

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

Hilltop Holdings Inc.  
Form 13F-HR  
May 15, 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: March 31, 2013  
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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.  
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Address: 200 Crescent Court  
-----  
Suite 1330  
-----  
Dallas, Texas 75201  
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Form 13F File Number: 028-15359  
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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	May 15, 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: 160  
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Form 13F Information Table Value Total: 138,722  
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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	028-15365	PlainsCapital Corporation
2	028-15369	PlainsCapital Bank

Explanatory Note:

PlainsCapital Corporation ("PCC") and PlainsCapital Bank ("PCB") hereby advise that Hilltop Holdings Inc. may be deemed to have investment discretion for both PCC and PCB, for purposes of Rule 13f-1(b) of the Securities Exchange Act of 1934, over certain 13(f) securities for which PCC and PCB exercise direct control.

FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
3M CO	COM	88579Y101	347	3,259	SH	DEFINED
ACCENTURE PLC IRELAND	SHS CLASS A	G1151C101	268	3,528	SH	DEFINED
ACE LTD	SHS	H0023R105	332	3,731	SH	DEFINED
ADVANCE AUTO PARTS INC	COM	00751Y106	208	2,512	SH	DEFINED
AFFILIATED MANAGERS GROUP	COM	008252108	1,758	11,447	SH	DEFINED
AGCO CORP	COM	001084102	1,312	25,174	SH	DEFINED

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ALEXION PHARMACEUTICALS INC	COM	015351109	241	2,616	SH	DEFINED
ALLERGAN INC	COM	018490102	244	2,182	SH	DEFINED
ALLIANT ENERGY CORP	COM	018802108	242	4,834	SH	DEFINED
AMAZON COM INC	COM	023135106	297	1,113	SH	DEFINED
AMERICAN ELEC PWR INC	COM	025537101	284	5,828	SH	DEFINED
AMERICAN EXPRESS CO	COM	025816109	205	3,043	SH	DEFINED
AMPHENOL CORP NEW	CL A	032095101	239	3,208	SH	DEFINED
APACHE CORP	COM	037411105	418	5,425	SH	DEFINED
APPLE INC	COM	037833100	856	1,933	SH	DEFINED
AT&T INC	COM	00206R102	217	5,928	SH	DEFINED
BAKER HUGHES INC	COM	057224107	223	4,800	SH	DEFINED
BARCLAYS BK PLC	DJUBS CMDT ETN36	06738C778	210	5,190	SH	DEFINED
BERKSHIRE HATHAWAY INC DEL	CL B NEW	084670702	304	2,925	SH	DEFINED
BIOGEN IDEC INC	COM	09062X103	226	1,173	SH	DEFINED
BROADRIDGE FINL SOLUTIONS IN	COM	11133T103	1,019	41,018	SH	DEFINED
CAMERON INTERNATIONAL CORP	COM	13342B105	271	4,162	SH	DEFINED
CENTENE CORP DEL	COM	15135B101	1,311	29,771	SH	DEFINED
CERNER CORP	COM	156782104	214	2,258	SH	DEFINED
CHEVRON CORP NEW	COM	166764100	842	7,089	SH	DEFINED
CHICAGO BRIDGE & IRON CO N V N Y REGISTRY SH		167250109	1,792	28,855	SH	DEFINED
CISCO SYS INC	COM	17275R102	558	26,672	SH	DEFINED
CITRIX SYS INC	COM	177376100	253	3,508	SH	DEFINED
CLOROX CO DEL	COM	189054109	300	3,386	SH	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
COCA COLA CO	COM	191216100	778	19,252	SH	DEFINED
COGNIZANT TECHNOLOGY SOLUTIO	CL A	192446102	463	6,046	SH	DEFINED
COLUMBIA SPORTSWEAR CO	COM	198516106	898	15,506	SH	DEFINED
CONOCOPHILLIPS	COM	20825C104	372	6,192	SH	DEFINED
COVIDIEN PLC	SHS	G2554F113	750	11,047	SH	DEFINED
CVS CAREMARK CORPORATION	COM	126650100	563	10,231	SH	DEFINED
DARDEN RESTAURANTS INC	COM	237194105	465	9,001	SH	DEFINED
DARLING INTL INC	COM	237266101	1,071	59,650	SH	DEFINED
DEVON ENERGY CORP NEW	COM	25179M103	211	3,740	SH	DEFINED
DIAMOND OFFSHORE DRILLING IN	COM	25271C102	207	2,972	SH	DEFINED
DOLLAR TREE INC	COM	256746108	253	5,226	SH	DEFINED
E M C CORP MASS	COM	268648102	310	12,983	SH	DEFINED
EATON CORP PLC	SHS	G29183103	283	4,625	SH	DEFINED
EBAY INC	COM	278642103	414	7,637	SH	DEFINED
ECOLAB INC	COM	278865100	243	3,031	SH	DEFINED
EMERSON ELEC CO	COM	291011104	522	9,357	SH	DEFINED
EQT CORP	COM	26884L109	378	5,585	SH	DEFINED
EXPRESS SCRIPTS HLDG CO	COM	30219G108	368	6,385	SH	DEFINED
EXXON MOBIL CORP	COM	30231G102	516	5,727	SH	DEFINED
FLOWSERVE CORP	COM	34354P105	1,306	7,791	SH	DEFINED
FREEMONT-MCMORAN COPPER & GO	COM	35671D857	266	8,040	SH	DEFINED
GENERAL DYNAMICS CORP	COM	369550108	258	3,657	SH	DEFINED
GENERAL ELECTRIC CO	COM	369604103	828	35,792	SH	DEFINED
GENERAL MLS INC	COM	370334104	231	4,675	SH	DEFINED
GENTEX CORP	COM	371901109	213	10,630	SH	DEFINED
GOOGLE INC	CL A	38259P508	402	506	SH	DEFINED
HANESBRANDS INC	COM	410345102	226	4,970	SH	DEFINED

