

Furr William B
 Form 4
 February 20, 2018

FORM 4

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

OMB APPROVAL

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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 *
 Furr William B

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)
 2323 VICTORY AVENUE, SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

(Street)
 DALLAS, TX 75219

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 02/15/2018 | | F | V 2,233 (1) | (A) or (D) \$ 25.33 | D | 43,015 (2) (3) (4) |

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| Furr William B 2323 VICTORY AVENUE, SUITE 1400 DALLAS, TX 75219 | | | Chief Financial Officer | |

Signatures

/s/ WILLIAM B. FURR 02/20/2018

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 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 8,618 restricted stock units granted to the reporting person on September 6, 2016.
Includes 13,922 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: 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.
 - (3) 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 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.
 - (4) Also includes 6,154 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, February 23, 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 the 6,154 restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, February 23, 2021, 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.

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