

Hilltop Holdings Inc.  
Form 424B3  
August 07, 2012

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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-182513

## MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

The board of directors of each of Hilltop Holdings Inc. ("Hilltop") and PlainsCapital Corporation ("PlainsCapital") have agreed to a strategic business combination of Hilltop and PlainsCapital pursuant to the terms of an Agreement and Plan of Merger, dated May 8, 2012, which we refer to as the merger agreement. If we complete the merger, PlainsCapital will merge with and into Meadow Corporation, a wholly owned subsidiary of Hilltop, and PlainsCapital will become a subsidiary of Hilltop.

In the merger, each share of PlainsCapital common stock will be converted into (i) 0.776 shares of Hilltop common stock, subject to certain adjustments, and (ii) \$9.00 in cash, subject to certain adjustments. **The value of the merger consideration will fluctuate with the market price of Hilltop common stock and may fluctuate if the number of outstanding shares of PlainsCapital common stock changes, and will not be known at the time you vote on the merger.** Hilltop common stock is currently quoted on the New York Stock Exchange under the symbol "HTH." On August 1, 2012, the last practicable trading day before the date of this joint proxy statement/prospectus, the merger consideration of \$9.00 in cash and 0.776 Hilltop shares represented approximately \$17.148 in value for each share of PlainsCapital common stock. **We urge you to obtain current market quotations for Hilltop common stock.**

Each outstanding option to purchase shares of PlainsCapital common stock will vest in full and will be entitled to receive the merger consideration with respect to the underlying shares of PlainsCapital common stock, less the applicable exercise price and withholding taxes. Each outstanding PlainsCapital restricted stock unit and share of PlainsCapital restricted common stock will vest in full and will be converted into the right to receive the merger consideration less applicable withholding taxes. Each share of PlainsCapital Series C preferred stock will be converted into one share of preferred stock of Hilltop having the same rights and preferences as the PlainsCapital Series C preferred stock.

Hilltop and PlainsCapital will each hold a special meeting of shareholders to consider the proposed merger and certain related matters. We cannot complete the merger unless the shareholders of both Hilltop and PlainsCapital approve the respective proposals related to the merger. The U.S. Department of the Treasury ("U.S. Treasury"), which holds all of the currently issued and outstanding PlainsCapital Series C preferred stock, is not entitled to and is not being requested to vote at the PlainsCapital special meeting.

Your vote is very important, regardless of the number of shares you own. **Whether or not you plan to attend your company's special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning all proxy cards that you receive and returning them in the postage-paid envelopes provided, so that your shares may be represented and voted at the Hilltop or PlainsCapital special meeting, as applicable. You may revoke your proxy at any time before the vote at your company's respective special meeting by following the procedures outlined in the accompanying joint proxy statement/prospectus.**

We look forward to the successful combination of Hilltop and PlainsCapital.

JEREMY B. FORD  
*Chief Executive Officer*  
Hilltop Holdings Inc.

ALAN B. WHITE  
*Chairman and Chief Executive Officer*  
PlainsCapital Corporation

The obligations of Hilltop and PlainsCapital to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about Hilltop, PlainsCapital, the special meetings, the merger agreement and the merger is contained in the accompanying joint proxy statement/prospectus. **Hilltop and PlainsCapital encourage you to read the entire joint proxy statement/prospectus carefully, including the section titled "Risk Factors" beginning on page 30.**

**Neither the Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved of the Hilltop common stock to be issued under this document or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.**

**The securities to be issued in the merger are not savings and deposit accounts and are not insured by the Federal Deposit Insurance Corporation, or any other governmental agency.**

The date of this document is August 3, 2012, and it is first being mailed to Hilltop shareholders and PlainsCapital shareholders on or about August 6, 2012.

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 20, 2012**

To the shareholders of Hilltop Holdings Inc.:

On September 20, 2012, Hilltop Holdings Inc. ("Hilltop") will hold a special meeting of shareholders in Dallas, Texas at 10:00 a.m., local time, at the Crescent Club at 200 Crescent Court, 17<sup>th</sup> Floor, Dallas, Texas 75201, to consider and vote upon the following matters:

a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal");

a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal");

a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal"); and

a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

The approval by Hilltop's shareholders of the share issuance proposal is required for the completion of the merger described in this joint proxy statement/prospectus.

