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Hilltop Holdings Inc.
Form 13F-HR
February 14, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012

Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Hilltop Holdings Inc.

Address: 200 Crescent Court

Suite 1330

Dallas, Texas 75201

Form 13F File Number: 28-

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Corey G. Prestidge

Title: General Counsel and Secretary

Phone: (214) 855-2177

Signature, Place, and Date of Signing:

| | | |
|-----------------------|---------------|-------------------|
| /s/ Corey G. Prestige | Dallas, TX | February 14, 2013 |
| ----- | ----- | ----- |
| [Signature] | [City, State] | [Date] |

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

// 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2

Form 13F Information Table Entry Total: 138

Form 13F Information Table Value Total: 104,457

(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

| No. | Form 13F File Number | Name |
|-----|----------------------|---------------------------|
| 1 | 28- | PlainsCapital Corporation |
| 2 | 28- | PlainsCapital Bank |

FORM 13F INFORMATION TABLE

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | COLUMN 6 | C | |
|---------------------------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION M |
| 3M CO | COM | 88579Y101 | 298 | 3,209 | SH | | DEFINED |
| ACCENTURE PLC IRELAND | SHS CLASS A | G1151C101 | 256 | 3,843 | SH | | DEFINED |
| ACE LTD | SHS | H0023R105 | 238 | 2,988 | SH | | DEFINED |
| AECOM TECHNOLOGY CORP DELAWA | COM | 00766T100 | 514 | 21,610 | SH | | DEFINED |
| AFFILIATED MANAGERS GROUP | COM | 008252108 | 1,462 | 11,229 | SH | | DEFINED |
| AGCO CORP | COM | 001084102 | 1,094 | 22,291 | SH | | DEFINED |
| ALEXION PHARMACEUTICALS INC | COM | 015351109 | 204 | 2,177 | SH | | DEFINED |
| ALLIANT ENERGY CORP | COM | 018802108 | 206 | 4,700 | SH | | DEFINED |
| AMAZON COM INC | COM | 023135106 | 232 | 926 | SH | | DEFINED |
| AMDOCS LTD | ORD | G02602103 | 272 | 8,015 | SH | | DEFINED |
| AMERICAN ELEC PWR INC | COM | 025537101 | 232 | 5,447 | SH | | DEFINED |

