HilltopHoldings℠

2016 Annual Report,

Notice of 2017 Annual Meeting &

Proxy Statement

To Our Stockholders, Customers and Employees:

2016 proved to be another great year for Hilltop Holdings. We are very proud to once again state that all four of the operating companies within Hilltop reported a profitable year in 2016 with consolidated Hilltop generating $146 million of net income. This represents an ROAE of 8.1% for the full year.

2016 was a year focused on optimizing our internal operations and increasing our premier level of service to our valued customers across all lines of business. In September 2016, we announced a new leadership structure where Jeremy Ford and Alan White were named Co-CEOs of Hilltop. Also at that time, we appointed William Furr as Chief Financial Officer and named Darren Parmenter as Chief Administrative Officer of Hilltop. In conjunction with these changes in leadership, PlainsCapital Corporation, the holding company for PlainsCapital Bank and PrimeLending, was fully integrated into Hilltop, creating a single unified holding company for the entire organization. This new company structure provides effective leadership across the organization while also promoting consistency and accountability. These changes solidify our platform and best position Hilltop for long-term success.

In October 2016, we announced the implementation of a quarterly dividend payment program and declared a quarterly cash dividend of $0.06 per common share. The quarterly dividend payments are intended to return cash to our shareholders while Hilltop simultaneously invests in organic growth and prepares for future acquisitions. This program is a result of consistently strong financial performances from all operating entities and Hilltop's robust capital position.

As of December 31, 2016, Hilltop had $12.7 billion of assets, $1.9 billion of common equity and approximately 5,400 employees across 450 locations in 43 states. We continue to work towards our stated goal of building a premier Texas-based bank and prominent diversified financial services company, and the steps we took in 2016 reflect this mission statement. We look forward to another successful upcoming year from PlainsCapital Bank, PrimeLending, HilltopSecurities and National Lloyds.

Operating Subsidiaries:

- PlainsCapital Bank offers commercial banking, personal banking and wealth management products and services throughout Texas. The bank ended the year with $9.5 billion of assets, $6.8 billion of deposits and 63 branches. While placing an emphasis on building strong relationships with our customers, the bank organically grew loans and deposits. We will continue to emphasize customer service while maintaining sound credit standards as we look to expand our premier Texas-based bank organically and through acquisitions. For 2016, PlainsCapital Bank generated pre-tax income of $130 million.

- PrimeLending is a nationwide mortgage originator with a focus on purchase mortgage originations operating in 310 locations in 42 states. The mortgage company had another outstanding year, and was a top 10 purchase lender in the United States for the 5th year in a row. We are also very proud to report that Fortune ranked PrimeLending as the 2nd best workplace in Finance and Insurance in 2016. These two accolades highlight our dedication to treat customers and employees with respect. PrimeLending originated $15.5 billion in mortgage loans in 2016 and had pre-tax income of $78 million in 2016.

- HilltopSecurities delivers a broad range of investment banking and related financial services to corporate clients, individual and institutional investors, broker-dealers, government entities and financial intermediaries. 2016 marked the first full calendar year of HilltopSecurities operating as a fully integrated broker-dealer, following the merger of FirstSouthwest and Southwest Securities into one entity. The broker-dealer generated pre-tax income of $39 million in 2016, which is a reflection of the successful integration and growth efforts put forth by the entire HilltopSecurities team. We look forward to continued success from our fully integrated broker-dealer.

- National Lloyds is a niche property & casualty underwriter primarily offering fire and limited homeowners insurance for low value dwellings and manufactured homes in Texas, Arizona and other southern states. Even though 2016 was another active weather year across National Lloyds' footprint, the company produced impressive results by generating pre-tax income of $21 million and a combined ratio of 90.9%. National Lloyds continues to focus on strong underwriting standards and controlling risk while delivering outstanding customer service.

As Hilltop looks to expand its premier financial services platform, we will continue to employ a diligent and disciplined evaluation of all acquisition opportunities. We are actively seeking acquisitions that would build on our core banking franchise and plan to maintain excess capital to support such transactions. We also continue to support our operating subsidiaries as they pursue profitable organic growth opportunities.

Alongside this goal of profitable growth, Hilltop has invested further in risk management and compliance systems and professionals. We are committed to maintaining our longstanding, healthy relationships with our regulators and will continue to prioritize responsible capital management throughout the company.

In conclusion, we would like to thank the entire Hilltop family of employees for their tireless commitment to provide best-in-class service to our customers. We would also like to extend our gratitude towards those customers and the communities in which we operate. Lastly, we would like to thank our Board members and stockholders for their confidence and support of our management of Hilltop Holdings. 2016 was an outstanding year, and we look forward to many more to come.

Sincerely,

Jeremy B. Ford President and Co-Chief Executive Officer	Alan B. White Vice Chairman and Co-Chief Executive Officer

Hilltop Holdings Inc.
May 8, 2017

Hilltop Holdings Inc.
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Dallas, Texas 75201
Tel: 214.855.2177
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www.hilltop-holdings.com
NYSE: HTH

NOTICE OF 2017 ANNUAL MEETING
AND PROXY STATEMENT

May 8, 2017

You are cordially invited to attend our 2017 Annual Meeting of Stockholders at 10:00 a.m., Dallas, Texas, local time, on June 15, 2017. The meeting will be held at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219.

This booklet includes the formal notice of the meeting and our proxy statement. The proxy statement tells you about the matters to be addressed, and the procedures for voting, at the meeting.

YOUR VOTE IS VERY IMPORTANT. Even if you only have a few shares, we want your shares to be represented. **If your shares are held in a brokerage account, your broker no longer has discretion to vote on your behalf with respect to electing directors or certain other non-routine matters. Accordingly, you must provide specific voting instructions to your broker in order to vote.** Please vote promptly in order to ensure that your shares are represented at the meeting.

The Notice of Internet Availability of Proxy Materials or this proxy statement and the accompanying proxy card, as applicable, Notice of 2017 Annual Meeting of Stockholders and annual report for the year ended December 31, 2016 were first provided to stockholders of record on or about May 8, 2017.

We look forward to seeing you at the meeting.

Very truly yours,

Jeremy B. Ford President and Co-Chief Executive Officer	Alan B. White Vice Chairman and Co-Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON JUNE 15, 2017.

Our proxy statement and our annual report for the fiscal year ended December 31, 2016 are both available at www.proxyvote.com.

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Notice of 2017 Annual Meeting of Stockholders
To Be Held on June 15, 2017

WHEN:	Thursday, June 15, 2017, at 10:00 a.m., Dallas, Texas local time
WHERE:	2323 Victory Avenue, 5th Floor Dallas, Texas 75219
WHY:	At this meeting, you will be asked to:

1. Elect 21 directors to serve on our Board of Directors until the 2018 annual meeting of stockholders or until their successors are duly elected and qualified;
2. Conduct an advisory vote to approve executive compensation;
3. Conduct an advisory vote on the frequency of stockholder advisory votes on executive compensation;
4. Reapprove the 2012 annual incentive plan performance goals;
5. Reapprove the 2012 equity incentive plan performance goals;
6. Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017; and
7. Transact any other business that may properly come before the meeting and any adjournments or postponements of the meeting.

WHO MAY VOTE:	Stockholders of record at the close of business on April 20, 2017.
ANNUAL REPORT:	Our 2016 Annual Report is enclosed.

Pursuant to rules promulgated by the Securities and Exchange Commission, we are providing access to our proxy materials, including this proxy statement and our annual report for the year ended December 31, 2016, over the Internet. As a result, we are providing to many of our stockholders a Notice of Internet Availability of Proxy Materials instead of a paper copy of our proxy materials. The notice contains instructions on how to access those proxy materials over the Internet, as well as instructions on how to request a paper copy of our proxy materials. All stockholders who are not sent a notice will be sent a paper copy of our proxy materials by mail. This electronic distribution process reduces the environmental impact and lowers the costs of printing and distributing our proxy materials.

Your vote is very important. Please read the proxy statement and voting instructions on the enclosed proxy card. Then, whether or not you plan to attend the annual meeting in person, and no matter how many shares you own, please vote by Internet, telephone or by marking, signing, dating and promptly returning the enclosed proxy card in the enclosed envelope, which requires no additional postage if mailed in the United States. Please see "General Information – What should I do if I want to attend in person?" for information on how to obtain directions to be able to attend the meeting and vote in person.

By Order of the Board of Directors,

Corey G. Prestidge
Executive Vice President, General Counsel & Secretary

May 8, 2017
Dallas, Texas

PROXY STATEMENT
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HILLTOP HOLDINGS INC.
200 Crescent Court, Suite 1330
Dallas, Texas 75201

PROXY STATEMENT
2017 Annual Meeting of Stockholders
To be Held on June 15, 2017

GENERAL INFORMATION

The Notice of Internet Availability of Proxy Materials, or this Proxy Statement and the accompanying proxy card, as applicable, Notice of 2017 Annual Meeting of Stockholders and Annual Report for the year ended December 31, 2016 were first provided to stockholders of record on or about May 8, 2017.

Unless the context otherwise indicates, all references in this Proxy Statement to the "Company," "we," "us," "our" or "ours" or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to "Hilltop" refer solely to Hilltop Holdings Inc., references to "PlainsCapital" refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to "Securities Holdings" refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to "Hilltop Securities" refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings), references to the "Bank" refer to PlainsCapital Bank (a wholly owned subsidiary of PlainsCapital), references to "FNB" refer to First National Bank, references to "SWS" refer to the former SWS Group, Inc., references to "First Southwest" refer to First Southwest Holdings, LLC (a wholly owned subsidiary of Securities Holdings) and its subsidiaries as a whole, references to "FSC" refer to First Southwest Company, LLC (a former wholly owned subsidiary of First Southwest), references to "PrimeLending" refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole, references to "NLC" refer to National Lloyds Corporation (a wholly owned subsidiary of Hilltop) and its subsidiaries as a whole, and references to "NLIC" refer to National Lloyds Insurance Company (a wholly owned subsidiary of NLC).

Why am I receiving these proxy materials?

The Board of Directors of Hilltop, or the Board of Directors, has made these materials available to you on the Internet or has delivered printed versions of these materials to you by mail in connection with the Board of Directors' solicitation of proxies for use at our 2017 Annual Meeting of Stockholders, or the Annual Meeting, which will take place at 10:00 a.m. (Dallas, Texas local time) on Thursday, June 15, 2017, at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219. This Proxy Statement describes matters on which you, as a stockholder, are entitled to vote. This Proxy Statement also gives you information on these matters so that you can make an informed decision with respect to your vote.

Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials instead of printed proxy materials?

In accordance with rules promulgated by the Securities and Exchange Commission, or the SEC, instead of mailing a printed copy of our proxy materials to all of our stockholders, we have elected to furnish such materials to selected stockholders by providing access to these documents over the Internet. Accordingly, on or about May 8, 2017, we provided a Notice of Internet Availability of Proxy Materials, or the Notice, to selected stockholders of record and beneficial owners. These stockholders have the ability to access the proxy materials on a website referred to in the Notice or to request to receive a printed set of the proxy materials by calling the toll-free number found on the Notice. We encourage you to take advantage of the availability of the proxy materials on the Internet in order to help reduce the environmental impact of the printing and distribution of our proxy materials.

How can I get electronic access to the proxy materials?

The Notice provides you with instructions regarding how to:

- view our proxy materials for the Annual Meeting on the Internet;

- vote your shares after you have viewed our proxy materials;
- register to attend the meeting in-person;
- request a printed copy of the proxy materials; and
- instruct us to send our future proxy materials to you electronically by email.

Copies of the proxy materials are available for viewing at www.proxyvote.com.

You may have received proxy materials by email. Even if you received a printed copy of our proxy materials, you may choose to receive future proxy materials by email. Choosing to receive your future proxy materials by email will lower our costs of delivery and will reduce the environmental impact of printing and distributing our proxy materials. If you choose to receive our future proxy materials by email, you will receive an email next year with instructions containing a link to view those proxy materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it or for so long as the email address provided by you is valid.

What am I voting on?

At the Annual Meeting, stockholders will be asked to:

- Elect 21 directors to serve on our Board of Directors until the 2018 annual meeting of stockholders or until their successors are duly elected and qualified;
- Conduct an advisory vote to approve executive compensation;
- Conduct an advisory vote on the frequency of stockholder advisory votes on executive compensation;
- Reapprove the performance goals of the Hilltop Holdings Inc. 2012 Annual Incentive Plan, or the Annual Incentive Plan or the 2012 Annual Incentive Plan;
- Reapprove the performance goals of the Hilltop Holdings Inc. 2012 Equity Incentive Plan, or the 2012 Equity Incentive Plan;
- Ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017; and
- Transact any other business that may properly come before the Annual Meeting and any adjournments or postponements of the Annual Meeting.

What are the Board of Directors' recommendations?

The Board of Directors recommends that you vote your shares:

- **FOR** each of our director candidates;
- **FOR** the approval, on an advisory basis, of the compensation of our named executive officers;
- Every **1 YEAR**, on an advisory basis, for the frequency of stockholder advisory votes on executive compensation;
- **FOR** the reapproval of the 2012 Annual Incentive Plan performance goals;
- **FOR** the reapproval of the 2012 Equity Incentive Plan performance goals; and
- **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017.

Who is entitled to vote?

Holders of record of our common stock at the close of business on April 20, 2017, are entitled to vote at the Annual Meeting. With respect to each matter presented, a stockholder is entitled to cast one vote for each share of common stock owned at the close of business on April 20, 2017.

How do I vote?

If you are a stockholder of record, there are four ways to vote:

- *In Person*. You may vote in person at the Annual Meeting. Bring your printed proxy card if you received one by mail. Otherwise, we will provide stockholders of record with a ballot at the Annual Meeting. We recommend that you vote by proxy even if you plan to attend the Annual Meeting. You always can change your vote at the Annual Meeting.

- *Via the Internet.* You may vote by proxy via the Internet by visiting www.proxyvote.com. Have your proxy card or Notice in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

- *Via Telephone.* If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by calling the toll-free number found on the proxy card.

- *Via Mail.* If you received or requested printed copies of the proxy materials by mail, you may vote by proxy by marking, signing and dating the proxy card and sending it back in the envelope provided.

If you are the beneficial owner of shares held by a broker or other nominee, you may instruct your broker or nominee to vote your shares by following the instructions that the broker or nominee provides to you. New York Stock Exchange, or NYSE, rules prohibit your broker from voting for the election of directors, the approval of executive compensation, the selection of the frequency of stockholder votes on executive compensation, and the reapproval of the performance goals of the 2012 Annual Incentive Plan and the 2012 Equity Incentive Plan on your behalf without specific voting instructions from you. Many brokers allow stockholders to provide voting instructions by mail, telephone and the Internet.

How do proxies work?

Our Board of Directors is asking for your proxy. Giving your proxy to the persons named by us means you authorize them to vote your shares at the Annual Meeting in the manner you direct. You may vote for all of our director candidates or withhold your vote as to one or more director candidates, and you may vote for or against, or abstain from voting on, executive compensation, the reapproval of the 2012 Annual Incentive Plan performance goals, the reapproval of the 2012 Equity Incentive Plan performance goals, and the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017. For the frequency of advisory votes on executive compensation, you may vote every 1 year, 2 years or 3 years.

If you are a stockholder of record and (a) you indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board of Directors or (b) you sign and return the enclosed proxy card but do not specify how your shares are to be voted, your shares will be voted **FOR** the election of all of our director candidates, **FOR** the approval, on an advisory basis, of our executive compensation, every **1 YEAR**, on an advisory basis, for the frequency of stockholder advisory votes on executive compensation, **FOR** the reapproval of the 2012 Annual Incentive Plan performance goals, **FOR** the reapproval of the 2012 Equity Incentive Plan performance goals, and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017.

If you are the beneficial owner of shares held by a broker or other nominee, also referred to as held in "street name," and you do not provide such broker or nominee with specific voting instructions, under the rules promulgated by the NYSE, the broker or nominee that holds your shares may generally vote on "routine" matters at its discretion, but cannot vote on "non-routine" matters. If the broker or nominee that holds your shares does not receive instructions from you on how to vote your shares on a "non-routine" matter, that broker or nominee will inform the inspector of election that it does not have the authority to vote on such matters with respect to your shares, which is generally referred to as a "broker non-vote."

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you also hold shares through a broker or other nominee, you also may receive material from them asking how you want those shares voted. To be sure that all of your shares are voted, we encourage you to respond to each request you receive.

Which matters are considered "routine" or "non-routine"?

The ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017 is considered to be a "routine" matter. A broker or other nominee may generally vote on routine matters and, therefore, no broker non-votes are expected to exist with respect to this matter. All other matters set forth in this Proxy Statement are matters that we believe will be designated "non-routine" matters. A broker or other nominee cannot vote without instructions on non-routine matters and, therefore, there may be broker non-votes on all matters other than the ratification of the appointment of PricewaterhouseCoopers LLP.

Can I change my vote or revoke my proxy after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting (or before any earlier deadline specified in the Notice or the proxy card) by (a) voting again via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), (b) signing and returning a new proxy card or vote instruction form with a later date or (c) attending the Annual Meeting and voting in person. Your attendance at the Annual Meeting, however, will not automatically revoke your proxy unless you vote again at the Annual Meeting or specifically request that your prior proxy be revoked by delivering, prior to the Annual Meeting, a written notice of revocation to the corporate Secretary at the address listed under "Questions" on page 74.

Will my shares be voted if I don't sign a proxy?

If you hold your shares directly in your own name, they will not be voted unless you provide a proxy or attend the Annual Meeting and vote in person. Under certain conditions, shares that you own that are held by a broker or nominee may be voted even if you do not provide voting instructions to the broker or nominee. As discussed above under "—How do proxies work?", brokerage firms have the authority under applicable rules to vote on certain "routine" matters, including the ratification of the appointment of auditors.

What constitutes a quorum?

In order to carry on the business of the Annual Meeting, we must have a quorum present. This means that the holders of at least a majority of the outstanding shares eligible to be cast must be represented at the Annual Meeting, either in person or by proxy. Any shares that we hold for our own benefit may not be voted and are not counted in the total number of outstanding shares eligible to be voted. Both abstentions and broker non-votes (described above) are counted as present for purposes of determining the presence of a quorum. On April 20, 2017, we had 98,529,976 shares of common stock outstanding, of which 96,672,027 were entitled to vote at the Annual Meeting.

How many votes are needed for approval?

Election of Directors

Election of the director nominees requires the affirmative vote of a plurality of the votes cast on the matter. The director candidates receiving the highest number of affirmative votes will be elected as directors. For purposes of the election of directors, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum. Stockholders may not cumulate votes in the election of directors.

Advisory Vote to Approve Executive Compensation

The affirmative vote of a majority of the votes cast on the matter is required to approve, on an advisory basis, our executive compensation. The Compensation Committee of the Board of Directors will review the results of this matter and will take the results into account in making future determinations concerning executive compensation. For purposes of the advisory vote on executive compensation, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

Advisory Vote to Approve the Frequency of Advisory Votes on Executive Compensation

The affirmative vote of a majority of the votes cast on the matter is required to approve, on an advisory basis, the frequency of stockholder advisory votes on executive compensation. The Compensation Committee of the Board of Directors will review the results of this matter and will take the results into account in making future determinations concerning the frequency of stockholder advisory votes on executive compensation. For purposes of the advisory vote on the frequency of stockholder advisory votes on executive compensation, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

Reapproval of the 2012 Annual Incentive Plan Performance Goals

The affirmative vote of a majority of the votes cast on the matter is required to reapprove the 2012 Annual Incentive Plan performance goals. For purposes of the vote on the reapproval of the 2012 Annual Incentive Plan performance goals, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

Reapproval of the 2012 Equity Incentive Plan Performance Goals

The affirmative vote of a majority of the votes cast on the matter is required to reapprove the 2012 Equity Incentive Plan performance goals. For purposes of the vote on the reapproval of the 2012 Equity Incentive Plan performance goals, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

Ratification of Independent Registered Public Accounting Firm

The appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017 will be ratified if this proposal receives the affirmative vote of a majority of the votes cast on the matter. Brokers have the authority to vote on this proposal in the absence of contrary instructions from a beneficial owner. If this appointment is not ratified by our stockholders, the Audit Committee may reconsider its selection of PricewaterhouseCoopers LLP. With respect to this proposal, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

Who conducts the proxy solicitation?

Our Board of Directors is soliciting the proxies, and we will bear all costs of this solicitation, including the preparation, assembly, printing and mailing of this Proxy Statement. Copies of proxy materials will be furnished to banks, brokerage houses and other agents and nominees holding shares in their names that are beneficially owned by others so that they may forward the proxy materials to those beneficial owners. In addition, if asked, we will reimburse these persons for their reasonable expenses in forwarding the proxy materials to the beneficial owners. We have requested banks, brokerage houses and other custodians, nominees and fiduciaries to forward all proxy materials to the beneficial owners of the shares that they hold of record. Certain of our officers and employees also may solicit proxies on our behalf by mail, email, phone or fax or in person.

What should I do if I want to attend in person?

You will need an admission ticket to attend the Annual Meeting. Attendance at the Annual Meeting will be limited to stockholders of record at the close of business on April 20, 2017 (or their authorized representatives) having an admission ticket or proof of their share ownership, and guests of the Company. If you plan to attend the Annual Meeting, please indicate that you intend to do so when you are voting by telephone or Internet or follow the instructions on your proxy card, and we will promptly mail an admission ticket to you.

If your shares are held in the name of a bank, broker or other nominee and you plan to attend the Annual Meeting, you can obtain an admission ticket in advance by providing proof of your ownership, such as a bank or brokerage account statement, to the corporate Secretary at the address listed under "Questions" on page 74. If you do not have an admission ticket, you must show proof of your ownership of the Company's common stock at the registration table at the door.

PROPOSAL ONE — ELECTION OF DIRECTORS

General

At the recommendation of the Nominating and Corporate Governance Committee, our Board of Directors has nominated the director candidates named under "— Nominees for Election as Directors" below.

Our Board of Directors oversees our management on your behalf. The Board of Directors reviews our long-term strategic plans and exercises direct decision-making authority on key issues, such as the approval of business combination transactions, the authorization of dividends, the selection of the Chief Executive Officers, setting the scope of their authority to manage our day-to-day operations and the evaluation of their performance.

Our Board of Directors is not classified; thus, all of our directors are elected annually. The Nominating and Corporate Governance Committee has recommended, and our Board of Directors has nominated, for re-election all 21 persons currently serving as directors whose terms are expiring at the 2017 Annual Meeting of Stockholders.

If elected, each of the persons nominated as a director will serve until the next annual meeting of stockholders and until his or her successor is duly elected and qualified. Personal information on each of our nominees is given below.

Nominees for Election as Directors

Charlotte Jones Anderson
Age 50

Ms. Anderson has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. She previously served as a director of PlainsCapital from September 2009 to November 2012. She currently serves as Executive Vice President and Chief Brand Officer for the Dallas Cowboys Football Club, Ltd., a National Football League team. She has worked in various capacities for the Dallas Cowboys organization since 1990. Since 2012, she has served as Chairman of the NFL Foundation and in 2014 she was appointed by the NFL commissioner to be a member of the NFL Personal Conduct Committee. Ms. Anderson is actively involved with a number of charitable and philanthropic organizations, including The Boys and Girls Clubs of America, the Salvation Army, The Rise School, the Southwest Medical Foundation, the Dallas Symphony, The Dallas Center for Performing Arts Foundation, the Shelton School, TACA, and Make-a-Wish North Texas Foundation.

Rhodes R. Bobbitt
Age 71

Mr. Bobbitt has served as a director of Hilltop since November 2005. Mr. Bobbitt is retired. From 1987 until June 2004, he served as a Managing Director and the Regional Office Manager of the Private Client Service Group of Credit Suisse First Boston/Donaldson, Lufkin & Jenrette. Mr. Bobbitt was formerly Vice President of Security Sales in the Dallas office of Goldman, Sachs & Company from 1969 until 1987. He also serves on the Board of Directors of First Acceptance Corporation, including the Nominating and Corporate Governance, Investment, and Audit Committees of that company.

Tracy A. Bolt
Age 53

Mr. Bolt has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from September 2009 to November 2012. In 1994, Mr. Bolt co-founded Hartman Leito & Bolt, LLP, an accounting and consulting firm based in Fort Worth, Texas, where he served as a partner and a member of the firm's leadership committees until its sale in June 2014. Mr. Bolt holds a Bachelor of Science and Master of Science from the University of North Texas, and he is a certified public accountant. He currently serves as a business advisor to numerous management teams, public and private company boards, not for profit organizations and trusts.

W. Joris Brinkerhoff Age 65	Mr. Brinkerhoff has served as a director of Hilltop since June 2005. Mr. Brinkerhoff founded a Native American-owned joint venture, Doyon Drilling Inc. J.V., in 1981 and served as its operations Chief Executive Officer and Chief Financial Officer until selling his venture interests in 1992. Doyon Drilling Inc. J.V. designed, built, leased and operated state of the art mobile drilling rigs for ARCO and British Petroleum in conjunction with their development of the North Slope Alaska petroleum fields. Mr. Brinkerhoff currently manages, on a full-time basis, family interests, including oil and gas production, a securities portfolio and various other business interests. He actively participates in numerous philanthropic organizations.
J. Taylor Crandall Age 63	Mr. Crandall has served as a director of Hilltop since April 2015. Mr. Crandall is a founding Managing Partner of Oak Hill Capital Management, LLC ("OHCM") and has served OHCM (or its predecessors) since 1986. He has senior responsibility for originating, structuring and managing investments for OHCM's Media and Telecom and Technology industry groups. Mr. Crandall has also served as Chief Operating Officer of Keystone, Inc., the primary investment vehicle for Robert M. Bass. Prior to joining OHCM, Mr. Crandall was a Vice President with the First National Bank of Boston. Mr. Crandall serves on the board of directors of Intermedia.net, Inc., Wave Division Holdings, LLC, Omada International, Pulsant Limited, Berlin Packaging LLC and Powdr Corporation. Mr. Crandall is the secretary-treasurer of the Anne T. and Robert M. Bass Foundation, the trustee of the Lucile Packard Foundation for Children's Health and currently serves on the boards of trustees of The Park City Foundation and the U.S. Ski and Snowboard Team Foundation.
Charles R. Cummings Age 80	Mr. Cummings has served as a director of Hilltop since October 2005. Mr. Cummings currently serves as the Co-Manager of Acoustical Control LLC, a provider of noise abatement equipment primarily for the oil and gas industry; DCB Solutions, LLC, a service provider to the waste industry; and Argyle Equipment, LLC, a lessor of equipment to the waste industry. In addition, Mr. Cummings is the President and Chief Executive Officer of CB Resources LLC, an investor in the oil and natural gas industry, and Container Investments, LLC, a lessor of equipment to the waste industry, each of which positions he has held since 1999 and 1991, respectively. Until its sale in January 2014, he served as the Chairman of Aaren Scientific, Inc., a manufacturer of intraocular lenses used in cataract surgery. From 1998 through 2008, he was the Chairman and Chief Executive Officer of Aaren Scientific, Inc. and its predecessors. In 1994, Mr. Cummings co-founded I.E.S.I. Corporation, a regional, non-hazardous waste management company, and serving as a director until its sale in 2005. Prior to that, he served as a Managing Director of AEA Investors, Inc., a private investment firm. Prior to 1979, he was a partner with Arthur Young & Company.
Hill A. Feinberg Age 70	Mr. Feinberg serves as Chairman and Chief Executive Officer of Hilltop Securities, a continuation of Mr. Feinberg's previous role with First Southwest since 1991. He has also served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from December 31, 2008 (in conjunction with PlainsCapital's acquisition of First Southwest) to November 2012. Prior to joining First Southwest, Mr. Feinberg was a senior managing director at Bear Stearns & Co. Mr. Feinberg is a past chairman of the Municipal Securities Rulemaking Board, the self-regulatory organization with responsibility for authoring the rules that govern the municipal securities activities of registered brokers. Mr. Feinberg also is a member of the board of directors of Energy XXI (Bermuda) Limited, a public company. Mr. Feinberg also formerly served as a member of the board of directors of Compass Bancshares, Inc. and Texas Regional Bancshares, Inc., as an advisory director of Hall Phoenix Energy, LLC and as the non-executive chairman of the board of directors of General Cryogenics, Inc.

Gerald J. Ford
Age 72

Mr. Gerald J. Ford has served as Chairman of the Board of Hilltop since August 2007, and has served as a director of Hilltop since June 2005. Mr. Gerald J. Ford served as interim Chief Executive Officer of Hilltop from January 1, 2010 until March 11, 2010. Mr. Gerald J. Ford is a banking and financial institutions entrepreneur who has been involved in numerous mergers and acquisitions of private and public sector financial institutions, primarily in the Southwestern United States, over the past 40 years. In that capacity, he acquired and consolidated 30 commercial banks from 1975 to 1993, forming First United Bank Group, Inc., a multi-bank holding company for which he functioned as Chairman of the Board and Chief Executive Officer until its sale in 1994. During this period, he also led investment consortiums that acquired numerous financial institutions, forming in succession, First Gibraltar Bank, FSB, First Madison Bank, FSB and First Nationwide Bank. Mr. Gerald J. Ford also served as Chairman of the Board of Directors and Chief Executive Officer of Golden State Bancorp Inc. and its subsidiary, California Federal Bank, FSB, from 1998 to 2002. He currently serves as Chairman of the Board of Freeport McMoRan Copper and Gold Inc. and as a director of Scientific Games Corporation and Mechanics Bank. Mr. Gerald J. Ford previously served as Chairman of Pacific Capital Bancorp and a director of First Acceptance Corporation, SWS Group, Inc. and McMoRan Exploration Co. Mr. Gerald J. Ford also currently serves on the Board of Trustees of Southern Methodist University, is the Co-Managing Partner of Ford Financial Fund II, L.P., a private equity fund. Hilltop's President and Co-Chief Executive Officer, Jeremy B. Ford, is the son of Mr. Gerald J. Ford, and Hilltop's Executive Vice President, General Counsel and Secretary, Corey G. Prestidge, is the son-in-law of Mr. Gerald J. Ford.

Jeremy B. Ford
Age 42

Mr. Jeremy B. Ford was appointed Co-Chief Executive Officer of Hilltop in September 2016 and prior to that he served as the sole Chief Executive Officer of Hilltop since March 2010. Mr. Jeremy B. Ford also has served as President and a director of Hilltop since 2010. Mr. Jeremy B. Ford has worked in the financial services industry for over 18 years, primarily focused on investments in, and acquisitions of, depository institutions and insurance and finance companies. He has been actively involved in numerous potential acquisitions for Hilltop prior to 2010, and the divestiture of the mobile home communities business in 2007. Mr. Jeremy B. Ford also is currently Chairman of the Board of First Acceptance Corporation. Prior to becoming President and Chief Executive Officer of Hilltop, he was a principal of Ford Financial Fund, L.P., a private equity fund. From 2004 to 2008, he worked for Diamond A-Ford Corporation, where he was involved in various investments made by a family limited partnership. Prior to that, he worked at Liberté Investors Inc. (now First Acceptance Corporation), California Federal Bank, FSB (acquired by Citigroup Inc.), and Salomon Smith Barney (acquired by Citigroup Inc.). Jeremy B. Ford is the son of Gerald J. Ford, Hilltop's Chairman of the Board, and the brother-in-law of Corey G. Prestidge, Hilltop's Executive Vice President, General Counsel and Secretary.

J. Markham Green
Age 73

Mr. Green has served as a director of Hilltop since February 2004. Mr. Green is a private investor. From 2001 to 2003, he served as Vice Chairman of the Financial Institutions and Governments Group in investment banking at JP Morgan Chase. From 1993 until joining JP Morgan Chase, Mr. Green was involved in the start-up, and served on the boards, of eight companies, including Affordable Residential Communities Inc., the predecessor company to Hilltop. From 1973 to 1992, Mr. Green served in various capacities at Goldman, Sachs & Co. in investment banking including general partner of Goldman, Sachs & Co. and co-head of its Financial Services Industry Group. From 1967 to 1973, Mr. Green worked in the Research Department and Investment Banking Division of Merrill Lynch. Mr. Green is Chairman Emeritus of Owner Resource Group, a private equity firm. He is Chairman of ORG Chemical Holdings, LLC a portfolio company of Owner Resource Group.

William T. Hill, Jr.
Age 74

Mr. Hill has served as a director of Hilltop since April 2008. He currently has his own law firm. Prior to 2012, Mr. Hill was of counsel at Fitzpatrick Hagood Smith & Uhl, a criminal defense firm. Prior to that, Mr. Hill served as the Dallas District Attorney and the Chief Prosecuting Attorney of the Dallas District Attorney's office. During his tenure at the District Attorney's office, Mr. Hill restructured the office of 250 lawyers and 150 support personnel, including the computerization of the office in 1999. For more than four decades, Mr. Hill has been a strong community leader serving on a number of charitable boards and receiving numerous civic awards, including President of the SMU Mustang Board of Directors and Chairman of the Doak Walker Running Back Award for its first year. Mr. Hill currently serves on the board of directors of Oncor Electric Delivery Company LLC, Oncor Electric Delivery Holdings Company LLC and Baylor Hospital Foundation, and is actively involved in the Mercy Street Mission. Mercy Street is a Christian-based organization serving West Dallas children by placing mentors with the children.

James R. Huffines
Age 66

Mr. Huffines is Chief Operating Officer of Subsidiaries at Hilltop, a position he has held since September 2016. Mr. Huffines previously served as the President and Chief Operating Officer of PlainsCapital from 2010 to 2016. He has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from May 2011 to November 2012. Prior to that, Mr. Huffines served as the Chairman of the Central and South Texas region and a director of the Bank, a position he held since joining PlainsCapital in 2001. He served on the board of Energy Future Holdings (formerly TXU Corp.), from 2007 until 2012. In addition, Mr. Huffines previously served as Chairman of the University of Texas System Board of Regents for over four and a half years. Mr. Huffines also participates in many community and business organizations, including serving as a board member of the Dallas Citizens Council, Board of Advisors of Dallas Chamber, Chariman of Governor's University Research Initiative Board, Dallas Foundation Board, Executive Committee of Southwestern Medical Foundation Board, and a member of the Texas Philosophical Society.

Lee Lewis
Age 65

Mr. Lewis has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from 1989 to November 2012. He founded in 1976, and currently serves as the Chief Executive Officer of, Lee Lewis Construction, Inc., a construction firm based in Lubbock, Texas. Mr. Lewis is a member of the American General Contractors Association, West Texas Chapter, Chancellors Council for the Texas Tech University System, and Red Raider Club.

Andrew J. Littlefair
Age 56

Mr. Littlefair has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from September 2009 to November 2012. He is a co-founder of Clean Energy Fuels Corp., a provider of compressed and liquefied natural gas in the United States and Canada that is publicly traded on the NASDAQ Global Select Market, and has served as that company's President, Chief Executive Officer and a director since 2001. From 1996 to 2001, Mr. Littlefair served as President of Pickens Fuel Corp., and from 1987 to 1996, he served in various management positions at Mesa, Inc., an energy company. From 1983 to 1987, Mr. Littlefair served in the Reagan Administration as a Staff Assistant to the President. He served as the Chairman of NGV America, the leading U.S. advocacy group for natural gas vehicles, from March 1993 to March 2011. Mr. Littlefair served on the board of directors of Westport Innovations Inc., a Canadian company publicly traded on the NASDAQ Global Market from 2007 to June 2010.

W. Robert Nichols, III
Age 72

Mr. Nichols has served as a director of Hilltop since April 2008. Mr. Nichols has been a leader in the construction machinery business since 1966. He was the president of Conley Lott Nichols, a dealer for several manufacturers of construction machinery, until its sale in 2012. In 2013, he purchased an oilfield services company in Midland, Texas, for which he serves as Chairman and President. He has served on numerous bank and bank holding company boards, including United New Mexico Bancorp and Ford Bank Group.
Mr. Nichols is active in civic and charitable activities, serving as an active director at M.D. Anderson Hospital, The Nature Conservancy of Texas and Mercy Street.

C. Clifton Robinson
Age 79

Mr. Robinson has served as a director of Hilltop since March 2007. From 2000 until its acquisition by a subsidiary of Hilltop in January 2007, Mr. Robinson was Chairman of the Board and Chief Executive Officer of NLASCO, Inc., an insurance holding company domiciled in Texas. Until December 2012, Mr. Robinson served as Chairman of the Board of NLASCO, Inc. In 2000, Mr. Robinson formed NLASCO, Inc. in conjunction with the acquisition of American Summit Insurance Company and the reacquisition of National Lloyds Insurance Company, which he had initially acquired in 1964 and later sold. In 1979, he organized National Group Corporation for the purpose of purchasing insurance companies and related businesses. In 1964, he became the President and Chief Executive Officer of National Lloyds Insurance Company in Waco, Texas, one of the two current insurance subsidiaries of NLC (formerly known as NLASCO, Inc.). From 1964 to the present, Mr. Robinson has participated in the formation, acquisition and management of numerous insurance business enterprises. Mr. Robinson established the Robinson-Lanham Insurance Agency in 1961. He previously has held positions with various insurance industry associations, including Vice-Chairman of the Board of Texas Life and Health Guaranty Association, President of the Independent Insurance Agents of Waco-McLennan County and member of the board of directors of the Texas Life Insurance Association and the Texas Medical Liability Insurance Underwriting Association.
Mr. Robinson currently serves on the Board of Trustees of the Scottish Rite Hospital for Children in Dallas, Texas and the Baylor University Board of Regents.

Kenneth D. Russell
Age 68

Mr. Russell has served as a director of Hilltop since August 2010. Mr. Russell currently serves as the Interim President and Chief Executive Officer of First Acceptance Corporation. Prior to that he served as the President and Chief Executive Officer of Mechanics Bank from June 2015 to October 2016. Mr. Russell has been a Principal of Ford Financial Fund II, L.P., a private equity fund based in Dallas, Texas, since 2010. Over a long career at KPMG, he rose from a staff accountant in the U.S. division to become a member of KPMG Germany’s managing Board of Directors. During 20 years in KPMG LLP’s Dallas office, he led the engagement efforts with the firm’s regional banking, thrift and other financial service clients. In 1993, Mr. Russell joined KPMG’s national office in New York and led their financial services advisory unit, which supported many of the nation’s largest banks. In 2001, he joined the Managing Board for KPMG in Germany, where he served as the global lead partner in the firm’s relationship with Deutsche Bank. That position entailed managing and consulting on banking operations in over 50 countries for the multi-national German bank. Mr. Russell retired from the KPMG Germany Managing Board in 2008 in order to lead a new Partner Mentoring Program for KPMG’s offices throughout Europe, working to help young professionals become category and practice leaders. He also serves on the Board of Directors of First Acceptance Corporation and Mechanics Bank.

A. Haag Sherman
Age 51

Mr. Sherman has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from September 2009 to November 2012. Mr. Sherman is the Chief Executive Officer and Chief Investment Officer of Tectonic Advisors LLC a registered investment advisor, and is a private investor and co-owner of an energy services company. Prior thereto, Mr. Sherman co-founded and served in various executive positions (including Chief Executive Officer and Chief Investment Officer) of Salient Partners, LP, a Houston-based investment firm. In addition, he previously served as an executive officer and partner of The Redstone Companies where he, among other things, managed a private equity portfolio. He previously served as a director of Miller Energy Resources and ZaZa Energy Corp. Mr. Sherman has served as an adjunct professor of law at The University of Texas School of Law. Mr. Sherman previously practiced corporate law at Akin, Gump, Strauss, Hauer & Feld, LLP and was an auditor at Price Waterhouse, a public accounting firm. Mr. Sherman is an attorney and certified public accountant.

Robert C. Taylor, Jr.
Age 69

Mr. Taylor has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012. He previously served as a director of PlainsCapital from 1997 to November 2012. He has been engaged in the wholesale distribution business in Lubbock, Texas since 1971. In February 2009, Mr. Taylor was appointed to serve as Chief Executive Officer for United Supermarkets, LLC, a retail grocery business in Texas since 1915 and has served as its President since its acquisition by Albertsons LLC. He also serves on the board of directors of United Supermarkets, LLC. Prior to that appointment, Mr. Taylor served as the Vice President of Manufacturing and Supply Chain for United Supermarkets since 2007. From 2002 to 2007, Mr. Taylor was the President of R.C. Taylor Distributing, Inc., a business engaged in the distribution of general merchandise, candy and tobacco to retail outlets in West Texas and Eastern New Mexico. He is chairman of the Lubbock Downtown Tax Increment Finance Redevelopment Committee and serves on the Texas Tech Chancellors Advisory Board.

