

Schaffner Jerry  
 Form 4  
 May 06, 2013

**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 \*  
 Schaffner Jerry

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 1330  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/02/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Pres & CEO, PlainsCapital Bank

DALLAS, TX 75201

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

(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 (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 Ownership (Instr. 4)			
			Code	V	Amount (D) or Price					
Common Stock	05/02/2013		A		20,000 <sup>(1)</sup>	A	\$ 0	202,789 <sup>(2)</sup>	D	
Common Stock								36,920 <sup>(3)</sup> <sup>(4)</sup>	I	By ESOP
Common Stock								3,931 <sup>(3)</sup> <sup>(5)</sup>	I	By Wife

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

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SEC 1474 (9-02)

number.

**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 Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schaffner Jerry 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201			Pres & CEO, PlainsCapital Bank	

## Signatures

/s/ Jerry Schaffner  
Date: 05/06/2013

\*\*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 restricted shares of common stock granted to the reporting person pursuant to the Hilltop Holdings Inc. 2012 Equity Incentive Plan. These shares cliff vest on April 1, 2016.
- (2) Includes 11,970 shares of common stock held in an individual retirement account for the benefit of the reporting person.  
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) Represents shares allocated to the account of the reporting person pursuant to the Plains Capital Corporation Employee Stock Ownership Plan and reflects additional shares allocated since the reporting person last filed a report on Form 4.
- (4) Includes 2,472 shares of common stock allocated to the account of the reporting person's spouse pursuant to 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.

## Edgar Filing: Schaffner Jerry - Form 4

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