

FORD GERALD J
Form 4
March 07, 2018

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 *
FORD GERALD J

(Last) (First) (Middle)

200 CRESCENT COURT, SUITE 1350

(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)

03/05/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
Common Stock	03/05/2018		A	(A) or (D) Amount 30,000 (1)	\$ 0 127,866	D	(2) (3) (4) (5)
Common Stock					36,830	I	See Footnotes (2) (3) (4) (5) (6)
Common Stock					15,544,674	I	See Footnotes (2) (3) (4) (5) (7)

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

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__Signature of Reporting Person	Date
DIAMOND HTH STOCK COMPANY GP, LLC By: Turtle Creek Revocable Trust Its: Sole Member By: /s/ Gerald J. Ford Title: Trustee	03/07/2018
__Signature of Reporting Person	Date
TURTLE CREEK REVOCABLE TRUST By: /s/ Gerald J. Ford Title: Trustee	03/07/2018
__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).

Represents restricted stock units granted to the reporting person. Such restricted stock units will vest, and an equal number of shares of common stock will be deliverable to the reporting person, upon the third anniversary of the date of grant, March 5, 2021, 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 Hilltop Holdings Inc. The shares of common stock deliverable upon conversion of such restricted stock units will be subject to restrictions on transfer until the first anniversary of the vesting date of the restricted stock units, March 5, 2022, or an earlier "change in control" of Hilltop Holdings Inc.
- (1) This statement is jointly filed by and on behalf of each of Mr. Ford, Diamond HTH Stock Company, LP ("Diamond HTH LP"), Diamond HTH Stock Company GP, LLC ("Diamond HTH LLC"), and Turtle Creek Revocable Trust (the "Trust"). Mr. Ford, Diamond A Financial, L.P. ("Diamond A") and the Trust are the direct beneficial owners of the securities covered by this statement.
- (2) Diamond HTH LP is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond A. Diamond HTH LLC is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LP. The Trust is the sole member of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LLC. Mr. Ford is the grantor and trustee of, and may be deemed to beneficially own certain securities owned by, the Trust.
- (3) The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
- (4) The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- (5) Represents Shares directly beneficially owned by the Trust.
- (6) Represents Shares directly beneficially owned by Diamond A.
- (7)

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.