Carl B. Webb
Age 67

Mr. Webb has served as a director of Hilltop since June 2005. Mr. Webb is a Co-Managing Member of Ford Financial Fund II, L.P., a private equity fund based in Dallas, Texas. From August 2010 until December 2012, Mr. Webb served as the Chief Executive Officer of Pacific Capital Bancorp and as Chairman of the Board and Chief Executive Officer of Santa Barbara Bank & Trust, N.A. He was a Senior Principal of Ford Financial Fund, L.P., a private equity fund that was the parent company of SB Acquisition Company LLC, the majority stockholder of Pacific Capital Bancorp prior to its sale to UnionBanCal Corporation. In addition, Mr. Webb has served as a consultant to Hunter's Glen/Ford, Ltd., a private investment partnership, since November 2002. He served as the Co-Chairman of Triad Financial Corporation, a privately held financial services company, from July 2007 to October 2009, and was the interim President and Chief Executive Officer from August 2005 to June 2007. Previously, Mr. Webb was the President and Chief Operating Officer and a Director of Golden State Bancorp Inc. and its subsidiary, California Federal Bank, FSB, from September 1994 to November 2002. Prior to his affiliation with California Federal Bank, FSB, Mr. Webb was the President and Chief Executive Officer of First Madison Bank, FSB (1993 to 1994) and First Gibraltar Bank, FSB (1988 to 1993), as well as President and a Director of First National Bank at Lubbock (1983 to 1988). Mr. Webb also is the Chairman of Mechanics Bank and a director of Prologis, Inc. He is a former director of Pacific Capital Bancorp, M&F Worldwide Corp. and Plum Creek Timber Company.

Alan B. White
Age 68

Mr. White is one of PlainsCapital's founders. He has served as Co-Chief Executive Officer of Hilltop since September 2016. He also has served as Chairman and Chief Executive Officer of PlainsCapital since 1987. He has served as a director of Hilltop since our acquisition of PlainsCapital in November 2012 and is the Vice-Chairman of the Board of Directors and the Chairman of Hilltop's Executive Committee. Mr. White's current charitable and civic service includes serving as a member of the Cotton Bowl Athletic Association Board of Directors, the MD Anderson Cancer Center Living Legend Committee and the Dallas Citizens Council. He was also the founding chairman of the Texas Tech School of Business Chief Executive's Roundtable; the former Chairman of the Texas Tech Board of Regents, the Covenant Health System Board of Trustees, and the Methodist Hospital System Board of Trustees; and a member of the Texas Tech University President's Council and the Texas Hospital Association Board.

Director Independence

Our Board of Directors has affirmatively determined that 12 of the 21 nominees for election as directors at the Annual Meeting have no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us) and are independent within the meaning of the director independence requirements of the listing standards of the NYSE. The independent directors are Charlotte Jones Anderson, Rhodes Bobbitt, Tracy A. Bolt, W. Joris Brinkerhoff, J. Taylor Crandall, Charles R. Cummings, J. Markham Green, William T. Hill, Jr., Andrew J. Littlefair, W. Robert Nichols, III, A. Haag Sherman and Robert C. Taylor, Jr. The determinations regarding the independence of these individuals were based upon information known by the members of the Board of Directors concerning each other and supplied by each of the directors for the purpose of this determination.

In conducting its annual review of director independence, the Board of Directors considered transactions and relationships between each director or any member of his or her immediate family and the Company. The Board of Directors considered that one director it determined to be independent —Mr. Littlefair — has, or a member of his immediate family or an affiliated company in which he is employed or in which he is a principal equity holder has, received a loan from the Bank in the ordinary course of business, which our Board of Directors did not view as compensation. In our management's opinion, these loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions by the Bank with other unaffiliated persons and do not involve more than normal risk of collectability. In addition, the Board of Directors considered transactions between the Bank and Clean Energy Finance, Inc., a subsidiary of Clean Energy Fuels Corp., a company for which Andrew J. Littlefair serves as a director and president and chief executive officer. Mr. Littlefair also beneficially owned 1.6% of the outstanding shares of common stock of Clean Energy Fuels Corp. at April 4, 2017. From late 2011 through March 31, 2017, the Bank purchased, in a series of transactions, an aggregate of approximately $16.4 million in original principal amount of promissory notes issued by unaffiliated third parties from Clean Energy Finance, Inc. Although purchased at a premium to the outstanding principal balance on the notes, at the time of purchase, the interest rates on the notes exceeded the market rates charged by the Bank on similar-type loans that it originated. Clean Energy Finance, Inc. performs the servicing on the notes at no cost to the Bank, and the Bank purchased these notes with recourse to Clean Energy Finance, Inc. in the event of default. The aggregate yearly payments of the purchase prices in these transactions constituted less than 2% of the consolidated gross revenues of each of Clean Energy Fuels Corp. and the Company in the applicable year purchased and were made in the ordinary course of business in arms-length transactions. Mr. Littlefair did not have a direct financial interest in any of the transactions with Clean Energy Finance, Inc.

Meeting Attendance

Our Board of Directors met six times during 2016. No director attended fewer than 75% of the meetings of the Board of Directors and of the board committees on which he or she served during 2016. Our Board of Directors has not adopted a formal policy with regard to director attendance at the annual meetings of stockholders. We, however, encourage members of the Board of Directors to attend annual meetings. Messrs. Gerald J. Ford, Jeremy B. Ford, Alan B. White, James R. Huffines and Hill A. Feinberg attended the 2016 annual meeting of stockholders.

Vote Necessary to Elect Directors

Election of the director nominees requires the affirmative vote of a plurality of the votes cast on the matter. The director candidates receiving the highest number of affirmative votes will be elected as directors. For purposes of the election of directors, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum. Under applicable NYSE rules, a broker or other nominee does not possess the authority to vote for the director nominees in the absence of instructions from the beneficial owner of the relevant shares. Stockholders may not cumulate votes in the election of directors.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES IDENTIFIED ABOVE.

Director Compensation

General

Members of our Board of Directors who also are full-time employees do not receive any compensation for their service on the Board of Directors or any committee of the Board of Directors. Prior to July 1, 2016, the Chairman of the Board of Directors received an annual retainer of $200,000, plus a participation fee for attendance at each meeting as described below, and all other directors received the following compensation for their service on the Board of Directors:

- $40,000 annual retainer; and
- $2,000 fee for participation in each meeting of the Board of Directors at which attendance in person is requested (one-half of that fee is paid for participation in any meeting at which attendance is requested by telephone).

In addition, prior to July 1, 2016, members of board committees received the following additional compensation:

- Audit Committee — $65,000 annual fee for the chairperson of the committee;
- Nominating and Corporate Governance Committee — $10,000 annual fee for the chairperson of the committee;
- Compensation Committee — $10,000 annual fee for the chairperson of the committee;
- Investment Committee — $25,000 annual fee for the chairperson of the committee;
- Risk Committee — $10,000 annual fee for the chairperson of the committee;
- Merger and Acquisition Committee — $10,000 annual fee for the chairperson of the committee; and
- $1,000 fee for participation in each meeting of a board committee.

Effective July 1, 2016, the Compensation Committee of the Board of Directors and the Board of Directors approved a new compensation plan for service of directors on the Board of Directors and committees of the Board of Directors, as follows:

- Board of Directors — $210,000 annual fee for the Chairman and $48,000 annual fee for the other members of the Board of Directors;
- Audit Committee — $70,000 annual fee for the chairperson of the committee and $8,000 annual fee for the other members of the committee;
- Nominating and Corporate Governance Committee — $15,000 annual fee for the chairperson of the committee and $5,000 annual fee for the other members of the committee;
- Compensation Committee — $15,000 annual fee for the chairperson of the committee and $5,000 annual fee for the other members of the committee;

- Investment Committee — $30,000 annual fee for the chairperson of the committee and $5,000 annual fee for the other members of the committee;
- Risk Committee — $15,000 annual fee for the chairperson of the committee and $5,000 annual fee for the other members of the committee;
- Merger and Acquisition Committee — $15,000 annual fee for the chairperson of the committee and $5,000 annual fee for the other members of the committee; and
- Executive Committee — $5,000 annual fee for members of the committee.

Members of our Board of Directors may elect to receive their aggregate Board of Directors and board committee compensation:

- entirely in the form of cash;
- entirely in the form of common stock; or
- one-half in cash and one-half in common stock.

Any elections, or changes in elections, by directors regarding the form of compensation to be received may only occur during a "trading window" and only become effective at the "trading window" immediately following such election or change in election. Cash and shares of common stock are paid and issued, respectively, in arrears on a calendar quarterly basis, with no vesting requirements. Customarily, these payments and issuances occur by the 15th day of the month following the applicable calendar quarter-end. The value of the common stock awarded is based upon the average closing price per share of our common stock for the last ten consecutive trading days of the applicable calendar quarter. In lieu of fractional shares of common stock that would otherwise be issuable to directors, we pay cash to the director based upon the value of those fractional shares at the value the shares are awarded to the director. If a director does not serve for the entire calendar quarter, that director is compensated based upon the time of service during the applicable calendar quarter.

Each member of our Board of Directors is reimbursed for out-of-pocket expenses associated with his service on, and attendance at, Board of Directors or board committee meetings. Other than as described above, members of our Board of Directors receive no additional compensation for their service on the Board of Directors or board committees.

Political Action Committee Matching Program

The NLASCO Political Action Committee, or the PAC, is a separate segregated fund that was formed to make political contributions. To encourage participation in the PAC by eligible participants, for each contribution made to the PAC by an eligible individual contributor, NLC makes a matching contribution to any Section 501(c)(3) organization of the contributor's choice, dollar for dollar, up to the maximum amount an eligible individual can contribute to the PAC in a given calendar year. Under this program, no contributor to the PAC receives any financial, tax or other tangible benefit or premium from either the recipient charities or us. This program is completely voluntary.

2016 Director Compensation

Director Compensation Table for 2016(a)

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Total ($)
Charlotte Jones Anderson	27,542	27,458	55,000
Rhodes R. Bobbitt	85,500	—	85,500
Tracy A. Bolt	58	60,942	61,000
W. Joris Brinkerhoff	53,500	—	53,500
J. Taylor Crandall	62,000	—	62,000
Charles R. Cummings	120,000	—	120,000
Hill A. Feinberg	—	—	—
Gerald J. Ford	30	231,470	231,500
Jeremy B. Ford	—	—	—
J. Markham Green	63,000	—	63,000
William T. Hill, Jr.	60,500	—	60,500
James R. Huffines	—	—	—
Lee Lewis	52,500	—	52,500
Andrew J. Littlefair	27,300	27,200	54,500
W. Robert Nichols, III	65,000	—	65,000
C. Clifton Robinson	48,000	—	48,000
Kenneth D. Russell	61,500	—	61,500
A. Haag Sherman	68,000	—	68,000
Robert C. Taylor, Jr.	27,047	26,953	54,000
Carl B. Webb	48	51,452	51,500
Alan B. White	—	—	—

(a) Fees earned for services performed in 2016 include annual retainers, meeting fees and chairperson remuneration. Aggregate fees paid to non-employee directors for annual retainers and committee chairmanships were paid quarterly in arrears. Cash was paid in lieu of the issuance of fractional shares. Service for any partial quarter is calculated and paid on the basis of time served during the applicable calendar quarter. Non-employee directors are solely responsible for the payment of taxes payable on remuneration paid by the Company. The number of shares awarded was determined based upon the average closing price per share of our common stock for the last ten consecutive trading days of the calendar quarter during which the stock was earned and the dollar value reported in the table for each stock award was determined in accordance with the provisions of the Stock Compensation Topic of the Accounting Standards Codification ("ASC").

As described above, the 2016 stock awards were issued to each non-employee director who elected to receive all or part of his or her director compensation in the form of our common stock, generally within 15 days following each applicable calendar quarter-end. All of our personnel, as well as non-employee directors, are subject to trading restrictions with regard to our common stock, and trading may only occur during a "trading window." Provided that any such party does not possess material, non-public information about us, this trading period commences on the next trading day following two trading days after the public release of quarterly or annual financial information and continues until the close of business on last day of the month preceding the last month of the next fiscal quarter.

The following numbers of shares of our common stock were issued to our directors for services performed during 2016:

Name	Number of Shares
Charlotte Jones Anderson	1,229
Tracy A. Bolt	2,718
Gerald J. Ford	10,526
Andrew J. Littlefair	1,233
Robert C. Taylor, Jr.	1,202
Carl B. Webb	2,313

Each of the following directors had outstanding the following aggregate numbers of shares of our common stock awarded for services performed on behalf of us from election or appointment through the end of fiscal 2016:

Name	Number of Shares
Charlotte Jones Anderson	5,540
Rhodes R. Bobbitt	1,562
Tracy A. Bolt	12,881
W. Joris Brinkerhoff	9,943
Charles R. Cummings	5,379
Gerald J. Ford	20,776
J. Markham Green	3,872
Andrew J. Littlefair	5,497
Robert C. Taylor, Jr.	5,492
Carl B. Webb	42,109

For further information about the stockholdings of these directors and our management, see “Security Ownership of Certain Beneficial Owners and Management” commencing on page 24 of this Proxy Statement.

Board Committees

General

The Board of Directors appoints committees to assist it in carrying out its duties. In particular, committees work on key issues in greater detail than would be practical at a meeting of all the members of the Board of Directors. Each committee reviews the results of its deliberations with the full Board of Directors.

The standing committees of the Board of Directors currently consist of the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee, the Risk Committee, the Investment Committee, the Merger and Acquisition Committee, and the Executive Committee. A more detailed description of these committees is set forth below. Our Board of Directors may, from time to time, establish certain other committees to facilitate our management. Current copies of the charters for each of the foregoing committees, as well as our Corporate Governance Guidelines, Code of Ethics and Business Conduct, or the General Code of Ethics and Business Conduct, and Code of Ethics for Chief Executive and Senior Financial Officers, or the Senior Officer Code of Ethics, may be found on our website at ir.hilltop-holdings.com, under the heading “Investor Relations — Corporate Information — Governance Documents.” Printed versions also are available to any stockholder who requests them by writing to our corporate Secretary at the address listed under “Questions” on page 74.

Committee Membership

The following table shows the current membership of, and the 2016 fiscal year meeting information for, each of the committees of the Board of Directors.

Name	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee	Risk Committee	Investment Committee	Merger and Acquisition Committee	Executive Committee
Charlotte Jones Anderson*			●			●	
Rhodes Bobbit*		●			Chairman	●	
Tracy A. Bolt*	●			Chairman		●	
W. Joris Brinkerhoff*		●					
J. Taylor Crandall*			●			Chairman	
Charles R. Cummings*	Chairman					●	
Hill A. Feinberg							●
Gerald J. Ford							●
Jeremy B. Ford							●
J. Markham Green*	●			●	●		
William T. Hill, Jr.*		●	●			●	
James Huffines							
Lee Lewis					●		
Andrew J. Littlefair*		●					
W. Robert Nichols, III*			Chairman			●	
C. Clifton Robinson							
Kenneth D. Russell				●			
A. Haag Sherman*		Chairman			●		
Robert C. Taylor, Jr.*			●			●	
Carl B. Webb							●
Alan B. White							Chairman
Meetings in Fiscal 2016	5	6	4	7	4	0	10

* Denotes independent director.

Audit Committee

We have a standing Audit Committee established within the meaning of Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended, or the Exchange Act. The Audit Committee helps our Board of Directors ensure the integrity of our financial statements, the qualifications and independence of our independent registered public accounting firm and the performance of our internal audit function and independent registered public accounting firm. In furtherance of those matters, the Audit Committee assists in the establishment and maintenance of our internal audit controls, selects, meets with and assists the independent registered public accounting firm, oversees each annual audit and quarterly review and prepares the report that federal securities laws require be included in our annual proxy statement, which appears on page 72. Mr. Cummings has been designated as Chairman, and Messrs. Green and Bolt are members, of the Audit Committee. Our Board of Directors has reviewed the education, experience and other qualifications of each member of the Audit Committee. Based upon that review, our Board of Directors has determined that each of Mr. Cummings and Mr. Bolt qualifies as an "audit committee financial expert," as defined by the rules of the SEC, and each member of the Audit Committee is independent in accordance with the listing standards of the NYSE. Currently, none of our Audit Committee members serve on the audit committees of three or more public companies.

Compensation Committee

The Compensation Committee reviews and approves the compensation and benefits of our executive officers, administers the 2012 Annual Incentive Plan, the Hilltop Holdings Inc. 2003 Equity Incentive Plan, or the 2003 Equity Incentive Plan, and the 2012 Equity Incentive Plan and produces the annual report on executive compensation for inclusion in our annual proxy statement, which appears on page 40. Each member is independent in accordance with the listing standards of the NYSE.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee's purpose is as follows:

- Identify, screen and recommend to our Board of Directors individuals qualified to serve as members, and on committees, of the Board of Directors;
- Advise our Board of Directors with respect to the composition, procedures and committees of the Board of Directors;

- Advise our Board of Directors with respect to the corporate governance principles applicable to the Company; and
- Oversee the evaluation of the Board of Directors and our management.

Each member of the Nominating and Corporate Governance Committee is independent in accordance with the listing standards of the NYSE.

Risk Committee

The purpose of the Risk Committee is to provide assistance to the Board of Directors in its oversight of:

- The Company's risk governance structure;
- The Company's risk tolerance;
- The Company's risk management and risk assessment guidelines and policies regarding market, credit, operation, liquidity, funding, strategic, regulatory, and such other risks as necessary;
- The Company's capital and liquidity and funding; and
- The performance of the Company's Chief Risk Officer.

The duties assigned to the Risk Committee are meant to ensure that there is an effective system reasonably designed to evaluate and control risk throughout the Company.

Investment Committee

The Investment Committee is responsible for, among other things, reviewing investment policies, strategies and programs; reviewing the procedures that we utilize in determining that funds are invested in accordance with policies and limits approved by the Investment Committee; and reviewing the quality and performance of our investment portfolios and the alignment of asset duration to liabilities.

Merger and Acquisition Committee

The purpose of the Merger and Acquisition Committee is to review potential mergers, acquisitions or dispositions of material assets or a material portion of any business proposed by management and to report its findings and conclusions to the Board of Directors. Each member of the Merger and Acquisition Committee is independent in accordance with the listing standards of the NYSE.

Executive Committee

The Executive Committee, with certain exceptions, has the power and authority of the Board of Directors to manage the affairs of the Company between meetings of the Board of Directors.

Corporate Governance

General

We are committed to good corporate governance practices and, as such, we have adopted formal corporate governance guidelines to maintain our effectiveness. The guidelines govern, among other things, board member qualifications, responsibilities, education, management succession and executive sessions. A copy of the corporate governance guidelines may be found at our corporate website at ir.hilltop-holdings.com under the heading "Investor Relations — Corporate Information — Governance Documents." A copy also may be obtained upon request from our corporate Secretary at the address listed under "Questions" on page 74.

Board Leadership Structure

We have separated the offices of Chief Executive Officer and Chairman of the Board as a means of separating management of the Company from our Board of Director's oversight of management. Separating these roles also enables an orderly leadership transition when necessary. We believe, at this time, that this structure provides desirable oversight of our management and affairs. We have in the past appointed, and will continue to appoint, lead independent directors as circumstances require.

Risk Oversight

Our Board of Directors and the Risk Committee of the Board of Directors oversee an enterprise-wide approach to risk management, intended to support the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance stockholder value. Our Board of Directors and the Risk Committee are actively involved in establishing and refining our business strategy, including assessing management's appetite for risk and determining the appropriate level of overall risk for the Company. The Company conducts continual assessments through the Chief Risk Officer who is overseen by the Risk Committee.

While the Board of Directors has the ultimate oversight responsibility for the risk management process, various committees of the Board of Directors outside of the Risk Committee also have responsibility for risk management. In particular, the Audit Committee focuses on financial risk, including internal controls, and, from time to time, discusses and evaluates matters of risk, risk assessment and risk management with our management team. The Compensation Committee is responsible for overseeing the management of risk associated with our compensation policies and arrangements. The Nominating and Corporate Governance Committee ensures that the internal rule processes by which we are governed are consistent with prevailing governance practices and applicable laws and regulations. Finally, the Investment Committee ensures that our funds are invested in accordance with policies and limits approved by it. Our Senior Officer Code of Ethics, General Code of Ethics and Business Conduct, committee charters and other governance documents are reviewed by the appropriate committees annually to confirm continued compliance, ensure that the totality of our risk management processes and procedures is appropriately comprehensive and effective and that those processes and procedures reflect established best practices.

Board Performance

Our Board of Directors conducts a survey of its members regarding its performance and reviews the results of the survey with a view to improving efficacy and effectiveness of the Board of Directors. In addition, the full Board of Directors reviews annually the qualifications and effectiveness of the Audit Committee and its members.

Director Qualifications for Service

As described below, the Nominating and Corporate Governance Committee considers a variety of factors when evaluating a potential candidate to fill a vacancy on the Board of Directors or when nomination of an incumbent director for re-election is under consideration. The Nominating and Corporate Governance Committee and the Board of Directors strive to balance a diverse mix of experience, perspective, skill and background with the practical requirement that the Board of Directors will operate collegially, with the common purpose of overseeing our business on behalf of our stockholders. All of our directors possess relevant experience, and each of them approaches the business of the Board of Directors and their responsibilities with great seriousness of purpose. The following describes, with respect to each director, his or her particular experience, qualifications, attributes and skills that qualify him or her to serve as a director:

Charlotte Jones Anderson	Ms. Anderson has significant managerial and executive officer experience with large entrepreneurial businesses and provides the Board of Directors the perspective of one of PlainsCapital's significant customers.
Rhodes Bobbitt	Mr. Bobbitt has an extensive investment background. This is particularly important given the investment portfolios at our subsidiaries.
Tracy A. Bolt	Mr. Bolt has significant experience concerning accounting matters that is essential to our Audit Committee's and Board of Directors' oversight responsibilities.

W. Joris Brinkerhoff	Mr. Brinkerhoff has participated, and continues to participate, in a number of business interests. Accordingly, he brings knowledge and additional perspectives to our Board of Directors from experiences with those interests.
J. Taylor Crandall	Mr. Crandall has significant experience in finance and management and board governance, including his experience serving on the Boards of Directors of several public and private companies.
Charles R. Cummings	Mr. Cummings has an extensive operational and accounting background. His expertise in these matters brings considerable strength to our Audit Committee and Board of Directors in these areas.
Hill A. Feinberg	Mr. Feinberg has extensive knowledge and experience concerning the broker-dealer segment and the industry in which it operates through his extended period of service to First Southwest and Hilltop Securities.
Gerald J. Ford	Mr. Gerald J. Ford has been a financial institutions entrepreneur and private investor involved in numerous mergers and acquisitions of private and public sector financial institutions over the past 40 years. His extensive banking industry experience and educational background provide him with significant knowledge in dealing with financial and regulatory matters, making him a valuable member of our Board of Directors. In addition, his service on the boards of directors and audit and corporate governance committees of a variety of public companies gives him a deep understanding of the role of the Board of Directors.
Jeremy B. Ford	Mr. Jeremy B. Ford's career has focused on mergers and acquisitions in the financial services industry. Accordingly, he has been actively involved in numerous acquisitions, including our acquisitions of NLC, PlainsCapital, substantially all of the assets of FNB, and SWS. His extensive knowledge of our operations makes him a valuable member of our Board of Directors.
J. Markham Green	Mr. Green has an extensive background in financial services, as well as board service. His investment banking background also provides our Board of Directors with expertise surrounding acquisitions and investments.
William T. Hill, Jr.	Mr. Hill's experience with legal and compliance matters, along with his management of a large group of highly skilled professionals, have given him considerable knowledge concerning many matters that come before our Board of Directors. Mr. Hill has also served on several civic and charitable boards, which has given him invaluable experience in corporate governance matters.
James R. Huffines	Mr. Huffines' significant banking and managerial experience provide unique insights and experience to our Board of Directors.
Lee Lewis	Through his service on our Board of Directors and PlainsCapital's Board of Directors, Mr. Lewis has many years of knowledge of PlainsCapital and the challenges and opportunities that it is presented. The background of Mr. Lewis as an owner and chief executive officer of a Texas-based company also provides unique insight to the Board of Directors.
Andrew J. Littlefair	Mr. Littlefair has significant experience serving as a chief executive officer and as a director of publicly traded companies and provides the Board of Directors with the perspective of one of PlainsCapital's significant customers.
W. Robert Nichols III	Mr. Nichols has broad experience in managing and leading enterprises. This significant experience provides our Board of Directors with additional perspectives on our operations.

C. Clifton Robinson	Mr. Robinson possesses particular knowledge and experience in the insurance industry, as we purchased NLC from him in 2007. Mr. Robinson provides our Board of Directors with expertise in regards to our insurance operations.
Kenneth D. Russell	Mr. Russell's extensive background in accounting and operating entities provides valuable insight to our Board of Directors, including merger and acquisition activities.
A. Haag Sherman	Mr. Sherman has significant experience concerning investing, legal and accounting matters that is essential to our Board of Director's oversight responsibilities.
Robert C. Taylor, Jr.	Through his service on our Board of Directors and PlainsCapital's Board of Directors, Mr. Taylor has many years of knowledge of PlainsCapital and the challenges and opportunities that it is presented. The background of Mr. Taylor as a manager of a Texas-based company also provides unique insight to the Board of Directors.
Carl B. Webb	Mr. Webb possesses particular knowledge and experience in strategic planning and the financial industry, as well as expertise in finance, that strengthen the Board of Directors' collective qualifications, skills and experience.
Alan B. White	Mr. White possesses knowledge of our business and industry through his lengthy tenure as PlainsCapital's Chief Executive Officer that aids him in efficiently and effectively identifying and executing our strategic priorities.

Executive Board Sessions

The current practice of our Board of Directors is to hold an executive session of its non-management directors at least once per quarter. The individual who serves as the chair at these executive sessions is the Chairman of the Board of Directors. Executive sessions of the independent directors of the Board of Directors also are held at least once per fiscal year, and the independent directors select the independent director to preside over each executive session.

Communications with Directors

Our Board of Directors has established a process to receive communications from stockholders and other interested parties. Stockholders and other interested parties may contact any member or all members of the Board of Directors by mail. To communicate with our Board of Directors, any individual director or any group or committee of directors, correspondence should be addressed to the Board of Directors or any such individual director or group or committee of directors by either name or title. The correspondence should be sent to Hilltop Holdings Inc., c/o Secretary, 200 Crescent Court, Suite 1330, Dallas, Texas 75201.

All communications received as set forth in the preceding paragraph will be opened by the office of our General Counsel for the sole purpose of determining whether the contents represent a message to our directors. Any contents that are not in the nature of advertising, promotions of a product or service or patently offensive material will be forwarded promptly to the addressee(s). In the case of communications to the Board of Directors or any group or committee of directors, the General Counsel's office will make sufficient copies of the contents to send to each director who is a member of the group or committee to whom the communication is addressed. If the amount of correspondence received through the foregoing process becomes excessive, our Board of Directors may consider approving a process for review, organization and screening of the correspondence by the corporate Secretary or other appropriate person.

Code of Business Conduct and Ethics

We have adopted a Senior Officer Code of Ethics applicable to our Chief Executive Officer, Chief Financial Officer and Principal Accounting Officer. We also have adopted a General Code of Ethics and Business Conduct applicable to all officers, directors and employees. Both codes are available on our website at ir.hilltop-holdings.com under the heading "Investor Relations — Corporate Information — Governance Documents." Copies also may be obtained upon request by writing our corporate Secretary at the address listed under "Questions" on page 74. We intend to disclose any amendments to, or waivers from, our Senior Officer Code of Ethics and our General Code of Ethics and Business Conduct at the same website address provided above.

Director Nomination Procedures

The Nominating and Corporate Governance Committee believes that, at a minimum, candidates for membership on the Board of Directors should have a demonstrated ability to make a meaningful contribution to the Board of Directors' oversight of our business and affairs and have a record and reputation for honest and ethical conduct. The Nominating and Corporate Governance Committee recommends director nominees to the Board of Directors based on, among other things, its evaluation of a candidate's experience, knowledge, skills, expertise, integrity, ability to make independent analytical inquiries, understanding of our business environment and a willingness to devote adequate time and effort to board responsibilities. In making its recommendations to the Board of Directors, the Nominating and Corporate Governance Committee also seeks to have the Board of Directors nominate candidates who have diverse backgrounds and areas of expertise so that each member can offer a unique and valuable perspective.

The Nominating and Corporate Governance Committee expects, in the future, to identify potential nominees by asking current directors and executive officers to notify the committee if they become aware of persons who meet the criteria described above. The Nominating and Corporate Governance Committee also, from time to time, may engage firms, at our expense, that specialize in identifying director candidates. As described below, the Nominating and Corporate Governance Committee also will consider candidates recommended by stockholders.

Once a person has been identified by the Nominating and Corporate Governance Committee as a potential candidate, the committee expects to collect and review publicly available information regarding the person to assess whether the person should be considered further. If the Nominating and Corporate Governance Committee determines that the candidate warrants further consideration, and if the person expresses a willingness to be considered and to serve on the Board of Directors, the Nominating and Corporate Governance Committee expects to request information from the candidate, review the person's accomplishments and qualifications, including in light of any other candidates that the committee might be considering, and conduct one or more interviews with the candidate. In certain instances, members of the Nominating and Corporate Governance Committee may contact one or more references provided by the candidate or may contact other members of the business community or other persons that may have greater first-hand knowledge of the candidate's accomplishments.

In addition to formally nominating individuals for election as directors in accordance with our Second Amended and Restated Bylaws, as summarized below on page 74 under "Stockholder Proposals for 2018," stockholders may send written recommendations of potential director candidates to the Nominating and Corporate Governance Committee for its consideration. Such recommendations should be submitted to the Nominating and Corporate Governance Committee "c/o Secretary" at Hilltop Holdings Inc., 200 Crescent Court, Suite 1330, Dallas, Texas 75201. Director recommendations submitted by stockholders should include the following information regarding the stockholder making the recommendation and the individual(s) recommended for nomination:

- name, age, business address and residence address;
- the class, series and number of any shares of Hilltop stock or other securities of Hilltop or any affiliate of Hilltop owned, beneficially or of record (including the name of the nominee holder if beneficially owned);
- the date(s) that shares of Hilltop stock or other securities of Hilltop or any affiliate of Hilltop were acquired and the investment intent of such acquisition;
- any short interest (including any opportunity to profit or share in any benefit from any decrease in the price of such stock or other security) in any securities of Hilltop or any affiliate of Hilltop;
- whether and the extent to which such person, directly or indirectly (through brokers, nominees or otherwise), is subject to or during the prior six months has engaged in, any hedging, derivative or other transaction or series of transactions or entered into any other agreement, arrangement or understanding (including any short interest, any borrowing or lending of securities or any proxy or voting agreement), the effect or intent of which is to (a) manage risk or benefit of changes in the price of Hilltop securities or any security of any entity listed in the peer group in the stock performance graph included in the materials distributed with this Proxy Statement or (b) increase or decrease the voting power of such person in Hilltop disproportionately to such person's economic interest in Hilltop securities (or, as applicable, any security of any entity listed in the peer group in the stock performance graph included in the materials distributed with this Proxy Statement);

- any substantial interest, direct or indirect (including, without limitation, any existing or prospective commercial, business or contractual relationship with us), by security holdings or otherwise of such person in us or in any of our affiliates, other than an interest arising from the ownership of securities where such person receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class or series;
- the investment strategy or objective, if any, of the stockholder making the recommendation and a copy of the prospectus, offering memorandum or similar document, if any, provided to investors, or potential investors, in such stockholder (if not an individual);
- to the extent known by the stockholder making the recommendation, the name and address of any other stockholder supporting the nominee for election or reelection as a director;
- a certificate executed by the proposed nominee that certifies that the proposed nominee is not, and will not, become a party to any agreement, arrangement or understanding with any person or entity other than us in connection with service or action as a director that has not been disclosed to us and that the proposed nominee consents to being named in a proxy statement and will serve as a director if elected;
- completed proposed nominee questionnaire (which will be provided upon request by writing or telephoning our corporate Secretary at the address or phone number listed under "Questions" on page 74); and
- all other information that would be required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act and the rules promulgated thereunder.

The stockholder recommendation and information described above must be delivered to the corporate Secretary not earlier than the 120th day and not later than 5:00 p.m., Dallas, Texas local time, on the 90th day prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting of stockholders; *provided, however*, that if the date of the annual meeting is advanced more than 30 days prior to, or delayed by more than 30 days after, the first anniversary of the date of the preceding year's annual meeting, the stockholder recommendation and information must be delivered not earlier than the 120th day prior to the date of such annual meeting and not later than 5:00 p.m., Dallas, Texas local time, on the later of the 90th day prior to the date of such annual meeting of stockholders and the 10th day following the date on which public announcement of the date of such annual meeting is first made. In the event, however, the number of directors to be elected to the Board of Directors is increased and there is no public announcement of such action at least 100 days prior to the first anniversary of the date of the proxy statement for the preceding year's annual meeting, a stockholder recommendation also will be considered timely, but only with respect to nominees for any new positions created by the increase, if it is delivered to the corporate Secretary not later than 5:00 p.m., Dallas, Texas local time, on the 10th day following the day on which the public announcement is first made.

The Nominating and Corporate Governance Committee expects to use a similar process to evaluate candidates to the Board of Directors recommended by stockholders as the one it uses to evaluate candidates otherwise identified by the committee.

No fee was paid to any third party or parties to identify or evaluate, or assist in identifying or evaluating, potential nominees.

The Nominating and Corporate Governance Committee did not receive the name of any stockholder recommendations for director nominees with respect to the Annual Meeting.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Principal Stockholders

The following table sets forth information regarding our common stock beneficially owned on April 20, 2017 by any person or "group," as that term is used in Section 13(d)(3) of the Exchange Act, known to us to beneficially own more than five percent of the outstanding shares of our common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (a)
Gerald J. Ford (b) 200 Crescent Court, Suite 1350 Dallas, Texas 75201	15,573,024	15.8 %
The Vanguard Group (c) 100 Vanguard Boulevard Malvern, Pennsylvania 19355	5,630,463	5.7 %
Dimensional Fund Advisors LP (d) Building One 6300 Bee Cave Road Austin, Texas 78746	5,524,136	5.6 %

(a) Based on 98,529,976 shares of common stock outstanding on April 20, 2017. Shares issuable under instruments to purchase our common stock that are exercisable within 60 days of April 20, 2017 are treated as if outstanding for computing the percentage ownership of the person holding these instruments, but are not treated as outstanding for purposes of computing the percentage ownership of any other person.

(b) The shares of common stock beneficially owned by Mr. Gerald J. Ford include 20,484 shares that are owned by Turtle Creek Revocable Trust, a revocable trust for the benefit of the members of Mr. Gerald J. Ford's family, and indirectly by Mr. Gerald J. Ford as settlor of the trust. Mr. Gerald J. Ford disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein. Also includes 15,544,674 shares owned by Diamond A Financial, LP. Mr. Gerald J. Ford is the sole general partner of Diamond A Financial, LP. Mr. Gerald J. Ford has sole voting and dispositive power of these shares. Excludes 90,000 restricted stock units ("RSUs") that will not vest within 60 days of April 20, 2017.

(c) Based on the Schedule 13G (Amendment No. 1) filed with the SEC by The Vanguard Group on February 13, 2017. According to the Schedule 13G (Amendment No. 1), The Vanguard Group has sole voting power over 90,558 shares of our common stock, shared voting power over 8,480 shares of our common stock, sole dispositive power over 5,535,402 shares of our common stock and shared dispositive power over 95,061 shares of our common stock. The Schedule 13G (Amendment No. 1) reports that Vanguard Fiduciary Trust Company, a wholly owned subsidiary of The Vanguard Group, is the beneficial owner of 86,581 shares of our common stock as a result of its serving as investment manager of collective trust accounts and that Vanguard Investments Australia, Ltd., a wholly owned subsidiary of The Vanguard Group, is the beneficial owner of 12,457 shares of our common stock as a result of its serving as investment manager of Australian investment offerings.

(d) Based on the Schedule 13G filed with the SEC by Dimensional Fund Advisors LP on February 9, 2017. According to the Schedule 13G, Dimensional Fund Advisors LP, an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940, and serves as investment manager or sub-adviser to certain other commingled funds, group trusts and separate accounts (such investment companies, trusts and accounts, collectively referred to as the "Funds"). In certain cases, subsidiaries of Dimensional Fund Advisors LP may act as an adviser or sub-adviser to certain Funds. In its role as investment advisor, sub-adviser and/or manager, Dimensional Fund Advisors LP or its subsidiaries (collectively, "Dimensional") may possess voting and/or investment power over the securities of the Issuer that are owned by the Funds, and may be deemed to be the beneficial owner of the shares of the Issuer held by the Funds. However, according to the Schedule 13G, all securities reported are owned by the Funds. Dimensional disclaims beneficial ownership of such securities. In addition, the Schedule 13G disclaims that the reporting person or any of its affiliates is the beneficial owner of any securities covered by the Schedule 13G for any purposes other than Section 13(d) of the Securities Exchange Act of 1934.

Security Ownership of Management

The following table sets forth information regarding the number of shares of our common stock beneficially owned on April 20, 2017, by:

- each of our directors;
- each of our named executive officers; and
- all of our directors and executive officers presently serving, as a group.

Except as otherwise set forth below, the address of each of the persons listed below is c/o Hilltop Holdings Inc., 200 Crescent Court, Suite 1330, Dallas, Texas 75201. Except as otherwise indicated in the footnotes to this table, the persons named in the table have specified that they have sole voting and investment power with respect to all shares of stock shown as beneficially owned by them, subject to any applicable community property law.

	Common Stock		
Name of Beneficial Owner	**Amount and Nature of Beneficial Ownership**		**Percent of Class (a)**
Charlotte Jones Anderson	8,592		*
Rhodes Bobbitt	126,059	(b)	*
Tracy A. Bolt	16,373		*
W. Joris Brinkerhoff	25,228		*
J. Taylor Crandall	—	(c)	*
Charles R. Cummings	37,476		*
Hill A. Feinberg	1,157,029	(d)	1.2%
Gerald J. Ford 200 Crescent Court, Suite 1350 Dallas, Texas 75201	15,573,024	(e)	15.8%
Jeremy B. Ford	639,656	(f)	*
William B. Furr	7,589	(g)	*
J. Markham Green	119,152		*
William T. Hill, Jr.	54,350	(h)	*
James R. Huffines	376,066	(i)	*
Lee Lewis	656,199	(j)	*
Andrew J. Littlefair	11,779		*
W. Robert Nichols, III	41,000	(k)	*
Darren Parmenter	5,361	(l)	*
C. Clifton Robinson	1,235,024		1.3%
Kenneth D. Russell	—		*
Todd L. Salmans	14,662	(m)	*
A. Haag Sherman	14,422		*
Robert C. Taylor, Jr.	33,787		*
Carl B. Webb	110,803		*
Alan B. White	1,693,301	(n)	1.7%
All Directors and Executive Officers, as a group (27 persons)	22,134,750	(o)	22.5%

* Represents less than 1% of the outstanding shares of such class.

(a) Based on 98,529,976 shares of common stock outstanding on April 20, 2017. Shares issuable under instruments to purchase our common stock that are exercisable within 60 days of April 20, 2017 are treated as if outstanding for computing the percentage ownership of the person holding these instruments, but are not treated as outstanding for purposes of computing the percentage ownership of any other person.

(b) Includes 62,100 shares of common stock held in an IRA account for the benefit of Mr. Bobbitt.

(c) Excludes 1,488 shares held by Oak Hill Capital Management LLC, 69,014 shares held by Oak Hill Capital Management Partners III, L.P. and 2,101,418 shares held by Oak Hill Capital Partners III, L.P.