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HESS CORP	COM	42809H107	297	4,155	SH	DEFINED
HILLTOP HOLDINGS INC	COM	432748101	2,101	155,769	SH	DEFINED
HONEYWELL INTL INC	COM	438516106	327	4,331	SH	DEFINED
HSBC HLDGS PLC	SPON ADR NEW	404280406	477	8,935	SH	DEFINED
HUBBELL INC	CL B	443510201	262	2,694	SH	DEFINED
IDEX CORP	COM	45167R104	1,146	21,454	SH	DEFINED
ILLINOIS TOOL WKS INC	COM	452308109	379	6,212	SH	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION
INTERNATIONAL BUSINESS MACHS	COM	459200101	403	1,890	SH	DEFINED
INTERNATIONAL FLAVORS&FRAGRA	COM	459506101	744	9,700	SH	DEFINED
ISHARES GOLD TRUST	ISHARES	464285105	214	13,799	SH	DEFINED
ISHARES TR	AGENCY BD FD	464288166	639	5,638	SH	DEFINED
ISHARES TR	BARCLYS 1-3 YR	464287457	1,442	17,075	SH	DEFINED
ISHARES TR	BARCLYS 1-3YR CR	464288646	7,078	67,066	SH	DEFINED
ISHARES TR	BARCLYS 3-7 YR	464288661	759	6,150	SH	DEFINED
ISHARES TR	BARCLYS MBS BD	464288588	6,901	63,936	SH	DEFINED
ISHARES TR	CORE S&P MCP ETF	464287507	407	3,540	SH	DEFINED
ISHARES TR	DJ INTL SEL DIVD	464288448	452	13,250	SH	DEFINED
ISHARES TR	DJ SEL DIV INX	464287168	3,245	51,193	SH	DEFINED
ISHARES TR	DJ US ENERGY	464287796	633	14,023	SH	DEFINED
ISHARES TR	DJ US INDUSTRIAL	464287754	631	7,732	SH	DEFINED
ISHARES TR	DJ US UTILS	464287697	659	6,785	SH	DEFINED
ISHARES TR	FLTG RATE NT	46429B655	512	10,108	SH	DEFINED
ISHARES TR	HIGH YLD CORP	464288513	3,499	37,089	SH	DEFINED
ISHARES TR	IBOXX INV CPBD	464287242	4,937	41,183	SH	DEFINED
ISHARES TR	JPMORGAN USD	464288281	4,982	42,357	SH	DEFINED
ISHARES TR	MRTG PLS CAP IDX	464288539	3,038	194,240	SH	DEFINED
ISHARES TR	MSCI EMERG MKT	464287234	273	6,373	SH	DEFINED
ISHARES TR	MSCI KLD400 SOC	464288570	376	6,464	SH	DEFINED
ISHARES TR	RUSL 2000 GROW	464287648	251	2,325	SH	DEFINED
ISHARES TR	RUSSELL 2000	464287655	213	2,250	SH	DEFINED
ISHARES TR	RUSSELL1000GRW	464287614	1,135	15,905	SH	DEFINED
ISHARES TR	US PFD STK IDX	464288687	2,954	72,901	SH	DEFINED
JPMORGAN CHASE & CO	COM	46625H100	233	4,906	SH	DEFINED
KAYNE ANDERSON MLP INVSMNT C	COM	486606106	5,955	171,499	SH	DEFINED
KIMBERLY CLARK CORP	COM	494368103	848	8,651	SH	DEFINED
LINCOLN ELEC HLDGS INC	COM	533900106	212	3,912	SH	DEFINED
LKQ CORP	COM	501889208	241	11,077	SH	DEFINED
LORILLARD INC	COM	544147101	611	15,154	SH	DEFINED
MCCORMICK & CO INC	COM NON VTG	579780206	272	3,704	SH	DEFINED
MCDONALDS CORP	COM	580135101	429	4,303	SH	DEFINED
MCGRAW HILL COS INC	COM	580645109	441	8,458	SH	DEFINED

