

Edgar Filing: Hilltop Holdings Inc. - Form 13F-HR

Hilltop Holdings Inc.  
Form 13F-HR  
February 14, 2013

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

FORM 13F

FORM 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: December 31, 2012  
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Check Here if Amendment / /; Amendment Number: -----

This Amendment (Check only one.): / / is a restatement.  
/ / adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: Hilltop Holdings Inc.  
-----  
Address: 200 Crescent Court  
-----  
Suite 1330  
-----  
Dallas, Texas 75201  
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Form 13F File Number: 28-  
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The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Person Signing this Report on Behalf of Reporting Manager:

Name: Corey G. Prestidge  
-----  
Title: General Counsel and Secretary  
-----  
Phone: (214) 855-2177  
-----

Signature, Place, and Date of Signing:

/s/ Corey G. Prestige	Dallas, TX	February 14, 2013
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[Signature]	[City, State]	[Date]

Report Type (Check only one.):

/X/ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)

/ / 13F NOTICE. (Check here if no holdings reported are in this report,

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and all holdings are reported by other reporting manager(s).)

// 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

### FORM 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers: 2  
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Form 13F Information Table Entry Total: 138  
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Form 13F Information Table Value Total: 104,457  
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(thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and Form 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No.	Form 13F File Number	Name
1	28-	PlainsCapital Corporation
2	28-	PlainsCapital Bank

### FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION M
3M CO	COM	88579Y101	298	3,209	SH		DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	256	3,843	SH		DEFINED
ACE LTD	SHS	H0023R105	238	2,988	SH		DEFINED
AECOM TECHNOLOGY CORP DELAWA	COM	00766T100	514	21,610	SH		DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	1,462	11,229	SH		DEFINED
AGCO CORP	COM	001084102	1,094	22,291	SH		DEFINED
ALEXION PHARMACEUTICALS INC	COM	015351109	204	2,177	SH		DEFINED
ALLIANT ENERGY CORP	COM	018802108	206	4,700	SH		DEFINED
AMAZON COM INC	COM	023135106	232	926	SH		DEFINED
AMDOCS LTD	ORD	G02602103	272	8,015	SH		DEFINED
AMERICAN ELEC PWR INC	COM	025537101	232	5,447	SH		DEFINED

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APACHE CORP	COM	037411105	547	6,973	SH	DEFINED
APPLE INC	COM	037833100	742	1,396	SH	DEFINED
BAKER HUGHES INC	COM	057224107	437	10,695	SH	DEFINED
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	402	9,730	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	343	3,827	SH	DEFINED
BRISTOL MYERS SQUIBB CO	COM	110122108	296	9,106	SH	DEFINED
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	784	34,267	SH	DEFINED
CENTENE CORP DEL	COM	15135B101	1,126	27,455	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	697	6,439	SH	DEFINED
CHICAGO BRIDGE & IRON CO N V	N Y REGISTRY SH	167250109	1,232	26,577	SH	DEFINED
CISCO SYS INC	COM	17275R102	553	28,162	SH	DEFINED
COCA COLA CO	COM	191216100	794	21,898	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	392	5,303	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	795	14,890	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	305	5,253	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	593	10,262	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	538	11,121	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	359	7,964	SH	DEFINED
DARLING INTL INC	COM	237266101	830	51,801	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	210	4,030	SH	DEFINED
DOLLAR TREE INC	COM	256746108	251	6,182	SH	DEFINED
E M C CORP MASS	COM	268648102	220	8,697	SH	DEFINED
EASTMAN CHEM CO	COM	277432100	328	4,815	SH	DEFINED
EBAY INC	COM	278642103	329	6,462	SH	DEFINED
ECOLAB INC	COM	278865100	203	2,820	SH	DEFINED
EMERSON ELEC CO	COM	291011104	536	10,107	SH	DEFINED
EQT CORP	COM	26884L109	516	8,765	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	372	6,881	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	656	7,586	SH	DEFINED
FLOWERVE CORP	COM	34354P105	1,046	7,125	SH	DEFINED
FREEPORT-MCMORAN COPPER & GO	COM	35671D857	237	6,917	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	299	4,329	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	760	36,202	SH	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION M
GENERAL MLS INC	COM	370334104	264	6,540	SH	DEFINED	
GENTEX CORP	COM	371901109	307	16,290	SH	DEFINED	
GOOGLE INC	CL A	38259P508	236	334	SH	DEFINED	
HANESBRANDS INC	COM	410345102	320	8,950	SH	DEFINED	
HILLTOP HOLDINGS INC	COM	432748101	4,644	342,997	SH	DEFINED	
HOME DEPOT INC	COM	437076102	203	3,283	SH	DEFINED	
HONEYWELL INTL INC	COM	438516106	263	4,135	SH	DEFINED	
HSBC HLDGS PLC	SPON ADR NEW	404280406	476	8,970	SH	DEFINED	
HUBBELL INC	CL B	443510201	216	2,554	SH	DEFINED	
IDEX CORP	COM	45167R104	881	18,941	SH	DEFINED	