(d) Includes 25,776 shares of common stock held directly by Mr. Feinberg's wife. Also includes 776 shares of common stock held by the Max McDermott Trust for the benefit of Mr. Feinberg's stepson. Mr. Feinberg's wife is the trustee of the trust. Excludes 43,999 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.

(e) The shares of common stock beneficially owned by Mr. Gerald J. Ford include 18,476 shares that are owned by Turtle Creek Revocable Trust, a revocable trust for the benefit of the members of Mr. Gerald J. Ford's family, and indirectly by Mr. Gerald J. Ford as settlor of the trust. Mr. Gerald J. Ford disclaims beneficial ownership of the shares held by the trust except to the extent of his pecuniary interest therein. Also includes 15,544,674 shares owned by Diamond A Financial, LP. Mr. Gerald J. Ford is the sole general partner of Diamond A Financial, LP. Mr. Gerald J. Ford has sole voting and dispositive power of these shares. Excludes 90,000 RSUs that will not vest within 60 days of April 20, 2017.

(f) Jeremy B. Ford is a beneficiary of a trust that owns a 49% limited partnership interest in Diamond A Financial, LP (see footnote (e)). Excludes 135,418 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017 and 15,544,674 shares of common stock held by Diamond A Financial, LP.

(g) Excludes 43,812 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.

(h) Includes 7,300 shares of common stock held in a SEP IRA account for the benefit of Mr. Hill and 15,750 shares of common stock held by the William T. Hill P.C. retirement account for the benefit of Mr. Hill.

(i) Includes 47,000 shares of common stock held by the James Huffines 1994 Trust for the benefit of Mr. Huffines and 12,028 shares of common stock held in a self-directed individual retirement account. Excludes 62,035 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.

(j) Includes 603,417 shares of common stock held by Lee Lewis Construction. Mr. Lewis is the sole owner of Lee Lewis Construction and may be deemed to have voting and/or investment power with respect to the shares owned by Lee Lewis Construction.
(k) Includes 11,000 shares of common stock held in an IRA account for the benefit of Mr. Nichols.
(l) Excludes 26,669 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.
(m) Excludes 52,282 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.
(n) Includes (a) 9,785 shares of common stock held directly by Mr. White's wife, (b) 453 shares of common stock held in a self-directed individual retirement account of Mr. White's wife, (c) 23,806 shares of common stock held by Double E Investments ("Double E"), (d) 12,883 shares of common stock held by EAW White Family Partnership, Ltd. ("EAW"), (e) 8,045 shares of common stock held by Maedgen, White and Maedgen ("MW&M"), (f) 1,366,458 shares of common stock held by Maedgen & White, Ltd., and (g) 95,844 shares of common stock held in a self-directed individual retirement account of Mr. White. As the manager of Double E, the managing partner of MW&M and the sole member of the general partner of EAW, Mr. White has exclusive authority to vote and/or dispose of the securities held by Double E, MW&M and EAW, respectively, and may, therefore, be deemed to have sole voting and dispositive power over the shares of common stock held by Double E, MW&M and EAW. Mr. White is the sole general partner of Maedgen & White, Ltd. and may be deemed to beneficially own the shares held by Maedgen & White, Ltd. As the sole general partner of Maedgen & White, Ltd., Mr. White has the power to vote the shares held by Maedgen & White, Ltd. The Agreement of Limited Partnership of Maedgen & White, Ltd. requires the approval of 80% of the limited partnership interests in Maedgen & White, Ltd. before its general partner may dispose of the shares held by Maedgen & White, Ltd. Mr. White, directly and indirectly, controls approximately 77% of the limited partnership interests of Maedgen & White, Ltd. and therefore may be deemed to share dispositive power over the shares held by Maedgen & White, Ltd. Excludes 104,563 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.
(o) Represents 27 persons. Excludes 687,022 shares of common stock deliverable upon the vesting of RSUs that will not vest within 60 days of April 20, 2017.

MANAGEMENT

Executive Officers

General

We have identified the following officers as "executive officers," consistent with the definition of that term as used by the SEC:

Name	Age	Position	Officer Since
Hill A. Feinberg	70	Chairman and Chief Executive Officer of Hilltop Securities	2012
Jeremy B. Ford	42	President and Co-Chief Executive Officer	2010
William B. Furr	39	Executive Vice President, Chief Financial Officer	2016
James R. Huffines	66	Executive Vice President, Chief Operating Officer of Subsidiaries	2012
John A. Martin	69	Executive Vice President, Chief Accounting Officer	2012
Darren E. Parmenter	54	Executive Vice President, Chief Administrative Officer	2007
Corey G. Prestidge	43	Executive Vice President, General Counsel and Secretary	2008
Todd L. Salmans	68	Chief Executive Officer of PrimeLending	2012
Jerry L. Schaffner	59	President and Chief Executive Officer of the Bank	2012
Alan B. White	68	Vice Chairman and Co-Chief Executive Officer	2012

Business Experience of Executive Officers

Information concerning the business experience of Messrs. Hill A. Feinberg, Jeremy B. Ford, James R. Huffines and Alan B. White is set forth above under "Proposal One — Election of Directors — Nominees for Election as Directors" beginning on page 6.

William B. Furr. Mr. Furr has served as the Chief Financial Officer of Hilltop since September 2016. Prior to joining Hilltop, Mr. Furr served as Executive Vice President and Community Bank Chief Financial Officer for KeyCorp from November 2012 to August 2016. Before joining KeyCorp, Mr. Furr served in various financial leadership roles at Regions Financial Corporation and Bank of America Corporation.

John A. Martin. Mr. Martin has served as Executive Vice President and Chief Accounting Officer of Hilltop since September 2016. Mr. Martin previously served as Executive Vice President and Chief Financial Officer of PlainsCapital since November 2010 and continued in that position since our acquisition of PlainsCapital in November 2012. Mr. Martin also serves on the board of directors of the Bank and various other subsidiaries of PlainsCapital. Prior to joining PlainsCapital, Mr. Martin most recently served as executive vice president and chief financial officer of Family Bancorp, Inc. and its subsidiary, San Antonio National Bank, from April 2010 until October 2010. Before joining Family Bancorp, from 2009 to 2010, Mr. Martin served as a consultant to community banks, providing strategic planning services. Beginning in 2005, Mr. Martin served as chief financial officer of Texas Regional Bancshares, Inc. and later served as director of financial planning and analysis for BBVA Compass after its acquisition of Texas Regional Bancshares in 2006.

Darren E. Parmenter. Mr. Parmenter has served as Executive Vice President and Chief Administrative Officer since September 2016. Mr. Parmenter previously served as Executive Vice President and Principal Financial Officer of Hilltop since February 2014 and as Senior Vice President of Finance of Hilltop from June 2007 to February 2014. From January 2000 to June 2007, Mr. Parmenter was with Hilltop's predecessor, Affordable Residential Communities Inc., and served as the Controller of Operations from April 2002 to June 2007. Prior to 2000, Mr. Parmenter was employed by Albertsons Inc. as an Assistant Controller.

Corey G. Prestidge. Mr. Prestidge has served as an Executive Vice President of Hilltop since February 2014 and General Counsel and Secretary of Hilltop since January 2008. From November 2005 to January 2008, Mr. Prestidge was the Assistant General Counsel of Mark Cuban Companies. Prior to that, Mr. Prestidge was an associate in the corporate and securities practice group at Jenkens & Gilchrist, a Professional Corporation, which is a former national law firm. Mr. Prestidge is the son-in-law of our Chairman of the Board, Gerald J. Ford, and the brother-in-law of our President and Co-Chief Executive Officer, Jeremy B. Ford.

Todd L. Salmans. Mr. Salmans has served as Chief Executive Officer of PrimeLending since January 2011 and has continued in that position since our acquisition of PlainsCapital in November 2012. He also previously held the office of President of PrimeLending until August 2013. As Chief Executive Officer, Mr. Salmans is responsible for the strategic direction and day-to-day management of PrimeLending, including financial performance, compliance, business development, board and strategic partner communications and team development. He also serves as a member of PrimeLending's Board of Directors. Mr. Salmans joined PrimeLending in 2006 as Executive Vice President and Chief Operating Officer, with responsibility over daily operations, loan processing and sales. He was promoted to President in April 2007. Mr. Salmans has over 40 year of experience in the mortgage banking industry. Prior to joining PrimeLending, he served as regional executive vice president of CTX/Centex, regional senior vice president of Chase Manhattan/Chase Home Mortgage Corp., and regional senior vice president of First Union National Bank/First Union Mortgage Corp. Mr. Salmans is currently a board member of the Texas Mortgage Bankers Association.

Jerry L. Schaffner. Mr. Schaffner has served as the President and Chief Executive Officer of the Bank since November 2010 and has continued in that position since our acquisition of PlainsCapital in November 2012. He currently serves as a director of the Bank and various other subsidiaries, and previously served as a director of PlainsCapital from 1993 until March 2009. Mr. Schaffner joined PlainsCapital in 1988 as part of its original management group.

Terms of Office and Relationships

Our executive officers are elected annually or, as necessary, to fill vacancies or newly created offices by our Board of Directors. Each executive officer holds office until his successor is duly elected and qualified or, if earlier, until his death, resignation or removal. Any officer or agent elected or appointed by our Board of Directors may be removed by our Board of Directors whenever, in its judgment, our best interests will be served, but any removal will be without prejudice to the contractual rights, if any, of the person so removed.

Except as disclosed under "Proposal One — Election of Directors — Nominees for Election as Directors" commencing on page 6 and under "Management — Executive Officers — Business Experience of Executive Officers" on page 27, (a) there are no familial relationships among any of our current directors or executive officers and (b) none of our director nominees hold directorships in any company with a class of securities registered pursuant to Section 12 of the Exchange Act or pursuant to Section 15(d) of the Exchange Act or any company registered as an investment company under the Investment Company Act of 1940.

Except as set forth in this Proxy Statement, there are no arrangements or understandings between any nominee for election as a director or officer and any other person pursuant to which that director was nominated or that officer was selected.

Compensation Discussion and Analysis

This Compensation Discussion & Analysis section reviews the compensation program for our named executive officers ("NEOs"), which include our principal executive officers, principal financial officers and our three other most highly-compensated executive officers, during the year ended December 31, 2016.

During 2016, we integrated the personnel of the two holding companies, PlainsCapital and Hilltop Holdings Inc., into Hilltop Holdings Inc. We believe this new structure provides leadership for the entire organization, promotes consistency and accountability and supports a more coordinated and cohesive long-term growth strategy. Accordingly, we named Messrs. Jeremy B. Ford and Alan B. White as Co-Chief Executive Officers. We believe this structure will allow Messrs. Jeremy Ford and Alan White to use their respective strengths to manage the enterprise more effectively and efficiently. Mr. White oversees the revenue generating operations, and Mr. Ford oversees corporate functions, such as accounting and finance, risk and compliance, legal, corporate development and corporate administration. In addition, in September 2016, we hired a new Chief Financial Officer that has deep experience in large financial institutions.

For 2016, our NEOs were:

Named Executive Officer	Title/Role
Jeremy B. Ford	President and Co-Chief Executive Officer
Alan B. White	Vice Chairman and Co-Chief Executive Officer
William B. Furr	Executive Vice President, Chief Financial Officer
Darren E. Parmenter	Former Principal Financial Officer
Hill A. Feinberg	Chairman and Chief Executive Officer of Hilltop Securities
James R. Huffines	Executive Vice President, Chief Operating Officer of Subsidiaries
Todd L. Salmans	Chief Executive Officer of PrimeLending

2016 Business and Financial Highlights

2016 represented another strong year for the Company. In 2016, we continued to grow and expand into a diversified financial holding company through the integration of SWS, which was acquired in January 2015. In addition, we had the following accomplishments during 2016:

- Generated $146 million in income applicable to common stockholders, or $1.48 per diluted share, during 2016. Return on average equity was 8.13% and return on average assets was 1.21% for 2016.
- Maintained strong asset quality compared to peers with non-performing assets as a percentage of total assets of 0.24% as of December 31, 2016, excluding covered loans and covered other real estate owned.
- Maintained strong capital ratios with a Common Equity Tier 1 Risk Based Capital Ratio at 18.30% and a Total Risk Based Capital Ratio of 19.34% at December 31, 2016.
- Initiated a quarterly dividend of $0.06 per quarter.

The results contributed to an increase in our book value per share from $17.56 at December 31, 2015 to $18.98 at December 31, 2016. Additional detail regarding our results and achievements can be found in our Annual Report on Form 10-K for the year ended December 31, 2016.

Our 2016 Executive Compensation Program

Overview

The Compensation Committee, or, in this Compensation Discussion and Analysis, the Committee, has the responsibility to establish, implement and monitor adherence with our compensation philosophy. The Committee ensures that the total compensation paid to executive officers is fair, reasonable, competitive, performance-based and aligned with stockholder interests. The Committee administers the Company’s executive compensation program in light of our unique structure and acquisition history. As a holding company that conducts its operations through its subsidiaries, we provide performance-based compensation to the chief executives of each of our business units that is based on both the results of the business unit, and the Company.

Philosophy and Objectives of Our Executive Compensation Program

Our compensation program continues to focus on performance-based pay that reflects our achievements on an annual basis and our ability to deliver long-term value to our stockholders. The Compensation Committee regularly reviews the Company’s compensation programs to ensure they are consistent with safe and sound business practices, regulatory requirements, emerging industry trends and stockholder interests.

With this in mind, the following principles help guide our decisions regarding compensation of our NEOs:

- *Compensation opportunities should be competitive with market practices.* We are committed to providing competitive total annual compensation opportunities in order to attract and retain executives with the experience and skills necessary to lead our Company and motivate them to deliver strong performance to our stockholders.
- *A significant portion of compensation should be performance-based.* Our executive compensation program emphasizes pay-for-performance. Both our annual and long-term incentives are earned based on a combination

of corporate, business unit and individual performance. Our annual incentive compensation also can be reduced based upon improper risk taking and non-compliance with applicable laws and regulations.

- *Management's interests should be aligned with those of our stockholders.* Our long-term incentive compensation is delivered in the form of RSUs to support our goals for alignment, ownership and retention. Half of the RSUs awarded vest upon achievement of predefined performance goals. The value of these performance-based RSUs ultimately depends upon our relative total stockholder return and our cumulative earnings per share, or EPS, over the three-year vesting period. Commencing in 2016, the percentage of these awards that vest is based first on cumulative earnings per share over a three-year period and then multiplied by a modifier based on our relative total stockholder return during the same period.
- *Compensation should be perceived as fair.* We strive to create a compensation program that will be perceived as fair and equitable, both internally and externally.
- *Our compensation program should be balanced and mitigate risk taking.* We have a balanced approach to total compensation that includes a mix of fixed and performance-based pay, a proportion of cash and equity compensation absolute and relative performance goals, and short- and long-term incentive compensation. We believe this approach effectively aligns our pay with performance while discouraging inappropriate risk taking.

Goverance Highlights

The Compensation Committee continued to maintain the following compensation best practices:

- Robust stock ownership guidelines for executive officers and directors
- Clawback policy for incentive compensation
- Anti-hedging and pledging policy
- Limited perquisites
- No excise tax gross-ups in new employment agreements
- One year holding requirement on all vested equity awards
- Annual compensation risk assessment

How We Determine and Assess Executive Compensation Generally

Background

We completed the acquisition of PlainsCapital on November 30, 2012, and the compensation of our NEOs who were employed by PlainsCapital is, therefore, in part based upon the compensation they were paid by PlainsCapital prior to the acquisition. Four of our NEOs, Messrs. White, Feinberg, Huffines and Salmans, were employed by PlainsCapital or its subsidiaries prior to the acquisition. In connection with the acquisition of PlainsCapital, we entered into a retention agreement with Mr. White to ensure continuity following the closing that was negotiated based upon the pre-existing rights in his employment agreement with PlainsCapital. All other existing employment arrangements at PlainsCapital were amended to terminate on November 30, 2014. Following the expiration of the employment agreements with Messrs. Huffines and Salmans, we entered into new employment agreements with them that are consistent with our current compensation philosophy. For a more detailed discussion of these employment agreements and Mr. White's retention agreement, see "Executive Compensation — Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table — Employment Contracts and Incentive Plans — Employment Contracts."

Role of the Compensation Committee

The Committee is responsible for reviewing and approving all aspects of the compensation programs for our NEOs and making all decisions regarding specific compensation to be paid or awarded to them. The Committee is responsible for, among its other duties, the following:

- Review and approval of corporate incentive goals and objectives relevant to compensation;
- Evaluation of individual performance results in light of these goals and objectives;

- Evaluation of the competitiveness of the total compensation package; and
- Approval of any changes to the total compensation package, including, but not limited to, base salary, annual and long-term incentive award opportunities and payouts and retention programs.

The Committee is responsible for determining all aspects of compensation of the Co-Chief Executive Officers, as well as assessing their individual performance.

In setting the compensation of our NEOs, the Committee, in its discretion, considers (i) the transferability of managerial skills, (ii) the relevance of each NEO's experience to other potential employees, and (iii) the readiness of the NEO to assume a different or more significant role, either within our organization or with another organization. When the Committee makes pay-related decisions, the Committee considers our acquisition and growth strategy, our desire to attract, retain and motivate talent, and the importance of compensation in supporting the achievement of our strategic objectives.

Information about the Committee and its composition, responsibilities and operations can be found under the "Board Committees" section.

Role of the Co-Chief Executive Officers in Compensation Decisions

The Co-Chief Executive Officers provide input and recommendations to the Committee regarding compensation decisions for their direct reports, including the other NEOs. These recommendations are made within the framework of the compensation programs approved by the Committee and based on market data provided by the Committee's independent consultant. The input includes base salary changes, annual incentive and long-term incentive opportunities and payouts, specific individual performance objectives, and individual performance assessments. The Co-Chief Executive Officers make their recommendations based on their assessment of the individual officer's performance, performance of the officer's respective business or function and employee retention considerations. The Committee reviews and considers the Co-Chief Executive Officers' recommendations when determining any compensation changes affecting our officers or executives. The Co-Chief Executive Officers do not play any role with respect to their own compensation.

Role of Stockholder Say-on-Pay Votes

The Company provides its stockholders with the opportunity to cast an annual advisory vote on executive compensation. At the Company's annual meeting of stockholders held in June 2016, over 97% of the votes cast (excluding abstentions and broker non-votes) on the say-on-pay proposal at that meeting were voted in favor of the proposal. Given this significant level of support from the Company's stockholders, the Committee and the Board of Directors believe that the Company is taking a measured, informed and responsible approach to executive compensation that incorporates all of the Company's objectives and policies set forth above, including, but not limited to, a pay for performance culture that retains executives who perform strongly. The Committee will continue to consider the outcome of the Company's say-on-pay votes when making future compensation decisions for the NEOs.

Role of Compensation Consultant

Pursuant to its charter, the Committee is authorized to retain and terminate any consultant, as well as to approve the consultant's fees and other terms of the engagement. The Committee also has the authority to obtain advice and assistance from internal or external legal, accounting or other advisors. In 2016, the Committee continued its engagement of Meridian Compensation Partners, LLC, or Meridian, as its independent compensation consultant.

Pursuant to its engagement, Meridian provides research, data analyses, survey information and design expertise in developing compensation programs for executives and incentive programs for eligible employees. In addition, Meridian keeps the Committee apprised of regulatory developments and market trends related to executive compensation practices. Meridian does not determine or recommend the exact amount or form of executive compensation for any of the NEOs. A representative of Meridian generally attends meetings of the Committee, is available to participate in executive sessions and communicates directly with the Committee and the chairman of the Committee.

Pursuant to the Committee's charter, if the Committee elects to use a compensation consultant, the Committee must assess the consultant's independence, taking into account the following factors:

- The provision of other services to the Company by the consultant;
- The amount of fees the consultant received from the Company;
- The policies and procedures the consultant has in place to prevent conflicts of interest;
- Any business or personal relationships between the consulting firm and the members of the Committee;
- Any ownership of Company stock by the individuals at the firm performing consulting services for the Committee; and
- Any business or personal relationship of the firm with an executive officer of the Company.

Meridian has provided the Committee with appropriate assurances and confirmation of its independent status pursuant to the charter and other factors. The Committee believes that Meridian has been independent throughout its service for the Committee and there is no conflict of interest between Meridian and the Committee.

Other Factors

The Committee makes executive compensation decisions following a review and discussion of both the financial and operational performance of our businesses and the annual performance reviews of the NEOs and other members of the management team.

Benchmarking Compensation

The Committee regularly assesses the components of the executive compensation program with advice from its independent compensation consultant. In October 2015, Meridian provided an analysis of base salary, annual incentive and long-term incentive practices of comparable companies in the financial industry. Meridian considered individual compensation elements as well as the total compensation package.

In performing this analysis, Meridian used the same peer group of financial institutions that were used in its prior year study. The peer group includes institutions of generally similar asset size and, to the extent possible, organizations with significant other operating segments.

The following financial institutions were included in the peer group used in the report presented for consideration in the determination of 2016 pay:

Associated Banc-Corp	Cullen/Frost Bankers, Inc.	First Citizens BancShares, Inc.
First Horizon National Corporation	First Midwest Bancorp, Inc.	FirstMerit Corporation
Hancock Holding Company	IBERIABANK Corporation	International Bancshares Corporation
MB Financial, Inc.	Old National Bancorp	Prosperity Bancshares, Inc.
South State Corporation	TCF Financial Corporation	Texas Capital Bancshares, Inc.
Trustmark Corporation	UMB Financial Corporation	Umpqua Holdings Corporation
Union Bankshares Corporation	United Bankshares, Inc.	WesBanco, Inc.
Wintrust Financial Corporation		

In addition to the peer group, Meridian included data from industry-specific compensation surveys. The information from these competitive data sources and the peer group were used to make 2016 compensation decisions.

Elements of our Executive Compensation Program

The basic elements of our executive compensation program are summarized below. Our compensation policies and programs are considered by the Committee in a total rewards framework, which considers both "pay" — base salary, annual incentive awards and long-term incentive awards — and "benefits" — perquisites and other benefits and other compensation. Our executive compensation program consists primarily of the following components:

Compensation Component	Purpose
Base Salary	Fixed component of pay intended to compensate the individual fairly for the responsibility level of the position held.
Annual Incentive Awards	Variable component of pay intended to motivate and reward the individual's contribution to achieving our short-term/annual objectives.
Long-term Incentive Awards	Variable component of pay intended to retain, motivate and reward the individual's contribution to achieving our long-term objectives and creating stockholder value.
Perquisites and Other Benefits	Fixed component of pay intended to provide an economic benefit to us in attracting and retaining executive talent.

Base Salary

We provide base salaries for each NEO commensurate with the services each provides to us. We believe a portion of total direct compensation should be provided in a form that is fixed and liquid. In reviewing base salaries, the Committee evaluated the salaries of other executive officers of the Company and its peers and any increased level of responsibility, among other items. The Committee determined to maintain the current salaries of all NEOs for 2016, as they were found to be competitive with the Company's peers. The following are the base salaries for our NEOs in 2015 and 2016:

	Base Salary	
Name	**2015**	**2016**
Jeremy B. Ford	$ 700,000	$ 700,000
Alan B. White	$ 1,350,000	$ 1,350,000 (a)
William B. Furr	$ —	$ 425,000 (b)
Darren E. Parmenter	$ 335,000	$ 335,000
Hill A. Feinberg	$ 500,000	$ 500,000
James R. Huffines	$ 690,000	$ 690,000
Todd L. Salmans	$ 750,000	$ 750,000

(a) Mr. White's base salary was set forth in his retention agreement, which became effective upon the closing of the acquisition of PlainsCapital.

(b) Mr. Furr's base salary effective upon his hiring as our Chief Financial Officer on September 1, 2016.

In February 2017, the Committee assessed base salaries of the NEOs and decided to provide the following increases: $25,000 for Mr. Ford, $50,000 for Mr. White and $10,000 for Mr. Parmenter.

Annual Incentive Awards

Our NEOs and other employees are eligible to participate in the Annual Incentive Plan and receive annual cash incentive awards based upon our financial performance and other factors, including individual performance. The Committee believes that this element of compensation is important to focus management efforts on, and provide rewards for, annual financial and strategic results that are aligned with creating value for our stockholders.

Target Annual Incentive Opportunities

Target incentive awards are defined at the start of the year in consideration of market data provided by the Committee's consultant, each executive's total compensation package and the entity's budgetary considerations. The Committee did not increase the target opportunity for any NEO in 2016.

Name	Annual Incentive Value Threshold ($)	Target ($)	Target % of Annual Base Salary	Maximum ($) (c)
Jeremy B. Ford	108,000	600,000	86 %	900,000
Alan B. White (a)	—	1,350,000	100 %	—
William B. Furr (b)	325,000	375,000	88 %	562,500
Darren E. Parmenter	28,200	235,000	70 %	352,500
Hill A. Feinberg	72,000	600,000	120 %	900,000
James R. Huffines	99,900	555,000	80 %	832,500
Todd L. Salmans	90,000	750,000	100 %	1,125,000

(a) Mr. White's annual incentive compensation is determined pursuant to his retention agreement for the achievement of specified performance criteria.
(b) Mr. Furr's employment agreement specified minimum cash incentive compensation of $325,000 for 2016. The employment agreement does not provide for minimum cash incentive compensation in future years.
(c) Awards are capped at 150% of the target amount.

Performance Measures

Each NEO serving for the full year had pre-defined performance objectives based upon measurable performance of both our Company and the individual, other than Mr. White, whose pre-defined performance objectives are based solely upon Hilltop's performance. Other than with respect to Mr. Feinberg, at least 70% of each executive's incentive was based on the net income of our Company and/or their relevant business unit. Mr. Feinberg's incentive compensation also included performance objectives related to the integration of Hilltop Securities. Our 2016 goals were intended to be realistic and reasonable but challenging in order to drive performance. The Committee and management believe that by using these metrics we are encouraging profitable top line growth and value for stockholders without creating excessive risk.

The measures and weights of the performance objectives for each NEO are summarized in the following table:

Name	Hilltop Net Income	PlainsCapital Net Income	Business Unit Net Income	Strategic/ Individual Goals
Jeremy B. Ford	70 %	—	—	30 %
Alan B. White (a)	100 %	—	—	—
William B. Furr (b)	—	—	—	—
Darren E. Parmenter	50 %	—	20 %	30 %
Hill A. Feinberg	20 %	—	30 %	50 %
James R. Huffines	—	70 %	—	30 %
Todd L. Salmans	—	20 %	50 %	30 %

(a) Determined pursuant to Mr. White's retention agreement for the achievement of earnings target.
(b) Mr. Furr did not have pre-defined performance objectives given his hiring in September 2016.

In addition to the above criteria, up to 15% of payouts under the Annual Incentive Plan are subject to forfeiture in the event of any improper risk management or non-compliance with applicable laws or regulations. The Committee changed this provision in 2017 to specify that the entire payout under the Annual Incentive Plan is subject to forfeiture in the event of material risk or compliance issues.

The individual strategic objectives for the NEOs are developed through an iterative process between the Committee and management. Management develops an initial set of recommendations based upon the business needs. The Committee reviews the proposed goals and revises/amends them at its discretion, ensuring that goals are aligned with the Board of Director's strategic focus. The following strategic and individual goals, among others, were established for the NEOs in 2016:

- Mr. Ford: execute the Company's 2016 strategic plan, continue to identify strategic acquisition opportunities that complement the Company's business mix, continue to integrate recent acquisitions and increase net earnings.

- Mr. Parmenter: facilitate acquisition activity and the Company's strategic initiatives, integrate and consolidate the Company's accounting and human resources departments, and provide effective leadership of his responsible business units.
- Mr. Feinberg: integrate Hilltop Securities, manage risk through capital and develop culture and communication at combined broker-dealer.
- Mr. Huffines: grow core business and achieve quantitative cost savings through integration of mergers and acquisitions.
- Mr. Salmans: execute three-year business strategy for PrimeLending, continue succession planning and talent development for key positions and achieve cost savings from implementation of strategic plan.

Performance Results and Payouts

The Committee, in its sole discretion, determines the final amount of each participant's award based on attainment of the applicable performance goals and assessments of individual and strategic performance.

Each element of the annual cash incentive award is independent of the other. Accordingly, the executive officer may achieve certain performance goals, while at the same time failing to achieve others. In that case, the executive officer will be entitled to receive the award for the performance goal achieved, but not an award for a performance goal for which threshold performance is not achieved. Potential awards ranged from 50% for threshold performance to a maximum of 150% for stretch performance.

At the end of the fiscal year, the Committee determined a payout based on net income performance. 2016 performance goals and actual net income performance were as follows (dollars in millions):

2016 Performance Goal	Threshold ($)	Target ($)	Stretch ($)	Actual ($)	Achievement
Hilltop Adjusted Net Income	71.6	119.3	179.0	151.4	127 %
PlainsCapital Net Income	62.9	104.8	157.2	125.3	120 %
Hilltop Securities Net Income	8.2	13.6	20.4	28.4	209 %
PrimeLending Net Income	12.2	20.4	30.6	51.2	251 %

Based upon evaluation of their respective individual performance in 2016, the Committee awarded the NEOs scores ranging from 54% to 150% for their strategic and individual goals. The Committee also assessed risk and compliance performance for each NEO and determined that no reductions were warranted.

Based on the above financial and individual performance measures and the Committee's discretion, the 2016 annual cash incentive payments were awarded as follows relative to the 2016 target value:

Name	2016 Annual Incentive Payment ($)	% of 2016 Target Annual Incentive
Jeremy B. Ford	715,000	119 %
Alan B. White (a)	1,400,000	104 %
William B. Furr	375,000	100 %
Darren E. Parmenter	280,000	119 %
Hill A. Feinberg	750,000	125 %
James R. Huffines	555,000	100 %
Todd L. Salmans	1,100,000	147 %

(a) Determined pursuant to Mr. White's retention agreement for the achievement of earnings target. The Committee determined to increase the contractual payout of $1,350,000 to $1,400,000 based on Mr. White's individual performance and his promotion to Co-CEO.

See "Executive Compensation — Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table — Annual Incentive Plan" for more information with respect to our shareholder-approved Annual Incentive Plan.

Long-Term Incentive Awards

As described above, we believe that a portion of each NEO's compensation should be tied to the performance of our stock price, aligning the officer's interest with that of our stockholders. In this regard, the Committee determined that the award vehicle mix should be:

Award Vehicle Mix	% of Award
Time-Based Restricted Stock Units	50%
Performance-Based Restricted Stock Units	50%

Time-based RSUs cliff vest on the third anniversary of the date of grant. Performance-based RSUs are earned and cliff vest after the three-year performance period from January 1, 2016 through December 31, 2018. Performance awards are earned based on Hilltop's three-year cumulative EPS and based on relative total stockholder return, or TSR, relative to the KBW Regional Banking Index.

Commencing in 2016, a revision was made to the method of calculating performance for awarding performance-based RSUs. Under the revised form of award, the percentage of performance-based RSUs that vest following a performance period is determined based on Hilltop's three-year cumulative EPS relative to pre-established performance objectives, multiplied by a modifier that is determined based on Hilltop's TSR relative to the KBW Regional Banking Index. The new method of measuring performance puts more weight on EPS and uses TSR as a modifier, instead of weighting each measure equally as was done in prior grants. The EPS component of performance calculation ranges from 50% at threshold to 150% at the max, and the TSR modifier ranges from 80% at threshold to 120% at max. The total number of shares earned from the performance awards can range from 40% to 180% of the target number of RSUs granted.

All shares of common stock delivered pursuant to the RSUs are subject to a one-year holding period requirement after vesting. Further discussion of the 2012 Equity Incentive Plan pursuant to which such RSUs were awarded is found under "Executive Compensation — Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table" below.

In 2016, long-term incentive awards were made in consideration of each executive's role, competitive market practice, and performance. Grants were made in the form of RSUs on February 23, 2016, to the following NEOs as set forth below:

Name	Time-Based RSUs Awarded	Performance-Based RSUs Awarded (at Target)	Total RSUs Awarded
Jeremy B. Ford	21,971	21,971	43,942
Alan B. White	21,971	21,971	43,942
William B. Furr	—	—	—
Darren E. Parmenter	5,493	5,493	10,986
Hill A. Feinberg	9,416	9,416	18,832
James R. Huffines	13,183	13,182	26,365
Todd L. Salmans	10,986	10,985	21,971

On February 23, 2017, the Committee continued the same mix of long-term incentive awards and approved a grant of RSUs to the NEOs as set forth below:

Name	Time-Based RSUs Awarded	Performance-Based RSUs Awarded (at Target)	Total RSUs Awarded
Jeremy B. Ford	27,734	27,734	55,468
Alan B. White	12,307	12,306	24,613
William B. Furr	6,154	6,153	12,307
Darren E. Parmenter	3,341	3,340	6,681
Hill A. Feinberg	6,154	6,153	12,307
James R. Huffines	7,033	7,032	14,065
Todd L. Salmans	6,154	6,153	12,307

Since the adoption of the 2012 Equity Incentive Plan, all equity-based awards, including those made to the NEOs, have since been made pursuant to the 2012 Equity Incentive Plan. All equity-based awards made to the NEOs are approved by the Committee and not pursuant to delegated authority.

Perquisites and Other Benefits

We provide various perquisites and other benefits to certain NEOs. Messrs. Jeremy B. Ford and Alan B. White are provided access to company aircraft. Messrs. White, Huffines and Salmans are provided with a monthly car allowance and reimbursement for country club membership dues. In addition, Mr. White is provided bank-owned life insurance. Otherwise, generally, our NEOs receive only medical benefits, life insurance and long-term disability coverage, as well as supplemental contributions to the Company's 401(k) program, on the same terms and conditions as available to all employees of that entity.

Severance and Other Post-Termination Compensation

Generally, we do not currently maintain any severance or change in control programs other than change in control provisions in our 2012 Equity Incentive Plan (with exceptions noted below). However, we have historically paid severance, the amount of which is generally determined both by length of tenure and level of compensation, when termination occurs other than for cause and pursuant to which certain benefits may be provided to the NEOs. Absent the negotiation of specific agreements with the NEOs, severance benefits would be provided on the same basis as provided to other employees of the Company.

In connection with our acquisition of PlainsCapital in 2012, we entered into employment agreements with Messrs. Huffines and Salmans. We subsequently entered into new employment agreements with Messrs. Huffines and Salmans in 2014 following the expiration of their previous agreements. Mr. Huffines' agreement was amended in September 2016 to reflect changes in his responsibilities. A description of these new employment agreements and the post-contractual benefits provided thereunder is discussed in further detail under "Executive Compensation — Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table — Employment Contracts and Incentive Plans — Employment Contracts" and "Potential Payments Upon Termination or Change-in-Control" below.

In connection with our acquisition of PlainsCapital in 2012, we entered into a retention agreement with Mr. White which was approved by shareholders of PlainsCapital in connection with our acquisition of PlainsCapital. The summary of the severance terms for this retention agreement is set forth below:

<u>Legacy Retention Agreement</u>

Pursuant to Mr. White's retention agreement:

(1) we agreed to contribute an amount of cash equal to $6,430,890 as deferred compensation to Mr. White in satisfaction of Mr. White's rights under Section 6 (Termination Upon Change in Control) of his previous employment agreement with PlainsCapital, which such amount accrues interest at the prevailing money market rate and is payable to Mr. White on the 55th day following termination of his employment; and

(2) upon a termination of his employment by us other than for cause or death or disability, or after non-renewal, cash severance of (i) the sum of Mr. White's annual base salary and the average of the annual bonus amounts paid to him for the three most recently completed fiscal years ending immediately prior to the date of termination, multiplied by (ii) the greater of (A) two, and (B) the number of full and partial years from the date of termination through the end of the applicable employment period under the retention agreement. Such severance is payable over the "severance period," which is the greater of two years from the date of termination and the number of full and partial years from the date of termination through the end of the applicable employment period under the retention agreement.

The foregoing cash amounts in subparagraph (1) represent "modified single trigger" benefits, payable assuming the termination of employment for any reason, and the foregoing cash amounts in subparagraph (2) represent "double trigger" benefits, payable assuming a qualifying termination of employment. With respect to the amounts described in subparagraph (1) that are paid in full satisfaction of Section 6 of Mr. White's previous employment agreement with PlainsCapital, such amounts are payable upon any termination of employment at any time, subject to any delay required by Section 409A of the Internal Revenue Code, or the Code, and the execution of a release of claims. The cash severance amounts described in subparagraph (2) are payable upon a termination of employment other than for cause, death or disability or upon a termination due to non-renewal by Hilltop, subject to any delay required by Section 409A of the Code and the execution of a release of claims.

Mr. White's retention agreement was amended in 2016 solely to recognize his promotion to Co-Chief Executive Officer of the Company and to specify that his annual incentive would be based on the consolidated results of Hilltop (as opposed to just the results of PlainsCapital). The amendment did not include any changes to his pay opportunity or the other terms of his employment. The Committee did not believe it was appropriate to alter other terms of the agreement given that it (a) increased his dutes and responsibilities without providing Mr. White additional compensation and (b) was negotiated as part of our acquisition of PlainsCapital to secure Mr. White's continued employment, including the amounts payable under subparagraph (1) above which would otherwise have been due to Mr. White immediately upon any termination of his employment following our acquisition of PlainsCapital. Further, Mr. White had the right to terminate his employment in the event other modifications were required in connection with the amendment.

Furr Employment Agreement

Pursuant to our employment agreement with Mr. Furr, upon termination of employment by us other than for cause, Mr. Furr is entitled receive, subject to such termination of employment being on or after September 1, 2017, a lump-sum cash payment equal to the sum of (i) his annual base salary rate immediately prior to the effective date of such termination, and (ii) an amount equal to the annual incentive cash bonus paid to him in respect of the calendar year immediately preceding the year of the termination. If his employment is terminated without "cause" within the twelve months immediately following, or the six months immediately preceding, a "change in control," he will be entitled to receive, if the "change in control" is on or after September 1, 2017, a lump-sum cash payment equal to two times the sum of (A) his annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the annual incentive cash bonus paid to him in respect of the calendar year immediately preceding the year of the termination. The immediately foregoing cash amount represents a "double trigger" benefit. Finally, if any payment made as a result of a change in control would constitute a "parachute payment" as defined under Section 280G of the Code, then the benefits payable will be reduced to $1 below the parachute limit.

Huffines and Salmans Employment Agreements

Pursuant to our employment agreements with Messrs. Huffines and Salmans, upon termination of employment by us other than for cause, the applicable executive is entitled to a lump-sum cash payment equal to the sum of (i) his annual base salary rate immediately prior to the effective date of such termination, and (ii) an amount equal to the annual incentive cash bonus paid to him in respect of the calendar year immediately preceding the year of the termination. If his employment is terminated without "cause" within the twelve months immediately following, or the six months immediately preceding, a "change in control," he will be entitled to receive a lump-sum cash payment equal to two times the sum of (A) his annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the annual incentive cash bonus paid to him in respect of the calendar year immediately preceding the year of the termination. The immediately foregoing cash amount represents a "double trigger" benefit. Finally, if any payment made as a result of a change in control would constitute a "parachute payment" as defined under Section 280G of the Code, then the benefits payable will be reduced to $1 below the parachute limit.

Further discussion of the agreements with Messrs. White, Furr, Huffines and Salmans, including the definitions of "cause" and "disability" under such arrangements, as well as potential payments made pursuant thereto may be found under the headings "Executive Compensation — Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table" and "Executive Compensation — Potential Payments Upon Termination or Change-in-Control" below.

Incentive Plans

The 2012 Equity Incentive Plan, under which we have granted awards to the NEOs, contains specific termination and change in control provisions. We determined to include a change in control provision in the plan to be competitive with what we believe to be the standards for the treatment of equity upon a change in control for similar companies and so that employees who remain after a change in control would be treated the same with regard to equity as the general stockholders who could sell or otherwise transfer their equity upon a change in control. Under the terms of the 2012 Equity Incentive Plan, if a change in control (as defined below in the discussion of the plan under "Executive

Compensation — Potential Payments Upon Termination or Change-in-Control") were to occur, all awards then outstanding would become vested and/or exercisable and any applicable performance goals with respect thereto would be deemed to be fully achieved. Further discussion of the change in control payments made pursuant to the 2012 Equity Incentive Plan may be found in the "Executive Compensation — Potential Payments Upon Termination or Change-in-Control" section below.