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	COLUMN 7
	TITLE OF		VALUE	SHRS OR	SH/ PUT/	INVESTMENT

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NAME OF ISSUER	CLASS	CUSIP	(X1000)	PRN AMT	PRN CALL	DISCRETION	MA
MDU RES GROUP INC	COM	552690109	455	18,195	SH	DEFINED	
MEADWESTVACO CORP	COM	583334107	1,138	31,381	SH	DEFINED	
MERCK & CO INC NEW	COM	58933Y105	225	5,089	SH	DEFINED	
MICROSOFT CORP	COM	594918104	690	24,127	SH	DEFINED	
MILLER ENERGY RES INC	COM	600527105	37	10,000	SH	DEFINED	
MONSANTO CO NEW	COM	61166W101	320	3,027	SH	DEFINED	
NEWFIELD EXPL CO	COM	651290108	848	37,833	SH	DEFINED	
NEWS CORP	CL A	65248E104	429	14,056	SH	DEFINED	
NEXTERA ENERGY INC	COM	65339F101	533	6,868	SH	DEFINED	
NOBLE CORPORATION BAAR	NAMEN -AKT	H5833N103	644	16,885	SH	DEFINED	
NORDSON CORP	COM	655663102	791	12,001	SH	DEFINED	
NORFOLK SOUTHERN CORP	COM	655844108	229	2,994	SH	DEFINED	
NORTHEAST UTILS	COM	664397106	209	4,798	SH	DEFINED	
NORTHROP GRUMMAN CORP	COM	666807102	247	3,516	SH	DEFINED	
NOVO-NORDISK A S	ADR	670100205	430	2,660	SH	DEFINED	
OGE ENERGY CORP	COM	670837103	1,189	16,985	SH	DEFINED	
ORACLE CORP	COM	68389X105	405	12,541	SH	DEFINED	
PENTAIR LTD	SHS	H6169Q108	981	18,593	SH	DEFINED	
PEPSICO INC	COM	713448108	400	5,050	SH	DEFINED	
PG&E CORP	COM	69331C108	245	5,500	SH	DEFINED	
PHILLIPS 66	COM	718546104	251	3,588	SH	DEFINED	
PIMCO ETF TR	0-5 HIGH YIELD	72201R783	239	2,285	SH	DEFINED	
POLARIS INDS INC	COM	731068102	789	8,531	SH	DEFINED	
PPG INDS INC	COM	693506107	276	2,058	SH	DEFINED	
PPL CORP	COM	69351T106	202	6,455	SH	DEFINED	
PRICELINE COM INC	COM NEW	741503403	440	640	SH	DEFINED	
PUBLIC SVC ENTERPRISE GROUP	COM	744573106	275	8,011	SH	DEFINED	
QUALCOMM INC	COM	747525103	667	9,961	SH	DEFINED	
REPUBLIC SVCS INC	COM	760759100	544	16,483	SH	DEFINED	
SAFEWAY INC	COM NEW	786514208	1,238	46,997	SH	DEFINED	
SCHLUMBERGER LTD	COM	806857108	273	3,650	SH	DEFINED	
SELECT SECTOR SPDR TR	SBI CONS DISCR	81369Y407	855	16,134	SH	DEFINED	
SELECT SECTOR SPDR TR	SBI CONS STPLS	81369Y308	674	16,944	SH	DEFINED	
SELECT SECTOR SPDR TR	SBI HEALTHCARE	81369Y209	651	14,178	SH	DEFINED	

