Hilltop Holdings Inc. Form 4

February 17, 2017

FORM 4

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

OMB Number: 3235-0287

burden hours per

response...

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

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

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)	Hilltop Holdings Inc. [HTH] 3. Date of Earliest Transaction	(Check all applicable)			
200 CRESCENT COURT, SUITE 1330	(Month/Day/Year) 02/15/2017	Director 10% Owner Symbol Officer (give title Other (specify below) Chief Financial Officer			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
DALLAS, TX 75201		Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction(A) or D Code (Instr. 3,		xecution Date, if Transaction(A) or Dis ny Code (Instr. 3, 4		4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/15/2017		Code V F	Amount 3,018 (1)	(D)	Price \$ 27.98	(Instr. 3 and 4) 39,094 (2) (3)	D			

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.

SEC 1474

(9-02)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or		
						Exercisable	Date		Number		
				~					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
reprining 0 miles state (state of	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).
- (1) Represents shares of common stock of Hilltop Holdings Inc. (the "Issuer") withheld by the Issuer to satisfy tax withholding obligations in connection with the vesting of 10,607 restricted stock units granted to the reporting person on September 6, 2016.
- Includes 22,540 restricted stock units that will vest, and an equal number of shares of common stock that will be deliverable to the reporting person, as follows: 8,618 units on February 15, 2018; 10,607 units on February 15, 2019; and 3,315 units on February 15, 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 the Issuer. The shares of common stock deliverable upon conversion of these restricted stock units will be subject to restrictions on transfer until the first anniversary of the applicable vesting date of the restricted stock unit or an earlier "change in control" of the Issuer.
 - Also includes 8,965 restricted stock units that will vest, and an equal number of shares of common stock that will be deliverable to the reporting person, upon the third anniversary of the date of grant, September 6, 2019, or immediately upon the earlier occurrence of events are of the reporting person's restricted stock unit award agreement, including a "abanca in control" of the Issuer. The shares of
- (3) specified in the reporting person's restricted stock unit award agreement, including a "change in control" of the Issuer. The shares of common stock deliverable upon conversion of the 8,965 restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, September 6, 2020, or an earlier "change in control" of the Issuer.

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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