

Hilltop Holdings Inc.  
Form 8-K/A  
January 15, 2013

**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): **November 29, 2012**

**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**

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(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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This Current Report on Form 8-K/A (Amendment No. 1) supplements Item 5.02 of the Current Report on Form 8-K previously filed with the Securities and Exchange Commission on December 5, 2012, relating to, among other items, the appointment of nine additional directors to the Board of Directors of Hilltop Holdings Inc.

### 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.

On January 9, 2013, the Board of Directors of Hilltop Holdings Inc., or the Company, changed the membership composition of certain committees of the Board of Directors as follows:

Audit Committee  
Charles Cummings (Chairman)  
J. Markham Green  
Tracy Bolt

Investment Committee  
Rhodes Bobbitt (Chairman)  
J. Markham Green  
Haag Sherman  
Lee Lewis

Nominating and Corporate Governance Committee  
W. Robert Nichols, III (Chairman)  
William T. Hill, Jr.  
Charlotte Anderson  
Robert Taylor, Jr.

Merger and Acquisition Committee  
Jess T. Hay (Chairman)  
Rhodes Bobbitt  
Charles Cummings  
William T. Hill, Jr.  
W. Robert Nichols, III  
Charlotte Anderson  
Tracy Bolt  
Robert Taylor, Jr.

Compensation Committee  
Haag Sherman (Chairman)  
Rhodes Bobbitt  
William T. Hill, Jr.  
Andrew Littlefair  
W. Joris Brinkerhoff

### 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: January 15, 2013

By: /s/ COREY PRESTIDGE  
Name: Corey G. Prestidge

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Title: General Counsel & Secretary