

Hilltop Holdings Inc.  
Form 8-K/A  
September 07, 2016

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

Washington, D.C. 20549

**FORM 8-K/A**

AMENDMENT NO. 1

TO

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **August 24, 2016**

**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)

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

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

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 5 Corporate Governance and Management**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously disclosed, Hilltop Holdings Inc. (the *Company*) and William B. Furr entered into an Employment Agreement in connection with his appointment as Chief Financial Officer of the Company. Certain awards made to Mr. Furr under the Employment Agreement that previously were not determinable at the time of the initial disclosure are as follows: (i) a cash sign-on bonus of \$143,000, and (ii) a grant of 33,147 restricted stock units (the *Equity Grant*). The Equity Grant is subject to the terms and conditions of the Hilltop Holdings Inc. 2012 Equity Incentive Plan and an award agreement between the Company and Mr. Furr, which provides that the restricted stock units underlying the Equity Grant will vest in four installments, subject to early termination or forfeiture in accordance with the award agreement. The terms of the award agreement are substantially the same as the terms of the Form of Restricted Stock Unit Award Agreement filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2016.

A copy of the Employment Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K/A (Amendment No. 1) and incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell company transactions.

Not applicable.

(d) Exhibits.

The following exhibits are filed or furnished, depending on the relative item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K and Instruction B.2 to this form.

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**Exhibit  
Number**

**Description of Exhibit**

10.1 Employment Agreement by and between Hilltop Holdings Inc. and William B. Furr, dated as of September 1, 2016.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, 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: September 7, 2016

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

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                                                                 |
|---------------------------|---------------------------------------------------------------------------------------------------------------|
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