

Hilltop Holdings Inc.  
Form 10-Q  
July 29, 2015  
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-31987

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of incorporation or organization)

84-1477939  
(I.R.S. Employer Identification No.)

200 Crescent Court, Suite 1330

Edgar Filing: Hilltop Holdings Inc. - Form 10-Q

Dallas, TX  
(Address of principal executive offices)

75201  
(Zip Code)

(214) 855-2177

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The number of shares of the registrant's common stock outstanding at July 29, 2015 was 99,517,560.



Table of Contents

HILLTOP HOLDINGS INC.

FORM 10-Q

FOR THE QUARTER ENDED JUNE 30, 2015

TABLE OF CONTENTS

PART I — FINANCIAL INFORMATION

Item 1.	Financial Statements	
	<u>Consolidated Balance Sheets</u>	3
	<u>Consolidated Statements of Operations</u>	4
	<u>Consolidated Statements of Comprehensive Income</u>	5
	<u>Consolidated Statements of Stockholders' Equity</u>	6
	<u>Consolidated Statements of Cash Flows</u>	7
	<u>Notes to Consolidated Financial Statements</u>	8
<u>Item 2.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	56
<u>Item 3.</u>	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	92
<u>Item 4.</u>	<u>Controls and Procedures</u>	95

PART II — OTHER INFORMATION

<u>Item 1.</u>	<u>Legal Proceedings</u>	96
<u>Item 1A.</u>	<u>Risk Factors</u>	96
<u>Item 2.</u>	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	97
<u>Item 6.</u>	<u>Exhibits</u>	98

Table of Contents

## HILLTOP HOLDINGS INC. AND SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

(Unaudited)

	June 30, 2015	December 31, 2014
Assets		
Cash and due from banks	\$ 583,043	\$ 782,473
Federal funds sold	22,814	30,602
Securities purchased under agreements to resell	79,153	—
Assets segregated for regulatory purposes	188,094	76,013
Securities:		
Trading, at fair value	265,429	65,717
Available for sale, at fair value (amortized cost of \$765,392 and \$924,755 respectively)	763,463	925,535
Held to maturity, at amortized cost (fair value of \$313,529 and \$118,345, respectively)	312,960	118,209
	1,341,852	1,109,461
Loans held for sale	1,397,617	1,309,693
Non-covered loans, net of unearned income	4,956,969	3,920,476
Allowance for non-covered loan losses	(40,484)	(37,041)
Non-covered loans, net	4,916,485	3,883,435
Covered loans, net of allowance of \$934 and \$4,611, respectively	493,299	638,029
Broker-dealer and clearing organization receivables	2,070,770	167,884
Premises and equipment, net	206,411	206,991
FDIC indemnification asset	102,381	130,437
Covered other real estate owned	125,510	136,945
Other assets	636,183	458,862
Goodwill	251,808	251,808
Other intangible assets, net	61,778	59,783
Total assets	\$ 12,477,198	\$ 9,242,416
Liabilities and Stockholders' Equity		
Deposits:		
Noninterest-bearing	\$ 2,135,988	\$ 2,076,385
Interest-bearing	4,660,449	4,293,507
Total deposits	6,796,437	6,369,892