Hilltop will transact no other business at the meeting except such business as may properly be brought before the Hilltop special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Hilltop special meeting.

The Hilltop board of directors has fixed the close of business on August 3, 2012, as the record date for the Hilltop special meeting. Only Hilltop shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the Hilltop special meeting.

Approval of each of (i) the share issuance proposal, (ii) the Equity Incentive Plan proposal and (iii) the Annual Incentive Plan proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on that proposal, provided that the total votes cast on the proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Approval of the Hilltop adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal.

**Your vote is important. Whether or not you plan to attend the Hilltop special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Hilltop special meeting.** If your shares are held in the name of a bank, broker or other nominee, please follow the voting instructions furnished by the record holder.

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**The Hilltop board of directors unanimously recommends that Hilltop shareholders vote "FOR" the share issuance proposal, "FOR" the adoption of the Equity Incentive Plan, "FOR" the adoption of the Annual Incentive Plan and "FOR" the adjournment of the Hilltop special meeting if necessary or appropriate to permit further solicitation of proxies.**

By Order of the Board of Directors

Corey G. Prestidge  
*General Counsel & Secretary*

Dallas, Texas  
August 3, 2012

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**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON SEPTEMBER 20, 2012**

To the shareholders of PlainsCapital Corporation:

On September 20, 2012, PlainsCapital Corporation ("PlainsCapital") will hold a special meeting of shareholders in Dallas, Texas at 10:00 a.m., local time, at PlainsCapital's conference facility located at 2323 Victory Avenue, 5<sup>th</sup> Floor, Dallas, Texas 75219, to consider and vote upon the following matters:

a proposal to adopt and approve the Agreement and Plan of Merger, dated as of May 8, 2012, by and among Hilltop Holdings Inc., Meadow Corporation, a wholly owned subsidiary of Hilltop, and PlainsCapital, as such agreement may be amended from time to time (the "merger proposal");

a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers in connection with the merger (the "compensation proposal"); and

a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

The approval by PlainsCapital's shareholders of the merger proposal is required for the completion of the merger described in this joint proxy statement/prospectus.

PlainsCapital will transact no other business at the PlainsCapital special meeting except such business as may properly be brought before the PlainsCapital special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the PlainsCapital special meeting.

The PlainsCapital board of directors has fixed the close of business on August 3, 2012, as the record date for the PlainsCapital special meeting. Only PlainsCapital shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting.

Approval of the merger proposal requires the affirmative vote of a majority of shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting. The compensation proposal and the PlainsCapital adjournment proposal will be approved if they receive the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting and entitled to vote on each such proposal.

**Your vote is important. Whether or not you plan to attend the PlainsCapital special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the PlainsCapital special meeting.** If your shares are held in the name of a bank, broker or other nominee, please follow the voting instructions furnished by the record holder.

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**The PlainsCapital board of directors unanimously recommends that PlainsCapital shareholders vote "FOR" the merger proposal, "FOR" the compensation proposal and "FOR" the PlainsCapital adjournment proposal.**

By Order of the Board of Directors

Alan B. White

*Chairman and Chief Executive Officer*

Dallas, Texas

August 3, 2012

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**REFERENCES TO ADDITIONAL INFORMATION**

**This document incorporates by reference important business and financial information about Hilltop from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, free of charge through the Securities and Exchange Commission website (<http://www.sec.gov>) or by requesting them in writing or by telephone from Hilltop at the following address:**

**Hilltop Holdings Inc.**  
200 Crescent Court, Suite 1330  
Dallas, Texas 75201  
Attention: Investor Relations  
Telephone: (214) 855-2177

You will not be charged for any of these documents that you request. **Hilltop shareholders and PlainsCapital shareholders requesting documents should do so by September 13, 2012, in order to receive them before their respective special meetings.**

Investors may also consult Hilltop's or PlainsCapital's websites for more information concerning the merger described in this document. Hilltop's website is [www.hilltop-holdings.com](http://www.hilltop-holdings.com). PlainsCapital's website is [www.plainscapital.com](http://www.plainscapital.com). Information included on these websites is not incorporated by reference into this document.

