

SWS GROUP INC  
Form 425  
January 10, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 9, 2014**

**Hilltop Holdings Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation)

**1-31987**  
(Commission  
File Number)

**84-1477939**  
(IRS Employer Identification  
No.)

**200 Crescent Court, Suite 1330**  
**Dallas, Texas**  
(Address of principal executive offices)

**75201**  
(Zip Code)

Registrant's telephone number, including area code: **(214) 855-2177**

(Former name or former address, if changed since last report.)

## Edgar Filing: SWS GROUP INC - Form 425

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On January 9, 2014, Hilltop Holdings Inc. (the Company ) delivered to the President and Chief Executive Officer of SWS Group, Inc. ( SWS ) a letter proposing a transaction in which the public stockholders of SWS would receive \$7.00 per share in a mix of cash and the Company s common stock. On January 10, 2014, the Company issued a press release announcing the delivery of the proposal letter. A copy of the press release, including the full text of the proposal letter, is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description of Exhibit</b>          |
|------------|--|
| 99.1       | Press Release, dated January 10, 2014. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HILLTOP HOLDINGS INC.,**  
a Maryland corporation

Date: January 10, 2014

By: /s/ COREY G. PRESTIDGE  
Name: Corey G. Prestidge  
Title: General Counsel & Secretary

**Exhibit Index**

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|------------------------|--|
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