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|----------------------------------|------------------|-----------|-------|--------|----|---------|
| APACHE CORP | COM | 037411105 | 547 | 6,973 | SH | DEFINED |
| APPLE INC | COM | 037833100 | 742 | 1,396 | SH | DEFINED |
| BAKER HUGHES INC | COM | 057224107 | 437 | 10,695 | SH | DEFINED |
| BARCLAYS BK PLC | DJUBS CMDT ETN36 | 06738C778 | 402 | 9,730 | SH | DEFINED |
| BERKSHIRE HATHAWAY INC DEL | CL B NEW | 084670702 | 343 | 3,827 | SH | DEFINED |
| BRISTOL MYERS SQUIBB CO | COM | 110122108 | 296 | 9,106 | SH | DEFINED |
| BROADRIDGE FINL SOLUTIONS IN | COM | 11133T103 | 784 | 34,267 | SH | DEFINED |
| CENTENE CORP DEL | COM | 15135B101 | 1,126 | 27,455 | SH | DEFINED |
| CHEVRON CORP NEW | COM | 166764100 | 697 | 6,439 | SH | DEFINED |
| CHICAGO BRIDGE & IRON CO N V | N Y REGISTRY SH | 167250109 | 1,232 | 26,577 | SH | DEFINED |
| CISCO SYS INC | COM | 17275R102 | 553 | 28,162 | SH | DEFINED |
| COCA COLA CO | COM | 191216100 | 794 | 21,898 | SH | DEFINED |
| COGNIZANT TECHNOLOGY SOLUTIO | CL A | 192446102 | 392 | 5,303 | SH | DEFINED |
| COLUMBIA SPORTSWEAR CO | COM | 198516106 | 795 | 14,890 | SH | DEFINED |
| CONOCOPHILLIPS | COM | 20825C104 | 305 | 5,253 | SH | DEFINED |
| COVIDIEN PLC | SHS | G2554F113 | 593 | 10,262 | SH | DEFINED |
| CVS CAREMARK CORPORATION | COM | 126650100 | 538 | 11,121 | SH | DEFINED |
| DARDEN RESTAURANTS INC | COM | 237194105 | 359 | 7,964 | SH | DEFINED |
| DARLING INTL INC | COM | 237266101 | 830 | 51,801 | SH | DEFINED |
| DEVON ENERGY CORP NEW | COM | 25179M103 | 210 | 4,030 | SH | DEFINED |
| DOLLAR TREE INC | COM | 256746108 | 251 | 6,182 | SH | DEFINED |
| E M C CORP MASS | COM | 268648102 | 220 | 8,697 | SH | DEFINED |
| EASTMAN CHEM CO | COM | 277432100 | 328 | 4,815 | SH | DEFINED |
| EBAY INC | COM | 278642103 | 329 | 6,462 | SH | DEFINED |
| ECOLAB INC | COM | 278865100 | 203 | 2,820 | SH | DEFINED |
| EMERSON ELEC CO | COM | 291011104 | 536 | 10,107 | SH | DEFINED |
| EQT CORP | COM | 26884L109 | 516 | 8,765 | SH | DEFINED |
| EXPRESS SCRIPTS HLDG CO | COM | 30219G108 | 372 | 6,881 | SH | DEFINED |
| EXXON MOBIL CORP | COM | 30231G102 | 656 | 7,586 | SH | DEFINED |
| FLOWERVE CORP | COM | 34354P105 | 1,046 | 7,125 | SH | DEFINED |
| FREEPOR-T-MCMORAN COPPER & GO | COM | 35671D857 | 237 | 6,917 | SH | DEFINED |
| GENERAL DYNAMICS CORP | COM | 369550108 | 299 | 4,329 | SH | DEFINED |
| GENERAL ELECTRIC CO | COM | 369604103 | 760 | 36,202 | SH | DEFINED |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | COLUMN 6 | |
|----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION M |
| GENERAL MLS INC | COM | 370334104 | 264 | 6,540 | SH | DEFINED | |
| GENTEX CORP | COM | 371901109 | 307 | 16,290 | SH | DEFINED | |
| GOOGLE INC | CL A | 38259P508 | 236 | 334 | SH | DEFINED | |
| HANESBRANDS INC | COM | 410345102 | 320 | 8,950 | SH | DEFINED | |
| HILLTOP HOLDINGS INC | COM | 432748101 | 4,644 | 342,997 | SH | DEFINED | |
| HOME DEPOT INC | COM | 437076102 | 203 | 3,283 | SH | DEFINED | |
| HONEYWELL INTL INC | COM | 438516106 | 263 | 4,135 | SH | DEFINED | |
| HSBC HLDGS PLC | SPON ADR NEW | 404280406 | 476 | 8,970 | SH | DEFINED | |
| HUBBELL INC | CL B | 443510201 | 216 | 2,554 | SH | DEFINED | |
| IDEX CORP | COM | 45167R104 | 881 | 18,941 | SH | DEFINED | |