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5	COLUMN 6	CO
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (X1000)	SHRS OR PRN AMT	SH/ PUT/ PRN CALL	INVESTMENT DISCRETION MA
SELECT SECTOR SPDR TR	SBI INT-FINL	81369Y605	1,974	108,385	SH	DEFINED
SELECT SECTOR SPDR TR	SBI INT-UTILS	81369Y886	3,096	79,214	SH	DEFINED
SELECT SECTOR SPDR TR	SBI MATERIALS	81369Y100	631	16,097	SH	DEFINED
SEMPRA ENERGY	COM	816851109	355	4,445	SH	DEFINED
SMITHFIELD FOODS INC	COM	832248108	1,166	44,056	SH	DEFINED
SPDR GOLD TRUST	GOLD SHS	78463V107	966	6,255	SH	DEFINED
SPDR SERIES TRUST	S&P DIVID ETF	78464A763	1,229	18,633	SH	DEFINED
STARBUCKS CORP	COM	855244109	220	3,866	SH	DEFINED
SWS GROUP INC	COM	78503N107	8,926	1,475,387	SH	SOLE
THERMO FISHER SCIENTIFIC INC	COM	883556102	1,066	13,937	SH	DEFINED
THOR INDS INC	COM	885160101	888	24,146	SH	DEFINED
TIMKEN CO	COM	887389104	1,411	24,946	SH	DEFINED
TRACTOR SUPPLY CO	COM	892356106	226	2,168	SH	DEFINED

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TRINITY INDS INC	COM	896522109	1,510	33,321	SH	DEFINED
TUPPERWARE BRANDS CORP	COM	899896104	545	6,661	SH	DEFINED
UNITED TECHNOLOGIES CORP	COM	913017109	500	5,347	SH	DEFINED
UNS ENERGY CORP	COM	903119105	280	5,712	SH	DEFINED
URS CORP NEW	COM	903236107	1,499	31,638	SH	DEFINED
VANGUARD BD INDEX FD INC	SHORT TRM BOND	921937827	762	9,412	SH	DEFINED
VANGUARD INDEX FDS	REIT ETF	922908553	476	6,750	SH	DEFINED
VANGUARD INTL EQUITY INDEX F	FTSE EMR MKT ETF	922042858	994	23,174	SH	DEFINED
VANGUARD TAX MANAGED INTL FD	MSCI EAFE ETF	921943858	202	5,543	SH	DEFINED
VISA INC	COM CL A	92826C839	641	3,775	SH	DEFINED
VODAFONE GROUP PLC NEW	SPONS ADR NEW	92857W209	558	19,665	SH	DEFINED
WAL-MART STORES INC	COM	931142103	337	4,514	SH	DEFINED
WATSCO INC	COM	942622200	313	3,724	SH	DEFINED
WELLS FARGO & CO NEW	COM	949746101	427	11,542	SH	DEFINED
WESCO INTL INC	COM	95082P105	392	5,410	SH	DEFINED
WESTERN UN CO	COM	959802109	919	61,135	SH	DEFINED