The Annual Incentive Plan, pursuant to which annual incentive bonuses are awarded, does not contain specific change in control provisions. Accordingly, the Committee, in its discretion, may determine what constitutes a change in control and what effects such an event may have any awards made pursuant to such plan.

Risk Considerations in Our Compensation Program

We do not believe that our compensation policies and practices for 2016 give rise to risks that are reasonably likely to have a material adverse effect on our Company. In reaching this conclusion for 2016, we considered the following factors:

- Base salary is fixed and the only compensation components that are variable are the annual incentives and performance-based RSUs awarded to NEOs, which were awarded based upon attainment of pre-determined levels of earnings.
- Annual Incentive Plan payments to the NEOs were determined or approved following the completion of the audit of the Company's consolidated financial statements by the Company's independent registered public accounting firm. Thus, the Committee had ample knowledge of the financial condition and results of the Company, as well as reports of other committees of the Board of Directors, upon which to base any decisions.
- We have a balanced program that includes multiple performance goals, rewards short-term and multi-year performance, pays in cash and equity and provides a meaningful portion of pay in stock, which is tied to our long-term performance.
- The Annual Incentive Plan awards are subject to claw-back and adjustments for improper risk and significant compliance issues.
- Each year the Committee reviews all compensation programs to ensure existing programs are not reasonably likely to have a material adverse effect on the Company.

Additional Governance Programs and Policies

Stock Ownership Requirements

In February 2014, the Committee recommended, and the Board of Directors adopted, a stock ownership policy applicable to our executive officers and directors. Within five years of the later of appointment or the date the policy was adopted, executive officers are required to achieve ownership of a defined market value of Company common stock equal to a minimum number of equity or equity-based securities as follows:

- Six times annual base salary for the Co-Chief Executive Officers; and
- Three times annual base salary for the other executive officers.

Under this policy, directors are expected to own shares with a value greater than five times their annual retainer for serving on the Board of Directors of the Company, unless they are subject to certain restrictions on receiving director fees. Our director compensation program permits directors to elect to receive their director compensation in cash, Company common stock or a combination of cash and Company common stock.

In calculating equity ownership for purposes of this requirement, we will include all shares beneficially owned by an individual, such as shares owned by an individual in the Company's benefit plans (e.g., 401(k)), shares of restricted stock and shares with respect to which an individual has voting or investment power. Shares underlying unexercised stock options and unearned performance shares are excluded when determining ownership for these purposes.

Executive officers are expected to hold 50% of any net shares received through compensatory equity-based grants until the ownership guidelines are achieved. Once such officer achieves the ownership requirement, he or she is no longer restricted by this holding requirement; provided his or her total stock ownership level does not fall below the ownership guidelines.

In addition, all awards of RSUs granted since February 2014 to NEOs are, subject to certain exceptions, required to be held for one year after vesting.

As of April 1, 2017, all NEOs are on track to meet the ownership guidelines.

Clawback Policy

Our compensation program also includes a claw-back from any annual cash or long-term incentive award for improper risk and significant compliance issues. Annual Incentive Plan awards are subject to any clawback, recoupment or forfeiture provisions (i) required by law or regulation and applicable to Hilltop or its subsidiaries or (ii) set forth in any policies adopted or maintained by Hilltop or any of its subsidiaries.

Tax Considerations

Section 162(m) of the Code imposes a $1.0 million limit on the tax-deductibility of compensation paid to our five most highly paid executives, which includes the NEOs. Exceptions are provided for compensation that is "performance-based" and paid pursuant to a plan meeting certain requirements of Section 162(m) of the Code. The Committee has carefully considered the implications of Section 162(m) of the Code and believes that tax deductibility of compensation is an important consideration. Accordingly, where possible and considered appropriate, the Committee strives to preserve corporate tax deductions. The Committee, however, reserves the flexibility, where appropriate, to approve compensation arrangements that may not be tax deductible to the Company, such as base salary and awards of time-based RSUs. The Committee will continue to review the Company's executive compensation practices to determine if other elements of executive compensation constitute "qualified performance-based compensation" under Section 162(m) of the Code.

Trading Controls and Hedging, Short Sale and Pledging Policies

Executive officers, including the NEOs, are required to receive the permission of the General Counsel prior to entering into any transactions in our securities, including gifts, grants and those involving derivatives. Generally, trading is permitted only during announced trading periods. Employees who are subject to trading restrictions, including the NEOs, may enter into a trading plan under Rule 10b5-1 under the Exchange Act. These trading plans may be entered into only during an open trading period and must be approved by the General Counsel. We require trading plans to include a waiting period and the trading plans may not be amended during their term. The NEO bears full responsibility if he or she violates our policy by permitting shares to be bought or sold without pre-approval or when trading is restricted.

Executive officers are prohibited from entering into hedging and short sale transactions and are subject to restrictions on pledging our securities.

Compensation Committee Report

The Compensation Committee of the Board of Directors of Hilltop Holdings Inc. has reviewed and discussed with management the Compensation Discussion and Analysis contained in this Proxy Statement. Based on its review, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Proxy Statement.

The foregoing report has been submitted by the following members of the Compensation Committee:

A. Haag Sherman (Chairman) Rhodes Bobbitt W. Joris Brinkerhoff
William T. Hill, Jr. Andrew Littlefair

Executive Compensation

The following tables set forth information concerning the compensation earned for services performed during 2016, 2015 and 2014 by the NEOs, who were either serving in such capacities on December 31, 2016, during 2016, or are reportable pursuant to applicable SEC regulations.

Summary Compensation Table
Fiscal Years 2016, 2015 and 2014

Name and principal position	Year	Salary ($)	Bonus (a) ($)	Stock Awards (b) ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation (c) ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (d) ($)	All Other Compensation (e) ($)	Total ($)
Jeremy B. Ford	2016	700,000	—	699,996	—	715,000	—	60,534	2,175,530
President and	2015	662,500	—	679,741	—	740,000	—	70,861	2,153,102
Co-Chief Executive Officer	2014	537,500	—	600,013	—	600,000	—	23,028	1,760,541
Alan B. White	2016	1,350,000	1,400,000	699,996	—	—	29,392	126,848	3,606,236
Vice Chairman and	2015	1,350,000	1,350,000	679,741	—	—	29,261	110,142	3,519,144
Co-Chief Executive Officer	2014	1,350,000	1,350,000	699,991	—	—	29,129	106,142	3,535,263
William B. Furr	2016	143,438 (g)	518,000 (h)	939,528	—	—	—	31,562	1,632,528
Executive Vice President and	2015	—	—	—	—	—	—	—	—
Chief Financial Officer (f)	2014	—	—	—	—	—	—	—	—
Darren E. Parmenter	2016	335,000	—	175,007	—	280,000	—	12,105	802,112
Former Principal Financial	2015	333,750	—	169,935	—	290,000	—	3,106	796,791
Officer (i)	2014	322,500	25,000 (j)	175,004	—	300,000	—	3,318	825,822
Hill A. Feinberg	2016	500,000	—	299,994	—	750,000	—	18,177	1,568,171
Chairman and Chief Executive	2015	500,000	—	242,765	—	650,000	—	11,896	1,404,661
Officer of Hilltop Securities	2014	240,001	—	242,765	—	675,000	—	18,656	1,176,422
James R. Huffines	2016	690,000	—	419,994	—	555,000	—	58,471	1,723,465
Executive Vice President and	2015	690,000	—	407,849	—	555,000	—	41,824	1,694,673
Chief Operating Officer of Subsidiaries	2014	690,000	—	420,000	—	555,000	—	41,433	1,706,433
Todd L. Salmans	2016	750,000	—	349,998	—	1,100,000	—	55,122	2,255,120
Chief Executive Officer of	2015	750,000	—	339,871	—	1,000,000	—	53,292	2,143,163
PrimeLending	2014	750,000	500,000	350,008	—	500,000	—	34,967	2,134,974

(a) Represents bonuses paid for services during 2016, 2015 and 2014, as applicable.

(b) Reflects the grant date fair value calculated in accordance with the provisions of the Stock Compensation Topic of the ASC. The value of performance-based stock awards is based on the probable outcome of the applicable performance conditions. The following table presents the value of performance-based awards included in the table above based on the achievement of both probable and maximum outcomes:

Name	Year	Performance-Based Stock Awards (Probable Achievement) ($)	Performance-Based Stock Awards (Maximum Achievement) ($)
Jeremy B. Ford	2016	349,998	524,997
	2015	332,624	498,936
	2014	234,559	351,838
Alan B. White	2016	349,998	524,997
	2015	332,624	498,936
	2014	273,633	410,450
William B. Furr	2016	—	—
	2015	—	—
	2014	—	—
Darren E. Parmenter	2016	87,503	131,255
	2015	83,156	124,734
	2014	68,413	102,619
Hill A. Feinberg	2016	149,997	224,995
	2015	118,794	178,191
	2014	82,084	123,127
James R. Huffines	2016	209,989	314,984
	2015	199,567	299,350
	2014	164,187	246,281
Todd L. Salmans	2016	174,991	262,487
	2015	166,312	249,468
	2014	136,826	205,239

(c) For 2016, represents cash awards earned under the Annual Incentive Plan for services during 2016, but paid in March 2017. For 2015, represents cash awards earned under the Annual Incentive Plan for services during 2015, but paid in March 2016. For 2014, represents cash awards earned under the Annual Incentive Plan for services during 2014, but paid in March 2015.

(d) Represents interest earned on non-qualified deferred compensation contributions to Mr. White during 2016, 2015 and 2014, as applicable. For additional information, see "— Non-Qualified Deferred Compensation."

(e) Includes amounts paid during 2016, 2015 and 2014, as applicable, for group life insurance premiums, auto allowance, gym and club expenses, use of a company car and aircraft, moving expenses, and cellular phone reimbursement. The table following these footnotes is a breakdown of all other compensation included in the "Summary Compensation Table" for the NEOs.
(f) Mr. Furr began serving as our Executive Vice President and Chief Financial Officer effective September 1, 2016.
(g) Includes sign-on bonus of $143,000.
(h) Mr. Furr's annual salary is $425,000.
(i) Mr. Parmenter began serving as our Chief Administrative Officer effective September 1, 2016.
(j) Reflects the portion of his bonus pursuant to the Annual Incentive Plan in excess of the maximum stretch bonus permitted thereunder.

All Other Compensation

Name	Year	Perquisites and Personal Benefits (a) ($)	Gross-Ups or Other Amounts Reimbursed for the Payment of Taxes ($)	Company Contributions to Defined Contribution Plans ($)	Insurance Policies (b) ($)	Total All Other Compensation ($)
Jeremy B. Ford	2016	50,754	—	9,000	780	60,534
	2015	70,081	—	—	780	70,861
	2014	22,248	—	—	780	23,028
Alan B. White	2016	105,275	—	9,000	12,573	126,848
	2015	100,236	—	—	9,906	110,142
	2014	96,236	—	—	9,906	106,142
William B. Furr	2016	19,572	9,730	2,125	135	31,562
	2015	—	—	—	—	—
	2014	—	—	—	—	—
Darren E. Parmenter	2016	1,800	—	9,000	1,305	12,105
	2015	1,800	—	—	1,306	3,106
	2014	1,800	—	—	1,518	3,318
Hill A. Feinberg	2016	—	—	8,271	9,906	18,177
	2015	—	—	9,000	2,896	11,896
	2014	—	—	8,750	9,906	18,656
James R. Huffines	2016	38,714	—	9,000	10,757	58,471
	2015	36,676	—	—	5,148	41,824
	2014	36,285	—	—	5,148	41,433
Todd L. Salmans	2016	32,000	4,216	9,000	9,906	55,122
	2015	43,386	8,051	—	9,906	61,343
	2014	25,061	—	—	9,906	34,967

(a) Year 2016: For Mr. Jeremy B. Ford, reflects $1,800 gym membership allowance and personal use of company airplane of $48,954. For Mr. White, reflects car allowance of $36,000, club expenses of $33,264, personal use of company airplane of $34,723 and personal use of company automobile of $1,288. For Mr. Furr, reflects one-time moving reimbursement of $19,197 and a cellular phone reimbursement of $375. For Mr. Parmenter, reflects $1,800 gym membership allowance. For Mr. Huffines, includes a car allowance of $24,000, club expenses of $13,214 and a cellular phone reimbursement of $1,500. For Mr. Salmans, includes a car allowance of $12,000 and club expenses of $20,000. Personal use of company aircraft is calculated on a per mile basis utitlizing SIFL rates published by the IRS.
(b) Reflects group term life insurance premiums paid during 2016, 2015 and 2014, as applicable.

Grants of Plan-Based Awards

Grants of Plan-Based Awards Table
Fiscal Year 2016

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards (b) Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (c) (#)	Grant Date Fair Value of Share and Option Awards (d) ($)
Jeremy B. Ford	2/23/2016							21,971	349,998
	2/23/2016				10,986	21,971	32,957		349,998
	2/23/2016	108,000	600,000	900,000					
Alan B. White	2/23/2016							21,971	349,998
	2/23/2016				21,971	21,971	21,971		349,998
	2/23/2016	—	1,350,000 (e)	—					
William B. Furr	9/6/2016							33,147 (f)	739,519
	9/6/2016							8,965	200,009
	2/23/2016	325,000	375,000	562,500					
Darren E. Parmenter	2/23/2016							5,493	87,503
	2/23/2016				2,747	5,493	8,240		87,503
	2/23/2016	28,200	235,000	352,500					
Hill A. Feinberg	2/23/2016							9,416	149,997
	2/23/2016				4,708	9,416	14,124		149,997
	2/23/2016	72,000	600,000	900,000					
James R. Huffines	2/23/2016							13,183	210,005
	2/23/2016				6,591	13,182	19,773		209,989
	2/23/2016	99,900	555,000	832,500					
Todd L. Salmans	2/23/2016							10,986	175,007
	2/23/2016				5,493	10,985	16,478		174,991
	2/23/2016	90,000	750,000	1,125,000					

(a) Represent the value of potential payments under the Annual Incentive Plan to the NEOs based on 2016 performance. Management incentive award amounts shown above represent potential awards that may have been earned based on performance during 2016. The actual amounts earned pursuant to Annual Incentive Plan awards for 2016 are reported in the "Summary Compensation Table" above. For more information regarding the Annual Incentive Plan, see below and also refer to "Compensation Discussion and Analysis" in this Proxy Statement.

(b) Represents performance-based RSUs that vest based upon the achievement of certain performance goals during the three-year period beginning January 1, 2016 and ending December 31, 2018. These RSUs were issued pursuant to the 2012 Equity Incentive Plan and a form of award agreement and are subject to forfeiture, accelerated vesting and other restrictions as more fully set forth in the 2012 Equity Incentive Plan and the form of award agreement. For additional information, see "— Compensation Discussion and Analysis — Elements of our Executive Compensation Program — Long-Term Incentive Awards."

(c) Represents time-based RSUs that cliff vest upon the earlier of the third anniversary of the date of grant and a change of control. These RSUs were issued pursuant to the 2012 Equity Incentive Plan and a form of award agreement and are subject to forfeiture, accelerated vesting and other restrictions as more fully set forth in the 2012 Equity Incentive Plan and the form of award agreement. For additional information, see "— Compensation Discussion and Analysis — Elements of our Executive Compensation Program — Long-Term Incentive Awards."

(d) Reflects the grant date fair value calculated in accordance with the provisions of the Stock Compensation Topic of the ASC. The value of the performance-based stock awards is based on the probable outcome of the applicable performance conditions. For more information regarding outstanding awards held by the NEO, refer to section "Outstanding Equity Awards at Fiscal Year-End" below.

(e) Represents the amount Mr. White would be entitled to under his retention agreement.

(f) Represents time-based RSUs that vest as follows: 32% on February 15, 2017; 26% on February 15, 2018; 32% on February 15, 2019; and 10% on February 15, 2020, or upon a change of control. These RSUs were issued pursuant to the 2012 Equity Incentive Plan and a form of award agreement and are subject to forfeiture, accelerated vesting and other restrictions as more fully set forth in the 2012 Equity Incentive Plan and the form of award agreement.

Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Contracts and Incentive Plans

Set forth below is a summary of our retention agreement with Mr. White and our employment agreements with Messrs. Furr, Huffines and Salmans. We do not have employment agreements with Messrs. Jeremy B. Ford, Parmenter or Feinberg. Also set forth below is a description of our incentive plans, pursuant to which the awards included in the "Outstanding Equity Awards at Fiscal Year-End Table" below were made to our NEOs. The Compensation Committee believes that the arrangements described below serve our interests and the interests of our stockholders because they help secure the continued employment and dedication of our NEOs prior to or following a change in control, without concern for their own continued employment.

Employment Contracts

Mr. White

On November 30, 2012, in connection with our acquisition of PlainsCapital, we entered into a retention agreement with Mr. White. We amended the retention agreement on September 12, 2016 solely for the purpose of recognizing his promotion to Co-CEO of Hilltop, including a corresponding change to compensate him based upon the consolidated results of Hilltop, as opposed to PlainsCapital. The term of the retention agreement is three years, with automatic one-year renewals at the end of the second year of the agreement and each anniversary thereof unless notice has been given otherwise. Pursuant to the agreement, Mr. White's annual base salary is at least $1,350,000. He is also entitled to an annual bonus that varies based upon the performance of the Company. If Hilltop's annual net income is less than or equal to $70,000,000 but greater than $15,000,000, Mr. White is entitled to a bonus equal to the average of his annual bonus in the prior three calendar years. If Hilltop's annual net income exceeds $70,000,000, he is entitled to a bonus equal to 100% of his annual base salary. Additionally, in accordance with the agreement, Mr. White is entitled to participate in all of the Company's employee benefit plans and programs. Further, the agreement provides that the Company will provide Mr. White with the use of a corporate aircraft and an automobile allowance, each at the same level that such benefits were available to Mr. White immediately prior to our acquisition of PlainsCapital. He continues to have bank-owned life insurance and access to the country club that was available to him through PlainsCapital's membership prior to our acquisition of PlainsCapital. The agreement also includes, among other things, customary non-competition, non-solicitation and confidentiality provisions. Mr. White's non-competition and non-solicitation obligations terminate thirty-six (36) months after his termination. For a description of compensation and benefits to which Mr. White is entitled in the event of his termination or a change in control, see "Potential Payments Upon Termination or Change-in-Control" below.

Mr. Furr

In connection with the appointment of Mr. Furr as Chief Financial Officer of the Company, the Company and Mr. Furr entered into an employment agreement effective as of September 1, 2016. The employment agreement remains in effect until the third anniversary of the effective date. Pursuant to this agreement, Mr. Furr is entitled to an annual base salary of $425,000 and is eligible to participate in (1) an annual incentive bonus program adopted by the Compensation Committee of the Board of Directors of the Company, or whomever is delegated such authority by the Board of Directors, and (2) any long-term incentive award programs adopted by the Compensation Committee, or whomever is delegated such authority by the Board of Directors. With respect to calendar year 2016, the Employment Agreement provides that Mr. Furr was entitled to receive a minimum bonus of $325,000 under the Annual Incentive Plan and a long-term incentive plan award having a value of at least $300,000. Mr. Furr also is entitled to reimbursement of employment-related expenses and to participate in the employee benefit programs generally available to employees of the Company. Additionally, the employment agreement provides that Mr. Furr was entitled to receive a grant of RSUs having an aggregate fair market value of $200,000 on the date of grant. In addition, the employment agreement provides that Mr. Furr was entitled to receive a cash sign-on bonus of $143,000 and a grant of RSUs having a value of $739,519, in each case, which was based upon the value of KeyCorp stock. The employment agreement provides that Mr. Furr was entitled to be reimbursed for airfare and up to approximately $148,200 of out-of-pocket costs related to Mr. Furr's relocation to Dallas, Texas. The agreement also includes, among other things, customary non-competition, non-solicitation and confidentiality provisions. Mr. Furr's non-competition and non-solicitation obligations continue for twelve (12) months following the earlier of (i) his termination and (ii) the termination of his employment agreement. For a description of compensation and benefits to which Mr. Furr is entitled in the event of his termination or a change in control, see "Potential Payments Upon Termination or Change-in-Control" below.

Mr. Huffines

On December 4, 2014, we entered into an employment agreement with Mr. Huffines, which was amended on September 12, 2016 to reflect his new role as Chief Operating Officer for Subsidiaries of the Company. Mr. Huffines's previous employment agreement expired on November 30, 2014 in accordance with its terms. The current employment agreement with Mr. Huffines has a three-year term and provides that Mr. Huffines is entitled to an annual base salary of $690,000 and is eligible to participate in (1) an annual incentive bonus program adopted by the Compensation Committee and (2) any long-term incentive award programs adopted by the Compensation Committee. Mr. Huffines is also entitled to participate in the employee benefit programs generally available to employees of the Company. The agreement also includes, among other things, customary non-competition, non-solicitation and confidentiality provisions. Mr. Huffines's non-competition and non-solicitation obligations continue for twelve (12) months following the earlier of (i) his termination and (ii) the termination of his employment agreement. For a description of compensation and benefits to which Mr. Huffines is entitled in the event of his termination or a change in control, see "Potential Payments Upon Termination or Change-in-Control" below.

Mr. Salmans

On December 4, 2014, we entered into an employment agreement with Mr. Salmans, pursuant to which Mr. Salmans will continue to serve as Chief Executive Officer of PrimeLending. Mr. Salmans's previous employment agreement expired on November 30, 2014 in accordance with its terms. The current employment agreement with Mr. Salmans has a three-year term and provides that Mr. Salmans is entitled to an annual base salary of $750,000 and is eligible to participate in (1) an annual incentive bonus program adopted by the Compensation Committee and (2) any long-term incentive award programs adopted by the Compensation Committee. Mr. Salmans is also entitled to participate in the employee benefit programs generally available to employees of the Company. Additionally, the agreement provides for a one-time cash bonus of $260,000, which was paid to Mr. Salmans upon execution of the agreement. The agreement also includes, among other things, customary non-competition, non-solicitation and confidentiality provisions. Mr. Salmans's non-competition and non-solicitation obligations continue for twelve (12) months following the earlier of (i) his termination and (ii) the termination of his employment agreement. For a description of compensation and benefits to which Mr. Salmans is entitled in the event of his termination or a change in control, see "Potential Payments Upon Termination or Change-in-Control" below.

Equity Incentive Plans

On December 23, 2003, we adopted the 2003 Equity Incentive Plan, which provides for the grant of equity-based awards, including restricted shares of our common stock, stock options, grants of shares and other equity-based incentives, to our directors, officers and other employees and certain of our subsidiaries selected by our Compensation Committee. At inception, 1,992,387 shares were authorized for issuance pursuant to the 2003 Equity Incentive Plan. All shares granted and outstanding pursuant to the 2003 Equity Incentive Plan, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in our 2003 Equity Incentive Plan may be granted awards in any fiscal year representing more than 500,000 shares of our common stock.

On September 20, 2012, our stockholders approved the 2012 Equity Incentive Plan, and as a result, our ability to grant new awards pursuant to the 2003 Equity Incentive Plan was terminated. However, all awards that were previously granted and outstanding under the 2003 Equity Incentive Plan remained in full force and effect according to their respective terms. As of December 31, 2016, there were no longer any awards outstanding under the 2003 Equity Incentive Plan.

The 2012 Equity Incentive Plan provides for the grant of equity-based awards, including restricted shares of our common stock, RSUs, stock options, grants of shares, stock appreciation rights (SARs) and other equity-based incentives, to our directors, officers and other employees and those of our subsidiaries selected by our Compensation Committee. At inception, 4,000,000 shares were authorized for issuance pursuant to the 2012 Equity Incentive Plan. All shares granted and outstanding pursuant to the 2012 Equity Incentive Plan, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in our 2012 Equity Incentive Plan may be granted performance-based equity awards in any fiscal year representing more than 500,000 shares of our common stock or stock options or SARs representing in excess of 750,000 shares of our common stock. The maximum number of shares underlying incentive stock options granted under the 2012 Equity Incentive Plan may not exceed 2,000,000.

The 2003 Equity Incentive Plan was, and the 2012 Equity Incentive Plan is, administered by our Compensation Committee, which has the discretion to, among other things, determine the persons to whom awards will be granted, the number of shares of our common stock to be subject to awards and the other terms and conditions of the awards. The Compensation Committee also has authority to establish performance goals for purposes of determining cash bonuses to be paid under the incentive plans. Such performance goals may be applied to our Company as a whole, any of our subsidiaries or affiliates, and/or any of our divisions or strategic business units, and may be used to evaluate performance relative to a market index or a group of other companies. Further, the Compensation Committee has the authority to adjust the performance goals in recognition of unusual or non-recurring events. The 2003 Equity Incentive Plan and the 2012 Equity Incentive Plan each provide that in no event will the Compensation Committee be authorized to re-price stock options, or to lower the base or exercise price of any other award granted under such plan, without obtaining the approval of our stockholders.

Stock options granted under the 2003 Equity Incentive Plan and the 2012 Equity Incentive Plan may be either "incentive stock options" within the meaning of Section 422 of the Internal Revenue Code, or nonqualified stock options. Generally, holders of restricted stock will be entitled to vote and receive dividends on their restricted shares, but our Compensation Committee may determine, in its discretion, whether dividends paid while the shares are subject to restrictions may be reinvested in additional shares of restricted stock. Except as otherwise permitted by our Compensation Committee, awards granted under the 2003 Equity Incentive Plan and the 2012 Equity Incentive Plan will be transferable only by will or through the laws of descent and distribution, and each stock option will be exercisable during the participant's lifetime only by the participant or, upon the participant's death, by his or her estate. Director compensation paid in the form of our common stock, whether at our or the director's election, is issued through the 2012 Equity Incentive Plan.

Annual Incentive Plan

On September 20, 2012, our stockholders approved the Annual Incentive Plan, which provides for a cash bonus to key employees of Hilltop and our subsidiaries who are selected by the Compensation Committee for participation in the plan. The Annual Incentive Plan is intended to permit the payment of amounts that constitute "performance-based compensation" under Section 162(m) of the Internal Revenue Code and is designed to reward executives whose performance during the fiscal year enabled Hilltop to achieve favorable business results and to assist Hilltop in attracting and retaining executives. A participant may receive a cash bonus under the Annual Incentive Plan based on the attainment, during each performance period, of performance objectives in support of our business strategy that are established by our Compensation Committee. These performance objectives may be based on one or more of the performance criteria outlined in the Annual Incentive Plan.

The performance objectives may be applied with respect to Hilltop or any one or more of our subsidiaries, divisions, business units or business segments and may be applied to performance relative to a market index or a group of other companies. The Compensation Committee may adjust the performance goals applicable to any awards to reflect any unusual or non-recurring events.

Participation in the Annual Incentive Plan does not guarantee the payment of an award. All awards payable pursuant to the Annual Incentive Plan are discretionary and subject to approval by our Compensation Committee. After the performance period ends, the Compensation Committee determines the payment amount of individual awards based on the achievement of the performance objectives. No participant in the Annual Incentive Plan may receive an award that exceeds $10,000,000 per year. Except as otherwise provided in a participant's employment or other individual agreement, the payment of a cash bonus to a participant for a performance period is conditioned upon the participant's active employment on the date that the final awards are approved by the Compensation Committee. We may amend or terminate the Annual Incentive Plan at any time.

Outstanding Equity Awards at Fiscal Year End

The following table presents information pertaining to all outstanding equity awards held by the NEOs as of December 31, 2016.

	Stock Awards			
Name	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested (a) ($)**	**Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (a) (#)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (a) ($)**
Jeremy B. Ford	12,696 (b)	378,341	12,696 (c)	378,341
	18,004 (d)	536,519	18,004 (e)	536,519
	21,971 (f)	654,736	21,971 (g)	654,736
Alan B. White	14,812 (b)	441,398	14,811 (c)	441,368
	18,004 (d)	536,519	18,004 (e)	536,519
	21,971 (f)	654,736	21,971 (g)	654,736
William B. Furr	33,147 (h)	987,781	—	—
	8,965 (i)	267,157	—	—
Darren E. Parmenter	3,703 (b)	110,349	3,703 (c)	110,349
	4,501 (d)	134,130	4,501 (e)	134,130
	5,493 (f)	163,691	5,493 (g)	163,691
Hill A. Feinberg	4,444 (b)	132,431	4,443 (c)	132,401
	6,430 (d)	191,614	6,430 (e)	191,614
	9,416 (f)	280,597	9,416 (g)	280,597
James R. Huffines	8,887 (b)	264,833	8,887 (c)	264,833
	10,803 (d)	321,929	10,802 (e)	321,900
	13,183 (f)	392,853	13,182 (g)	392,824
Todd L. Salmans	7,406 (b)	220,699	7,406 (c)	220,699
	9,002 (d)	268,260	9,002 (e)	268,260
	10,986 (f)	327,383	10,985 (g)	327,353

(a) Value based upon the closing price of $29.80 for our common stock on December 31, 2016. With respect to performance-based RSUs, the number of shares underlying each award was calculated based on the achievement of target level performance.
(b) Represents time-based RSUs that cliff vested on February 24, 2017.
(c) Represents performance-based RSUs that vested on February 24, 2017 upon the achievement of certain performance goals during the three-year period beginning January 1, 2014 and ending December 31, 2016. Based on applicable performance goal threshold performance during the noted period and as approved by the Compensation Committee on February 23, 2017, actual shares issued under performance awards were 75% of unvested shares reported in the table above at December 31, 2016.
(d) Represents time-based RSUs that cliff vest upon the earlier of February 24, 2018 and a change of control.
(e) Represents performance-based RSUs that vest upon the achievement of certain performance goals during the three-year period beginning January 1, 2015 and ending December 31, 2017.
(f) Represents time-based RSUs that cliff vest upon the earlier of February 23, 2019 and a change of control.
(g) Represents performance-based RSUs that vest upon the achievement of certain performance goals during the three-year period beginning January 1, 2016 and ending December 31, 2018.
(h) Represents time-based RSUs that vest upon the earlier of four installments of 32%, 26%, 32% and 10%, respectively, commencing on February 15, 2017 and annually thereafter and a change of control.
(i) Represents time-based RSUs that cliff vest upon the earlier of September 6, 2019 and a change of control.

Option Exercises and Stock Vested in 2016

During the fiscal year ended December 31, 2016, Mr. Ford exercised 500,000 options to purchase shares of common stock. In addition, the following table presents information pertaining to any outstanding equity awards held by the NEOs that vested during 2016.

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting (b) ($)**
Jeremy B. Ford	500,000	3,985,000 (a)	30,000	560,400
Alan B. White	—	—	50,000	934,000
William B. Furr	—	—	—	—
Darren E. Parmenter	—	—	5,000	93,400
Hill A. Feinberg	—	—	15,000	280,200
James R. Huffines	—	—	30,000	560,400
Todd L. Salmans	—	—	25,000	467,000

(a) Represents market price of $15.67, less option strike price of $7.70.
(b) Value based upon the closing price of $18.68 for our common stock on April 1, 2016.

Non-Qualified Deferred Compensation

The following table shows the non-qualified deferred compensation activity for our NEOs during the fiscal year ended December 31, 2016.

Name	**Executive Contributions in Last Fiscal Year ($)**	**Registrant Contributions in Last Fiscal Year ($)**	**Aggregate Earnings in Last Fiscal Year (a) ($)**	**Aggregate Withdrawals/ Distributions ($)**	**Aggregate Balance at Last Fiscal Year End End (b) ($)**
Jeremy B. Ford	—	—	—	—	—
Alan B. White	—	—	29,392	—	6,550,058
William B. Furr	—	—	—	—	—
Darren E. Parmenter	—	—	—	—	—
Hill A. Feinberg	—	—	—	—	—
James R. Huffines	—	—	—	—	—
Todd L. Salmans	—	—	—	—	—

(a) Represents interest earned on 2012 deferred compensation contributions of $6,430,890 for Mr. White. All amounts reported as aggregate earnings in the last fiscal year are reported as compensation in the last completed fiscal year in the Summary Compensation Table.
(b) All amounts were reported as compensation in the Summary Compensation Table for the last completed fiscal year or prior fiscal years.

In connection with our acquisition of PlainsCapital, we entered into a retention agreement with Mr. White. Pursuant to this agreement, we agreed to contribute an amount in cash equal to $6,430,890 as deferred compensation to Mr. White in satisfaction of his rights under Section 6 (Termination Upon Change of Control) of his previous employment agreement with PlainsCapital. Such amount accrues interest at the prevailing money market rate and is payable to Mr. White on the 55th day following termination of his employment.

Potential Payments Upon Termination or Change-in-Control

The 2012 Equity Incentive Plan, under which we have granted awards to the NEOs, contains specific termination and change in control provisions. We determined to include a change in control provision in the plan to be competitive with what we believe to be the standards for the treatment of equity upon a change in control for similar companies and so that employees who remain after a change in control would be treated the same with regard to equity as the general stockholders who could sell or otherwise transfer their equity upon a change in control. Under the terms of the plan, if a change in control (as defined below in the discussion of the plan) were to occur, all awards then outstanding would become vested and/or exercisable and any applicable performance goals with respect thereto would be deemed to be fully achieved.

Employment Contracts

Mr. White

If Mr. White's retention contract is terminated by us for cause, by him or due to his death or disability (as such terms are defined below), he or his estate, as applicable, is entitled to:

(i) his annual base salary through the date of termination, to the extent not already paid and not deferred;

(ii) any annual bonus earned by him for a prior award period, to the extent not already paid and not deferred;

(iii) any business expenses he incurred that are not yet reimbursed as of the date of termination; and

(iv) any other amounts or benefits, including all unpaid and/or vested, nonforfeitable amounts owing or accrued to him, required to be paid or provided or which he is eligible to receive under any plan, program, policy or practice or contract or agreement, to the extent not already paid and not deferred, through the date of termination.

In addition, Mr. White or his estate, as applicable, is entitled to a lump-sum cash payment equal to $6,430,890, which represents the amount Mr. White would have been entitled to receive under his prior employment agreement with PlainsCapital if his employment was terminated. Such amounts described in the preceding paragraph are referred to as the "White Accrued Amounts."

If Mr. White's employment is terminated by us other than for cause (as such term is defined below) or his death or disability, or if his employment terminates due to non-renewal by us, he is entitled to the White Accrued Amounts, including the lump-sum cash payment equal to $6,430,890 and interest thereon from November 30, 2012, as well as payments generally equal to the sum of the average of Mr. White's prior annual bonuses over the preceding three years plus his annual base salary, multiplied by the greater of (i) the number of full and partial years remaining until the end of the term of his retention agreement and (ii) two. Mr. White will retain the right to be grossed-up for any excise tax relating to "excess parachute payments" (as defined in Section 280G of the Internal Revenue Code), which is set forth in his prior employment agreement, provided that the gross-up will only relate to any excise taxes arising in connection with our acquisition of PlainsCapital. These severance amounts are payable subject to Mr. White's execution of a release of claims.

Mr. Furr

If Mr. Furr's employment agreement is terminated (1) by Mr. Furr, (2) by the Company for "Cause" (as such term is defined in the employment agreement), or (3) in the event of Mr. Furr's death or disability, Mr. Furr (or his estate, as applicable) will be entitled to receive his base salary through the effective date of such termination, all earned and unpaid and/or vested, nonforfeitable amounts owed to him at such time under the employment agreement or under any compensation or benefit plans, and reimbursement for any unreimbursed business expenses incurred prior to the effective date of such termination. With respect to a termination resulting from Mr. Furr's death or disability, the unvested portion of the equity grants will also vest, subject to certain conditions.

If Mr. Furr's employment is terminated by the Company without "Cause" (other than pursuant to a "Change in Control" (as such term is defined in the employment agreement)), Mr. Furr will be entitled to receive the amounts in the foregoing paragraph and, subject to his execution and delivery to the Company of a release and such termination of employment being on or after September 1, 2017, a lump-sum cash payment equal to the sum of (A) his annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the incentive bonus paid to him in respect of the calendar year immediately preceding the year of the termination. Any unvested portion of the equity grants will also vest, regardless of whether such termination occurs on or after September 1, 2017.

If Mr. Furr's employment is terminated without "Cause" within the 12 months immediately following, or the six months immediately preceding, a "Change in Control," Mr. Furr will be entitled to receive the same amount upon a termination for "Cause" and, if such Change in Control is on or after September 1, 2017, a lump-sum cash payment equal to two times the sum of (A) his annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the incentive bonus paid to him in respect of the calendar year immediately preceding the year of the termination, provided that Mr. Furr executes and delivers a release to the Company. Any unvested portion of the equity grants will also vest, regardless of whether such Change in Control occurs on or after September 1, 2017. Notwithstanding, any amounts payable to Mr. Furr upon a Change in Control shall not constitute a "parachute payment" and shall be reduced accordingly.

Messrs. Huffines and Salmans

With respect to Messrs. Huffines and Salmans, if the employment agreement is terminated (1) by the executive officer, (2) by the Company for "cause" (as such term is defined below), or (3) in the event of the executive officer's death or disability, the executive officer (or his estate, as applicable) will be entitled to receive his base salary through the effective date of such termination, all earned and unpaid and/or vested, nonforfeitable amounts owed to executive officer at such time under the employment agreement or under any compensation or benefit plans and reimbursement for any unreimbursed business expenses incurred prior to the effective date of such termination (collectively, the "Officer Accrued Amounts").

If the executive officer's employment is terminated by the Company without "cause" (other than pursuant to a "change in control" (as such term is defined in the applicable employment agreement of such executive officer)), the executive officer will be entitled to receive the Officer Accrued Amounts and, subject to the executive officer's execution and delivery to the Company of a release of claims, (1) a lump-sum cash payment equal to the sum of (A) the executive officer's annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the annual incentive cash bonus paid to the executive officer in respect of the calendar year immediately preceding the year of the termination, and (2) if the executive officer elects continuation of coverage under the Company's group health plan pursuant to COBRA, reimbursement for the executive officer's COBRA premiums for a period of twelve months following the date of such termination, or until the executive officer is otherwise eligible for health coverage under another employer group health plan.

Further, if the executive officer's employment is terminated without "cause" within the twelve months immediately following, or the six months immediately preceding, a "change in control," the executive officer, upon execution of a release, will be entitled to receive (1) a lump-sum cash payment equal to two times the sum of (A) the executive officer's annual base salary rate immediately prior to the effective date of such termination and (B) an amount equal to the annual incentive cash bonus paid to the executive officer in respect of the calendar year immediately preceding the year of the termination, and (2) if the executive officer elects continuation of coverage under the Company's group health plan pursuant to COBRA, reimbursement for the executive officer's COBRA premiums for a period of twelve months following the date of such termination, or until the executive officer is otherwise eligible for health coverage under another employer group health plan. Notwithstanding the above, any amounts payable to the executive officer upon a change of control shall not constitute a "parachute payment" and shall be reduced accordingly.

For the purposes of Mr. White's retention agreement and the employment agreements of Messrs. Furr, Huffines and Salmans, "cause" means: (i) an intentional act of fraud, embezzlement or theft in connection with the executive's duties or in the course of his employment with the Company or its affiliates; (ii) intentional wrongful damage to property of the Company or its affiliates; (iii) intentional wrongful disclosure of trade secrets or confidential information of the Company or its affiliates; (iv) intentional violation of any law, rule or regulation (other than traffic violations or similar offenses) or a final "Cease and Desist Order;" (v) intentional breach of fiduciary duty involving personal profit; or (vi) intentional action or inaction that causes material economic harm to the Company or its affiliates. In addition to items above, the definition of "cause" in Messrs. Furr, Huffines and Salmans employment agreements includes (a) a material violation of the Company's written policies, standards or guidelines applicable to the executive officer or (b) the failure or refusal of the executive officer to follow the reasonable lawful directives of the Board of Directors or the executive officer's supervisors.

For the purposes of Mr. White's retention agreement, "disability" means he shall have been absent from full-time performance of his duties for 180 consecutive days as a result of incapacity due to physical or mental illness that is determined to be total and permanent by a physician. For the purposes of the employment agreements with Messrs. Huffines and Salmans, "disability" is defined in accordance with our disability policy in effect at the time of the disability.