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|-------------------------------|------------------|-----------|-------|---------|----|---------|
| ILLINOIS TOOL WKS INC | COM | 452308109 | 431 | 7,092 | SH | DEFINED |
| INTERNATIONAL BUSINESS MACHS | COM | 459200101 | 378 | 1,975 | SH | DEFINED |
| INTERNATIONAL FLAVORS& FRAGRA | COM | 459506101 | 831 | 12,496 | SH | DEFINED |
| ISHARES GOLD TRUST | ISHARES | 464285105 | 222 | 13,624 | SH | DEFINED |
| ISHARES TR | AGENCY BD FD | 464288166 | 408 | 3,600 | SH | DEFINED |
| ISHARES TR | BARCLYS 1-3 YR | 464287457 | 912 | 10,809 | SH | DEFINED |
| ISHARES TR | BARCLYS 3-7 YR | 464288661 | 758 | 6,150 | SH | DEFINED |
| ISHARES TR | BARCLYS MBS BD | 464288588 | 3,940 | 36,491 | SH | DEFINED |
| ISHARES TR | BARCLYS 1-3YR CR | 464288646 | 4,428 | 41,988 | SH | DEFINED |
| ISHARES TR | CORE S&P MCP ETF | 464287507 | 392 | 3,855 | SH | DEFINED |
| ISHARES TR | DJ INTL SEL DIVD | 464288448 | 447 | 13,282 | SH | DEFINED |
| ISHARES TR | DJ SEL DIV INX | 464287168 | 1,853 | 32,364 | SH | DEFINED |
| ISHARES TR | FLTG RATE NT | 46429B655 | 320 | 6,327 | SH | DEFINED |
| ISHARES TR | HIGH YLD CORP | 464288513 | 2,317 | 24,823 | SH | DEFINED |
| ISHARES TR | IBOXX INV CPBD | 464287242 | 2,927 | 24,198 | SH | DEFINED |
| ISHARES TR | JPMORGAN USD | 464288281 | 3,046 | 24,813 | SH | DEFINED |
| ISHARES TR | MRTG PLS CAP IDX | 464288539 | 1,588 | 116,145 | SH | DEFINED |
| ISHARES TR | MSCI ACWI INDX | 464288257 | 220 | 4,580 | SH | DEFINED |
| ISHARES TR | MSCI EMERG MKT | 464287234 | 295 | 6,648 | SH | DEFINED |
| ISHARES TR | MSCI KLD400 SOC | 464288570 | 360 | 6,956 | SH | DEFINED |
| ISHARES TR | RUSL 2000 GROW | 464287648 | 232 | 2,432 | SH | DEFINED |
| ISHARES TR | RUSSELL 2000 | 464287655 | 217 | 2,580 | SH | DEFINED |
| ISHARES TR | RUSSELL1000GRW | 464287614 | 1,042 | 15,905 | SH | DEFINED |
| ISHARES TR | US PFD STK IDX | 464288687 | 1,645 | 41,529 | SH | DEFINED |
| KAYNE ANDERSON MLP | | | | | | |
| INVMNT C | COM | 486606106 | 3,841 | 130,371 | SH | DEFINED |
| KIMBERLY CLARK CORP | COM | 494368103 | 1,092 | 12,923 | SH | DEFINED |
| LINCOLN ELEC HLDGS INC | COM | 533900106 | 221 | 4,543 | SH | DEFINED |
| LKQ CORP | COM | 501889208 | 207 | 9,829 | SH | DEFINED |
| MCDONALDS CORP | COM | 580135101 | 423 | 4,797 | SH | DEFINED |
| MCGRAW HILL COS INC | COM | 580645109 | 387 | 7,091 | SH | DEFINED |
| MDU RES GROUP INC | COM | 552690109 | 391 | 18,425 | SH | DEFINED |
| MEADWESTVACO CORP | COM | 583334107 | 885 | 27,791 | SH | DEFINED |
| MICROSOFT CORP | COM | 594918104 | 662 | 24,784 | SH | DEFINED |
| MILLER ENERGY RES INC | COM | 600527105 | 40 | 10,000 | SH | DEFINED |
| MONSANTO CO NEW | COM | 61166W101 | 215 | 2,270 | SH | DEFINED |
| NEWFIELD EXPL CO | COM | 651290108 | 698 | 26,069 | SH | DEFINED |
| NEWS CORP | CL A | 65248E104 | 534 | 20,916 | SH | DEFINED |
| NEXTERA ENERGY INC | COM | 65339F101 | 408 | 5,896 | SH | DEFINED |
| NOBLE CORPORATION BAAR | NAMEN -AKT | H5833N103 | 577 | 16,575 | SH | DEFINED |

| COLUMN 1 | COLUMN 2 | COLUMN 3 | COLUMN 4 | COLUMN 5 | | | COLUMN 6 |
|-----------------------|----------------|-----------|--------------------|--------------------|------------|--------------|----------------------------|
| NAME OF ISSUER | TITLE OF CLASS | CUSIP | VALUE (x\$1000) | SHRS OR PRN AMT | SH/ PRN | PUT/ CALL | INVESTMENT DISCRETION M |
| NORDSON CORP | COM | 655663102 | 675 | 10,686 | SH | | DEFINED |
| NORTHROP GRUMMAN CORP | COM | 666807102 | 252 | 3,730 | SH | | DEFINED |
| NOVO-NORDISK A S | ADR | 670100205 | 397 | 2,435 | SH | | DEFINED |
| OGE ENERGY CORP | COM | 670837103 | 872 | 15,487 | SH | | DEFINED |
| ORACLE CORP | COM | 68389X105 | 378 | 11,340 | SH | | DEFINED |
| PENTAIR LTD | SHS | H6169Q108 | 981 | 19,971 | SH | | DEFINED |