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ILLINOIS TOOL WKS INC	COM	452308109	431	7,092	SH	DEFINED
INTERNATIONAL BUSINESS MACHS	COM	459200101	378	1,975	SH	DEFINED
INTERNATIONAL FLAVORS& FRAGRA	COM	459506101	831	12,496	SH	DEFINED
ISHARES GOLD TRUST	ISHARES	464285105	222	13,624	SH	DEFINED
ISHARES TR	AGENCY BD FD	464288166	408	3,600	SH	DEFINED
ISHARES TR	BARCLYS 1-3 YR	464287457	912	10,809	SH	DEFINED
ISHARES TR	BARCLYS 3-7 YR	464288661	758	6,150	SH	DEFINED
ISHARES TR	BARCLYS MBS BD	464288588	3,940	36,491	SH	DEFINED
ISHARES TR	BARCLYS 1-3YR CR	464288646	4,428	41,988	SH	DEFINED
ISHARES TR	CORE S&P MCP ETF	464287507	392	3,855	SH	DEFINED
ISHARES TR	DJ INTL SEL DIVD	464288448	447	13,282	SH	DEFINED
ISHARES TR	DJ SEL DIV INX	464287168	1,853	32,364	SH	DEFINED
ISHARES TR	FLTG RATE NT	46429B655	320	6,327	SH	DEFINED
ISHARES TR	HIGH YLD CORP	464288513	2,317	24,823	SH	DEFINED
ISHARES TR	IBOXX INV CPBD	464287242	2,927	24,198	SH	DEFINED
ISHARES TR	JPMORGAN USD	464288281	3,046	24,813	SH	DEFINED
ISHARES TR	MRTG PLS CAP IDX	464288539	1,588	116,145	SH	DEFINED
ISHARES TR	MSCI ACWI INDX	464288257	220	4,580	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	295	6,648	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	360	6,956	SH	DEFINED
ISHARES TR	RUSL 2000 GROW	464287648	232	2,432	SH	DEFINED
ISHARES TR	RUSSELL 2000	464287655	217	2,580	SH	DEFINED
ISHARES TR	RUSSELL1000GRW	464287614	1,042	15,905	SH	DEFINED
ISHARES TR	US PFD STK IDX	464288687	1,645	41,529	SH	DEFINED
KAYNE ANDERSON MLP						
INVMNT C	COM	486606106	3,841	130,371	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	1,092	12,923	SH	DEFINED
LINCOLN ELEC HLDGS INC	COM	533900106	221	4,543	SH	DEFINED
LKQ CORP	COM	501889208	207	9,829	SH	DEFINED
MCDONALDS CORP	COM	580135101	423	4,797	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	387	7,091	SH	DEFINED
MDU RES GROUP INC	COM	552690109	391	18,425	SH	DEFINED
MEADWESTVACO CORP	COM	583334107	885	27,791	SH	DEFINED
MICROSOFT CORP	COM	594918104	662	24,784	SH	DEFINED
MILLER ENERGY RES INC	COM	600527105	40	10,000	SH	DEFINED
MONSANTO CO NEW	COM	61166W101	215	2,270	SH	DEFINED
NEWFIELD EXPL CO	COM	651290108	698	26,069	SH	DEFINED
NEWS CORP	CL A	65248E104	534	20,916	SH	DEFINED
NEXTERA ENERGY INC	COM	65339F101	408	5,896	SH	DEFINED
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	577	16,575	SH	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	C	
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION M
NORDSON CORP	COM	655663102	675	10,686	SH		DEFINED
NORTHROP GRUMMAN CORP	COM	666807102	252	3,730	SH		DEFINED
NOVO-NORDISK A S	ADR	670100205	397	2,435	SH		DEFINED
OGE ENERGY CORP	COM	670837103	872	15,487	SH		DEFINED
ORACLE CORP	COM	68389X105	378	11,340	SH		DEFINED
PENTAIR LTD	SHS	H6169Q108	981	19,971	SH		DEFINED

