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)
11/30/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
12/04/2012

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 | 11/30/2012 | | A | | 343,442 ⁽¹⁾ | A | <u>(1)</u> 343,442 ⁽²⁾ | D | |
| Common Stock | 11/30/2012 | | A | | 9,787 | A | <u>(3)</u> 9,787 ⁽⁴⁾ | I | By wife |
| Common Stock | 11/30/2012 | | A | | 23,806 | A | <u>(5)</u> 23,806 ⁽⁴⁾ | I | By Double E Investments |
| Common Stock | 11/30/2012 | | A | | 12,883 | A | <u>(6)</u> 12,883 ⁽⁴⁾ | I | By EAW White Family Partnership, Ltd. |

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| | | | | | | | | | |
|--------------|------------|--|---|-----------|---|-----|---------------|---|-------------------------------|
| Common Stock | 11/30/2012 | | A | 8,045 | A | (7) | 8,045 (4) | I | By Maedgen, White and Maedgen |
| Common Stock | 11/30/2012 | | A | 1,853,958 | A | (8) | 1,853,958 (4) | I | By Maedgen & White, Ltd. |
| Common Stock | 11/30/2012 | | A | 36,300 | A | (9) | 36,300 (4) | I | By ESOP |

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

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 number.

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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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | 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 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201 | X | | PlainsCapital Corporation CEO | |

Signatures

/s/ Alan B. White
10/08/2014

**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).

Received in exchange for 435,383 shares of PlainsCapital Corporation ("PlainsCapital") original common stock and an option to purchase 7,200 shares of PlainsCapital original common stock in connection with the merger of PlainsCapital with and into Meadow Corporation, a wholly owned subsidiary of Issuer ("Meadow"), pursuant to which Meadow continued as the surviving corporation and as a wholly

(1) owned subsidiary of Issuer (the "Merger"). As consideration for the Merger, each share of PlainsCapital common stock converted into the right to receive \$9.00 in cash and 0.776 shares of Issuer common stock, which, on the effective date of the Merger, had a closing price of \$14.29 per share. This amendment amends and restates the original Form 4 to report 5,586 shares of Issuer common stock issued to the reporting person in connection with the Merger that were inadvertently omitted from the original Form 4.

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

Received in connection with the Merger in exchange for 12,613 shares of PlainsCapital original common stock, including 6,238 shares of

(3) PlainsCapital original common stock allocated to the account of the reporting person's spouse under the Plains Capital Corporation Employee Stock Ownership Plan (the "ESOP").

The reporting person disclaims beneficial ownership of these shares, except to the extent of his pecuniary interest therein. The reporting

(4) 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) Received in connection with the Merger in exchange for 30,678 shares of PlainsCapital original common stock.

(6) Received in connection with the Merger in exchange for 16,602 shares of PlainsCapital original common stock.

(7) Received in connection with the Merger in exchange for 10,368 shares of PlainsCapital original common stock.

(8) Received in connection with the Merger in exchange for 2,389,122 shares of PlainsCapital original common stock.

(9) Received in connection with the Merger in exchange for 46,779 shares of PlainsCapital original common stock allocated to the reporting person's account under the ESOP.

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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