

Hilltop Holdings Inc.
Form 8-K
June 20, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 15, 2012**

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

1-31987
(Commission
File Number)

84-1477939
(IRS Employer Identification
No.)

200 Crescent Court, Suite 1330
Dallas, Texas
(Address of principal executive offices)

75201
(Zip Code)

Registrant's telephone number, including area code: **(214) 855-2177**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 15, 2012, Hilltop Holdings Inc., or the Company, held its 2012 Annual Meeting of Stockholders in Dallas, Texas. At the 2012 Annual Meeting, stockholders were asked to vote on three proposals: the election of the twelve director nominees named in the proxy statement; an advisory vote on executive compensation; and the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012. The voting results at the 2012 Annual Meeting were as follows:

Proposal No. 1: The following twelve director nominees were elected to serve on the Company's board of directors until the 2013 annual meeting of stockholders and until their successors are duly elected and qualify.

| Name | For | Against | Withheld | Broker Non-Votes |
|------------------------|------------|---------|-----------|------------------|
| Rhodes R. Bobbitt | 44,258,994 | | 538,330 | 4,311,037 |
| W. Joris Brinkerhoff | 44,242,580 | | 554,744 | 4,311,037 |
| Charles R. Cummings | 44,307,588 | | 489,736 | 4,311,037 |
| Gerald J. Ford | 42,498,842 | | 2,298,482 | 4,311,037 |
| Jeremy B. Ford | 44,370,893 | | 426,431 | 4,311,037 |
| J. Markham Green | 44,483,692 | | 313,632 | 4,311,037 |
| Jess T. Hay | 44,307,088 | | 490,236 | 4,311,037 |
| William T. Hill, Jr. | 44,082,190 | | 715,134 | 4,311,037 |
| W. Robert Nichols, III | 43,382,108 | | 1,415,216 | 4,311,037 |
| C. Clifton Robinson | 43,676,293 | | 1,121,031 | 4,311,037 |
| Kenneth D. Russell | 42,631,328 | | 2,165,996 | 4,311,037 |
| Carl B. Webb | 42,570,329 | | 2,226,995 | 4,311,037 |

Proposal No. 2: The stockholders approved, on an advisory basis, the 2011 compensation of the Company's named executive officers.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 41,373,782 | 2,565,363 | 858,179 | 4,311,037 |

Proposal No. 3: The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2012 was ratified.

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

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48,964,169

95,035

49,157

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Hilltop Holdings Inc.,
a Maryland corporation

Date: June 20, 2012

By: /s/ COREY PRESTIDGE

Name:

Corey G. Prestidge

Title:

General Counsel & Secretary