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PEPSICO INC	COM	713448108	348	5,085	SH	DEFINED
PG&E CORP	COM	69331C108	220	5,458	SH	DEFINED
POLARIS INDS INC	COM	731068102	663	7,879	SH	DEFINED
PRICELINE COM INC	COM NEW	741503403	336	541	SH	DEFINED
PROSHARES TR	SHRT 20+YR TRE	74347X849	206	7,000	SH	DEFINED
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	211	6,870	SH	DEFINED
QUALCOMM INC	COM	747525103	471	7,611	SH	DEFINED
REPUBLIC SVCS INC	COM	760759100	620	21,127	SH	DEFINED
SAFEMART INC	COM NEW	786514208	735	40,637	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	493	10,388	SH	DEFINED
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	277	7,925	SH	DEFINED
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	272	6,820	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	1,455	88,804	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	1,677	48,023	SH	DEFINED
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	302	8,031	SH	DEFINED
SEMPRA ENERGY	COM	816851109	302	4,262	SH	DEFINED
SMITHFIELD FOODS INC	COM	832248108	823	38,172	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	973	6,005	SH	DEFINED
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1,077	18,513	SH	DEFINED
SWS GROUP INC	COM	78503N107	7,805	1,475,387	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	869	13,625	SH	DEFINED
THOR INDS INC	COM	885160101	884	23,613	SH	DEFINED
TIMKEN CO	COM	887389104	1,141	23,858	SH	DEFINED
TRINITY INDS INC	COM	896522109	1,169	32,653	SH	DEFINED
TUPPERWARE BRANDS CORP	COM	899896104	528	8,238	SH	DEFINED
UNION PAC CORP	COM	907818108	204	1,621	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	377	4,603	SH	DEFINED
UNS ENERGY CORP	COM	903119105	230	5,436	SH	DEFINED
URS CORP NEW	COM	903236107	1,126	28,683	SH	DEFINED
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	740	9,142	SH	DEFINED
VANGUARD INDEX FDS	REIT ETF	922908553	496	7,530	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	MSCI EMR MKT ETF	922042858	662	14,875	SH	DEFINED
VIACOM INC NEW	CL B	92553P201	323	6,120	SH	DEFINED
VISA INC	COM CL A	92826C839	474	3,130	SH	DEFINED
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	550	21,837	SH	DEFINED
WAL-MART STORES INC	COM	931142103	297	4,349	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	332	9,706	SH	DEFINED
WESCO INTL INC	COM	95082P105	346	5,130	SH	DEFINED
WESTERN UN CO	COM	959802109	552	40,535	SH	DEFINED