Turtle Creek Revocable Trust Form 4 January 02, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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)

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

1. Name and Address of Reporting Person * FORD GERALD J			2. Issuer Name and Ticker or Trading Symbol Hilltop Holdings Inc. [HTH]	5. Relationship of Reporting Person(s) to Issuer			
		OK 111	1 6 2	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
200 CRESCEN 1350	NT COURT,	SUITE	12/31/2018	Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) Form filed by One Reporting Person			
DALLAS, TX 75201				_X_ Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - N	on-l	Derivative	Secu	rities Acqu	ired, Disposed of	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.	8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2018		A	·	3,106 (1)	A	\$ 17.301 (2)	130,972	D (3) (4) (5) (6)	
Common Stock	12/31/2018		G	V	3,106 (7)	D	\$ 0	127,866	$ \begin{array}{c} D \\ \hline $	
Common Stock	12/31/2018		G	V	3,106	A	\$ 0	47,113	I	See Footnotes (3) (4) (5) (6) (8)
Common Stock								15,544,674	I	See Footnotes

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 $\frac{(3)}{(9)}\frac{(4)}{(5)}\frac{(5)}{(6)}$

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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration		or Namel		
						Exercisable	Date		Number		
				Code V	(A) (D)				of Charas		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FORD GERALD J 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201

Diamond HTH Stock Company, LP 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201

Diamond HTH Stock Co GP, LLC 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201

Turtle Creek Revocable Trust 200 CRESCENT COURT, SUITE 1350 DALLAS, TX 75201

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Signatures

/s/ Gerald J. Ford	01/02/2019
**Signature of Reporting Person	Date
DIAMOND HTH STOCK COMPANY, LP By: Diamond HTH Stock Company GP, LLC Its: General Partner By: /s/ Gerald J. Ford Title: Sole Member	01/02/2019
**Signature of Reporting Person	Date
DIAMOND HTH STOCK COMPANY GP, LLC By: /s/ Gerald J. Ford Title: Sole Member	01/02/2019
**Signature of Reporting Person	Date
TURTLE CREEK REVOCABLE TRUST By: /s/ Gerald J. Ford Title: Trustee	01/02/2019
**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).
- Represents shares of common stock of Hilltop Holdings Inc. (the "Issuer"), par value \$0.01 per share ("Shares"), granted to Gerald J. Ford under the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 EIP"), as compensation for services rendered as a director of the Issuer in the fourth calendar quarter of 2018.
- (2) Price per share calculated using the average closing price per share for the period from December 17, 2018 to December 31, 2018.
- This statement is jointly filed by and on behalf of each of Mr. Ford, Diamond HTH Stock Company, LP ("Diamond HTH LP"), Diamond (3) HTH Stock Company GP, LLC ("Diamond HTH LLC"), and Turtle Creek Revocable Trust (the "Trust"). Mr. Ford, Diamond A Financial, L.P. ("Diamond A") and the Trust are the direct beneficial owners of the securities covered by this statement.
- Diamond HTH LP is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond A. Diamond HTH LLC is the general partner of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LP. Mr. Ford is the sole member of, and may be deemed to beneficially own certain securities owned by, Diamond HTH LLC. Mr. Ford is the grantor and trustee of, and may be deemed to beneficially own certain securities owned by, the Trust.
- The reporting persons state that neither the filing of this statement nor anything herein shall be deemed an admission that such persons are, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise, the beneficial owners of any securities covered by this statement. The reporting persons disclaim beneficial ownership of the securities covered by this statement, except to the extent of the pecuniary interest of such persons in such securities.
- The reporting persons may be deemed to be a member of a group with respect to the Issuer or securities of the Issuer for purposes of Section 13(d) or 13(g) of the Exchange Act. The reporting persons declare that neither the filing of this statement nor anything herein shall be construed as an admission that such persons are, for the purposes of Section 13(d) or 13(g) of the Exchange Act or any other purpose, a member of a group with respect to the Issuer or securities of the Issuer.
- In connection with Mr. Ford's receipt of Shares under the 2012 EIP as compensation for services rendered as a director of the Issuer in the (7) fourth quarter of 2018, Mr. Ford subsequently gifted these Shares to the Trust, which is a revocable trust of Mr. Ford established for the benefit of the members of his family.
- (8) Represents Shares directly beneficially owned by the Trust.
- (9) Represents Shares directly beneficially owned by Diamond A.

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.

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