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|------------------------------|------------------|-----------|-------|-----------|----|---------|
| PEPSICO INC | COM | 713448108 | 348 | 5,085 | SH | DEFINED |
| PG&E CORP | COM | 69331C108 | 220 | 5,458 | SH | DEFINED |
| POLARIS INDS INC | COM | 731068102 | 663 | 7,879 | SH | DEFINED |
| PRICELINE COM INC | COM NEW | 741503403 | 336 | 541 | SH | DEFINED |
| PROSHARES TR | SHRT 20+YR TRE | 74347X849 | 206 | 7,000 | SH | DEFINED |
| PUBLIC SVC ENTERPRISE GROUP | COM | 744573106 | 211 | 6,870 | SH | DEFINED |
| QUALCOMM INC | COM | 747525103 | 471 | 7,611 | SH | DEFINED |
| REPUBLIC SVCS INC | COM | 760759100 | 620 | 21,127 | SH | DEFINED |
| SAFEMART INC | COM NEW | 786514208 | 735 | 40,637 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI CONS DISCR | 81369Y407 | 493 | 10,388 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI CONS STPLS | 81369Y308 | 277 | 7,925 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI HEALTHCARE | 81369Y209 | 272 | 6,820 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-FINL | 81369Y605 | 1,455 | 88,804 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI INT-UTILS | 81369Y886 | 1,677 | 48,023 | SH | DEFINED |
| SELECT SECTOR SPDR TR | SBI MATERIALS | 81369Y100 | 302 | 8,031 | SH | DEFINED |
| SEMPRA ENERGY | COM | 816851109 | 302 | 4,262 | SH | DEFINED |
| SMITHFIELD FOODS INC | COM | 832248108 | 823 | 38,172 | SH | DEFINED |
| SPDR GOLD TRUST | GOLD SHS | 78463V107 | 973 | 6,005 | SH | DEFINED |
| SPDR SERIES TRUST | S&P DIVID ETF | 78464A763 | 1,077 | 18,513 | SH | DEFINED |
| SWS GROUP INC | COM | 78503N107 | 7,805 | 1,475,387 | SH | SOLE |
| THERMO FISHER SCIENTIFIC INC | COM | 883556102 | 869 | 13,625 | SH | DEFINED |
| THOR INDS INC | COM | 885160101 | 884 | 23,613 | SH | DEFINED |
| TIMKEN CO | COM | 887389104 | 1,141 | 23,858 | SH | DEFINED |
| TRINITY INDS INC | COM | 896522109 | 1,169 | 32,653 | SH | DEFINED |
| TUPPERWARE BRANDS CORP | COM | 899896104 | 528 | 8,238 | SH | DEFINED |
| UNION PAC CORP | COM | 907818108 | 204 | 1,621 | SH | DEFINED |
| UNITED TECHNOLOGIES CORP | COM | 913017109 | 377 | 4,603 | SH | DEFINED |
| UNS ENERGY CORP | COM | 903119105 | 230 | 5,436 | SH | DEFINED |
| URS CORP NEW | COM | 903236107 | 1,126 | 28,683 | SH | DEFINED |
| VANGUARD BD INDEX FD INC | SHORT TRM BOND | 921937827 | 740 | 9,142 | SH | DEFINED |
| VANGUARD INDEX FDS | REIT ETF | 922908553 | 496 | 7,530 | SH | DEFINED |
| VANGUARD INTL EQUITY INDEX F | MSCI EMR MKT ETF | 922042858 | 662 | 14,875 | SH | DEFINED |
| VIACOM INC NEW | CL B | 92553P201 | 323 | 6,120 | SH | DEFINED |
| VISA INC | COM CL A | 92826C839 | 474 | 3,130 | SH | DEFINED |
| VODAFONE GROUP PLC NEW | SPONS ADR NEW | 92857W209 | 550 | 21,837 | SH | DEFINED |
| WAL-MART STORES INC | COM | 931142103 | 297 | 4,349 | SH | DEFINED |
| WELLS FARGO & CO NEW | COM | 949746101 | 332 | 9,706 | SH | DEFINED |
| WESCO INTL INC | COM | 95082P105 | 346 | 5,130 | SH | DEFINED |
| WESTERN UN CO | COM | 959802109 | 552 | 40,535 | SH | DEFINED |