

Hilltop Holdings Inc.  
Form 4/A  
August 20, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**Salmans Todd**  
  
(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)  
**08/05/2014**  
  
4. If Amendment, Date Original Filed (Month/Day/Year)  
**08/12/2014**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**PrimeLending 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/05/2014	08/08/2014 <sup>(1)</sup>	I		1,699 <u>(2)</u> <u>(3)</u>	D	By ESOP
					\$ 20.0372 <u>(2)</u>	0	

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

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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 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)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Salmans Todd 200 CRESCENT COURT, SUITE 1330 DALLAS, TX 75201			PrimeLending CEO	

## Signatures

/s/ Todd Salmans  
08/20/2014

\*\*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).
- (1) Pursuant to Rule 16a-3(g)(3), represents the date on which the trustee of the Plains Capital Corporation Employee Stock Ownership Plan (the "ESOP") informed the reporting person that certain of the shares allocated to the account of the reporting person were first sold.  
On August 5, 2014, in connection with the termination of the ESOP, the ESOP trustee began selling all of the shares of Hilltop Holdings Inc. held for the account of persons, including the reporting person, who elected to receive their distributions in cash. Such shares were sold over a period lasting through August 18, 2014 (the "Sale Window"). This amendment is being filed to report that the shares listed in Box 4 of Table I of the report on Form 4 filed on August 12, 2014 (the "Original Form 4") were sold at an average price of \$20.0372. The sale price was determined by averaging the sale price of all shares sold on behalf of ESOP participants who elected to receive their distributions in cash over the Sale Window, and consequently, was not calculable at the time that the Original Form 4 was filed.
  - (2) Represents the total number of shares for which the reporting person elected to receive a cash distribution, which were sold over the Sale Window.
  - (3) Represents the total number of shares for which the reporting person elected to receive a cash distribution, which were sold over the Sale Window.

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.