

Hilltop Holdings Inc.  
Form S-8 POS  
February 15, 2017

As filed with the Securities and Exchange Commission on February 15, 2017

Registration No. 333-112874

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

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### Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**6712**  
(Primary Standard Industrial Classification  
Number)

**84-1477939**  
(I.R.S. Employer  
Identification No.)

**200 Crescent Court, Suite 1330**

**Dallas, TX 75201**

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(214) 855-2177

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Corey G. Prestidge**

**Executive Vice President, General Counsel & Secretary**

**200 Crescent Court, Suite 1330**

**Dallas, TX 75201**

**(214) 855-2177**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:**

**Greg R. Samuel**

**Matthew L. Fry**

Haynes and Boone, LLP

2323 Victory Avenue, Suite 700

Dallas, TX 75219

(214) 651-5000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

**o (Do not check if a smaller reporting company)**



**EXPLANATORY NOTE: DEREGISTRATION OF UNSOLD SECURITIES**

Hilltop Holdings Inc. (the Company) is filing this Post-Effective Amendment No. 1 (this Post-Effective Amendment) on Form S-8 to deregister certain shares of the Company's common stock, par value \$0.01 (the Common Stock), that were originally registered by the Company pursuant to its Registration Statement on Form S-8 (File No. 333-112874) filed with the Securities and Exchange Commission on February 17, 2004 (the Registration Statement) to register the offer and sale of 1,992,387 shares of Common Stock issuable under the Company's 2003 Equity Incentive Plan (the 2003 Plan).

On September 20, 2012, the stockholders of the Company approved the Company's 2012 Equity Incentive Plan (the 2012 Plan) to succeed the 2003 Plan. Upon the effectiveness of the 2012 Plan, no further awards were permissible under the 2003 Plan. In addition, all awards granted under the 2003 Plan have expired or have been fully exercised.

In accordance with the undertaking contained in the Registration Statement pursuant to Item 512 of Regulation S-K, this Post-Effective Amendment is being filed to deregister and remove all of the previously registered shares of Common Stock that remain unissued and unsold under the Registration Statement as of the date hereof.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on February 15, 2017.

HILLTOP HOLDINGS INC.,  
a Maryland corporation

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

Note: Pursuant to Rule 478 under the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statement.