Set forth below are the amounts that Messrs. Jeremy B. Ford, White, Furr, Parmenter, Feinberg, Huffines and Salmans would have received if the specified events had occurred on December 31, 2016:

Jeremy B. Ford	**Termination for Cause**	**Termination due to Death or Disability**	**Termination Without Cause**	**Change of Control**
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance	—	—	—	—
Restricted stock units (a)	—	409,728	409,728	3,139,192
Welfare benefits	—	—	—	—
Total	$ —	$ 409,728	$ 409,728	$ 3,139,192

(a) RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

Alan B. White	**Termination for Cause**	**Termination due to Death or Disability or by Executive for any Reason**	**Termination Without Cause or Non-Renewal of Retention Agreement**	**Change of Control**
Accrued amounts (a)	$ 1,350,000	$ 1,350,000	$ 1,350,000	$ —
Cash payment (b)	6,550,058	6,550,058	6,550,058	—
Cash severance (c)	—	—	5,400,000	—
Restricted stock units (d)	—	413,724	413,724	3,265,275
Welfare benefits	—	—	—	—
Total	$ 7,900,058	$ 8,313,782	$ 13,713,782	$ 3,265,275

(a) Accrued amounts calculation based upon the sum of: (i) Mr. White's annual base salary through December 31, 2016, to the extent not already paid and not deferred; (ii) any annual bonus earned, to the extent not already paid and not deferred; (iii) any business expenses incurred that have not yet been reimbursed as of the date of termination; and (iv) any other amounts or benefits, including all unpaid and/or vested, nonforfeitable amounts owing or accrued to Mr. White.

(b) Cash payments refers to a lump-sum cash payment that represents the amount, including interest thereon, Mr. White would have been entitled to receive under his prior employment agreement with the Company if his employment had been terminated.

(c) Cash severance calculation based upon the sum of the average of Mr. White's prior annual bonuses for each of the preceding three years plus his annual base salary, multiplied by the greater of: (i) the number of full and partial years remaining until the end of the term of his employment agreement and (ii) two.

(d) RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

William B. Furr	Termination for Cause	Termination due to Death or Disability	Termination Without Cause	Change of Control
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance	—	—	—	—
Restricted stock units (a)	—	40,401	40,401	1,254,938
Welfare benefits	—	—	—	—
Total	$ —	$ 40,401	$ 40,401	$ 1,254,938

(a) The RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

Darren E. Parmenter	Termination for Cause	Termination due to Death or Disability	Termination Without Cause	Change of Control
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance	—	—	—	—
Restricted stock units (a)	—	103,435	103,435	816,341
Welfare benefits	—	—	—	—
Total	$ —	$ 103,435	$ 103,435	$ 816,341

(a) The RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

Hill A. Feinberg	Termination for Cause	Termination due to Death or Disability	Termination Without Cause	Change of Control
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance	—	—	—	—
Restricted stock units (a)	—	172,139	172,139	1,209,254
Welfare benefits	—	—	—	—
Total	$ —	$ 172,139	$ 172,139	$ 1,209,254

(a) The RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

James R. Huffines	Termination for Cause	Termination due to Death or Disability	Termination Without Cause	Change of Control
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance (a)	—	—	1,245,000	2,490,000
Restricted stock units (b)	—	248,233	248,233	1,959,171
Welfare benefits	—	—	—	—
Total	$ —	$ 248,233	$ 1,493,233	$ 4,449,171

(a) Cash severance calculation if Mr. Huffines is terminated without cause is based upon the sum of: (i) Mr. Huffines's annual base salary rate and (ii) an amount equal to annual incentive cash bonus paid to Mr. Huffines in respect of the calendar year immediately preceding the year of the date of termination. If his employment is terminated upon a change in control, the cash severance calculation is based upon two times the sum of: (i) Mr. Huffines' annual base salary rate and (ii) an amount equal to annual incentive cash bonus paid to Mr. Huffines in respect of the calendar year immediately preceding the year of the date of termination.

(b) RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

Todd L. Salmans	Termination for Cause	Termination due to Death or Disability or by Executive for any Reason	Termination without cause	Change of Control
Accrued amounts	$ —	$ —	$ —	$ —
Cash payment	—	—	—	—
Cash severance (a)	—	—	1,250,000	2,500,000
Restricted stock units (b)	—	206,863	206,863	1,632,653
Welfare benefits	—	—	—	—
Total	$ —	$ 206,863	$ 1,456,863	$ 4,132,653

(a) Cash severance calculation if Mr. Salmans is terminated without cause is based upon the sum of: (i) Mr. Salmans's annual base salary rate and (ii) an amount equal to annual incentive cash bonus paid to Mr. Salmans in respect of the calendar year immediately preceding the year of the date of termination. If his employment is terminated upon a change in control, the cash severance calculation is based upon two times the sum of: (i) Mr. Salmans's annual base salary rate and (ii) an amount equal to annual incentive cash bonus paid to Mr. Salmans in respect of the calendar year immediately preceding the year of the date of termination.

(b) RSUs vest ratably upon the death or disability of the participant or termination of the participant without cause. The foregoing assumes the death or disability or termination of the participant without cause on December 31, 2016. If a change of control under the 2012 Equity Incentive Plan occurs, all unvested RSUs vest upon such event, which for purposes of the foregoing assumes December 31, 2016. In each case, it is assumed the target award is achieved or utilized to calculate vesting of performance awards. The form of award governing a portion of the RSUs includes a non-solicitation provision that is triggered upon the participant's termination. For additional information, see "—Incentive Plans."

Incentive Plans

Each of the incentive plans has a complex definition of "change in control". Generally speaking, under the 2003 Equity Incentive Plan, a change in control occurs if: (i) with certain exceptions, any person becomes the owner of 50% or more of the combined voting power of our outstanding stock and other voting securities; (ii) a majority of the directors serving on our Board of Directors are replaced other than by new directors approved by at least two-thirds of the members of our Board of Directors; (iii) we are not the surviving company after a merger or consolidation; or (iv) with certain exceptions, our stockholders approve a plan of complete liquidation or dissolution or an agreement for the sale or disposition of all or substantially all of our assets is consummated. Under the 2012 Equity Incentive Plan, a change in control occurs if: (i) with certain exceptions, any person becomes the owner of 33% or more of the outstanding shares of our common stock or the combined voting power of our outstanding stock and other voting securities; (ii) a majority of the directors serving on our Board of Directors are replaced other than by new directors approved by at least two-thirds of the members of our Board of Directors; (iii) we are not the surviving company after a merger or consolidation or sale of all or substantially all of our assets; or (iv) with certain exceptions, our stockholders approve a plan of complete liquidation or dissolution.

Both our 2003 Equity Incentive Plan and our 2012 Equity Incentive Plan are "single trigger" plans, meaning that accelerated vesting occurs upon a change in control even if the award holder remains with us after the change in control, regardless of whether awards are assumed or substituted by the surviving company. We believe a "single trigger" change in control provision was appropriate because it allows management to pursue all alternatives for us without undue concern for their own financial security.

In the event of a change in control, all awards then outstanding under the 2003 Equity Incentive Plan will become vested and, if applicable, exercisable, and any performance goals imposed with respect to then-outstanding awards will be deemed to be fully achieved. With respect to awards granted pursuant to the 2012 Equity Incentive Plan, in the event of a change in control: (i) all outstanding stock options and SARs will become fully vested and exercisable; (ii) all restrictions on any restricted stock, RSUs or other stock-based awards that are not subject to performance goals will become fully vested; and (iii) all restrictions on any restricted stock, RSUs, performance units or other stock-based awards that are subject to performance goals will be deemed to be fully achieved.

In addition to acceleration of benefits upon a change in control event, the non-qualified stock option agreements pursuant to which all option awards are granted provide for acceleration of vesting upon the death of the option holder. No other rights of acceleration are provided for under the terms of the Company's benefit plans. However, in 2015, we revised our form of award for time-based and performance-based RSUs to include a non-solicitation provision that lasts for twelve months following a participant's termination for any reason. In the event of a breach of the non-solicitation provision, the participant's RSUs granted under the form of award will immediately cease vesting and any unvested RSUs or vested RSUs that have not been converted into shares of common stock will be forfeited.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2016, directors Rhodes R. Bobbitt, W. Joris Brinkerhoff, William T. Hill, Jr., Andrew J. Littlefair and A. Haag Sherman served on the Compensation Committee. During fiscal year 2016:

- none of the members of our Compensation Committee is, or has ever been, one of our officers or employees;
- none of the members of our Compensation Committee had any relationships with the Company requiring disclosure under "Certain Relationships and Related Party Transactions";
- none of our executive officers served as a member of the compensation committee of another entity, one of whose executive officers served on our Compensation Committee;
- none of our executive officers served as a director of another entity, one of whose executive officers served on our Compensation Committee; and
- none of our executive officers served as a member of the compensation committee of another entity, one of whose executive officers served as one of our directors.

Each of Mr. White, Hilltop's Vice Chairman and Co-Chief Executive Officer, Mr. Feinberg, Chairman and Chief Executive Officer of Hilltop Securities and Mr. Huffines, Hilltop's Executive Vice President and Chief Operating Officer of Subsidiaries, serves as a director of Hilltop. Hilltop's Compensation Committee is comprised of independent directors, reviews and sets the compensation of each of Messrs. White, Feinberg and Huffines and does not believe that these interlocks pose any risks that are likely to have a material adverse effect on us.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth information at December 31, 2016 with respect to compensation plans under which shares of our common stock may be issued.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders*	—	$ —	1,964,716
Equity compensation plans not approved by security holders	—	—	—
Total	—	$ —	1,964,716

* In September 2012, our stockholders approved the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 Plan"), which allows for the granting of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights and other awards to employees of Hilltop, its subsidiaries and outside directors of Hilltop. Upon the effectiveness of the 2012 Plan, no additional awards are permissible under the 2003 equity incentive plan (the "2003 Plan"). At December 31, 2016, no awards remain outstanding. In the aggregate, 4,000,000 shares of common stock may be delivered pursuant to awards granted under the 2012 Plan. At December 31, 2016, 2,120,622 awards had been granted pursuant to the 2012 Plan, while 84,860 awards were forfeited and are eligible for reissuance. All shares outstanding under the 2012 Plan, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in our 2012 Plan may be granted awards in any fiscal year covering more than 1,250,000 shares of our common stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires officers, directors and persons who beneficially own more than ten percent of our stock to file initial reports of ownership and reports of changes in ownership with the SEC. Officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

Based solely on a review of the copies furnished to us and representations from our officers and directors, we believe that all Section 16(a) filing requirements for the year ended December 31, 2016, applicable to our officers, directors and greater than ten percent beneficial owners were timely satisfied, except that (i) Forms 4 relating to correction of tax withholdings for transactions that occurred on April 1, 2016 were filed late by Messrs. White and Salmans.

Based on written representations from our officers and directors, we believe that all Forms 5 for directors, officers and greater than ten percent beneficial owners that have been filed with the SEC are the only Forms 5 required to be filed for the period ended December 31, 2016.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

General

Transactions with related persons are governed by our General Code of Ethics and Business Conduct, which applies to all officers, directors and employees. This code covers a wide range of potential activities, including, among others, conflicts of interest, self-dealing and related party transactions. Waiver of the policies set forth in this code will only be permitted when circumstances warrant. Such waivers for directors and executive officers, or that provide a benefit to a director or executive officer, may be made only by the Board of Directors, as a whole, or the Audit Committee of the Board of Directors and must be promptly disclosed as required by applicable law or regulation. Absent such a review and approval process in conformity with the applicable guidelines relating to the particular transaction under consideration, such arrangements are not permitted.

Hilltop Sublease

On December 1, 2012, Hilltop entered into a sublease with Hunter's Glen/Ford, Ltd., an affiliate of Mr. Gerald J. Ford and the tenant of the office space. Pursuant to the Sublease, until February 27, 2014, Hilltop leased 5,491 square feet for $219,640 annually, plus additional rent due under the base lease. On February 28, 2014, the parties amended the Sublease to increase the square footage subleased to 6,902 square feet, increase the rent based on such additional square footage, and extend the term to July 31, 2018. Hilltop pays the same rate per square foot as Hunter's Glen/Ford, Ltd. is required to pay under the base lease, as amended.

Jeremy B. Ford, a director and the President and Co-Chief Executive Officer of Hilltop, is the beneficiary of a trust that owns a 49% limited partnership interest in Diamond A Financial, L.P. Diamond A Financial, L.P. owns 15.8% of the outstanding Hilltop common stock at April 20, 2017. He also is a director and the Secretary of Diamond A Administration Company, LLC, or Diamond A, an affiliate of Gerald J. Ford, the current Chairman of the Board of Hilltop and the beneficial owner of 15.8% of Hilltop common stock as of April 20, 2017. Diamond A is owned by Hunter's Glen/Ford, Ltd., a limited partnership in which a trust for the benefit of Jeremy B. Ford is a 46% limited partner. The spouse of Corey G. Prestidge, Hilltop's Executive Vice President, General Counsel and Secretary, is the beneficiary of a trust that also owns a 46% limited partnership interest in Hunter's Glen/Ford, Ltd. and a trust that owns a 49% limited partnership interest in Diamond A Financial, L.P.

Jeremy B. Ford is the son of Gerald J. Ford. Mr. Prestidge is the son-in-law of Gerald J. Ford. Accordingly, Messrs. Jeremy B. Ford and Prestidge are brothers-in-law.

Employment of Certain Family Members

We currently employ certain family members of our officers and/or directors in the following capacities: Corey G. Prestidge, the brother-in-law of Jeremy B. Ford, our President and Co-Chief Executive Officer, and the son-in-law of Gerald J. Ford, the Chairman of our Board, serves as Hilltop's Executive Vice President, General Counsel and Secretary; Lee Ann White, the wife of Alan B. White, our Vice Chairman and Co-Chief Executive Officer, serves as the Senior Vice President, Director of Public Relations of PlainsCapital; Logan Passmore, the son-in-law of Mr. White, serves as Assistant Vice President, Commercial Loan Officer I of the Bank; Kale Salmans, the son of Todd Salmans, Chief Executive Officer of PrimeLending, serves as Senior Vice President, Strategic Resources and Process Improvement of PrimeLending; and Ty Tucker, the son-in-law of Mr. Salmans, serves as Vice President, Risk Analyst of PrimeLending. Pursuant to our employment arrangements with these individuals, during 2016, we paid Corey G. Prestidge $751,521, Lee Ann White $148,478, Logan Passmore $93,205, Kale Salmans $573,861 and Ty Tucker $141,337 cash compensation for their services as employees during 2016.

Cowboys Stadium Suite

In 2007, the Bank contracted with Cowboys Stadium, L.P., a company affiliated with the employer of Ms. Anderson and that is beneficially owned by Ms. Anderson and certain of her immediate family members, for the 20-year lease of a suite at Cowboys Stadium beginning in 2009. Pursuant to the lease agreement, the Bank has agreed to pay Cowboys Stadium, L.P. annual payments of $500,000, subject to possible annual escalations, not to exceed 3% per year, beginning with the tenth year of the lease.

Branch Renovation

In early February of 2017, the Bank accepted a bid from a company owned by Mr. Lewis, Lee Lewis Construction. Per the accepted bid, the expected cost of the renovation will total approximately $315,000 subject to changes in the renovation requested by the Bank.

Leases at The Star

In 2016, the Bank contracted with Frisco HQ Operations, L.P. and Bluestar Frisco Retail L.P., which are each affiliated with the employer of Ms. Anderson and beneficially owned by Ms. Anderson and certain of her immediate family members, for the 10-year lease of office space and a Bank branch. Following an initial rent abatement period, the leases provide for annual base rent of an aggregate of approximately $383,000, which increases on a yearly basis thereafter to a maximum annual base rent of an aggregate of approximately $433,000.

Indebtedness

The Bank has had, and may be expected to have in the future, lending relationships in the ordinary course of business with our directors and executive officers, members of their immediate families and affiliated companies in which they are employed or in which they are principal equity holders. In our management's opinion, our prior or current lending relationships with these persons were made in the ordinary course of business and on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the time for comparable transactions with persons not related to us and do not involve more than normal collection risk or present other unfavorable features.

PROPOSAL TWO — ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

Pursuant to Section 14A(a)(1) of the Exchange Act, we are asking stockholders to cast an advisory vote on the compensation of our named executive officers disclosed in the Management section of this Proxy Statement. At our 2011 annual meeting of stockholders, our stockholders voted in favor of a proposal to hold an advisory vote on executive compensation each year. While this vote is a non-binding advisory vote, we value the opinions of stockholders and will consider the outcome of the vote when making future compensation decisions. An advisory vote to determine the frequency of future advisory votes on executive compensation will be conducted at this annual meeting.

We believe that our executive compensation programs effectively aligned the interests of our named executive officers with those of our stockholders by tying compensation to performance.

This annual vote on this matter is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices described in this Proxy Statement. The vote is advisory and, therefore, not binding on the Company, the Board of Directors or the Compensation Committee of the Board of Directors.

We are asking our stockholders to indicate their support for this Proposal Two and the compensation paid to our named executive officers as disclosed commencing on page 27 of this Proxy Statement by voting **FOR**, on an advisory basis, the following resolution:

> "NOW, THEREFORE, BE IT RESOLVED, that the stockholders approve, on an advisory basis, the compensation paid to the named executive officers of the Company, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion & Analysis, the compensation tables and the narrative discussion related thereto."

Vote Necessary to Approve, on an Advisory Basis, Executive Compensation

The affirmative vote of a majority of the votes cast on the matter is required to approve, on an advisory basis, our executive compensation. The Compensation Committee of the Board of Directors will review the results of this matter and will take the results into account in making future determinations concerning executive compensation. For purposes of the advisory vote on executive compensation, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

PROPOSAL THREE — ADVISORY VOTE ON THE FREQUENCY OF STOCKHOLDER ADVISORY VOTES ON EXECUTIVE COMPENSATION

Pursuant to Section 14A(a)(1) of the Securities Exchange Act of 1934, we are asking stockholders to recommend, on an advisory basis, whether the advisory stockholder vote on the compensation of our named executive officers should occur every one, two or three years. While this vote is a non-binding advisory vote, we value the opinions of stockholders and will consider the outcome of the vote when considering the frequency of future advisory votes on executive compensation.

Our Board of Directors has determined that an annual advisory vote on executive compensation will allow our stockholders to provide timely, direct input on our executive compensation philosophy, policies and practices as disclosed in the proxy statement each year. Our Board of Directors believes that an annual vote is, therefore, consistent with our efforts to engage in an ongoing dialogue with our stockholders on executive compensation and corporate governance matters. At our annual meeting of stockholders in 2011, a majority voted in favor of holding an annual advisory vote on executive compensation. We currently hold this advisory vote every year.

We understand that our stockholders may have differing views as to which interval is the most appropriate for us to seek a non-binding advisory vote on executive compensation. Stockholders may cast their vote on the preferred voting frequency with respect to a non-binding advisory vote on executive compensation by choosing either one year, two years, three years or by abstaining from voting in response to the following resolution regarding the frequency of seeking non-binding advisory votes on executive compensation:

> "FURTHER RESOLVED, that the option of once every one year, two years or three years that receives a majority of the votes cast, or if a majority of the votes cast is not cast for any option, then the option that receives the greatest number of votes cast, for this resolution will determine the preferred frequency with which the Company is to hold a stockholder vote to approve, on a non-binding advisory basis, the compensation of our named executive officers as such compensation is disclosed in our annual meeting proxy statements in accordance with the rules and regulations of the SEC."

The vote is advisory and, therefore, not binding on the Company, the Board of Directors or the Compensation Committee of the Board of Directors.

We anticipate that the next advisory vote on the frequency of stockholder advisory votes on executive compensation will occur at the 2023 annual meeting of stockholders.

The proxy card and other voting procedures provide stockholders with the opportunity to choose among four options (holding the vote every year, every two years or every three years, or abstaining) and, therefore, stockholders will not be voting to approve or disapprove the recommendation of the Board of Directors.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE OPTION OF EVERY "1 YEAR" AS THE PREFERRED FREQUENCY OF VOTES ON EXECUTIVE COMPENSATION.

PROPOSAL FOUR — REAPPROVAL OF 2012 ANNUAL INCENTIVE PLAN PERFORMANCE GOALS

Our Board of Directors is also requesting that our stockholders reapprove the material terms of the performance goals contained in the Annual Incentive Plan in order to allow certain awards to be potentially eligible for exemption from the $1,000,000 deduction limit imposed by Section 162(m) of the Code as discussed under "Summary of the Annual Incentive Plan —Performance Goals" below. The performance goals were last approved by our stockholders at a special meeting held on September 20, 2012.

The following is a summary of the material terms of the Annual Incentive Plan, including its performance goals. The full text of the Annual Incentive Plan is attached as Annex A to this Proxy Statement, and the following summary is qualified in its entirety by reference to the terms of the Annual Incentive Plan. Capitalized terms used in this proposal are defined in the Annual Incentive Plan. In the event of any inconsistency between the Annual Incentive Plan and this summary, the Annual Incentive Plan will control. Shareholders are urged to review the Annual Incentive Plan before determining how to vote on this proposal.

Under Section 162(m) of the Code, we are not entitled to a federal income tax deduction for compensation in excess of $1,000,000 paid in any year to a "covered employee" (within the meaning of Section 162(m) of the Code), subject to certain exceptions. Compensation that qualifies as "performance-based" under Section 162(m) of the Code is exempt from this limitation. The Annual Incentive Plan sets forth a list of alternative performance goals, the attainment of which may determine the degree of payout with respect to awards that are designed to qualify for the performance-based exception to Section 162(m) of the Code.

Summary of the Annual Incentive Plan

Purpose

The purposes of the Annual Incentive Plan are to reward executives whose performance during the fiscal year enabled us to achieve favorable business results and to assist us in attracting and retaining executives. The Annual Incentive Plan is designed to allow the Compensation Committee to grant awards that focus the executive's efforts on the achievement of specific goals in support of the company's business strategy.

Eligible Employees

The Compensation Committee selects executives who are eligible to receive awards under the Annual Incentive Plan and who will be participants in the Annual Incentive Plan during any performance period in which they may earn an award. A performance period will typically be a fiscal year. Eligible employees include each of our officers (as such term is used in Section 16 of the Securities Exchange Act of 1934, as amended) and any other executive of the Company or any of its subsidiaries as determined by the Compensation Committee. As of April 20, 2017, there were approximately eleven executives who would be eligible to participate in the Annual Incentive Plan.

Performance Goals

No later than the 90th day of a performance period (and in the case of a performance period less than a complete year, such determinations will be made no later than the date on which 25% of the performance period has elapsed), the Compensation Committee will: (i) select the performance goals (described below) under the Annual Incentive Plan which are to be used for each participant during the applicable performance period, and (ii) establish, in terms of an objective formula or standard for each participant, the amount of each award which may be earned if the achievement levels for each performance goal are achieved.

The Annual Incentive Plan provides that, in order to meet the performance-based compensation exception under Section 162(m) of the Code, performance goals shall be established by the Compensation Committee for each performance period. The performance goals applicable to awards granted pursuant to the Annual Incentive Plan may provide for a targeted level or levels of achievement using one or more of the following measures: stock price, earnings (including earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to shareholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, shareholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, premium growth, investment income, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital in each case, with respect to the company or any one or more of its subsidiaries, divisions, business units or business segments. The performance goals may be based on absolute target numbers or relative results in one or more such categories compared to a prior period or to the performance of one or more other companies (including an index covering multiple companies). The Compensation Committee may adjust the performance goals applicable to any awards to reflect any unusual or non-recurring events and other extraordinary items, impact of charges for restructurings, discontinued operations, and the cumulative effects of accounting or tax changes, each as defined by generally accepted accounting principles or as identified in our financial statements, notes to the financial statements, management's discussion and analysis or other filings with the SEC, provided that such adjustment does not violate Section 162(m) of the Code.

Determination of Award Amounts; Maximum Award Limit

After the performance period ends, the Compensation Committee will determine the payment amount of individual awards based on the achievement of the applicable previously designated performance goal(s), provided that no payment to any individual participant based on the achievement of these goal(s) may be greater than $10,000,000 in any fiscal year.

Payment Eligibility

Unless determined otherwise by the Compensation Committee, participants generally must be actively employed on the date final awards are approved by the Compensation Committee, as applicable.

Form of Payment

Awards are paid to participants in cash, provided that the Compensation Committee, in its discretion, may determine for any performance period that all or a portion of awards to one or more participants will instead be paid in shares of (or equity awards in respect of) our common stock, which shares or awards would be granted under the applicable equity plan of the Company and have such terms and conditions as may be determined by the Compensation Committee.

Timing of Payment

Awards are paid as soon as practicable after the end of the performance period, but in no event more than two and a half months after the end of the calendar year with respect to which the award was earned, unless the Compensation Committee determines to defer payment of all or a portion of an award (including by electing to pay all or a portion of an award in the form of equity awards), or the Participant has submitted a timely election to defer receipt of all or a portion of the award in accordance with a deferred compensation plan approved by the Compensation Committee.

Recoupment for Restatements

All awards granted under the Annual Incentive Plan are subject to any clawback, recoupment, or forfeiture provisions required by law and applicable to the Company or its subsidiaries or affiliates as may be in effect from time to time.

Administration; Amendment and Termination

The Annual Incentive Plan is interpreted and administered by the Compensation Committee, which has the authority and discretion to administer and interpret its provisions and to adopt such rules and regulations for the administration of the Annual Incentive Plan as the Compensation Committee deems necessary or advisable. The Compensation Committee has the full authority to (i) designate the employees who are eligible to participate in the Annual Incentive Plan; (ii) establish the performance goals, performance period, and achievement levels for each participant; and (iii) establish and certify the achievement of the performance goals. All decisions of the Compensation Committee regarding the interpretation and administration of the Annual Incentive Plan are final, conclusive, and binding upon all parties.

The Annual Incentive Plan will be interpreted and construed in a manner so as to cause payments intended to constitute performance-based compensation under Section 162(m) of the Code to qualify as performance-based compensation under Section 162(m) of the Code. The Annual Incentive Plan may be amended or terminated at any time for any reason by the Compensation Committee. Shareholder approval will be obtained in connection with any amendment for which shareholder approval is necessary.

Unfunded Plan; Participants are General Creditors

Award amounts are paid from the Company's general funds and participants are considered unsecured general creditors with no special or prior right to any of our assets for payments under the Annual Incentive Plan. Nothing in the Annual Incentive Plan is intended to create a trust for the benefit of any participant or to create a fiduciary relationship between us and any participant with respect to any of the Company's assets.

Federal Income Tax Consequences

The following is a brief summary of certain federal income tax consequences relating to the transactions described under the Annual Incentive Plan as set forth below. This summary does not purport to address all aspects of federal income taxation and does not describe state, local, or foreign tax consequences. This discussion is based upon provisions of the Code and the Treasury Regulations issued thereunder, and judicial and administrative interpretations under the Code and Treasury Regulations, all as in effect as of the date hereof, and all of which are subject to change (possibly on a retroactive basis) or different interpretation.

Law Affecting Deferred Compensation

In 2004, Section 409A was added to the Code to regulate all types of deferred compensation, including, in some instances, incentive compensation. If the requirements of Code Section 409A are not satisfied, deferred compensation and earnings thereon will be subject to tax as it vests, plus an interest charge at the underpayment rate plus 1% and a 20% penalty tax.

Tax Withholding

Generally, the recipient of cash compensation will be subject to tax at ordinary income rates on the amount received on the date of payment or delivery. Awards paid under the Annual Incentive Plan are subject to all applicable withholding taxes. Deferred compensation that is subject to Code Section 409A will also be subject to certain federal income tax withholding and reporting requirements. Withholding does not represent an increase in the participant's total income tax obligation, since it is fully credited toward his or her tax liability for the year.

Tax Consequences to the Company

To the extent that a participant recognizes ordinary income in the circumstances described above, the Company or a subsidiary of the Company for which the participant performs services, will be entitled to a corresponding deduction, provided that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an "excess parachute payment" within the meaning of Section 280G of the Code, and is not disallowed by the $1,000,000 limitation on certain executive compensation under Section 162(m) of the Code.

Section 162(m) of the Code

Section 162(m) of the Code limits the deductibility of certain compensation of our chief executive officer and the three other highest paid executive officers (other than our chief financial officer). Compensation paid to such an officer during a year in excess of $1,000,000 that does not satisfy the performance-based exception under Section 162(m) of the Code would not be deductible on our federal income tax return for that year. It is intended that compensation attributable to awards payable under the Annual Incentive Plan will be eligible to qualify as performance-based compensation under Section 162(m) of the Code. However, the Compensation Committee reserves the right to grant bonus awards that do not qualify for this exception, and, in some cases, the exception may cease to be available for some or all bonus awards that otherwise so qualify. Thus, it is possible that Section 162(m) of the Code may disallow compensation deductions that would otherwise be available to the company.

Other Compensation

The Annual Incentive Plan is not exclusive. We may pay other compensation to our executive officers and other key employees as authorized by our Board of Directors and applicable law.

New Plan Benefits

It is not currently possible to determine the awards and dollar value of the awards, if any, participants will be receive under the Annual Incentive Plan for fiscal 2017. The following table, however, sets forth the awards and dollar value of the awards granted under the Annual Incentive Plan based on the achievement of performance goals for fiscal 2016 to (i) each of our named executive officers, (ii) all executive officers as a group, (iii) all non-employee directors as a group and (iv) all employees other than executive officers as a group.

Name and principal position	Value ($)
Jeremy B. Ford President and Co-Chief Executive Officer	715,000
Alan B. White Vice Chairman and Co-Chief Executive Officer	1,400,000
William B. Furr Executive Vice President and Chief Financial Officer	375,000
Darren E. Parmenter Executive Vice President and Chief Administrative Officer	280,000
Hill A. Feinberg Chairman and Chief Executive Officer of Hilltop Securities	750,000
James R. Huffines Executive Vice President and Chief Operating Officer of Subsidiaries	555,000
Todd L. Salmans Chief Executive Officer of PrimeLending	1,100,000
All executive officers as a group	5,175,000
All non-employee directors as a group	—
All employees other than executive officers as a group	1,645,000

Required Vote

The affirmative vote of a majority of the votes cast on the matter is required to reapprove the Annual Incentive Plan's performance goals. For purposes of the reapproval of the Annual Incentive Plan's performance goals, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE REAPPROVAL OF THE 2012 ANNUAL INCENTIVE PLAN PERFORMANCE GOALS.

PROPOSAL FIVE — REAPPROVAL OF 2012 EQUITY INCENTIVE PLAN PERFORMANCE GOALS

Our Board of Directors is requesting that our stockholders reapprove the material terms of the performance goals contained in the Hilltop Holdings Inc. 2012 Equity Incentive Plan (referred in this proposal as the "Equity Incentive Plan") in order to allow certain awards to be potentially eligible for exemption from the $1,000,000 deduction limit imposed by Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), as discussed under "Summary of the Equity Incentive Plan —Performance Units" and "—Performance Goals" below. The performance goals were last approved by our stockholders at a special meeting held on September 20, 2012.

The following is a summary of the material terms of the Equity Incentive Plan, including its performance goals. The full text of the Equity Incentive Plan is attached as Annex B to this Proxy Statement, and the following summary is qualified in its entirety by reference to the terms of the Equity Incentive Plan. Shareholders are urged to review the Equity Incentive Plan before determining how to vote on this proposal.

Under Section 162(m) of the Code, we are not entitled to a federal income tax deduction for compensation in excess of $1,000,000 paid in any year to a "covered employee" (within the meaning of Section 162(m) of the Code), subject to certain exceptions. Compensation that qualifies as "performance-based" under Section 162(m) of the Code is exempt from this limitation. The Equity Incentive Plan sets forth a list of alternative performance goals, the attainment of which may determine the degree of payout and/or vesting with respect to awards that are designed to qualify for the performance-based exception to Section 162(m) of the Code. Under the Equity Incentive Plan, our Compensation Committee may grant awards in a manner that qualifies them for the exemption for performance-based compensation, or it may grant awards that do not qualify for the exemption.

Summary of the Equity Incentive Plan

Purpose

The purpose of the Equity Incentive Plan is to focus directors, officers, and other employees and consultants on business performance that creates shareholder value, to encourage innovative approaches to the Company's business, and to encourage ownership of our common stock by directors, officers, and other employees and consultants and to continue to attract and retain employees in a competitive labor market, which is essential to our long-term growth and success.

General

Awards granted under the Equity Incentive Plan may be in the form of incentive stock options, nonqualified stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units, performance units, other stock-based awards, or any combination of those awards.

Effective Date and Expiration

The Equity Incentive Plan became effective as of September 20, 2012, following stockholder approval of the plan, and will terminate on September 20, 2022, unless it is earlier terminated by our Board of Directors. Awards granted prior to the date the Equity Incentive Plan is terminated may extend beyond the Equity Incentive Plan's termination date, and the terms of the Equity Incentive Plan will continue to apply to such awards.

Administration

The Equity Incentive Plan is administered by our Compensation Committee, which consists of at least two or more "outside directors" within the meaning of Section 162(m) of the Code and who are "non-employee directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934 (the "Exchange Act").

Under the terms of the Equity Incentive Plan, the Compensation Committee will determine the persons to whom awards are to be made; determine the type, size, and terms of awards; interpret the Equity Incentive Plan and awards granted thereunder; establish and revise rules and regulations relating to the Equity Incentive Plan; modify, amend, or adjust terms and conditions applicable to an award; establish any "blackout period" as it deems necessary and advisable, and make any other determinations it believes necessary for the administration of the Equity Incentive Plan. In addition, the Compensation Committee may delegate all or any part of its responsibilities and powers to any person or persons selected by the Compensation Committee. Any determination made by the Compensation Committee under the Equity Incentive Plan will be made in the sole discretion of the Compensation Committee and such determinations will be final, binding, and conclusive on all persons.

Shares Available; Individual Share Limits

The Equity Incentive Plan provides that the aggregate number of shares of Hilltop common stock that may be subject to awards under the Equity Incentive Plan cannot exceed 4,000,000, subject to adjustment in certain circumstances to prevent dilution or enlargement. No participant may be granted, in each case during any calendar year, performance-based equity awards intended to qualify under Section 162(m) of the Code (other than stock options and SARs) covering in excess of 500,000 shares or stock options and SARs covering in excess of 750,000 shares. The maximum number of shares that may be granted pursuant to incentive stock options is 2,000,000.

Shares underlying awards that expire or are forfeited or terminated without being exercised or awards that are settled for cash will again be available for the grant of additional awards within the limits provided by the Equity Incentive Plan. Shares withheld by or delivered to us to satisfy the exercise price of stock options or tax withholding obligations with respect to any award granted under the Equity Incentive Plan will nonetheless be deemed to have been issued under the Equity Incentive Plan.

Eligibility

The Equity Incentive Plan provides for awards to the directors, officers, employees, and consultants of the Company and any of its subsidiaries or affiliates as well as prospective directors, officers, employees, and consultants who have accepted offers of employment or consultancy from the Company or any of its subsidiaries or affiliates. As of April 20, 2017, there were approximately 5,400 employees, 21 directors, and two consultants who would be eligible to participate in the Equity Incentive Plan. Our current executive officers and each of our directors are among the individuals eligible to receive awards under the Equity Incentive Plan.

Stock Options

Subject to the terms and provisions of the Equity Incentive Plan, stock options to purchase shares of our common stock may be granted to eligible individuals at any time and from time to time as determined by the Compensation Committee. Stock options may be granted as incentive stock options, which are intended to qualify for favorable treatment to the participant under Federal tax law, or as nonqualified stock options, which do not qualify for this favorable tax treatment. Subject to the limits provided in the Equity Incentive Plan, the Compensation Committee determines the number of stock options to be granted to each participant. Each stock option grant will be evidenced by a stock option award agreement that specifies the stock option exercise price, whether the stock options are intended to be incentive stock options or nonqualified stock options, the duration of the stock options, the number of shares to which the stock options pertain, and such additional limitations, terms, and conditions as the Compensation Committee may determine.

The Compensation Committee determines the exercise price for each stock option granted, except that the stock option exercise price may not be less than 100% of the fair market value of a share of our common stock on the date of grant. If an incentive stock option is granted to an employee who owns or is deemed to own more than 10% of the combined voting power of all classes of stock of the Company (or any parent or subsidiary), the option price shall be at least 110% of the fair market value of our common stock on the date of grant. All stock options granted under the Equity Incentive Plan will expire no later than ten years from the date of grant (or five years with respect to incentive stock options in the case of an employee who owns or is deemed to own more than 10% of the combined voting power of all classes of stock of the Company (or any parent or subsidiary)). Stock options are nontransferable except by will or by the laws of descent and distribution or, in the case of nonqualified stock options, as otherwise expressly permitted by the Compensation Committee. The granting of a stock option does not accord the participant the rights of a shareholder, and such rights accrue only after the exercise of a stock option and the registration of shares of Hilltop common stock in the participant’s name.

Stock Appreciation Rights

The Compensation Committee, in its discretion, may grant SARs under the Equity Incentive Plan. SARs may be "tandem SARs," which are granted in conjunction with a stock option, or "free-standing SARs," which are not granted in conjunction with a stock option. A SAR entitles the holder to receive from us upon exercise an amount equal to the excess, if any, of the aggregate fair market value of a specified number of shares of our common stock to which such SAR pertains over the aggregate exercise price for the underlying shares. The exercise price of a Free-Standing SAR shall not be less than 100% of the fair market value of a share of our common stock on the date of grant.

A tandem SAR may be granted at the grant date of the related stock option. A tandem SAR will be exercisable only at such time or times and to the extent that the related stock option is exercisable and will have the same exercise price as the related stock option. A tandem SAR will terminate or be forfeited upon the exercise or forfeiture of the related stock option, and the related stock option will terminate or be forfeited upon the exercise or forfeiture of the tandem SAR.

Each SAR will be evidenced by an award agreement that specifies the base price, the number of shares to which the SAR pertains and such additional limitations, terms, and conditions as the Compensation Committee may determine. The Company may make payment of the amount to which the participant exercising SARs is entitled by delivering shares of our common stock, cash, or a combination of stock and cash as set forth in the award agreement relating to the SARs. SARs are not transferable except by will or the laws of descent and distribution or, with respect to SARs that are not granted in "tandem" with a stock option, as expressly permitted by the Compensation Committee.

Restricted Stock

The Equity Incentive Plan provides for the award of shares of our common stock that are subject to forfeiture and restrictions on transferability as set forth in the Equity Incentive Plan, the applicable award agreement, and as may be otherwise determined by the Compensation Committee. Except for these restrictions and any others imposed by the Compensation Committee, upon the grant of restricted stock, the participant will have the rights of a shareholder with respect to the restricted stock, including the right to vote the restricted stock and to receive all dividends and other distributions paid or made with respect to the restricted stock, on such terms as will be set forth in the applicable award agreement. During the restriction period set by the Compensation Committee, the participant may not sell, transfer, pledge, exchange, or otherwise encumber the restricted stock.

Restricted Stock Units

The Equity Incentive Plan authorizes the Compensation Committee to grant restricted stock units. Restricted stock units are not shares of our common stock and do not entitle the participant s to the rights of a shareholder, although the award agreement may provide for rights with respect to dividend equivalents. The participant may not sell, transfer, pledge, or otherwise encumber restricted stock units granted under the Equity Incentive Plan prior to their vesting. Restricted stock units will be settled in cash, shares of our common stock, or a combination thereof, as provided in the applicable award agreement, in an amount based on the fair market value of our common stock on the settlement date.

Performance Units

The Equity Incentive Plan provides for the award of performance units that are valued by reference to a designated amount of cash or other property other than shares of our common stock. The payment of the value of a performance unit is conditioned upon the achievement of performance goals (as described below) set by our Compensation Committee in granting the performance unit and may be paid in cash, shares of our common stock, other property, or a combination thereof. The maximum value of cash, shares, or other property that may be paid to a participant pursuant to a performance unit intended to be a qualified performance-based award under Section 162(m) of the Code in any calendar year is $10,000,000. Any terms relating to the termination of a participant's employment shall be set forth in the applicable award agreement.

