

Hilltop Holdings Inc.
Form 8-K
September 26, 2008

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): **September 23, 2008**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 23, 2008, Hilltop Holdings Inc., or the Company, filed a Certificate of Notice with the Maryland Department of Assessments and Taxation. The Certificate of Notice reflected the approval granted by the Board of Directors of the Company to the increase in the number of shares of Company common stock that Gerald J. Ford, the Chairman of the Board of Directors and a significant beneficial owner of Company common stock, and his Associates and Affiliates (as such terms are defined in Rule 12b-2 promulgated under the Securities Exchange Act of 1934) may own without triggering the restrictions on transfer set forth in the Company's charter. Mr. Ford and his Associates and Affiliates are now permitted to own not more than 30% (21% previously) of the common stock of the Company outstanding for purposes of Section 382 of the Internal Revenue Code. A copy of the Certificate of Notice is filed as Exhibit 3.1.1 to this Current Report on Form 8-K.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

- | | |
|--|-----------------|
| (a) Financial statements of businesses acquired. | Not applicable. |
| (b) Pro forma financial information. | Not applicable. |
| (c) Shell company transactions. | Not applicable. |
| (d) Exhibits. | Not applicable. |

The following exhibits are filed or furnished, depending on the relative item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K and Instruction B.2 to this form.

Exhibit

Number

Description of Exhibit

| | |
|-------|--|
| 3.1.1 | Certificate of Notice, dated and filed September 23, 2008. |
|-------|--|

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.

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Hilltop Holdings Inc.,
a Maryland corporation

Date: September 26, 2008

By:

Name:

Title:

/s/ COREY PRESTIDGE

Corey G. Prestidge

General Counsel & Secretary

INDEX TO EXHIBITS

| Exhibit Number | Description of Exhibit |
|---------------------------|--|
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