You should rely only on the information contained in or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated August 3, 2012, and you should assume that the information in this document is accurate only as of such date. You should assume that the information incorporated by reference into this document is accurate as of the date of such document. Neither the mailing of this document to Hilltop shareholders or PlainsCapital shareholders nor the issuance by Hilltop of shares of Hilltop common stock in connection with the merger will create any implication to the contrary.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding PlainsCapital has been provided by PlainsCapital and information contained in this document regarding Hilltop has been provided by Hilltop.**

See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

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#### **ANNEXES**

<u>ANNEX A</u>	<u>Agreement and Plan of Merger, dated as of May 8, 2012, by and among PlainsCapital Corporation, Hilltop Holdings Inc. and Meadow Corporation</u>
<u>ANNEX B</u>	<u>Opinion of J.P. Morgan Securities LLC</u>
<u>ANNEX C</u>	<u>Opinion of Stephens Inc.</u>
<u>ANNEX D</u>	<u>Form of Voting and Support Agreement, dated as of May 8, 2012, between Hilltop Holdings Inc. and the PlainsCapital Corporation supporting shareholders</u>
<u>ANNEX E</u>	<u>Voting and Support Agreement, dated as of May 8, 2012, between PlainsCapital Corporation and Diamond A Financial, L.P.</u>
<u>ANNEX F</u>	<u>Hilltop Holdings Inc. 2012 Equity Incentive Plan</u>
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<u>ANNEX H</u>	<u>Chapter 10, Subchapter H of the Texas Business Organizations Code</u>

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**QUESTIONS AND ANSWERS**

*The following are answers to certain questions that you may have regarding the Hilltop special meeting or the PlainsCapital special meeting. We urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.*

**Q:**  
**Why am I receiving this document?**

**A:**  
The Hilltop and PlainsCapital boards of directors are using this document to solicit proxies of Hilltop and PlainsCapital shareholders in connection with the merger agreement entered into among Hilltop, PlainsCapital, and Meadow Corporation, a wholly owned subsidiary of Hilltop, and certain related matters. In addition, we are using this document as a prospectus for PlainsCapital shareholders because Hilltop is offering shares of its common stock to be issued in exchange for shares of PlainsCapital common stock in the merger.

**Q:**  
**What are holders of Hilltop common stock being asked to vote on?**

**A:**  
Holders of Hilltop common stock are being asked to vote on a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal"), a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal"), a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal") and a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

**Q:**  
**What are holders of PlainsCapital common stock being asked to vote on?**

**A:**  
PlainsCapital shareholders are being asked to vote on a proposal to adopt and approve the merger agreement (the "merger proposal"), a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers in connection with the merger (the "compensation proposal"), and a proposal to approve the adjournment of the PlainsCapital special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

**Q:**  
**What will holders of PlainsCapital common stock receive in the merger?**

**A:**  
If the merger is completed, holders of PlainsCapital common stock will receive (i) 0.776 shares of Hilltop common stock, subject to certain adjustments, and (ii) \$9.00 in cash, subject to certain adjustments, for each share of PlainsCapital common stock that they hold immediately prior to the merger. No fractional shares of Hilltop common stock will be issued in connection with the merger. A holder of PlainsCapital common stock who otherwise would have received a fraction of a share of Hilltop common stock will instead receive an amount in cash reflecting the market value of the fractional shares of Hilltop common stock at the date of the closing of the merger, rounded to the nearest cent.