Other Stock-Based Awards

The Equity Incentive Plan also provides for the award of shares of our common stock and other awards that are valued by reference to our common stock, including unrestricted stock, dividend equivalents, and convertible debentures.

Performance Goals

The Equity Incentive Plan provides that performance goals may be established by the Compensation Committee in connection with the grant of any award under the Equity Incentive Plan. In the case of an award intended to qualify for the performance-based compensation exception of Section 162(m) of the Code:

- such goals shall be based on the attainment of specified levels of one or more of the following measures: stock price, earnings (including earnings before taxes, earnings before interest and taxes or earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to shareholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, shareholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital, in each case with respect to the Company or any one or more subsidiaries, divisions, business units or business segments of the Company, either in absolute terms or relative to the performance of one or more other companies (including an index covering multiple companies);
- the performance goals may be adjusted as determined by the Compensation Committee in a manner consistent with Section 162(m) of the Code and the terms of the Equity Incentive Plan; and
- such performance goals will be set by the Compensation Committee within the time period and other requirements prescribed by Section 162(m) of the Code and the regulations promulgated thereunder.

Vesting, Forfeiture, Assignment

Except as otherwise provided below, the Compensation Committee, in its sole discretion, may determine that an award will be immediately vested in whole or in part, or that all or any portion may not be vested until a date (or dates) subsequent to its date of grant, or until the occurrence of one or more specified events, subject in any case to the terms of the Equity Incentive Plan. If the Compensation Committee imposes conditions upon vesting, then, subsequent to the date of grant, the Compensation Committee may, in its sole discretion, accelerate the date on which all or any portion of the award may be vested.

The Compensation Committee may also impose on any award at the time of grant or thereafter, such additional terms and conditions as the Compensation Committee determines, including, without limitation, terms requiring forfeiture of awards in the event of a participant's termination of service. The Compensation Committee will specify the circumstances on which performance awards may be forfeited in the event of a termination of service by a participant prior to the end of a performance period or settlement of awards.

Awards granted under the Equity Incentive Plan generally are not assignable or transferable except by will or by the laws of descent and distribution. Notwithstanding the foregoing, the Compensation Committee may, in its discretion, permit transfers of nonqualified stock options or free-standing SARs (i) for no value or consideration to (ii) a participant's family member, whether directly, indirectly, by means of a trust or partnership, or otherwise. A tandem SAR is only transferrable with the related stock option as permitted by the preceding sentence. Unless otherwise determined by the Compensation Committee, "family member" shall have the meaning given to such term in General Instructions A.1(a)(5) to Form S-8 under the Securities Act of 1933, as amended, and any successor thereto. A stock option or SAR is exercisable, subject to the terms of the Equity Incentive Plan, only by the participant, the participant's guardian or legal representative, or any person to whom such stock option or SAR has been transferred as permitted by the Equity Incentive Plan. For purposes of the Equity Incentive Plan, the terms "holder" and "participant" shall include the guardian, legal representative, and other transferee; provided, however, that the term "termination of employment" shall continue to refer to the original participant's termination of employment.

Change in Control

In the event of a "change in control" of the Company (as defined in the Equity Incentive Plan and described below), unless determined otherwise by the Compensation Committee, (i) all outstanding stock options and SARs shall become fully vested and exercisable, (ii) all restrictions on any restricted stock, restricted stock units or other stock-based awards that are not subject to performance goals shall lapse, and such awards shall become free of all restrictions and become fully vested and transferable to the full extent of the original grant and (iii) all restrictions on any restricted stock, restricted stock units, performance units or other stock-based awards that are subject to performance goals shall lapse and be deemed to be achieved at the level set forth in the applicable award agreement, and such awards shall become free of all restrictions and become fully vested and transferable, in each case, to the extent set forth in the applicable award agreement. The Compensation Committee shall establish such terms and conditions as may be required to permit a participant to exercise a stock option or SAR that shall terminate in connection with the change in control.

For the purposes of the Equity Incentive Plan, a "change in control" will be deemed to occur upon:

- the acquisition by any individual, entity or group of "beneficial ownership" (pursuant to the meaning given in Rule 13d-3 under the Exchange Act) of 33% or more (on a fully diluted basis) of either (a) the outstanding shares of our common stock or (b) the combined voting power of our then outstanding voting securities, with each of clauses (a) and (b) subject to certain exceptions, such as acquisitions from the Company, or acquisitions by an employee benefit plan of the Company, a corporation controlled by the Company, or an individual entity or group who currently holds or controls 10% of our common stock;
- a majority of the directors who constituted our board of directors at the time the Equity Incentive Plan was adopted are replaced by directors whose appointment or election is not endorsed by at least two-thirds of the incumbent directors then on the board of directors;
- consummation of a merger, consolidation or sale of all or substantially all of our assets, other than a transaction in which all or substantially all of the shareholders of the Company receive 50% or more of the stock of the company resulting from the transaction, at least a majority of the board of directors of the resulting corporation were members of the incumbent board, and after which no individual, entity or group owns 33% or more of the stock of the resulting corporation, who did not own such stock immediately before the transaction; or
- approval by our shareholders of the Company's complete dissolution or liquidation.

Adjustments Upon Changes in Capitalization

In the event that any merger, consolidation, acquisition of property or shares, stock rights offering, liquidation, disposition for consideration of the Company's direct or indirect ownership of a subsidiary or affiliate (including by reason of a disaffiliation), stock dividend, stock split, reverse stock split, reorganization, share combination, recapitalization, separation, spinoff, or similar event affecting the Company or any of its subsidiaries, the Compensation Committee or the Board of Directors may make such substitutions or adjustments as it deems appropriate and equitable to (i) the aggregate number and kind of shares of common stock or other securities reserved for issuance and delivery under the Equity Incentive Plan; (ii) the various maximum limitations set forth in the Equity Incentive Plan upon certain types of awards and upon the grants to individuals of certain types of awards; (iii) the number and kind of shares of common stock or other securities subject to outstanding awards; and (iv) the exercise price of outstanding awards. Such adjustments may include, (x) the cancellation of outstanding awards in exchange for payments of cash, property, or a combination of both having an aggregate value equal to the value of such awards; (y) the substitution of other property, including cash, other securities of the Company, or securities of entities other than the Company, for the shares of common stock subject to the outstanding awards; and (z) in connection with a disaffiliation, arranging for the assumption of awards or replacement of awards with new awards by the affected subsidiary, affiliate, or division or by the entity that controls such subsidiary, affiliate, or division following the disaffiliation. The Compensation Committee may adjust the performance goals applicable to any awards to reflect any unusual or non-recurring events and other extraordinary items, impact of charges for restructurings, discontinued operations, and the cumulative effects of accounting or tax changes, provided that in the case of performance goals applicable to any qualified performance-based awards, provided such adjustment does not violate Section 162(m) of the Code. Notwithstanding the foregoing, any such adjustment made to awards that are considered "deferred compensation" within the meaning of Section 409A of the Code shall be made in compliance with the requirements of Section 409A of the Code, and any such adjustment made to awards that are not considered "deferred compensation" subject to Section 409A of the Code shall be made so as to ensure that after such adjustment either (i) the awards continue not to be subject to Section 409A of the Code or (ii) there is no resulting imposition of any penalty taxes under Section 409A of the Code in respect of such awards.

Amendment or Discontinuance of the Equity Incentive Plan

Our Board of Directors or the Compensation Committee may amend, alter, or discontinue the Equity Incentive Plan at any time and from time to time, but no amendment, alteration, or discontinuation shall be made which would materially impair the rights of the participant with respect to a previously granted award without such participant's consent, except such an amendment made to comply with applicable law, including, without limitation, Section 409A of the Code, stock exchange rules, or accounting rules. In addition, no such amendment shall be made without the approval of our shareholders to the extent such approval is required by applicable law or the listing standards of the applicable stock exchange.

Repricing of Stock Options or SARs Not Permitted

Other than for certain adjustments upon changes in capitalization, stock options and SARs may not be amended to decrease the exercise price; canceled in exchange for cash, other awards, or in conjunction with the grant of a new stock option or SAR with a lower exercise price; or otherwise subject to any action that would be treated as a "repricing" under the applicable security exchange listing standards or for accounting purposes, unless such amendment, cancellation, or action is approved by the Company's stockholders.

Recoupment for Restatements

All awards granted under the Equity Incentive Plan are subject to any clawback, recoupment, or forfeiture provisions required by law and applicable to the Company or its subsidiaries or affiliates as may be in effect from time to time.

Federal Income Tax Consequences

The following is a brief summary of certain federal income tax consequences of awards made under the Equity Incentive Plan provisions of the Code and the Treasury Regulations issued thereunder, and judicial and administrative interpretations under the Code and Treasury Regulations, all as in effect as of the date hereof, and all of which are subject to change (possibly on a retroactive basis) or different interpretation. The discussion is general in nature and does not take into account a number of considerations which may apply in light of the circumstances of a particular participant under the Equity Incentive Plan. The income tax consequences under applicable state and local tax laws may not be the same as under federal income tax laws.

Law Affecting Deferred Compensation

In 2004, Section 409A was added to the Code to regulate all types of deferred compensation. If the requirements of Section 409A of the Code are not satisfied, deferred compensation and earnings thereon will be subject to tax as it vests, plus an interest charge at the underpayment rate plus 1% and a 20% penalty tax. Certain performance awards, stock options, SARs, restricted stock units, and certain types of restricted stock are subject to Section 409A of the Code.

Nonqualified Stock Options

A participant generally will not recognize taxable income at the time of grant of a nonqualified stock option, and we will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) upon exercise of a nonqualified stock option equal to the excess of the fair market value of the shares purchased over their exercise price, and we generally will be entitled to a corresponding deduction. When a participant disposes of shares acquired by exercise of a nonqualified stock option, any amount received in excess of the exercise price paid for such shares will be treated as short-term or long-term capital gain, depending upon how long the participant has held the shares. If the amount received is less than the exercise price paid for such shares, the loss will be treated as short-term or long-term capital loss, depending upon how long the participant has held the shares.

Incentive Stock Options

A participant will not recognize taxable income at the time of grant of an incentive stock option. A participant will not recognize taxable income (except for purposes of the alternative minimum tax) upon exercise of an incentive stock option. However, to the extent that the fair market value (determined as of the date of grant) of the shares with respect to which the participant's incentive stock options are exercisable for the first time during any year exceeds $100,000, the stock options for the shares over $100,000 will be treated as nonqualified stock options, and not incentive stock options, for federal tax purposes, and the participant will recognize income as if the incentive stock options were nonqualified stock options. In addition, if the fair market value of the shares received upon exercise of an incentive stock option exceeds the exercise price, then the excess may be deemed a tax preference adjustment for purposes of the federal alternative minimum tax calculation. The federal alternative minimum tax may produce significant tax repercussions depending upon the participant's particular tax status.

If the shares acquired by exercise of an incentive stock option are held for the longer of two years from the date the stock option was granted and one year from the date the shares were transferred, any gain or loss arising from a subsequent disposition of such shares will be taxed as long-term capital gain or loss, and we will not be entitled to any deduction.

If, however, such shares are disposed of within such two- or one-year periods, the disposition will be considered a "disqualifying disposition," and in the year of such disposition the participant will recognize compensation taxable as ordinary income equal to the excess of the lesser of the amount realized upon such disposition and the fair market value of such shares on the date of exercise over the exercise price, and we generally will be entitled to a corresponding deduction. The excess of the amount realized through the disposition date over the fair market value of the stock on the exercise date will be treated as capital gain.

Special Rule if Exercise Price is Paid for in Shares

If a participant pays the exercise price of a nonqualified stock option with previously-owned shares of our common stock and the transaction is not a disqualifying disposition of shares previously acquired under an incentive stock option, the shares received equal to the number of shares surrendered are treated as having been received in a tax-free exchange. The participant's tax basis and holding period for these shares received will be equal to the participant's tax basis and holding period for the shares surrendered. The shares received in excess of the number of shares surrendered will be treated as compensation taxable as ordinary income to the participant to the extent of such shares' fair market value. The participant's tax basis in such shares will be equal to their fair market value on the date of exercise, and the participant's holding period for such shares will begin on the date of exercise.

If the use of previously acquired shares to pay the exercise price of a nonqualified stock option constitutes a disqualifying disposition of shares previously acquired under an incentive stock option, the participant will have ordinary income as a result of the disqualifying disposition in an amount equal to the excess of the fair market value of the shares surrendered, determined at the time such shares were originally acquired on exercise of the incentive stock option, over the aggregate exercise price paid for such shares. As discussed above, a disqualifying disposition of shares previously acquired under an incentive stock option occurs when the participant disposes of such shares before the end of the applicable holding period. The other tax results from paying the exercise price with previously-owned shares are as described above, except that the participant's tax basis in the shares that are treated as having been received in a tax-free exchange will be increased by the amount of ordinary income recognized by the participant as a result of the disqualifying disposition.

SARs

Generally, a participant will not recognize taxable income at the time of grant of a SAR, provided that the SAR is exempt from or complies with Section 409A of the Code, and we will not be entitled to a tax deduction at such time. Upon exercise, a participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) equal to the fair market value of any shares delivered and the amount of cash paid by us, and we generally will be entitled to a corresponding deduction.

Restricted Stock

A participant will generally not recognize taxable income at the time of grant of shares of restricted stock, and we will not be entitled to a tax deduction at such time, unless the participant makes an election under Section 83(b) of the Code to be taxed at such time. If such election is made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time of the grant equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. If such election is not made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time the restrictions lapse in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. We are entitled to a corresponding deduction at the time the ordinary income is recognized by the participant, except to the extent the deduction limits of Section 162(m) of the Code apply. In addition, a participant receiving dividends with respect to restricted stock for which the above-described election has not been made and prior to the time the restrictions lapse will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee), rather than dividend income, and we will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Other Awards

A participant will generally not recognize taxable income at the time of grant of restricted stock units, performance units, or other stock-based awards, provided that the award is exempt from or complies with Section 409A of the Code, and we will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time of settlement of the award equal to the fair market value of any shares or property delivered and the amount of cash paid by us, and we will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Federal Tax Withholding

Any ordinary income realized by a participant upon the exercise of an award under the Equity Incentive Plan is subject to withholding of federal, state, and local income tax and to withholding of the participant's share of tax under the Federal Insurance Contribution Act and the Federal Unemployment Tax Act. Such withholding obligations may be satisfied (i) by the delivery of cash to the Company in an amount that equals the required tax withholding payment; (ii) unless otherwise prohibited by the Company, by the delivery of shares of our common stock that have an aggregate fair market value that equals (but does not exceed) the required tax withholding payment; (iii) unless otherwise prohibited by the Company, by the Company's withholding of a number of shares to be delivered upon the exercise, vesting, or conversion of the award, which shares so withheld have an aggregate fair market value that equals (but does not exceed) the required tax withholding payment; or (iv) any combination of (i), (ii), or (iii). Additionally, the Company may, in its sole discretion, withhold any such tax withholding payment from any other cash remuneration otherwise payable by the Company to the participant.

Tax Consequences to the Company

To the extent that a participant recognizes ordinary income in the circumstances described above, we will be entitled to a corresponding deduction provided that, among other things, the income meets the test of reasonableness, is an ordinary and necessary business expense, is not an "excess parachute payment" within the meaning of Section 280G of the Code, and is not disallowed by the $1,000,000 limitation on certain executive compensation under Section 162(m) of the Code.

Section 162(m) Limitations and Other Tax Matters

As explained above, Section 162(m) of the Code generally places a $1,000,000 annual limit on a company's tax deduction for compensation paid to certain senior executives, other than compensation that satisfies the applicable requirements for a performance-based compensation exception. The Equity Incentive Plan is designed so that stock options and SARs qualify for this exemption, and it also permits the Compensation Committee to grant other awards designed to qualify for this exception. However, the Compensation Committee reserves the right to grant awards that do not qualify for this exception, and, in some cases, the exception may cease to be available for some or all awards that otherwise so qualify. Thus, it is possible that Section 162(m) of the Code may disallow compensation deductions that would otherwise be available to the company.

If an individual's rights under the Equity Incentive Plan are accelerated as a result of a change in control and the individual is a "disqualified individual" under Section 280G of the Code, the value of any such accelerated rights received by such individual may be included in determining whether or not such individual has received an "excess parachute payment" under Section 280G of the Code, which could result in (i) the imposition of an additional 20% federal excise tax (in addition to ordinary federal income tax) payable by the individual on the value of such accelerated rights; and (ii) the loss by us of a compensation deduction.

New Plan Benefits

It is not currently possible to determine the dollar amounts, if any, participants will receive under the Equity Incentive Plan for fiscal 2017. The following table sets forth the amount of the incentive payments made under the Equity Incentive Plan for fiscal 2016 to (i) each of our named executive officers, (ii) all executive officers as a group, (iii) all non-employee directors as a group and (iv) all employees other than executive officers as a group.

Name and principal position	Shares of Common Stock (#)	Value of Shares of Common Stock (a) ($)	Time-Based Stock Awards (#)	Value of Time-Based Stock Awards (a) ($)	Performance Stock Awards (b) (#)	Value of Performance Stock Awards (a) ($)
Jeremy B. Ford President and Co-Chief Executive Officer	—	—	21,971	349,998	21,971	349,998
Alan B. White Vice Chairman and Co-Chief Executive Officer	—	—	21,971	349,998	21,971	349,998
William B. Furr Executive Vice President and Chief Financial Officer	—	—	—	—	—	—
Darren E. Parmenter Executive Vice President and Chief Administrative Officer	—	—	5,493	87,503	5,493	87,503
Hill A. Feinberg Chairman and Chief Executive Officer of Hilltop Securities	—	—	9,416	149,997	9,416	149,997
James R. Huffines Executive Vice President and Chief Operating Officer of Subsidiaries	—	—	13,183	210,005	13,182	209,989
Todd L. Salmans Chief Executive Officer of PrimeLending	—	—	10,986	175,007	10,985	174,991
All executive officers as a group	—	—	109,857	1,750,022	109,853	1,749,958
All non-employee directors as a group	19,221	425,475	30,000	853,200	—	—
All employees other than executive officers as a group	—	—	339,189	6,132,002	8,670	138,113

(a) Reflects the grant date fair value calculated in accordance with the provisions of the Stock Compensation Topic of the ASC. The value of performance-based stock awards is based on the probable outcome of such applicable performance conditions.
(b) The number of shares reported is based upon the probable outcome of the applicable performance conditions.

Required Vote

The affirmative vote of a majority of the votes cast on the matter is required to reapprove the Equity Incentive Plan's performance goals. For purposes of the reapproval of the Equity Incentive Plan's performance goals, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE REAPPROVAL OF THE 2012 EQUITY INCENTIVE PLAN PERFORMANCE GOALS.

PROPOSAL SIX — RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

PricewaterhouseCoopers LLP served as our independent registered public accounting firm during 2016 and has been selected to serve in that capacity for 2017, unless the Audit Committee of the Board of Directors subsequently determines that a change is desirable. While stockholder ratification is not required for the selection of PricewaterhouseCoopers LLP as our independent registered public accounting firm, the selection is being submitted for ratification at the Annual Meeting, solely with a view toward soliciting our stockholders' opinion. This opinion will be taken into consideration by the Audit Committee in its future deliberations.

A representative of PricewaterhouseCoopers LLP is expected to be at our Annual Meeting to respond to appropriate questions and, if PricewaterhouseCoopers LLP desires, to make a statement.

Vote Necessary to Ratify the Appointment

The appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2017 will be ratified if this proposal receives the affirmative vote of a majority of the votes cast on the matter. With respect to this proposal, abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will be considered present for purposes of determining a quorum. Under applicable rules, a broker will have the authority to vote for this proposal in the absence of instructions from the beneficial owner of the relevant shares.

Report of the Audit Committee

The Audit Committee of the Board of Directors of Hilltop Holdings Inc. currently consists of three directors and operates under a written charter adopted by the Board of Directors. Hilltop considers all members to be independent as defined by the applicable NYSE listing standards and SEC regulations. Management is responsible for Hilltop's internal controls and the financial reporting process. PricewaterhouseCoopers LLP, Hilltop's independent registered public accounting firm, is responsible for performing an independent audit of Hilltop's consolidated financial statements in accordance with generally accepted auditing standards. The Audit Committee's responsibility is to monitor and oversee the financial reporting process.

In this context, the Audit Committee reviewed and discussed with management and PricewaterhouseCoopers LLP the audited financial statements for the year ended December 31, 2016, management's assessment of the effectiveness of the Company's internal control over financial reporting and PricewaterhouseCoopers LLP's evaluation of the Company's internal control over financial reporting. The Audit Committee has discussed with PricewaterhouseCoopers LLP the matters that are required to be discussed by Auditing Standard No. 1301, *Communications with Audit Committees*, issued by the Public Company Accounting Oversight Board.

The Audit Committee received from PricewaterhouseCoopers LLP the written disclosures and the letter required by the Public Company Accounting Oversight Board in Rule 3526, and has discussed with PricewaterhouseCoopers LLP the issue of its independence from the Company. The Audit Committee also concluded that PricewaterhouseCoopers LLP's provision of audit and non-audit services to the Company and its affiliates is compatible with PricewaterhouseCoopers LLP's independence.

Based upon the Audit Committee's review of the audited consolidated financial statements and its discussion with management and PricewaterhouseCoopers LLP noted above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

This report has been furnished by the members of the Audit Committee.

Charles R. Cummings (Chairman) Tracy A. Bolt J. Markham Green

Independent Auditor's Fees

For the fiscal years ended December 31, 2016 and 2015, the total fees paid to our independent registered public accounting firm, PricewaterhouseCoopers LLP, were as follows:

	Fiscal Year Ended	
	2016	2015
Audit Fees	$ 5,686,070	$ 5,744,025
Audit-Related Fees	251,400	1,042,806
Tax Fees	—	—
All Other Fees	1,800	1,800
Total	$ 5,939,270	$ 6,788,631

Audit Fees

Represents fees billed for the audits of our consolidated financial statements and effectiveness of internal control over financial reporting as of and for the years ended December 31, 2016 and 2015, reviews of our interim financial statements included in the Company's Quarterly Reports on Form 10-Q, statutory and regulatory audits and related services required for certain of our subsidiaries, and consultations related to miscellaneous SEC and financial reporting matters.

Audit-Related Fees

In 2016, these fees primarily related to attestation reports required under various services agreement. In 2015, these fees related to the SWS merger and other SEC filings, including a debt offering pursuant to Rule 144A whereby we issued notes that were subsequently exchanged for identical notes registered under the Securities Act.

Tax Fees

No tax fees were incurred during 2016 and 2015.

All Other Fees

In 2016 and 2015, these fees related to an annual renewal of software licenses for accounting research software.

Audit Committee Pre-Approval Policy

In accordance with applicable laws and regulations, the Audit Committee reviews and pre-approves any non-audit services to be performed by PricewaterhouseCoopers LLP to ensure that the work does not compromise its independence in performing its audit services. The Audit Committee also reviews and pre-approves all audit services. In some cases, pre-approval is provided by the full committee for up to a year, and relates to a particular category or group of services and is subject to a specific budget. In other cases, the Chairman of the Audit Committee has the delegated authority from the committee to pre-approve additional services, and such pre-approvals are then communicated to the full Audit Committee. The Audit Committee pre-approved all fees noted above for 2016 and 2015.

The policy contains a de minimis provision that operates to provide retroactive approval for permissible non-audit services under certain circumstances. No services were provided by PricewaterhouseCoopers LLP during either 2016 or 2015 that fell under this provision.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2017.

STOCKHOLDER PROPOSALS FOR 2018

Stockholder proposals intended to be presented at our 2018 annual meeting of stockholders pursuant to Rule 14a-8 under the Exchange Act must be received by us at our principal executive offices no later than 5:00 p.m., Dallas, Texas local time, on January 8, 2018 and must otherwise comply with the requirements of Rule 14a-8 in order to be considered for inclusion in the 2018 proxy statement and proxy.

In order for director nominations and proposals of stockholders made outside the processes of Rule 14a-8 under the Exchange Act to be considered "timely" for purposes of Rule 14a-4(c) under the Exchange Act and pursuant to our current bylaws, the nomination or proposal must be received by us at our principal executive offices not before January 8, 2018, and not later than 5:00 p.m. Dallas, Texas local time, on February 7, 2018; *provided, however*, that in the event that the date of the 2018 annual meeting is not within 30 days before or after June 15, 2018, notice by the stockholder in order to be timely must be received no earlier than the 120th day prior to the date of the 2018 annual meeting and not later than 5:00 p.m. Dallas, Texas local time, on the 90th day prior to the date of the 2018 annual meeting or the 10th day following the day on which public announcement of the date of the 2018 annual meeting is first made, whichever is later. Stockholders are advised to review our charter and bylaws, which contain additional requirements with respect to advance notice of stockholder proposals and director nominations, copies of which are available without charge upon request to our corporate Secretary at the address listed under "Questions" below.

OTHER MATTERS

Our Board of Directors knows of no other matters that have been submitted for consideration at this Annual Meeting. If any other matters properly come before our stockholders at this Annual Meeting, the persons named on the enclosed proxy card intend to vote the shares they represent in their discretion.

MULTIPLE STOCKHOLDERS SHARING ONE ADDRESS

In accordance with Rule 14a-3(e)(1) under the Exchange Act, one set of proxy materials will be delivered to two or more stockholders who share an address, unless the Company has received contrary instructions from one or more of the stockholders. The Company will deliver promptly upon written or oral request a separate copy of the proxy materials to a stockholder at a shared address to which a single copy of the proxy materials was delivered. Requests for additional copies of the proxy materials, and requests that in the future separate proxy materials be sent to stockholders who share an address, should be directed by writing to Investor Relations, Hilltop Holdings Inc., 200 Crescent Court, Suite 1330, Dallas, Texas 75201, or by calling (214) 855-2177. In addition, stockholders who share a single address but receive multiple copies of the proxy materials may request that in the future they receive a single copy by contacting the Company at the address and phone number set forth in the prior sentence.

ANNUAL REPORT

A COPY OF OUR ANNUAL REPORT IS INCLUDED WITH THIS PROXY STATEMENT BUT SHALL NOT BE DEEMED TO BE SOLICITATION MATERIAL. A COPY OF THIS PROXY STATEMENT AND OUR ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2016 ALSO IS AVAILABLE WITHOUT CHARGE FROM OUR COMPANY WEBSITE AT WWW.HILLTOP-HOLDINGS.COM OR UPON WRITTEN REQUEST TO: INVESTOR RELATIONS, HILLTOP HOLDINGS INC., 200 CRESCENT COURT, SUITE 1330, DALLAS, TEXAS 75201.

QUESTIONS

If you have questions or need more information about the Annual Meeting, you may write to the corporate Secretary at the following address of our principal executive office:

Corporate Secretary
Hilltop Holdings Inc.
200 Crescent Court, Suite 1330
Dallas, Texas 75201

You may also call us at (214) 855-2177. We also invite you to visit our website at www.hilltop-holdings.com.

HILLTOP HOLDINGS INC. ANNUAL INCENTIVE PLAN

The Hilltop Holdings Inc. Annual Incentive Plan ("Plan") was adopted by the Board of Directors of Hilltop Holdings Inc. on August 2, 2012. The Plan is an annual incentive program designed to reward Executives whose performance during the fiscal year enabled the Company to achieve favorable business results and to assist the Company in attracting and retaining Executives. The Plan focuses the Executives' efforts on the achievement of specific goals in support of the Company's business strategy and provides for an opportunity to receive annual payouts based on individual and corporate performance. The Plan is intended to permit the payment of amounts that constitute "performance-based compensation" within the meaning of Section 162(m) of the Code.

Section 1: DEFINITIONS

1.1 **Award**: means an award of incentive compensation pursuant to the Plan.

1.2 **Code**: means the Internal Revenue Code of 1986, as amended from time to time, and any successor thereto, the Treasury Regulations thereunder and other relevant interpretive guidance issued by the Internal Revenue Service or the Treasury Department. Reference to any specific section of the Code shall be deemed to include such regulations and guidance, as well as any successor provision of the Code.

1.3 **Committee**: means the Compensation Committee of the Company's Board of Directors, which shall, with respect to payments hereunder intended to qualify as Performance-Based Compensation, consist solely of two or more members of the Company's Board of Directors who are not Executives of the Company and who otherwise qualify as "outside directors" within the meaning of Section 162(m) of the Code.

1.4 **Company**: means Hilltop Holdings Inc.

1.5 **Executive**: means any officer of the Company (as such term is used in Section 16 of the Securities Exchange Act of 1934, as amended) and any other executive of the Company or any of its subsidiaries as determined by the Committee.

1.6 **Maximum Award**: means ten million dollars ($10,000,000) per Plan Year.

1.7 **Participant**: means an Executive who is selected by the Committee to participate in the Plan.

1.8 **Performance-Based Compensation**: means "performance-based compensation" within the meaning of Section 162(m) of the Code.

1.9 **Performance Goals**: means the goal(s) (or combined goal(s)) determined by the Committee (in its discretion) to be applicable to a Participant with respect to Awards hereunder. As determined by the Committee, the Performance Goals applicable to Awards hereunder may provide for a targeted level or levels of achievement using one or more of the following measures: stock price, earnings (including earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to shareholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, shareholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, premium growth, investment income, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital, in each case, with respect to the Company or any one or more of its subsidiaries, divisions, business units or business segments. The Performance Goals may be based on (i) absolute target numbers or (ii) relative results in one or more such categories compared to a prior period or to the performance of one or more other companies (including an index covering multiple companies). The Committee may adjust the Performance Goals applicable to any Awards to reflect any unusual or non-recurring events and other extraordinary items, impact of charges for restructurings, discontinued operations, and the cumulative effects of accounting or tax changes, each as defined by generally accepted accounting principles or as identified in the Company's financial statements, notes to the financial statements, management's discussion and analysis or the Company's other filings with the Securities and Exchange Commission; *provided* that such adjustment does not violate Section 162(m) of the Code.

1.10 **Performance Period**: means the fiscal year beginning January 1 and ending December 31, which shall also be the Plan Year.

1.11 **Plan**: means the Hilltop Holdings Inc. Annual Incentive Plan.

1.12 **Plan Year**: means the fiscal year beginning January 1 and ending December 31.

***Section 2*: ELIGIBILITY AND PARTICIPATION**

The Committee shall select the Executives who are eligible to receive Awards under the Plan and who shall be Participants in the Plan during any Performance Period in which they may earn an Award.

***Section 3*: TERMS OF AWARDS**

3.1 The Committee may establish with respect to each Performance Period, an annual maximum opportunity for each Participant, subject to the achievement of one or more Performance Goal(s), as applicable; *provided*, that notwithstanding any other provision in the Plan, the incentive award amount to be paid out to any Participant with respect to any Performance Period shall not exceed the Maximum Award. The Performance Goal(s), as applicable, shall be established by the Committee within 90 days of the commencement of the Performance Period or, if earlier, by the expiration of 25% of the applicable Performance Period.

3.2 The Committee may not increase the amount payable under the Plan or with respect to an Award granted pursuant to the Plan and determined based on the attainment of the Performance Goal(s), as applicable, but retains the discretionary authority to reduce such amount. The Committee may establish factors to take into consideration in implementing its discretion, including, but not limited to, corporate or business unit performance against budgeted goals, objective business goals, achievement of non-financial goals, economic and relative performance considerations and assessments of individual performance.

3.3 Any Awards for Participants who begin participating in the Plan after the commencement of the Plan Year and who meet the eligibility requirements above will be prorated to reflect the portion of the Plan Year during which the Participant was eligible to participate in the Plan, subject to compliance with Section 162(m) to the extent an Awards is intended to qualify as Performance-Based Compensation.

***Section 4*: PAYOUT DETERMINATION**

Following the Performance Period, the Committee will determine the amount of individual Awards based on the achievement of the applicable previously designated Performance Goal(s), as applicable; *provided* that the Award amount to be paid out to any Participant with respect to any Performance Period shall not exceed the Maximum Award. Awards intended to constitute Performance-Based Compensation shall be based on the extent to which the Performance Goal(s), as applicable, have been attained (subject to Section 3.2) and shall be paid only upon certification by the Committee of the extent to which the Performance Goal(s), as applicable, and any other material terms for the applicable Plan Year have been satisfied, in accordance with Treasury Regulations Section 1.162-27(e)(5).

***Section 5*: AWARD ADMINISTRATION**

5.1 Awards are paid as soon as practical after the end of the Plan Year, but in no event more than two and a half months after the end of the calendar year with respect to which an Award was earned, unless the Participant has timely submitted an election to defer receipt of the Award in accordance with a deferred compensation plan approved by the Committee or the Committee has determined to defer payment of the Award, in either case, consistent with Section 409A of the Code.

5.2 Award payments shall be made to Participants in cash; *provided* that the Committee may, in its discretion, with respect to any Performance Period and with respect to one or more Participants, provide that all or any portion of Awards to such Participants shall be paid in Company common stock or awards in respect of Company common stock pursuant to an equity plan maintained by the Company to the extent permitted by the terms of such plan.

5.3 Participation in the Plan does not guarantee the Participant the payment of an Award. All Awards under the Plan are discretionary and subject to approval by the Committee; *provided* that, as set forth in Section 3.2, any discretion with respect to amounts intended to constitute Performance-Based Compensation shall be exercised only in a manner which reduces the amount otherwise payable as a result of the attainment of the Performance Goal(s), as applicable.

5.4 Except as would result in amounts intended to constitute Performance-Based Compensation ceasing to be Performance-Based Compensation and subject to the limitation on discretion set forth in Section 5.4, extraordinary occurrences may be considered by the Committee when assessing performance results, and adjustments may be made to the performance measures at the discretion of the Committee to ensure that the objectives of the Plan are served.

5.5 Awards payable under the Plan may not be assigned, transferred or subjected to liens except as otherwise provided by law.

5.6 Except as otherwise provided by the Committee, if a Participant's employment terminates prior to the date of Committee approval as required in Section 4, the Participant shall not be paid any Award for the Plan Year in which employment terminates.

5.7 Neither the adoption of the Plan, eligibility of any person to participate, nor payment of an Award to a Participant shall be construed to confer upon any person a right to be continued in the employ of the Company or any of its subsidiaries. The Company expressly reserves the right to discharge any Participant whenever in the sole discretion of the Company its interest may so require.

***Section 6*: FUNDING; NO CREATION OF TRUST**

Amounts paid under the Plan shall be paid from the general funds of the Company, and each Participant shall be no more than an unsecured general creditor of the Company and its subsidiaries with no special or prior right to any assets of the Company or its subsidiaries for payment of any obligations hereunder. Nothing contained in the Plan shall be deemed to create a trust of any kind for the benefit of any Participant, or create any fiduciary relationship between the Company or its subsidiaries and any Participant with respect to any assets of the Company or its subsidiaries.

***Section 7*: GENERAL**

7.1 The Committee has the sole responsibility for interpreting and administering the Plan as necessary. The decisions of the Committee regarding the interpretation and administration of the Plan are final and binding on all parties.

7.2 All Awards under the Plan will be subject to any clawback, recoupment or forfeiture provisions required by law and applicable to the Company or its subsidiaries as in effect from time to time.

7.3 All Awards to be paid under the Plan shall be subject to all applicable withholding taxes, including federal and state income and employment taxes. The Participant's employer shall withhold such taxes in accordance with applicable tax law.

7.4 The Plan shall be interpreted and construed in a manner as to cause payments intended to constitute Performance-Based Compensation to qualify as Performance-Based Compensation. The Plan may be amended or terminated at any time for any reason by the Committee. In particular and without limitation, the Committee may at any time amend or add to the provisions of the Plan and the terms of participation in the Plan as it considers necessary or desirable to take account of or to comply with relevant law or regulation or for any other reason. Notwithstanding the foregoing, stockholder approval shall be obtained in connection with an amendment for which stockholder approval is necessary to ensure that payments hereunder may constitute Performance-Based Compensation.

7.5 Neither the adoption of the Plan by the Company's Board of Directors nor the submission of the Plan to stockholders of the Company for approval shall be construed as creating any limitations on the power of the Company's Board of Directors or the Committee to adopt such other incentive arrangements as either may deem desirable, including, without limitation, cash or equity-based compensation arrangements, either tied to performance or otherwise.

7.6 If any provision of the Plan or any Award is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction or would disqualify the Plan or any Award under any law deemed applicable by the Committee, such provision shall be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Committee, materially altering the purpose or intent of the Plan or the Award, such provision will be stricken as to such jurisdiction, and the remainder of the Plan or Award shall remain in full force and effect.

7.7 The effective date of the Plan is August 2, 2012, subject to approval by the Company's stockholders, in accordance with Section 162(m) of the Code. No amount shall be paid to any Participant under this Plan unless such stockholder approval has been obtained.

7.8 The laws of the State of Maryland shall control all matters relating to the Plan.

HILLTOP HOLDINGS INC.
2012 EQUITY INCENTIVE PLAN

SECTION 1. Purposes; Definitions

The purposes of this Plan are to focus directors, officers and other employees and consultants on business performance that creates stockholder value, to encourage innovative approaches to the business of the Company and to encourage ownership of Company Common Stock by directors, officers and other employees and consultants.

For purposes of this Plan, the following terms are defined as set forth below:

(a) "*Affiliate*" means a corporation or other entity controlled by, controlling or under common control with the Company.

(b) "*Applicable Exchange*" means the New York Stock Exchange or such other securities exchange as may at the applicable time be the principal market for the Common Stock.

(c) "*Award*" means a Stock Option, Stock Appreciation Right, Restricted Stock, Restricted Stock Unit, Performance Unit or Other Stock-Based Award granted pursuant to the terms of this Plan.

(d) "*Award Agreement*" means a written document or agreement setting forth the terms and conditions of a specific Award.

(e) "*Board*" means the Board of Directors of the Company.

(f) "*Change in Control*" has the meaning set forth in Section 10(b).

(g) "*Code*" means the Internal Revenue Code of 1986, as amended from time to time, and any successor thereto, the Treasury Regulations thereunder and other relevant interpretive guidance issued by the Internal Revenue Service or the Treasury Department. Reference to any specific section of the Code shall be deemed to include such regulations and guidance, as well as any successor provision of the Code.

(h) "*Commission*" means the Securities and Exchange Commission or any successor agency.

(i) "*Committee*" means the Committee referred to in Section 2.

(j) "*Common Stock*" means common stock, par value $0.01 per share, of the Company.

(k) "*Company*" means Hilltop Holdings Inc., a Maryland corporation.

(l) "*Disaffiliation*" means a Subsidiary's or Affiliate's ceasing to be a Subsidiary or Affiliate for any reason (including, without limitation, as a result of a public offering, or a spinoff or sale by the Company, of the stock of the Subsidiary or Affiliate) or a sale of a division of the Company and its Affiliates.

(m) "*Eligible Individuals*" means directors, officers, employees and consultants of the Company or any of its Subsidiaries or Affiliates, and prospective directors, officers, employees and consultants who have accepted offers of employment or consultancy from the Company or its Subsidiaries or Affiliates.

(n) "*Exchange Act*" means the Securities Exchange Act of 1934, as amended from time to time, and any successor thereto.

(o) "*Fair Market Value*" means, except as otherwise provided by the Committee, with respect to any given date, the closing reported sales price on such date (or, if there are no reported sales on such date, on the last date prior to such date on which there were sales) of a Share on the Applicable Exchange. If there is no regular public trading market for such Common Stock, the Fair Market Value of the Common Stock shall be determined by the Committee in good faith and, to the extent applicable, such determination shall be made in a manner that satisfies Section 409A and Section 422(c)(1) of the Code.

(p) "*Free-Standing SAR*" has the meaning set forth in Section 5(b).

(q) "*Full-Value Award*" means any Award other than a Stock Option or Stock Appreciation Right.

(r) *"Grant Date"* means (i) the date on which the Committee by resolution selects an Eligible Individual to receive a grant of an Award and determines the number of Shares to be subject to such Award, or (ii) such later date as the Committee shall provide in such resolution.

(s) "*Incentive Stock Option*" means any Stock Option designated as, and qualified as, an "incentive stock option" within the meaning of Section 422 of the Code.

(t) "*Nonqualified Stock Option*" means any Stock Option that is not an Incentive Stock Option.

