

HILLTOP HOLDINGS INC.
Reported by
DIAMOND HTH STOCK CO GP, LLC

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 07/02/24 for the Period Ending 06/30/24

Address 6565 HILLCREST AVE.
DALLAS, TX, 75205
Telephone 214.855.2177
CIK 0001265131
Symbol HTH
Fiscal Year 12/31

FORM 4

OMB APPROVAL
 OMB Number: 3235-0287
 Estimated average burden
 hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
 Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * FORD GERALD J <small>(Last) (First) (Middle)</small> 6565 HILLCREST AVENUE <small>(Street)</small> DALLAS, TX 75205 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Hilltop Holdings Inc. [HTH] 3. Date of Earliest Transaction (MM/DD/YYYY) 6/30/2024 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	6/30/2024		A		1,816 (1)	A	\$29.589 (2)	320,183.172	D (3)(4)(5)(6)	
Common Stock	6/30/2024		G		1,816 (2)	D	\$0	318,367.172	D (3)(4)(5)(6)	
Common Stock	6/30/2024		G		1,816	A	\$0	93,064	I	See Footnotes (3)(4)(5)(6)(8)
Common Stock								15,544,674	I	See Footnotes (3)(4)(5)(6)(8)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)	Date Exercisable	Expiration Date				

Explanation of Responses:

- (1) 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. 2020 Equity Incentive Plan (the "2020 EIP"), as compensation for services rendered as a director of the Issuer in the second calendar quarter of 2024.
- (2) Price per share calculated using the average closing price per share for the period from June 14, 2024 to June 28, 2024.
- (3) This statement is jointly filed by and on behalf of each of Mr. Ford, Diamond HTH Stock Company, LP ("Diamond HTH LP"), Diamond 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.
- (4) 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.
- (5) 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.

- (6) 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.
- (7) In connection with Mr. Ford's receipt of Shares under the 2020 EIP as compensation for services rendered as a director of the Issuer in the second quarter of 2024, 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FORD GERALD J 6565 HILLCREST AVENUE DALLAS, TX 75205	X	X		
Diamond HTH Stock Co GP, LLC 6565 HILLCREST AVENUE DALLAS, TX 75205		X		
Diamond HTH Stock Company, LP 6565 HILLCREST AVENUE DALLAS, TX 75205		X		
Turtle Creek Revocable Trust 6565 HILLCREST AVENUE DALLAS, TX 75205		X		

Signatures

/s/ Gerald J. Ford

7/2/2024

--Signature of Reporting Person

Date

DIAMOND HTH STOCK COMPANY GP, LLC By: /s/ Gerald J. Ford Title: Sole Member

7/2/2024

--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

7/2/2024

--Signature of Reporting Person

Date

TURTLE CREEK REVOCABLE TRUST By: /s/ Gerald J. Ford Title: Trustee

7/2/2024

--Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.