**Q:**  
**Will the value of the merger consideration change between the date of this joint proxy statement/prospectus and the time the merger is completed?**

**A:**  
The value of the merger consideration may fluctuate between the date of this joint proxy statement/prospectus and your company's special meeting, and your company's special meeting and the completion of the merger based upon the market value for Hilltop common stock and changes in the number of shares of PlainsCapital common stock outstanding. In the merger, PlainsCapital





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shareholders will receive cash and a fraction of a share of Hilltop common stock for each share of PlainsCapital common stock they hold. Any fluctuation in the market price of Hilltop stock after the special meeting will change the value of the shares of Hilltop common stock that PlainsCapital shareholders will receive. In addition, the aggregate merger consideration payable by Hilltop will not increase in the event that additional shares of PlainsCapital common stock are issued or become outstanding following the execution of the merger agreement, other than in connection with certain equity awards. As a result, if additional shares of PlainsCapital common stock are issued or become outstanding, the per share merger consideration will decrease.

**Q:**  
**When do you expect to complete the merger?**

**A:**  
We currently expect to complete the merger prior to the end of 2012. However, we cannot assure you when or if the merger will occur. We must, among other things, first obtain the required approvals of Hilltop shareholders and PlainsCapital shareholders at their respective special meetings and the required regulatory approvals described below in "The Merger Regulatory Approvals Required for the Merger."

**Q:**  
**What happens if the merger is not completed?**

**A:**  
If the merger is not completed, shares of Hilltop common stock will not be issued, and holders of PlainsCapital common stock will not receive any consideration for their shares, in connection with the merger. Instead, PlainsCapital will remain an independent company. Under specified circumstances in connection with the termination of the merger agreement, including circumstances involving a change in recommendation by either party's board of directors or failure to receive required shareholder approvals, Hilltop or PlainsCapital may be required to pay the other a termination fee of \$17.5 million, or PlainsCapital may be required to pay Hilltop \$5 million in respect of Hilltop's expenses in connection with the merger agreement.

**Q:**  
**When and where is the Hilltop special meeting?**

**A:**  
The Hilltop special meeting will be held at the Crescent Club at 200 Crescent Court, 17<sup>th</sup> Floor, Dallas, Texas 75201 on September 20 at 10:00 a.m. local time.

**Q:**  
**When and where is the PlainsCapital special meeting?**

**A:**  
The PlainsCapital special meeting will be held at PlainsCapital's conference facility located at 2323 Victory Avenue, 5<sup>th</sup> Floor, Dallas, Texas 75219 on September 20 at 10:00 a.m. local time.

**Q:**  
**How do I vote?**

**A:**  
If you are a shareholder of record of PlainsCapital as of the record date for the PlainsCapital special meeting or a shareholder of Hilltop as of the record date for the Hilltop special meeting, you may vote by:

accessing the internet website specified on your proxy card;

calling the toll-free number specified on your proxy card; or

signing the enclosed proxy card and returning it in the postage-paid envelope provided.

You may also cast your vote in person at your respective company's special meeting. If you hold Hilltop common stock or PlainsCapital common stock in "street name" through a bank, broker or other nominee, please follow the voting instructions provided

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by your bank, broker or other nominee to ensure that your shares are represented at your special meeting. Shareholders that hold shares through a bank, broker, or other nominee who wish to vote at their respective company's special meeting will need to obtain a "legal proxy" from the record holder.

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**Q:**  
**Why is my vote important?**

**A:**  
If you do not vote, it will be more difficult to obtain the necessary quorum to hold your company's respective special meeting. In addition, we cannot complete the merger without obtaining the necessary vote of Hilltop shareholders in favor of the share issuance proposal and of PlainsCapital shareholders in favor of the merger proposal.

**Q:**  
**How does the Hilltop board of directors recommend that I vote?**

**A:**  
The Hilltop board of directors unanimously recommends that you vote "FOR" the share issuance proposal, "FOR" the Equity Incentive Plan proposal, "FOR" the Annual Incentive Plan proposal, and "FOR" the Hilltop adjournment proposal.

**Q:**  
**How does the PlainsCapital board of directors recommend that I vote?**

**A:**  
The PlainsCapital board of directors unanimously recommends that you vote "FOR" the merger proposal, "FOR" the compensation proposal and "FOR" the PlainsCapital adjournment proposal.

**Q:**  
**What constitutes a quorum for the Hilltop special m**