

Furr William B
 Form 4
 February 20, 2019

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 *
 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 AVE, SUITE 1400

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

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

Chief Financial Officer

(Street)

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

DALLAS, TX 75219

(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	02/15/2019		F	V Amount 2,734 (1)	(A) or (D) Price \$ 48,034 (2) (3) 18.93 (4) (5)	D	

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 Transaction (Instr. 5)
				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 AVE SUITE 1400 DALLAS, TX 75219			Chief Financial Officer	

Signatures

/s/ WILLIAM B. FURR
02/20/2019
**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 10,607 restricted stock units granted to the reporting person on September 6, 2016. Includes 3,315 restricted stock units that will vest, and an equal number of shares of common stock that will be deliverable to the reporting person, 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 the 3,315 restricted stock units will be subject to restrictions on transfer until the first anniversary of the applicable vesting date of the restricted stock units, February 15, 2021, 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.

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- Also includes 7,753 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, March 5, 2021, or immediately upon the earlier occurrence of events
- (5) 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 7,753 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 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. 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.