Hilltop Holdings Inc.

Form 5

February 14, 2017

FORM 5 OMB APPROVAL OMB OMB OMB OMB OMB

Check this box if no longer subject Washington, D.C. 20549

no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 80(h) of the Investment Company Act of 1940

Form 4 Transactions Reported

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Martin John A Symbol Hilltop Holdings Inc. [HTH] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner Other (specify X _ Officer (give title 12/31/2016 below) below) 200 CRESCENT COURT,, Â SUITE Chief Accounting Officer 1330 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) DALLAS, TXÂ 75201 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature Transaction of Indirect Security (Month/Day/Year) Execution Date, if or Disposed of (D) Securities Ownership (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned at end Direct (D) Ownership

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

11/25/2016

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Common

Stock

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Price

28.156

\$

(A)

or

(D)

Amount

145.058

of Issuer's

Fiscal Year

97,131.058

(2)

or Indirect

(I)

D

(Instr. 3 and 4) (Instr. 4)

(Instr. 4)

SEC 2270

(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 $L^{(1)}$

3235-0362

January 31,

2005

1.0

Number:

Expires:

response...

Estimated average

burden hours per

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amount of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)
,	Derivative		• •	,	Securities			(Instr. 3 and 4)	,
	Security				Acquired				
	•				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					(A) (D)	Data	E:	T:41- A	
					(A) (D)	Date	*	Title Amount	
						Exercisable	Date	or	
								Number	
								of	
								Shares	

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of their removers	Director	10% Owner	Officer	Other		
Martin John A 200 CRESCENT COURT, SUITE 1330 DALLAS Â TX Â 75201	Â	Â	Chief Accounting Officer	Â		

Signatures

/s/ John A.

Martin

**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) The acquisitions reported in this Form 5 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in November 2012.
- (2) Includes 1,521 shares of common stock held in an individual retirement account for the benefit of the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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