(u) "*Other Stock-Based Award*" means Awards of Common Stock and other Awards that are valued in whole or in part by reference to, or are otherwise based upon, Common Stock, including (without limitation) unrestricted stock, dividend equivalents, and convertible debentures.

(v) "*Participant*" means an Eligible Individual to whom an Award is or has been granted.

(w) "*Performance Goals*" means the performance goals established by the Committee in connection with the grant of Awards. In the case of Qualified Performance-Based Awards, (i) such goals shall be based on the attainment of specified levels of one or more of the following measures: stock price, earnings (including earnings before taxes, earnings before interest and taxes or earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to stockholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, stockholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital, in each case with respect to the Company or any one or more Subsidiaries, divisions, business units or business segments thereof, either in absolute terms or relative to the performance of one or more other companies (including an index covering multiple companies), (ii) the Performance Goals may be adjusted as determined by the Committee in a manner consistent with Section 3(d) and (iii) such Performance Goals shall be set by the Committee within the time period prescribed by Section 162(m) of the Code.

(x) "*Performance Period*" means the time period established by the Committee during which the achievement of the applicable Performance Goals is to be measured.

(y) "*Performance Unit*" means any Award granted under Section 8 of a unit valued by reference to a designated amount of cash or other property other than Shares, which value may be paid to the Participant by delivery of such property as the Committee shall determine, including, without limitation, cash, Shares, or any combination thereof, upon achievement of such Performance Goals during the Performance Period as the Committee shall establish at the time of such grant or thereafter.

(z) "*Plan*" means the Hilltop Holdings Inc. 2012 Equity Incentive Plan, as set forth herein and as hereinafter amended from time to time.

(aa) "*Prior Plan*" means the 2003 Equity Incentive Plan.

(bb) "*Qualified Performance-Based Award*" means an Award intended to qualify for the Section 162(m) Exemption, as provided in Section 11.

(cc) "*Restriction Period*" has the meaning set forth in Section 6(d).

(dd) "*Restricted Stock*" means an Award granted under Section 6.

(ee) "*Restricted Stock Unit*" has the meaning set forth in Section 7.

(ff) "*Section 162(m) Exemption*" means the exemption from the limitation on deductibility imposed by Section 162(m) of the Code that is set forth in Section 162(m)(4)(C) of the Code.

(gg) "*Share*" means a share of Common Stock.

(hh) "*Stock Appreciation Right*" has the meaning set forth in Section 5(b).

(ii) "*Stock Option*" means an Award granted under Section 5(a).

(jj) "*Subsidiary*" means any corporation, partnership, joint venture, limited liability company or other entity during any period in which at least a 50% voting or profits interest is owned, directly or indirectly, by the Company or any successor to the Company.

(kk) "*Tandem SAR*" has the meaning set forth in Section 5(c).

(ll) "*Term*" means the maximum period during which a Stock Option or Stock Appreciation Right may remain outstanding, subject to earlier termination upon Termination of Employment or otherwise, as provided in the Plan or specified in the applicable Award Agreement.

(mm) "*Termination of Employment*" means the termination of the applicable Participant's employment with, or performance of services for, the Company and any of its Subsidiaries or Affiliates. Unless otherwise determined by the Committee, (i) if a Participant's employment with the Company and its Affiliates terminates but such Participant continues to provide services to the Company and its Affiliates in a non-employee capacity, such change in status shall not be deemed a Termination of Employment and (ii) a Participant employed by, or performing services for, a Subsidiary or an Affiliate or a division of the Company and its Affiliates shall also be deemed to incur a Termination of Employment if, as a result of a Disaffiliation, such Subsidiary, Affiliate or division ceases to be a Subsidiary, Affiliate or division, as the case may be, and the Participant does not immediately thereafter become an employee of, or service provider for, the Company or another Subsidiary or Affiliate. Temporary absences from employment because of illness, vacation or leave of absence and transfers among the Company and its Subsidiaries and Affiliates shall not be considered Terminations of Employment. Notwithstanding the foregoing provisions of this definition, with respect to any Award that constitutes a "non-qualified deferred compensation plan" within the meaning of Section 409A of the Code, a Participant shall not be considered to have experienced a "*Termination of Employment*" unless the Participant has experienced a "separation from service" within the meaning of Section 409A of the Code (a "*Separation from Service*").

In addition, certain other terms used herein have definitions given to them in the first place in which they are used.

SECTION 2. Administration

(a) *Committee.* This Plan shall be administered by the Board directly, or if the Board elects, by the Compensation Committee of the Board or such other committee of the Board as the Board may from time to time designate, which committee shall be composed of not less than two directors, and shall be appointed by and serve at the pleasure of the Board. All references in this Plan to the "*Committee*" refer to the Board as a whole, unless a separate committee has been designated or authorized consistent with the foregoing.

Subject to the terms and conditions of this Plan, the Committee shall have absolute authority:

(i) to select the Eligible Individuals to whom Awards may from time to time be granted;

(ii) to determine whether and to what extent Incentive Stock Options, Nonqualified Stock Options, Stock Appreciation Rights, Restricted Stock, Restricted Stock Units, Performance Units, Other Stock-Based Awards or any combination thereof are to be granted hereunder;

(iii) to determine the number of Shares to be covered by each Award granted hereunder;

(iv) to approve the form of any Award Agreement and determine the terms and conditions of any Award granted hereunder, including, but not limited to, the exercise price (subject to Section 5(a)), any vesting condition, restriction or limitation (which may be related to the performance of the Participant, the Company or any Subsidiary or Affiliate) and any acceleration of vesting or forfeiture waiver regarding any Award and the shares of Common Stock relating thereto, based on such factors as the Committee shall determine;

(v) to modify, amend or adjust the terms and conditions of any Award (subject to Sections 5(a) and 5(b)), at any time or from time to time, including, but not limited to, Performance Goals; *provided*, *however*, that the Committee may not adjust upwards the amount payable with respect to any Qualified Performance-Based Award;

(vi) to determine under what circumstances an Award may be settled in cash, Shares, other property or a combination of the foregoing;

(vii) to determine whether, to what extent and under what circumstances cash, Shares and other property and other amounts payable with respect to an Award under this Plan shall be deferred either automatically or at the election of the Participant;

(viii) to adopt, alter and repeal such administrative rules, guidelines and practices governing this Plan as it shall from time to time deem advisable;

(ix) to establish any "blackout" period that the Committee in its sole discretion deems necessary or advisable;

(x) to interpret the terms and provisions of this Plan and any Award issued under this Plan (and any Award Agreement relating thereto); and

(xi) to otherwise administer this Plan.

(b) *Procedures.*

(i) The Committee may act only by a majority of its members then in office, except that the Committee may, except to the extent prohibited by applicable law or the listing standards of the Applicable Exchange and subject to Section 11, allocate all or any portion of its responsibilities and powers to any one or more of its members and may delegate all or any part of its responsibilities and powers to any person or persons selected by it. Any such allocation or delegation may be revoked by the Committee at any time.

(ii) Subject to Section 11(c), any authority granted to the Committee may be exercised by the full Board. To the extent that any permitted action taken by the Board conflicts with action taken by the Committee, the Board action shall control.

(c) *Discretion of the Committee.* Any determination made by the Committee or pursuant to delegated authority under the provisions of this Plan with respect to any Award shall be made in the sole discretion of the Committee or such delegated authority at the time of the grant of the Award or, unless in contravention of any express term of this Plan, at any time thereafter. All decisions made by the Committee or any appropriately delegate individual pursuant to the provisions of this Plan shall be final, binding and conclusive on all persons, including the Company, Participants and Eligible Individuals.

(d) *Cancellation or Suspension.* Subject to Section 5(e), the Committee shall have full power and authority to determine whether, to what extent and under what circumstances any Award shall be canceled or suspended.

(e) *Award Agreements.* The terms and conditions of each Award, as determined by the Committee, shall be set forth in a written (or electronic) Award Agreement, which shall be delivered to the Participant receiving such Award upon, or as promptly as is reasonably practicable following, the grant of such Award. The effectiveness of an Award shall be subject to the Award Agreement being signed (or acknowledged electronically) by the Company and the Participant receiving the Award unless otherwise provided in the Award Agreement. Award Agreements may be amended only in accordance with Section 12.

SECTION 3. Common Stock Subject to Plan

(a) *Plan Maximums.* The maximum number of Shares that may be granted pursuant to Awards under this Plan shall be four million (4,000,000) Shares. The maximum number of Shares that may be granted pursuant to Stock Options intended to be Incentive Stock Options shall be two million (2,000,000) Shares. Shares subject to an Award under this Plan may be authorized and unissued Shares. On and after the Effective Date (as defined in Section 12(a)), no new awards may be granted under the Prior Plan, it being understood that awards outstanding under the Prior Plan as of the Effective Date shall remain in full force and effect under such plan according to their respective terms; *provided*, *however*, that dividend equivalents may continue to be issued under the Prior Plan in respect of awards granted under the Prior Plan which are outstanding as of the Effective Date.

(b) *Individual Limits.* No Participant may be granted Awards intended to be Qualified Performance-Based Awards (other than Stock Options and Stock Appreciation Rights) covering in excess of five hundred thousand (500,000) Shares during any calendar year. No Participant may be granted Stock Options and Stock Appreciation Rights covering in excess of seven hundred and fifty thousand (750,000) Shares during any calendar year.

(c) *Rules for Calculating Shares Delivered.* To the extent that any Award is forfeited, terminates, expires or lapses instead of being exercised, or any Award is settled for cash, the Shares subject to such Awards not delivered as a result thereof shall again be available for Awards under this Plan. If the exercise price of any Stock Option or Stock Appreciation Right and/or the tax withholding obligations relating to any Award are satisfied by delivering Shares (either actually or through a signed document affirming the Participant's ownership and delivery of such Shares) or withholding Shares relating to such Award, the gross number of Shares subject to the Award after payment of the exercise price and/or tax withholding obligations shall be deemed to have been granted for purposes of the first sentence of Section 3(a).

(d) *Adjustment Provision.* In the event of a merger, consolidation, acquisition of property or shares, stock rights offering, liquidation, disposition for consideration of the Company's direct or indirect ownership of a Subsidiary or Affiliate (including by reason of a Disaffiliation), or similar event affecting the Company or any of its Subsidiaries (each, a "*Corporate Transaction*"), the Committee or the Board may in its discretion make such substitutions or adjustments as it deems appropriate and equitable to (i) the aggregate number and kind of Shares or other securities reserved for issuance and delivery under this Plan, (ii) the various maximum limitations set forth in Sections 3(a) and 3(b) upon certain types of Awards and upon the grants to individuals of certain types of Awards, (iii) the number and kind of Shares or other securities subject to outstanding Awards, and (iv) the exercise price of outstanding Awards. In the event of a stock dividend, stock split, reverse stock split, reorganization, share combination, or recapitalization or similar event affecting the capital structure of the Company, or a Disaffiliation, separation or spinoff, in each case without consideration, or other extraordinary dividend of cash or other property to the Company's stockholders (each, a "*Share Change*"), the Committee or the Board shall make such substitutions or adjustments as it deems appropriate and equitable to (A) the aggregate number and kind of Shares or other securities reserved for issuance and delivery under this Plan, (B) the various maximum limitations set forth in Sections 3(a) and 3(b) upon certain types of Awards and upon the grants to individuals of certain types of Awards, (C) the number and kind of Shares or other securities subject to outstanding Awards, and (D) the exercise price of outstanding Awards. In the case of Corporate Transactions, such adjustments may include, without limitation, (1) the cancellation of outstanding Awards in exchange for payments of cash, property or a combination thereof having an aggregate value equal to the value of such Awards, as determined by the Committee or the Board in its sole discretion (it being understood that in the case of a Corporate Transaction with respect to which stockholders of Common Stock receive consideration other than publicly traded equity securities of the ultimate surviving entity, any such determination by the Committee that the value of a Stock Option or Stock Appreciation Right shall for this purpose be deemed to equal the excess, if any, of the value of the consideration being paid for each Share pursuant to such Corporate Transaction over the exercise price of such Stock Option or Stock Appreciation Right shall conclusively be deemed valid); (2) the substitution of other property (including, without limitation, cash or other securities of the Company and securities of entities other than the Company) for the Shares subject to outstanding Awards; and (3) in connection with any Disaffiliation, arranging for the assumption of Awards, or replacement of Awards with new awards based on other property or other securities (including, without limitation, other securities of the Company and securities of entities other than the Company), by the affected Subsidiary, Affiliate, or division or by the entity that controls such Subsidiary, Affiliate, or division following such Disaffiliation (as well as any corresponding adjustments to Awards that remain based upon Company securities). The Committee may adjust the Performance Goals applicable to any Awards to reflect any unusual or non-recurring events and other extraordinary items, impact of charges for restructurings, discontinued operations, and the cumulative effects of accounting or tax changes, each as defined by generally accepted accounting principles or as identified in the Company's financial statements, notes to the financial statements, management's discussion and analysis or other the Company's filings with the Commission, *provided* that in the case of Performance Goals applicable to any Qualified Performance-Based Awards, such adjustment does not violate Section 162(m) of the Code.

(e) *Section 409A.* Notwithstanding Section 3(d): (i) any adjustments made pursuant to Section 3(d) to Awards that are considered "deferred compensation" within the meaning of Section 409A of the Code shall be made in compliance with the requirements of Section 409A of the Code; and (ii) any adjustments made pursuant to Section 3(d) to Awards that are not considered "deferred compensation" subject to Section 409A of the Code shall be made in such a manner as to ensure that after such adjustments, either (A) the Awards continue not to be subject to Section 409A of the Code or (B) there is no resulting imposition of any penalty taxes under Section 409A of the Code in respect of such Awards.

SECTION 4. Eligibility

Awards may be granted under this Plan to Eligible Individuals.

SECTION 5. Stock Options and Stock Appreciation Rights

(a) *Types of Stock Options.* Stock Options may be granted alone or in addition to other Awards granted under this Plan and may be of two types: Incentive Stock Options and Nonqualified Stock Options. The Award Agreement for a Stock Option shall indicate whether the Stock Option is intended to be an Incentive Stock Option or a Nonqualified Stock Option.

(b) *Types and Nature of Stock Appreciation Rights.* Stock Appreciation Rights may be "Tandem SARs," which are granted in conjunction with a Stock Option, or "Free-Standing SARs," which are not granted in conjunction with a Stock Option. Upon the exercise of a Stock Appreciation Right, the Participant shall be entitled to receive an amount in cash, Shares, or both, in value equal to the product of (i) the excess of the Fair Market Value of one Share over the exercise price of the applicable Stock Appreciation Right, multiplied by (ii) the number of Shares in respect of which the Stock Appreciation Right has been exercised. The applicable Award Agreement shall specify whether such payment is to be made in cash or Common Stock or a combination thereof, or shall reserve to the Committee or the Participant the right to make that determination prior to or upon the exercise of the Stock Appreciation Right.

(c) *Tandem SARs.* A Tandem SAR may be granted at the Grant Date of the related Stock Option. A Tandem SAR shall be exercisable only at such time or times and to the extent that the related Stock Option is exercisable in accordance with the provisions of this Section 5, and shall have the same exercise price as the related Stock Option. A Tandem SAR shall terminate or be forfeited upon the exercise or forfeiture of the related Stock Option, and the related Stock Option shall terminate or be forfeited upon the exercise or forfeiture of the Tandem SAR.

(d) *Exercise Price.* The exercise price per Share subject to a Stock Option or Free-Standing SAR shall be determined by the Committee and set forth in the applicable Award Agreement, and shall not be less than the Fair Market Value of a Share on the applicable Grant Date.

(e) *No Repricing.* In no event may any Stock Option or Stock Appreciation Right granted under this Plan be amended, other than pursuant to Section 3(d), to decrease the exercise price thereof, be cancelled in exchange for cash or other Awards or in conjunction with the grant of any new Stock Option or Free-Standing SAR with a lower exercise price, or otherwise be subject to any action that would be treated, under the Applicable Exchange listing standards or for accounting purposes, as a "repricing" of such Stock Option or Free-Standing SAR, unless such amendment, cancellation, or action is approved by the Company's stockholders.

(f) *Term.* The Term of each Stock Option and each Free-Standing SAR shall be fixed by the Committee, but no Stock Option or Free-Standing SAR shall be exercisable more than ten years after its Grant Date.

(g) *Exercisability.* Except as otherwise provided herein, Stock Options and Free-Standing SARs shall be exercisable at such time or times as shall be determined by the Committee and set forth in the applicable Award Agreement. The Award Agreement may also include any provisions as to continued employment or continued service as consideration for the grant or exercise of such Stock Option or Free-Standing SAR, as well as provisions as to performance conditions, and any other provisions that may be advisable to comply with applicable laws, regulations or the rulings of any governmental authority.

(h) *Method of Exercise.* Subject to the provisions of this Section 5, Stock Options and Free-Standing SARs may be exercised, in whole or in part, at any time during the Term thereof by giving written notice of exercise to the Company specifying the number of shares of Common Stock subject to the Stock Option or Free-Standing SAR to be purchased. In the case of the exercise of a Stock Option, such notice shall be accompanied by payment in full of the aggregate purchase price (which shall equal the product of such number of Shares subject to such Stock Options multiplied by the applicable exercise price). The exercise price for Stock Options may be paid upon such terms as shall be set forth in the applicable Award

Agreement. Without limiting the foregoing, the Committee may establish payment terms for the exercise of Stock Options pursuant to which the Company may withhold a number of Shares that otherwise would be issued to the Participant in connection with the exercise of the Stock Option having a Fair Market Value on the date of exercise equal to the exercise price, or that permit the Participant to deliver Shares (or other evidence of ownership of Shares satisfactory to the Company) with a Fair Market Value equal to the exercise price as payment.

(i) *Delivery; Rights of Stockholders.* A Participant shall not be entitled to delivery of Shares pursuant to the exercise of a Stock Option or Stock Appreciation Right until the exercise price therefor has been fully paid and applicable taxes have been withheld. A Participant shall have all of the rights of a stockholder of the Company holding the class or series of Common Stock that is subject to such Stock Option or Stock Appreciation Right (including, if applicable, the right to vote the applicable Shares received upon exercise), when the Participant (i) has given written notice of exercise, (ii) if requested, has given the representation described in Section 14(a) and (iii) in the case of a Stock Option, has paid the exercise price for such Stock Options and applicable taxes in full.

(j) *Non-Transferability of Stock Options and Stock Appreciation Rights.* No Stock Option or Free-Standing SAR shall be transferable by a Participant other than, for no value or consideration, (i) by will or by the laws of descent and distribution; or (ii) in the case of a Nonqualified Stock Option or Free-Standing SAR, as otherwise expressly permitted by the Committee including, if so permitted, pursuant to a transfer to such Participant's family members, whether directly or indirectly or by means of a trust or partnership or otherwise (for purposes of this Plan, unless otherwise determined by the Committee, "family member" shall have the meaning given to such term in General Instructions A.1(a)(5) to Form S-8 under the Securities Act of 1933, as amended, and any successor thereto). A Tandem SAR shall be transferable only with the related Stock Option as permitted by the preceding sentence. Any Stock Option or Stock Appreciation Right shall be exercisable, subject to the terms of this Plan, only by the Participant, the guardian or legal representative of the Participant, or any person to whom such Stock Option is transferred pursuant to this Section 5(j), it being understood that the term "holder" and "Participant" include such guardian, legal representative and other transferee; *provided*, *however*, that the term "Termination of Employment" shall continue to refer to the Termination of Employment of the original Participant.

(k) *Additional Rules for Incentive Stock Options.* Notwithstanding any other provision of this Plan to the contrary, no Stock Option which is intended to qualify as an Incentive Stock Option may be granted to any Eligible Employee who at the time of such grant owns stock possessing more than 10% of the total combined voting power of all classes of stock of the Company or of any Subsidiary, unless at the time such Stock Option is granted the exercise price is at least 110% of the Fair Market Value of a Share and such Stock Option by its terms is not exercisable after the expiration of five years from the date such Stock Option is granted. In addition, the aggregate Fair Market Value of the Common Stock (determined at the time a Stock Option for the Common Stock is granted) for which Incentive Stock Options are exercisable for the first time by a Participant during any calendar year, under all of the incentive stock option plans of the Company and of any Subsidiary, may not exceed $100,000. To the extent a Stock Option that by its terms was intended to be an Incentive Stock Option exceeds this $100,000 limit, the portion of the Stock Option in excess of such limit shall be treated as a Nonqualified Stock Option.

(l) *Dividends and Dividend Equivalents.* Dividends (whether paid in cash or Shares) and dividend equivalents may not be paid or accrued on Stock Options or Stock Appreciation Rights, *provided* that Stock Options and Stock Appreciation Rights may be adjusted under certain circumstances in accordance with the terms of Section 3(d).

SECTION 6. Restricted Stock

(a) *Administration.* Shares of Restricted Stock are actual Shares issued to a Participant and may be awarded either alone or in addition to other Awards granted under this Plan. The Committee shall determine the Eligible Individuals to whom and the time or times at which grants of Restricted Stock will be awarded, the number of Shares to be awarded to any Eligible Individual, the conditions for vesting, the time or times within which such Awards may be subject to forfeiture and any other terms and conditions of the Awards, including those contained in Section 6(c).

(b) *Book-Entry Registration.* Shares of Restricted Stock shall be evidenced through book-entry registration. If any certificate is issued in respect of Shares of Restricted Stock, such certificate shall be registered in the name of the Participant and shall bear an appropriate legend referring to the terms, conditions, and restrictions applicable to such Award, substantially in the following form:

"The transferability of this certificate and the shares of stock represented hereby are subject to the terms and conditions (including forfeiture) of the Hilltop Holdings Inc. 2012 Equity Incentive Plan and an Award Agreement. Copies of such Plan and Agreement are on file at the offices of Hilltop Holdings Inc., 200 Crescent Court, Suite 1330, Dallas, Texas 75201."

(c) *Terms and Conditions.* An Award of Restricted Stock shall be subject to such terms and conditions, and to such restrictions against sale, transfer or other disposition, as may be set forth in the applicable Award Agreement. The Committee may remove, modify or accelerate the removal of forfeiture conditions and other restrictions on any Restricted Stock for such reasons as the Committee may deem appropriate, except to the extent that such action would cause a Qualified Performance-Based Award to cease to qualify for the Section 162(m) Exemption. In the event of the death of a Participant following the transfer of Shares of Restricted Stock to him or her, the legal representative of the Participant, the beneficiary designated in writing by the Participant during his or her lifetime, or the person receiving such Shares under the Participant's will or under the laws of descent and distribution shall take such Shares, subject to the same restrictions, conditions and provisions in effect at the time of the Participant's death, to the extent applicable, unless otherwise set forth in the applicable Award Agreement.

(d) *Non-Transferability of Restricted Stock.* Subject to the provisions of this Plan and the applicable Award Agreement, during the period, if any, set by the Committee, commencing with the date of such award of Restricted Stock for which such vesting restrictions apply (the "*Restriction Period*"), and until the expiration of the Restriction Period, the Participant shall not be permitted to sell, assign, transfer, pledge or otherwise encumber Shares of Restricted Stock.

(e) *Stockholder Rights.* Except as provided in this Section 6 or the applicable Award Agreement, the applicable Participant shall have, with respect to the Shares of Restricted Stock, all of the rights of a stockholder of the Company holding the class or series of Common Stock that is the subject of the Restricted Stock, including, if applicable, the right to vote the Shares and the right to receive any dividends (subject to Section 14(d)); *provided* that, the Award Agreement shall specify on what terms and conditions the applicable Participant shall be entitled to dividends payable on the Common Stock.

SECTION 7. Restricted Stock Units

(a) *Nature of Awards.* Restricted stock units are Awards denominated in Shares that shall be settled, subject to the terms and conditions of the Award Agreement evidencing the Restricted Stock Units, in an amount in cash, Shares, or a combination thereof, based upon the Fair Market Value of a specified number of Shares ("*Restricted Stock Units*").

(b) *Terms and Conditions.* An Award of Restricted Stock Units shall be subject to such terms and conditions, including vesting and forfeiture, as may be set forth in the applicable Award Agreement. The Committee may accelerate the vesting of any Restricted Stock Units for such reasons as the Committee may deem appropriate, except to the extent that such action would cause a Qualified Performance-Based Award to cease to qualify for the Section 162(m) Exemption. An Award of Restricted Stock Units shall be settled as and when the Restricted Stock Units vest, at a later time specified by the Committee in the applicable Award Agreement, or, if the Committee so permits, in accordance with an election of the Participant.

(c) *Non-Transferability of Restricted Stock Units.* Subject to the provisions of this Plan and the applicable Award Agreement, during the Restricted Period, if any, set by the Committee, the Participant shall not be permitted to sell, assign, transfer, pledge or otherwise encumber Restricted Stock Units.

(d) *Dividend Equivalents.* The Award Agreement for Restricted Stock Units shall specify whether, to what extent and on what terms and conditions the applicable Participant shall be entitled to receive payments of cash, Common Stock or other property corresponding to the dividends payable on the Common Stock (subject to Section 14(d)).

SECTION 8. Performance Units.

Performance Units may be issued hereunder to Eligible Individuals, for no cash consideration or for such minimum consideration as may be required by applicable law, either alone or in addition to other Awards granted under this Plan. The Performance Goals to be achieved during any Performance Period and the length of the Performance Period shall be determined by the Committee upon the grant of each Performance Unit. The Committee may, in connection with the grant of Performance Units, designate them as Qualified Performance-Based Awards. The conditions for grant or vesting and the other provisions of Performance Units (including, without limitation, any applicable Performance Goals) need not be the same with respect to each recipient. Performance Units may be paid in cash, Shares, other property or any combination thereof, in the sole discretion of the Committee as set forth in the applicable Award Agreement. The maximum value of the property, including cash, that may be paid or distributed to any Participant pursuant to a grant of Performance Units intended to be a Qualified Performance-Based Award granted in any one calendar year shall be ten million dollars ($10,000,000).

SECTION 9. Other Stock-Based Awards-

Other Stock-Based Awards may be granted either alone or in conjunction with other Awards granted under this Plan.

SECTION 10. Change in Control Provisions

(a) *Change in Control.* Unless otherwise determined by the Committee , (i) all outstanding Stock Options and Stock Appreciation Rights shall become fully vested and exercisable, (ii) all restrictions on any Restricted Stock, Restricted Stock Units or Other Stock-Based Awards that are not subject to Performance Goals shall lapse, and such Awards shall become free of all restrictions and become fully vested and transferable to the full extent of the original grant, and (iii) restrictions on any Restricted Stock, Restricted Stock Units, Performance Units or Other Stock-Based Awards that are subject to Performance Goals shall lapse and be deemed to be achieved at the level set forth in the applicable Award Agreement, and such Awards shall become free of restrictions and become fully vested and transferable, in each case, to the extent set forth in the applicable Award Agreement. The Committee shall, in its sole and absolute discretion, establish such terms and conditions as may be required to permit a Participant to exercise a Stock Option or Stock Appreciation Right that shall terminate in connection with a Change in Control or certain terminations of employment following Change in Control.

(b) *Definition of Change in Control.* For purposes of this Plan, a "*Change in Control*" shall mean the happening of any of the following events:

(i) The acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act) (a "*Person*") of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 33% or more of either (1) the then outstanding shares of common stock of the Company (the "*Outstanding Company Common Stock*") or (2) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors (the "*Outstanding Company Voting Securities*"); *provided*, *however*, that for purposes of this subsection (i), the following acquisitions shall not constitute a Change in Control: (1) any acquisition directly from the Company, (2) any acquisition by the Company, (3) any acquisition by any employee benefit plan (or related trust) sponsored or maintained by the Company or any entity controlled by the Company, (4) any acquisition by a Person who holds or controls entities that, in the aggregate (including the holdings of such Person), hold or control 10% or more of the Outstanding Company Common Stock or the Outstanding Company Voting Securities on the Effective Date or (5) any acquisition by any entity pursuant to a transaction which complies with clauses (1), (2) and (3) of subsection (iii) of this Section 10(b); or

(ii) Individuals who, as of the Effective Date, constitute the Board (the "*Incumbent Board*") cease for any reason to constitute at least a majority of the Board; *provided*, *however*, that any individual becoming a director subsequent to the Effective Date of this Plan whose election, or nomination for election by the Company's stockholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board, but excluding, for this purpose, any such individual whose initial assumption of office occurs as a result of an actual or threatened election contest with respect to the election or removal of directors or other actual or threatened solicitation of proxies or consents by or on behalf of a Person other than the Board; or

(iii) Consummation of a reorganization, merger, statutory share exchange or consolidation or similar transaction involving the Company or any of its subsidiaries with a third party or sale or other disposition of all or substantially all of the assets of the Company to a third party, or the acquisition of assets or securities of another entity by the Company or any of its subsidiaries to a third party (a "*Business Combination*"), in each case, unless, following such Business Combination, (1) all or substantially all of the individuals and entities who were the beneficial owners, respectively, of the Outstanding Company Common Stock and Outstanding Company Voting Securities immediately prior to such Business Combination beneficially own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock (or, for a non-corporate entity, equivalent securities) and the combined voting power of the then outstanding voting securities entitled to vote generally in the election of directors (or, for a non-corporate entity, equivalent securities), as the case may be, of the entity resulting from such Business Combination (including, without limitation, an entity that, as a result of such transaction, owns the Company or all or substantially all of the Company's assets either directly or through one or more subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Company Common Stock and Outstanding Company Voting Securities, as the case may be, (2) no Person (excluding any entity resulting from such Business Combination or any employee benefit plan (or related trust) of the Company or such entity resulting from such Business Combination, or any Person who holds or controls entities that, in the aggregate (including the holdings of such Person), hold or control 10% or more of the Outstanding Company Common Stock or the Outstanding Company Voting Securities on the Effective Date) beneficially owns, directly or indirectly, 33% or more of, respectively, the then outstanding shares of common stock (or, for a non-corporate entity, equivalent securities) of the entity resulting from such Business Combination or the combined voting power of the then outstanding voting securities of such entity, except to the extent that such ownership existed prior to the Business Combination, and (3) at least a majority of the members of the board of directors (or, for a non-corporate entity, equivalent securities) of the entity resulting from such Business Combination were members of the Incumbent Board at the time of the execution of the initial agreement, or of the action of the Board, providing for such Business Combination; or

(iv) The approval by the stockholders of the Company of a complete liquidation or dissolution of the Company.

SECTION 11. Qualified Performance-Based Awards; Section 16(b); Section 409A

(a) The provisions of this Plan are intended to ensure that all Stock Options and Stock Appreciation Rights granted hereunder to any Participant who is or is reasonably expected to be a "covered employee" (within the meaning of Section 162(m)(3) of the Code) in the tax year in which such Stock Option or Stock Appreciation Right is expected to be deductible to the Company qualify for the Section 162(m) Exemption, and, unless otherwise determined by the Committee, all such Awards shall therefore be considered Qualified Performance-Based Awards and this Plan shall be interpreted and operated consistent with that intention (including, without limitation, to require that all such Awards be granted by a committee composed solely of members who satisfy the requirements for being "outside directors" for purposes of the Section 162(m) Exemption ("*Outside Directors*")). When granting any Award other than a Stock Option or Stock Appreciation Right, the Committee may designate such Award as a Qualified Performance-Based Award, based upon a determination that (i) the recipient is or is reasonably expected to be a "covered employee" (within the meaning of Section 162(m)(3) of the Code) with respect to such Award and (ii) the Committee wishes such Award to qualify for the Section 162(m) Exemption, and the terms of any such Award (and of the grant thereof) shall be consistent with such designation (including, without limitation, that all such Awards be granted by a committee composed solely of Outside Directors). To the extent required to comply with the Section 162(m) Exemption, no later than 90 days following the commencement of a Performance Period or, if earlier, by the expiration of 25% of a Performance Period, the Committee will designate one or more Performance Periods, determine the Participants for the Performance Periods and establish the Performance Goals for the Performance Periods.

(b) Each Qualified Performance-Based Award (other than a Stock Option or Stock Appreciation Right) shall be earned, vested and/or payable (as applicable) upon the achievement of one or more Performance Goals, together with the satisfaction of any other conditions, such as continued employment, as the Committee may determine to be appropriate and shall be set forth in the applicable Award Agreement.

(c) The full Board shall not be permitted to exercise authority granted to the Committee to the extent that the grant or exercise of such authority would cause an Award designated as a Qualified Performance-Based Award not to qualify for, or to cease to qualify for, the Section 162(m) Exemption.

(d) The provisions of this Plan are intended to ensure that no transaction under this Plan is subject to (and not exempt from) the short-swing recovery rules of Section 16(b) of the Exchange Act ("*Section 16(b)*"). Accordingly, the composition of the Committee shall be subject to such limitations as the Board deems appropriate to permit transactions pursuant to this Plan to be exempt (pursuant to Rule 16b-3 promulgated under the Exchange Act) from Section 16(b), and no delegation of authority by the Committee shall be permitted if such delegation would cause any such transaction to be subject to (and not exempt from) Section 16(b).

(e) This Plan is intended to comply with the requirements of Section 409A of the Code or an exemption or exclusion therefrom and, with respect to amounts that are subject to Section 409A of the Code, it is intended that this Plan be administered in all respects in accordance with Section 409A of the Code. Each payment under any Award that constitutes non-qualified deferred compensation subject to Section 409A of the Code shall be treated as a separate payment for purposes of Section 409A of the Code. In no event may a Participant, directly or indirectly, designate the calendar year of any payment to be made under any Award that constitutes nonqualified deferred compensation subject to Section 409A of the Code. Notwithstanding any other provision of this Plan or any Award Agreement to the contrary, in the event that a Participant is a "specified employee" within the meaning of Section 409A of the Code (as determined in accordance with the methodology established by the Company), amounts in respect of Awards that constitute "nonqualified deferred compensation" within the meaning of Section 409A of the Code that would otherwise be payable during the six-month period immediately following a Participant's Separation from Service by reason of such Separation from Service shall instead be paid or provided on the first business day following the date that is six months following the Participant's Separation from Service. If the Participant dies following the Separation from Service and prior to the payment of any amounts delayed on account of Section 409A of the Code, such amounts shall be paid to the personal representative of the Participant's estate within 30 days following the date of the Participant's death.

SECTION 12. Term, Amendment and Termination

(a) *Effectiveness.* This Plan was approved by the Board on August 2, 2012, subject to and contingent upon approval by the Company's stockholders. This Plan will be effective as of the date of such approval by the Company's stockholders (the "*Effective Date*").

(b) *Termination.* This Plan will terminate on the tenth anniversary of the Effective Date. Awards outstanding as of such date shall not be affected or impaired by the termination of this Plan.

(c) *Amendment of the Plan.* The Board or the Committee may amend, alter or discontinue this Plan, but no amendment, alteration or discontinuation shall be made which would materially impair the rights of the Participant with respect to a previously granted Award without such Participant's consent, except such an amendment made to comply with applicable law, including without limitation, Section 409A of the Code, Applicable Exchange listing standards or accounting rules. In addition, no amendment shall be made without the approval of the Company's stockholders to the extent such approval is required by applicable law or the listing standards of the Applicable Exchange.

(d) *Amendment of Awards.* Subject to Section 5(e), the Committee may unilaterally amend the terms of any Award theretofore granted, but no such amendment shall cause a Qualified Performance-Based Award to cease to qualify for the Section 162(m) Exemption or without the Participant's consent materially impair the rights of any Participant with respect to an Award, except such an amendment made to cause this Plan or Award to comply with applicable law (including tax law), Applicable Exchange listing standards or accounting rules.

SECTION 13. Unfunded Status of Plan

It is presently intended that this Plan constitute an "unfunded" plan for incentive and deferred compensation. The Committee may authorize the creation of trusts or other arrangements to meet the obligations created under this Plan to deliver Common Stock or make payments; *provided*, *however*, that unless the Committee otherwise determines, the existence of such trusts or other arrangements is consistent with the "unfunded" status of this Plan.

SECTION 14. General Provisions

(a) *Conditions for Issuance.* The Committee may, in its discretion, require each person purchasing or receiving Shares pursuant to an Award to represent to and agree with the Company in writing that such person is acquiring the Shares without a view to the distribution thereof. The certificates for such Shares may include any legend which the Committee deems appropriate to reflect any restrictions on transfer. Notwithstanding any other provision of this Plan or Award Agreements hereunder, the Company shall not be required to issue or deliver any certificate or certificates for Shares under this Plan prior to fulfillment of all of the following conditions: (i) listing or approval for listing upon notice of issuance, of such Shares on the Applicable Exchange; (ii) any registration or other qualification of such Shares of the Company under any state or federal law or regulation, or the maintaining in effect of any such registration or other qualification which the Committee shall, in its absolute discretion upon the advice of counsel, deem necessary or advisable; and (iii) obtaining any other consent, approval, or permit from any state or federal governmental agency which the Committee shall, in its absolute discretion after receiving the advice of counsel, determine to be necessary or advisable.

(b) *No Contract of Employment.* This Plan and the Award Agreements hereunder shall not constitute a contract of employment, and the adoption of this Plan shall not confer upon any employee any right to continued employment, nor shall it interfere in any way with the right of the Company or any Subsidiary or Affiliate to terminate the employment of any employee at any time.

(c) *Required Taxes.* No later than the date as of which an amount with respect to any Award under this Plan first becomes includible in the gross income of a Participant or subject to withholding for federal, state, local or foreign income or employment or other tax purposes, such Participant shall pay to the Company or the applicable Affiliate, or make arrangements satisfactory to the Company regarding the payment of, any federal, state, local or foreign taxes of any kind required by law to be withheld with respect to such amount. Unless otherwise determined by the Company, withholding obligations may be settled with Common Stock, including Common Stock that is part of the Award that gives rise to the withholding requirement, having a Fair Market Value on the date of withholding equal to the minimum amount (and not any greater amount) required to be withheld for tax purposes, all in accordance with such procedures as the Committee establishes. The obligations of the Company under this Plan shall be conditional on such payment or arrangements, and the Company and its Affiliates shall, to the extent permitted by law, have the right to deduct any such taxes from any payment otherwise payable to such Participant. The Committee may establish such procedures as it deems appropriate, including making irrevocable elections, for the settlement of withholding obligations with Common Stock.

(d) *Limitation on Dividend Reinvestment and Dividend Equivalents.* Reinvestment of dividends in additional Shares and the payment of Shares with respect to dividends to Participants holding Awards under this Plan shall only be permissible if sufficient Shares are available under Section 3 for such reinvestment or payment (taking into account then-outstanding Awards). In the event that sufficient Shares are not available for such reinvestment or payment, such reinvestment or payment shall be made in the form of a grant of Restricted Stock Units equal in number to the Shares that would have been obtained by such payment or reinvestment, the terms of which Restricted Stock Units shall provide for settlement in cash and for dividend equivalent reinvestment in further Restricted Stock Units on the terms contemplated by this Section 14(d).

(e) *Designation of Death Beneficiary.* The Committee shall establish such procedures as it deems appropriate for a Participant to designate a beneficiary to whom any amounts payable in the event of such Participant's death are to be paid or by whom any rights of such Eligible Individual, after such Participant's death, may be exercised.

(f) *Subsidiary Employees.* In the case of a grant of an Award to any employee of a Subsidiary, the Company may, if the Committee so directs, issue or transfer the Shares, if any, covered by the Award to the Subsidiary, for such lawful consideration as the Committee may specify, upon the condition or understanding that the Subsidiary will transfer the Shares to the employee in accordance with the terms of the Award specified by the Committee pursuant to the provisions of this Plan. All Shares underlying Awards that are forfeited or canceled shall revert to the Company.

(g) *Governing Law and Interpretation.* This Plan and all Awards made and actions taken thereunder shall be governed by and construed in accordance with the laws of the State of Maryland, without reference to principles of conflict of laws. The captions of this Plan are not part of the provisions hereof and shall have no force or effect.

(h) *Non-Transferability.* Except as otherwise provided in Sections 5(j), 6(d) and 7(c) or as determined by the Committee, Awards under this Plan are not transferable except by will or by laws of descent and distribution.

(i) *Clawback.* All Awards under the Plan shall be subject to any clawback, recoupment or forfeiture provisions required by law and applicable to the Company or its Subsidiaries or Affiliates as in effect from time to time.

