
Section 1: 8-K (8-K)

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): **April 25, 2019**

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.)

2323 Victory Avenue, Suite 1400
Dallas, Texas
(Address of principal executive offices)

75219
(Zip Code)

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

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

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 – Corporate Governance and Management

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

On April 25, 2019, the Board of Directors of Hilltop Holdings Inc., or the Company, amended the Company's bylaws to reduce the threshold of the vote of stockholders required for stockholders to alter, amend or repeal, or enact new, bylaws of the Company from the written consent of all stockholders to the affirmative vote of a majority of the votes cast by stockholders entitled to vote generally in the election of directors.

The foregoing summary does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Company's First Amendment to Third Amended and Restated Bylaws, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein by reference.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

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|--|-----------------|
| (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
3.2	<u>First Amendment to Third Amended and Restated Bylaws of Hilltop Holdings Inc., adopted and effective April 25, 2019.</u>

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: May 1, 2019

By: /s/ COREY PRESTIDGE
Name: Corey G. Prestidge
Title: Executive Vice President,
General Counsel & Secretary

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Section 2: EX-3.2 (EX-3.2)

Exhibit 3.2

HILLTOP HOLDINGS INC.

FIRST AMENDMENT TO

THIRD AMENDED AND RESTATED BYLAWS

THIS FIRST AMENDMENT TO THIRD AMENDED AND RESTATED BYLAWS (the “Bylaws”) of Hilltop Holdings Inc., a Maryland corporation (the “Corporation”), was adopted and approved by the Board of Directors of the Corporation on April 25, 2019. In accordance with Article XIV of the Bylaws, this First Amendment is effective as of April 25, 2019.

Article XIV, Section 1 of the Bylaws is hereby deleted in its entirety and the following is hereby substituted therefor:

“Section 1. BY THE STOCKHOLDERS. Subject to the provisions of the charter of the Corporation, these Bylaws may be altered, amended or repealed, or new Bylaws enacted, by the affirmative vote of a majority of votes cast by stockholders entitled to vote generally in the election of directors. Subject to the provisions of the charter of the Corporation and except as otherwise provided in the immediately preceding sentence or Article II, Section 14 of these Bylaws, the Board of Directors shall have the exclusive power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws.”

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