HilltopHoldings

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Dallas, Texas 75201
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended: December 31, 2016

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 1-31987

Hilltop Holdings Inc.

(Exact name of registrant as specified in its charter)

Maryland	**84-1477939**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
200 Crescent Court, Suite 1330 **Dallas, TX**	**75201**
(Address of principal executive offices)	(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value $0.01 per share	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☑ Yes ☐ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. ☐ Yes ☑ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☑ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☑ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☑	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☑ No

Aggregate market value of the voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common stock was last sold on the New York Stock Exchange on June 30, 2016, was approximately $1.60 billion. For the purposes of this computation, all officers, directors and 10% stockholders are considered affiliates. The number of shares of the registrant's common stock outstanding at February 16, 2017 was 98,569,476.

DOCUMENTS INCORPORATED BY REFERENCE

The Registrant's definitive Proxy Statement pertaining to the 2017 Annual Meeting of Stockholders, filed or to be filed not later than 120 days after the end of the fiscal year pursuant to Regulation 14A, is incorporated herein by reference into Part III.

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MARKET AND INDUSTRY DATA AND FORECASTS

Market and industry data and other statistical information and forecasts used throughout this Annual Report on Form 10-K (this "Annual Report") are based on independent industry publications, government publications and reports by market research firms or other published independent sources. We have not sought or obtained the approval or endorsement of the use of this third party information. Some data also is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources. Forecasts are particularly likely to be inaccurate, especially over long periods of time.

Unless the context otherwise indicates, all references in this Annual Report to the "Company," "we," "us," "our" or "ours" or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to "Hilltop" refer solely to Hilltop Holdings Inc., references to "PCC" refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to "Securities Holdings" refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to "Hilltop Securities" refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as Southwest Securities, Inc.), references to "HTS Independent Network" refer to Hilltop Securities Independent Network Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as SWS Financial Services, Inc.), references to the "Bank" refer to PlainsCapital Bank (a wholly owned subsidiary of PCC), references to "FNB" refer to First National Bank, references to "SWS" refer to the former SWS Group, Inc., references to "First Southwest" refer to First Southwest Holdings, LLC (a wholly owned subsidiary of Securities Holdings) and its subsidiaries as a whole, references to "FSC" refer to First Southwest Company, LLC (a former wholly owned subsidiary of First Southwest), references to "PrimeLending" refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole, references to "NLC" refer to National Lloyds Corporation (a wholly owned subsidiary of Hilltop) and its subsidiaries as a whole, references to "NLIC" refer to National Lloyds Insurance Company (a wholly owned subsidiary of NLC) and references to "ASIC" refer to American Summit Insurance Company (a wholly owned subsidiary of NLC).

FORWARD-LOOKING STATEMENTS

This Annual Report and the documents incorporated by reference into this report include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, included in this Annual Report that address results or developments that we expect or anticipate will or may occur in the future, and statements that are preceded by, followed by or include, words such as "anticipates," "believes," "could," "estimates," "expects," "forecasts," "goal," "intends," "may," "might," "plan," "probable," "projects," "seeks," "should," "target," "view" or "would" or the negative of these words and phrases or similar words or phrases, including such things as our business strategy, our financial condition, our efforts to make strategic acquisitions, the integration of the operations acquired in the SWS Merger (as defined below), our revenue, our liquidity and sources of funding, market trends, operations and business, capital levels, mortgage servicing rights ("MSR") assets, stock repurchases, dividend payments, expectations concerning mortgage loan origination volume, expected losses on covered loans and related reimbursements from or to the Federal Deposit Insurance Corporation ("FDIC"), anticipated amortization of the value of the receivable under our loss-share agreements with the FDIC ("FDIC Indemnification Asset"), expected levels of refinancing as a percentage of total loan origination volume, projected losses on mortgage loans originated, anticipated changes in our revenues or earnings, the effects of government regulation applicable to our operations, the appropriateness of our allowance for loan losses and provision for loan losses, anticipated investment yields, our expectations regarding accretion of discount on loans in future periods, the collectability of loans and the outcome of litigation are forward-looking statements.

These forward-looking statements are based on our beliefs, assumptions and expectations of our future performance taking into account all information currently available to us. These beliefs, assumptions and expectations are subject to risks and uncertainties and can change as a result of many possible events or factors, not all of which are known to us. If an event occurs, our business, business plan, financial condition, liquidity and results of operations may vary materially from those expressed in our forward-looking statements. Certain factors that could cause actual results to differ include, among others:

- the credit risks of lending activities, including our ability to estimate loan losses as well as the effects of changes in the level of, and trends in, loan delinquencies and write-offs;
- changes in general economic, market and business conditions in areas or markets where we compete, including changes in the price of crude oil;
- changes in the interest rate environment;
- risks associated with concentration in real estate related loans;
- risks associated with merger and acquisition integration, including our ability to promptly and effectively integrate our businesses with those acquired in the SWS Merger and achieve the anticipated synergies and cost savings in connection therewith, as well as the diversion of management time on acquisition- and integration-related issues;

- severe catastrophic events in Texas and other areas of the southern United States;
- effectiveness of our data security controls in the face of cyber attacks;
- the effects of our indebtedness on our ability to manage our business successfully, including the restrictions imposed by the indenture governing our indebtedness;
- cost and availability of capital;
- changes in state and federal laws, regulations or policies affecting one or more of our business segments, including changes in regulatory fees, deposit insurance premiums, capital requirements and the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”);
- changes in key management;
- competition in our banking, broker-dealer, mortgage origination and insurance segments from other banks and financial institutions as well as investment banking and financial advisory firms, mortgage bankers, asset-based non-bank lenders, government agencies and insurance companies;
- our obligations under loss-share agreements with the FDIC, including the possibility that we may be required to make a “true-up” payment to the FDIC;
- failure of our insurance segment reinsurers to pay obligations under reinsurance contracts; and
- our ability to use excess cash in an effective manner, including the execution of successful acquisitions.

For a more detailed discussion of these and other factors that may affect our business and that could cause the actual results to differ materially from those anticipated in these forward-looking statements, see Item 1A, “Risk Factors,” and Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” herein.
We caution that the foregoing list of factors is not exhaustive, and new factors may emerge, or changes to the foregoing factors may occur, that could impact our business. All subsequent written and oral forward-looking statements concerning our business attributable to us or any person acting on our behalf are expressly qualified in their entirety by the cautionary statements above. We do not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this Annual Report except to the extent required by federal securities laws.

PART I

Item 1. Business.

General

Hilltop Holdings Inc. is a diversified, Texas-based financial holding company registered under the Bank Holding Company Act of 1956, as amended (the "Bank Holding Company Act"). Our primary line of business is to provide business and consumer banking services from offices located throughout Texas through the Bank. We also provide an array of financial products and services through our broker-dealer, mortgage origination and insurance segments. We endeavor to build and maintain a strong financial services company through organic growth as well as acquisitions, which we may make using available cash, excess liquidity and, if necessary or appropriate, additional equity or debt financing sources.

Following our acquisition of PlainsCapital Corporation in November 2012 (the "PlainsCapital Merger"), we further expanded our operations through our assumption of substantially all of the liabilities and acquisition of substantially all of the assets of FNB, including former FNB branches, in an FDIC-assisted transaction on September 13, 2013 (the "FNB Transaction") and our acquisition by merger of SWS for stock and cash consideration on January 1, 2015 (the "SWS Merger"). Through the SWS Merger, SWS's broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings, a wholly owned subsidiary of Hilltop, and SWS's banking subsidiary, Southwest Securities, FSB ("SWS FSB"), was merged into the Bank. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed "Hilltop Securities Inc." and "Hilltop Securities Independent Network Inc.", respectively.

Effective January 1, 2015, in connection with the SWS Merger, we modified our organizational structure into three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). The PCC unit continues to include the Bank, and its wholly owned subsidiary, PrimeLending (collectively referred to herein as "PlainsCapital"), while the Securities Holdings unit includes our broker-dealer operations transferred from the PCC unit effective January 1, 2015, and two entities acquired in the SWS Merger, Hilltop Securities and HTS Independent Network.

On October 22, 2015, the Financial Industry Regulatory Authority ("FINRA") granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Following this approval, we integrated the back-office systems of FSC and Hilltop Securities and, on January 22, 2016, merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. We use the term "Hilltop Broker-Dealers" to refer to FSC, Hilltop Securities and HTS Independent Network prior to such date and Hilltop Securities and HTS Independent Network after such date.

The following includes additional details regarding the financial products and services provided by each of our primary business units.

PCC. PCC is a financial holding company headquartered in Dallas, Texas that provides, through its subsidiaries, traditional banking services, wealth and investment management and treasury management primarily in Texas as well as residential mortgage lending throughout the United States.

Securities Holdings. Securities Holdings is a holding company headquartered in Dallas, Texas that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

NLC. NLC is a property and casualty insurance holding company headquartered in Waco, Texas that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

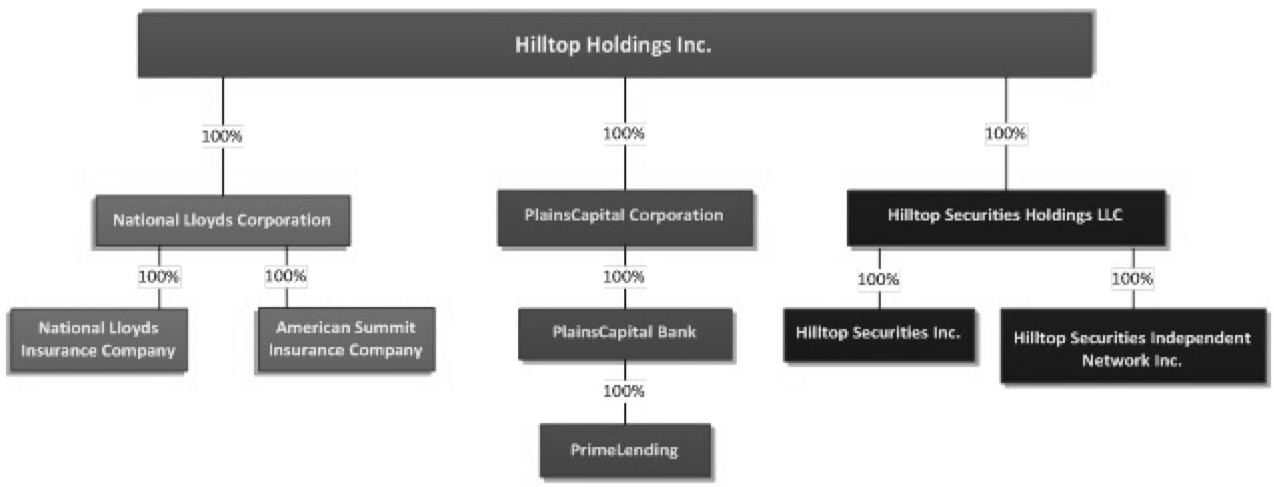
At December 31, 2016, on a consolidated basis, we had total assets of $12.7 billion, total deposits of $7.1 billion, total loans, including loans held for sale, of $7.8 billion and stockholders' equity of $1.9 billion.

Our common stock is listed on the New York Stock Exchange ("NYSE") under the symbol "HTH."

Our principal office is located at 200 Crescent Court, Suite 1330, Dallas, Texas 75201, and our telephone number at that location is (214) 855-2177. Our internet address is www.hilltop-holdings.com. Our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are available on our website at http://ir.hilltop-holdings.com/ under the tab "SEC Filings" as soon as reasonably practicable after we electronically file such reports with, or furnish them to, the Securities and Exchange Commission (the "SEC"). The references to our website in this Annual Report are inactive textual references only. The information on our website is not incorporated by reference into this Annual Report.

Organizational Structure

Our organizational structure is comprised of three primary business units: PCC (banking and mortgage origination); Securities Holdings (broker-dealer); and NLC (insurance). The following provides additional details regarding our current organizational structure.



Geographic Dispersion of our Businesses

The Bank provides traditional banking and wealth, investment and treasury management services. The Bank has a presence in every major market in Texas and conducts substantially all of its banking operations in Texas.

Our broker-dealer services are provided through Hilltop Securities and HTS Independent Network, which conduct business nationwide. Public finance net revenues represented 22% of total net broker-dealer revenues during 2016, and 77% of public finance financial advisory revenues were from entities located in Texas. Additionally, retail brokerage service net revenues represented 22% of total broker-dealer net revenues during 2016, and 90% of such retail brokerage revenues were generated through its locations in Texas, California and Oklahoma.

PrimeLending provides residential mortgage origination products and services from over 310 locations in 42 states. During 2016, an aggregate of 59.0% of PrimeLending's origination volume was concentrated in eight states. None of the other states in which PrimeLending operated during 2016 had origination volume of 3% or more.

The following table is a summary of the mortgage loan origination volume by state for the periods shown (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Texas	$ 3,352,469	21.7 %	$ 2,967,740	22.2 %	$ 2,453,705	23.7 %
California	2,235,915	14.4 %	1,965,039	14.7 %	1,552,372	15.0 %
Florida	797,578	5.2 %	644,090	4.8 %	505,507	4.9 %
Ohio	637,435	4.1 %	555,106	4.2 %	401,379	3.9 %
Washington	538,857	3.5 %	451,277	3.4 %	298,845	2.9 %
Arizona	527,055	3.4 %	415,215	3.1 %	339,830	3.3 %
Maryland	521,686	3.4 %	452,280	3.4 %	298,577	2.9 %
North Carolina	512,087	3.3 %	492,879	3.7 %	423,164	4.1 %
All other states	6,337,131	41.0 %	5,408,493	40.5 %	4,090,469	39.3 %
	$ 15,460,213	100.0 %	$ 13,352,119	100.0 %	$ 10,363,848	100.0 %

Our insurance products are distributed through a broad network of independent agents and a select number of managing general agents, referred to as MGAs. During 2016, total gross written premiums were concentrated in five states, with Texas insureds representing 70.1% of the aggregate. None of the other states in which we operated during 2016 had gross written premiums of 3% or more. The following table sets forth our total gross written premiums by state for the periods shown (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Texas	$ 115,108	70.1 %	$ 125,264	70.5 %	$ 126,273	69.3 %
Arizona	16,714	10.2 %	17,117	9.6 %	16,775	9.2 %
Oklahoma	10,258	6.2 %	11,660	6.6 %	14,122	7.7 %
Tennessee	9,823	6.0 %	10,575	5.9 %	10,903	6.0 %
Georgia	5,434	3.3 %	6,050	3.4 %	7,031	3.9 %
All other states	6,971	4.2 %	7,072	4.0 %	7,105	3.9 %
Total	$ 164,308	100.0 %	$ 177,738	100.0 %	$ 182,209	100.0 %

Business Segments

Under accounting principles generally accepted in the United States ("GAAP"), our three business units are comprised of four reportable business segments organized primarily by the core products offered to the segments' respective customers: banking, broker-dealer, mortgage origination and insurance. These segments reflect the manner in which operations are managed and the criteria used by our chief operating decision maker function to evaluate segment performance, develop strategy and allocate resources. Our chief operating decision maker function consists of our President and Co-Chief Executive Officer and Vice Chairman and Co-Chief Executive Officer.

For more financial information about each of our business segments, see Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," herein. See also Note 30 in the notes to our consolidated financial statements included under Item 8, "Financial Statements and Supplementary Data."

Banking

The banking segment includes the operations of the Bank and, since September 14, 2013 and January 1, 2015, the banking operations acquired in the FNB Transaction and SWS Merger, respectively. At December 31, 2016, our banking segment had $9.5 billion in assets and total deposits of $6.8 billion. The primary sources of our deposits are residents and businesses located in Texas.

Business Banking. Our business banking customers primarily consist of agribusiness, energy, health care, institutions of higher education, real estate (including construction and land development) and wholesale/retail trade companies. We provide these customers with extensive banking services, such as Internet banking, business check cards and other add-on services as determined on a customer-by-customer basis. Our treasury management services, which are designed to reduce the time, burden and expense of collecting, transferring, disbursing and reporting cash, are also available to our business customers. We offer these business customers lines of credit, equipment loans and leases, letters of credit, agricultural loans, commercial real estate loans and other loan products.

The banking segment's loan portfolio includes "covered loans" acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC, while all other loans held by the Bank are referred to as "non-covered loans." The tables below set forth a distribution of the banking segment's non-covered and covered loans, classified by portfolio segment and segregated between those considered to be purchased credit impaired ("PCI") loans and all other originated or acquired loans at December 31, 2016 (dollars in thousands). PCI loans showed evidence of credit deterioration at the time of acquisition that made it probable that all contractually required principal and interest payments will not be collected. The commercial and industrial non-covered loans category includes a $1.8 billion warehouse line of credit extended to PrimeLending until April 1, 2018, of which $1.6 billion was drawn at December 31, 2016. During 2016, the commitment under this warehouse line of credit ranged from $1.5 billion to $1.9 billion to address seasonal fluctuations in loan origination volumes, and was $1.8 billion at December 31, 2016. Amounts advanced against the warehouse line of credit are included in the table below, but are eliminated from net loans on our consolidated balance sheets.

Non-covered loans	Loans, excluding PCI Loans	PCI Loans	Total Loans	% of Total Non-Covered Loans
Commercial and industrial:				
Secured	$ 3,240,147	$ 8,672	$ 3,248,819	46.4 %
Unsecured	99,341	—	99,341	1.4 %
Real estate:				
Secured by commercial properties	1,928,609	28,510	1,957,119	28.0 %
Secured by residential properties	851,183	10,489	861,672	12.4 %
Construction and land development:				
Residential construction loans	128,652	—	128,652	1.8 %
Commercial construction loans and land development	654,731	3,467	658,198	9.4 %
Consumer	41,058	294	41,352	0.6 %
Total non-covered loans	$ 6,943,721	$ 51,432	$ 6,995,153	100.0 %

Covered loans	Loans, excluding PCI Loans	PCI Loans	Total Loans	% of Total Covered Loans
Commercial and industrial:				
Secured	$ 1,185	$ 1,213	$ 2,398	0.9 %
Unsecured	—	299	299	0.1 %
Real estate:				
Secured by commercial properties	19,457	52,637	72,094	28.2 %
Secured by residential properties	97,974	74,401	172,375	67.3 %
Construction and land development:				
Residential construction loans	—	—	—	— %
Commercial construction loans and land development	3,757	5,204	8,961	3.5 %
Total covered loans	$ 122,373	$ 133,754	$ 256,127	100.0 %

Our lending policies seek to establish an asset portfolio that will provide a return on stockholders' equity sufficient to maintain capital to assets ratios that meet or exceed established regulations. In support of that goal, we have designed our underwriting standards to determine:

- that our borrowers possess sound ethics and competently manage their affairs;
- that we know the source of the funds the borrower will use to repay the loan;
- that the purpose of the loan makes economic sense; and
- that we identify relevant risks of the loan and determine that the risks are acceptable.

We implement our underwriting standards according to the facts and circumstances of each particular loan request, as discussed below.

Commercial and industrial loans are primarily made within Texas and are underwritten on the basis of the borrower's ability to service the debt from cash flow from an operating business. In general, commercial and industrial loans involve more credit risk than residential and commercial mortgage loans and, therefore, usually yield a higher return. The increased risk in commercial and industrial loans results primarily from the type of collateral securing these loans, which typically includes commercial real estate, accounts receivable, equipment and inventory. Additionally, increased risk arises from the expectation that commercial and industrial loans generally will be serviced principally from operating cash flow of the business, and such cash flows are dependent upon successful business operations. Historical trends have shown these types of loans to have higher delinquencies than mortgage loans. As a result of the additional risk and complexity associated with commercial and industrial loans, such loans require more thorough underwriting and servicing than loans to individuals. To manage these risks, our policy is to attempt to secure commercial and industrial loans with both the assets of the borrowing business and other additional collateral and guarantees that may be available. In addition, depending on the size of the credit, we actively monitor the financial condition of the borrower by analyzing the borrower's financial statements and assessing certain financial measures, including cash flow, collateral value and other appropriate credit factors. We also have processes in place to analyze and evaluate on a regular basis our exposure to industries, products, market changes and economic trends.

The Bank offers term financing on commercial real estate properties that include retail, office, multi-family, industrial, warehouse and non-owner occupied single family residences. Commercial mortgage lending can involve high principal loan amounts, and the repayment of these loans is dependent, in large part, on a borrower's on-going business operations or on income generated from the properties that are leased to third parties. Accordingly, we apply the measures described above for commercial and industrial loans to our commercial real estate lending, with increased emphasis on analysis of collateral values. As a general practice, the Bank requires its commercial mortgage loans to (i) be secured with first lien positions on the underlying property, (ii) maintain adequate equity margins, (iii) be serviced by businesses operated by an established management team and (iv) be guaranteed by the principals of the borrower. The Bank seeks lending opportunities where cash flow from the collateral provides adequate debt service coverage and/or the guarantor's net worth is comprised of assets other than the project being financed.

The Bank also offers construction financing for (i) commercial, retail, office, industrial, warehouse and multi-family developments, (ii) residential developments and (iii) single family residential properties. Construction loans involve additional risks because loan funds are advanced upon the security of a project under construction, and the project is of uncertain value prior to its completion. If the Bank is forced to foreclose on a project prior to completion, it may not be able to recover the entire unpaid portion of the loan. Additionally, the Bank may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period of time. Because of uncertainties inherent in estimating construction costs, the market value of the completed project and the effects of governmental regulation on real property, it can be difficult to accurately evaluate the total funds required to complete a project and the related loan-to-value ratio. As a result of these uncertainties, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. The Bank generally requires that the subject property of a construction loan for commercial real estate be pre-leased, because cash flows from the completed project provide the most reliable source of repayment for the loan. Loans to finance these transactions are generally secured by first liens on the underlying real property. The Bank conducts periodic completion inspections, either directly or through an agent, prior to approval of periodic draws on these loans.

In addition to the real estate lending activities described above, a portion of the Bank's real estate portfolio consists of single family residential mortgage loans typically collateralized by owner occupied properties located in its market areas. These residential mortgage loans are generally secured by a first lien on the underlying property and have maturities up to thirty years. At December 31, 2016, the Bank had $641.7 million in one-to-four family residential loans, which represented 11.5% of its total loans held for investment.

Personal Banking. The Bank offers a broad range of personal banking products and services for individuals. Similar to its business banking operations, the Bank also provides its personal banking customers with a variety of add-on features such as check cards, safe deposit boxes, Internet banking, bill pay, overdraft privilege services and access to automated teller machine (ATM) facilities throughout the United States. The Bank offers a variety of deposit accounts to its personal banking customers including savings, checking, interest-bearing checking, money market and certificates of deposit.

The Bank loans to individuals for personal, family and household purposes, including lines of credit, home improvement loans, home equity loans, and loans for purchasing and carrying securities. At December 31, 2016, the Bank had $41.4 million of loans for these purposes, which are shown in the non-covered loans table above as "Consumer."

Wealth and Investment Management. The Bank's private banking team personally assists high net worth individuals and their families with their banking needs, including depository, credit, asset management, and trust and estate services. The Bank offers trust and asset management services in order to assist these customers in managing, and ultimately transferring, their wealth.

The Bank's wealth management services provide personal trust, investment management and employee benefit plan administration services, including estate planning, management and administration, investment portfolio management, employee benefit accounts and individual retirement accounts.

Broker-Dealer

Our broker-dealer segment's operations are conducted through Hilltop Securities and HTS Independent Network. From the date of the SWS Merger until January 22, 2016, when we merged FSC into Hilltop Securities to form a combined firm operating under the "Hilltop Securities" name, our broker-dealer segment was operated through FSC, Hilltop Securities and HTS Independent Network as separate broker-dealers under coordinated leadership. At December 31, 2016, the Hilltop Broker-Dealers employed approximately 940 people and maintained 48 locations in 19 states.

Through December 31, 2014, the operations of First Southwest comprised our broker-dealer segment. FSC, a wholly owned subsidiary of First Southwest, was a diversified investment banking firm and a registered broker-dealer with the SEC and FINRA with a primary focus on providing public finance services. Since the SWS Merger, our broker-dealer segment operations have also included Hilltop Securities, a clearing broker-dealer subsidiary registered with the SEC and FINRA and a member of the NYSE, HTS Independent Network, an introducing broker-dealer subsidiary that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC, a wholly-owned subsidiary of First Southwest. Hilltop Securities and HTS Independent Network are both registered with the Commodity Futures Trading Commission ("CFTC") as non-guaranteed introducing brokers and as members of the National Futures Association ("NFA"). At December 31, 2016, Hilltop Securities had consolidated assets of $2.8 billion and net capital of $135.1 million, which was $125.5 million in excess of its minimum net capital requirement of $9.6 million.

Our broker-dealer segment has six primary lines of business: (i) public finance, (ii) capital markets, (iii) retail, (iv) structured finance, (v) clearing services, and (vi) securities lending.

Public Finance. The public finance group assists public bodies nationwide, including cities, counties, school districts, utility districts, tax increment zones, special districts, state agencies and other governmental entities, in originating, syndicating and distributing securities of municipalities and political subdivisions. In addition, the group provides specialized advisory and investment banking services for airports, convention centers, healthcare institutions, institutions of higher education, housing, industrial development agencies, toll road authorities, and public power and utility providers.

Additionally, First Southwest Asset Management, LLC, Hilltop Securities and HTS Independent Network are investment advisers registered under the Investment Advisers Act of 1940 and provide state and local governments with advice and assistance with respect to arbitrage rebate compliance, portfolio management and local government investment pool administration.

Capital Markets. The capital markets group specializes in trading and underwriting U.S. government and government agency bonds, corporate bonds, municipal bonds, mortgage-backed, asset-backed and commercial mortgage-backed securities and structured products to support sales and other customer activities, and trades equities and option orders on an agency basis on behalf of its retail and institutional clients, including corporations, insurance companies, banks, mutual funds, money managers and other clients. In addition, the capital markets group provides asset and liability management advisory services to community banks.

Additionally, the equity trading department focuses on executing equity and option orders on an agency basis for clients, while the syndicate department, housed within its fixed income sales group, coordinates the distribution of managed and co-managed corporate equity underwritings, accepts invitations to participate in competitive or negotiated underwritings managed by other investment banking firms and allocates and markets the sales of allotments to institutional clients and to other broker-dealers.

Retail. The retail group acts as a securities broker for retail investors in the purchase and sale of securities, options, commodities and futures contracts that are traded on various exchanges or in the over-the-counter market through our employee-registered representatives or independent contractor arrangements. Through our retail group, we extend margin credit on a secured basis to our retail customers in order to facilitate securities transactions. Through our insurance subsidiaries, we hold insurance licenses to facilitate the sale of insurance and annuity products by HTS Independent Network advisors to retail clients. We retain no underwriting risk related to these insurance and annuity products. In addition, through our investment management group, the retail group provides a number of advisory programs that offer advisors a wide array of products and services for their advisory businesses. In most cases, we charge commissions to our clients in accordance with an established commission schedule, subject to certain discounts based upon the client's level of business, the trade size and other relevant factors. Some registered representatives also sell certain third party insurance products. Hilltop Securities is also a fully disclosed client of two of the largest futures commission merchants in the United States. At December 31, 2016, we employed 117 registered representatives in 15 retail brokerage offices and had contracts with 224 independent retail representatives for the administration of their securities business.

Structured Finance. The structured finance group provides structured asset and liability services and commodity hedging advisory services to facilitate balance sheet management primarily to public finance clients. In addition, the structured finance group participates in programs in which it issues forward purchase commitments of mortgage-backed securities to certain non-profit housing clients and sells U.S. Agency to-be-announced ("TBA") mortgage-backed securities.

Clearing Services. The clearing services group offers fully disclosed clearing services to FINRA- and SEC-registered member firms for trade execution and clearance as well as back office services such as record keeping, trade reporting, accounting, general back-office support, securities and margin lending, reorganization assistance and custody of securities. At December 31, 2016, we provided services to 175 financial organizations, including correspondent firms, correspondent broker-dealers, registered investment advisers, discount and full-service brokerage firms, and institutional firms.

Securities Lending. The securities lending group performs activities that include borrowing and lending securities for other broker-dealers, lending institutions, and internal clearing and retail operations. These activities involve borrowing securities to cover short sales and to complete transactions in which clients have failed to deliver securities by the required settlement date, and lending securities to other broker-dealers for similar purposes.

Mortgage Origination

Our mortgage origination segment operates through a wholly owned subsidiary of the Bank, PrimeLending, a residential mortgage banker licensed to originate and close loans in all 50 states and the District of Columbia. At December 31, 2016, our mortgage origination segment operated from over 310 locations in 42 states, originating 21.7% and 14.4%, respectively, of its mortgage loans (by dollar volume) from its Texas and California locations. The mortgage lending business is subject to variables that can impact loan origination volume, including seasonal and interest rate fluctuations. Historically, the mortgage origination segment has typically experienced increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes. An increase in mortgage interest rates tends to result in decreased loan origination volume from refinancings, while a decrease in mortgage interest rates tends to result in increased refinancings. Changes in interest rates have historically had a lesser impact on home purchases volume than on refinancing volume.

PrimeLending handles loan processing, underwriting and closings in-house. Mortgage loans originated by PrimeLending are funded through a warehouse line of credit maintained with the Bank. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, the majority servicing released. PrimeLending's determination of whether to retain or release servicing on mortgage loans it sells is impacted by changes in mortgage interest rates, and refinancing and market activity. PrimeLending may, from time to time, manage its MSR asset through different strategies, including varying the percentage of mortgage loans sold servicing released and opportunistically selling MSR assets. As mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with the Bank. Loans sold are subject to certain standard indemnification provisions with investors, including the repurchase of loans sold and the repayment of sales proceeds to investors under certain conditions.

Our mortgage lending underwriting strategy, driven in large measure by secondary market investor standards, seeks primarily to originate conforming loans. Our underwriting practices include:

- granting loans on a sound and collectible basis;
- obtaining a balance between maximum yield and minimum risk;
- ensuring that primary and secondary sources of repayment are adequate in relation to the amount of the loan; and
- ensuring that each loan is properly documented and, if appropriate, adequately insured.

PrimeLending had a staff of approximately 3,000 people as of December 31, 2016 that produced $15.5 billion in closed mortgage loan volume during 2016, 73% of which related to home purchases volume. PrimeLending offers a variety of loan products catering to the specific needs of borrowers seeking purchase or refinancing options, including 30-year and 15-year fixed rate conventional mortgages, adjustable rate mortgages, jumbo loans, and Federal Housing Administration ("FHA") and Veteran Affairs ("VA") loans. Mortgage loans originated by PrimeLending are secured by a first lien on the underlying property. PrimeLending does not currently originate subprime loans (which it defines to be conventional and government loans that are ineligible for sale to the Federal National Mortgage Association ("FNMA"), Federal Home Loan Mortgage Corporation ("FHLMC") or Government National Mortgage Association ("GNMA"), or that do not comply with applicable investor-specific underwriting guidelines).

Insurance

The operations of NLC comprise our insurance segment. NLC specializes in providing fire and limited homeowners insurance for low value dwellings and manufactured homes primarily in Texas and other areas of the south, southeastern and southwestern United States through its subsidiaries, NLIC and ASIC. NLC's product lines also include enhanced homeowners products offering higher coverage limits with distribution restricted to select agents. NLC targets underserved markets through a broad network of independent agents currently operating in 23 states and a select number of MGAs, which require underwriting expertise that many larger carriers have been unwilling to develop given the relatively small volume of premiums produced by local agents.

Ratings. Many insurance buyers, agents and brokers use the ratings assigned by A.M. Best and other rating agencies to assist them in assessing the financial strength and overall quality of the companies from which they purchase insurance. The financial strength ratings for NLIC and ASIC of "A" (Excellent) were affirmed by A.M. Best in April 2016. An "A" rating is the third highest of 16 rating categories used by A.M. Best. This rating assignment is subject to the ability to meet A.M. Best's expectations as to performance and capitalization on an ongoing basis, and is subject to revocation or revision at any time at the sole discretion of A.M. Best. NLC cannot ensure that NLIC and ASIC will maintain their present ratings.

Product Lines. NLC's business is conducted in two product lines: personal lines and commercial lines. The personal lines include homeowners, dwelling fire, manufactured home, flood and vacant policies. The commercial lines include commercial multi-peril, builders risk, builders risk renovation, sports liability and inland marine policies.

The NLC companies specialize in writing fire and homeowners insurance coverage for low value dwellings and manufactured homes. The vast majority of NLC's property coverage is written on policies that provide actual cash value payments, as opposed to replacement cost. Under actual cash value policies, the insured is entitled to receive only the cost of replacing or repairing damaged or destroyed property with comparable new property, less depreciation. Replacement cost coverage does not include such a deduction for depreciation; however, it does include limited water coverage.

Underwriting and Pricing. NLC applies its regional expertise, underwriting discipline and a risk-adjusted, return-on-equity-based approach to capital allocation to primarily offer short-tail insurance products in its target markets. NLC's underwriting process involves securing an adequate level of underwriting information from its independent agents, identifying and evaluating risk exposures and then pricing the risks it chooses to accept. Management reviews pricing on an ongoing basis to monitor any emerging issues on a specific coverage or geographic territory.

Catastrophe Exposure. NLC maintains a comprehensive risk management strategy, which includes actively monitoring its catastrophe prone territories by zip code to ensure a diversified book of risks. NLC utilizes software and risk support from its reinsurance brokers to analyze its portfolio and catastrophe exposure. Biannually, NLC has its entire portfolio analyzed by its reinsurance broker who utilizes hurricane and severe storm models to predict risk.

Reinsurance. NLC purchases reinsurance to reduce its exposure to liability on individual risks and claims and to protect against catastrophe losses. NLC's management believes that less volatile, yet reasonable returns are in the long-term interest of NLC.

Reinsurance involves an insurance company transferring, or ceding, a portion of its risk to another insurer, the reinsurer. The reinsurer assumes the exposure in return for a portion of the premium. The ceding of risk to a reinsurer does not legally discharge the primary insurer from its liability for the full amount of the policies on which it obtains reinsurance. Accordingly, the primary insurer remains liable for the entire loss if the reinsurer fails to meet its obligations under the reinsurance agreement and, as a result, the primary insurer is exposed to the risk of non-payment by its reinsurers. In formulating its reinsurance programs, NLC believes that it is selective in its choice of reinsurers and considers numerous factors, the most important of which are the financial stability of the reinsurer, its history of responding to claims and its overall reputation.

Additionally, NLC further reduces its exposure to liability through an underlying excess of loss contract that provides aggregate coverage in excess of NLC's per event retention and aggregate retention for sub-catastrophic events.

Competition

We face significant competition in the business segments in which we operate and the geographic markets we serve. Many of our competitors have substantially greater financial resources, lending limits and branch networks than we do, and offer a broader range of products and services.

Our banking segment primarily competes with national, regional and community banks within the various markets where the Bank operates. The Bank also faces competition from many other types of financial institutions, including savings and loan associations, credit unions, finance companies, pension trusts, mutual funds, insurance companies, brokerage and investment banking firms, asset-based non-bank lenders, government agencies and certain other non-financial institutions. The ability to attract and retain skilled lending professionals is critical to our banking business. Competition for deposits and in providing lending products and services to consumers and businesses in our market area is intense and pricing is important. Other factors encountered in competing for deposits are convenient office locations, interest rates and fee structures of products offered. Direct competition for deposits also comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities that may offer more attractive rates than insured depository institutions are willing to pay. Competition for loans is based on factors such as interest rates, loan origination fees and the range of services offered by the provider. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive loan and deposit products and other services.

Within our broker-dealer segment we face significant competition based on a number of factors, including price, perceived expertise, quality of advice, reputation, range of services and products, technology, innovation and local presence. Competition for successful securities traders, stock loan professionals and investment bankers among securities firms and other competitors is intense. Our broker-dealer business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, are not subject to the broker-dealer regulatory framework. Further, our broker-dealer segment competes with discount brokerage firms that do not offer equivalent services but offer discounted prices.

Our competitors in the mortgage origination business include large financial institutions as well as independent mortgage banking companies, commercial banks, savings banks and savings and loan associations. Our mortgage origination segment competes on a number of factors including customer service, quality and range of products and services offered, price, reputation, interest rates, closing process and duration, and loan origination fees. The ability to attract and retain skilled mortgage origination professionals is critical to our mortgage origination business. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive mortgage loan products and services.

Our insurance business competes with a large number of other companies in its selected lines of business, including major U.S. and non-U.S. insurers, regional companies, mutual companies, specialty insurance companies, underwriting agencies and diversified financial services companies. The personal lines market in Texas is dominated by a few large carriers and their subsidiaries and affiliates. We seek to distinguish ourselves from our competitors by targeting underserved market segments that provide us with the best opportunity to obtain favorable policy terms, conditions and pricing.

Employees

At December 31, 2016, we employed approximately 5,400 people, substantially all of which are full-time. None of our employees are represented by any collective bargaining unit or a party to any collective bargaining agreement.

Government Supervision and Regulation

General

We are subject to extensive regulation under federal and state laws. The regulatory framework is intended primarily for the protection of customers and clients, and not for the protection of our stockholders or creditors. In many cases, the applicable regulatory authorities have broad enforcement power over bank holding companies, banks and their subsidiaries, including the power to impose substantial fines and other penalties for violations of laws and regulations. The following discussion describes the material elements of the regulatory framework that applies to us and our subsidiaries. References in this Annual Report to applicable statutes and regulations are brief summaries thereof, do not purport to be complete, and are qualified in their entirety by reference to such statutes and regulations.

Recent Regulatory Developments. New regulations and statutes are regularly proposed and/or adopted that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating and doing business in the United States. Certain of these recent proposals and changes are described below.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act. The Dodd-Frank Act aims to restore responsibility and accountability to the financial system by significantly altering the regulation of financial institutions and the financial services industry. Most of the provisions contained in the Dodd-Frank Act have delayed effective dates. Full implementation of the Dodd-Frank Act requires many new rules to be issued by federal regulatory agencies, which profoundly affect how financial institutions will be regulated in the future. The ultimate effect of the Dodd-Frank Act and its implementing regulations (or any amendments thereto) on the financial services industry in general, and on us in particular, is uncertain at this time.

The Dodd-Frank Act, among other things:

- Established the Consumer Financial Protection Bureau (the “CFPB”), an independent organization within the Federal Reserve which has the authority to promulgate consumer protection regulations applicable to all entities offering consumer financial products or services, including banks and mortgage originators. The CFPB has broad rule-making authority for a wide range of consumer protection laws, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The CFPB has exclusive examination authority and primary enforcement authority with respect to financial institutions with total assets of more than $10.0 billion and their affiliates for purposes of federal consumer protection laws. After June 30, 2011, a financial institution becomes subject to the CFPB’s exclusive examination authority and primary enforcement authority after it has reported total assets of greater than $10.0 billion in its quarterly call reports for four consecutive quarters.
- Established the Financial Stability Oversight Council, tasked with the authority to identify and monitor institutions and systems which pose a systemic risk to the financial system, and to impose standards regarding capital, leverage, liquidity, risk management, and other requirements for financial firms.
- Changed the base for FDIC insurance assessments.
- Increased the minimum reserve ratio for the Deposit Insurance Fund from 1.15% to 1.35% (the FDIC subsequently increased it by regulation to 2.00%).
- Permanently increased the deposit insurance coverage amount from $100,000 to $250,000.

- Directed the Federal Reserve to establish interchange fees for debit cards pursuant to a restrictive "reasonable and proportional cost" per transaction standard.
- Limits the ability of banking organizations to sponsor or invest in private equity and hedge funds and to engage in proprietary trading in a provision known as the "Volcker Rule".
- Grants the U.S. government authority to liquidate or take emergency measures with respect to troubled nonbank financial companies that fall outside the existing resolution authority of the FDIC, including the establishment of an orderly liquidation fund.
- Increases regulation of asset-backed securities, including a requirement that issuers of asset-backed securities retain at least 5% of the risk of the asset-backed securities.
- Increases regulation of consumer protections regarding mortgage originations, including banker compensation, minimum repayment standards, and prepayment consideration.
- Establishes new disclosure and other requirements relating to executive compensation and corporate governance.

On June 21, 2010, the Federal Reserve Board, the Office of the Comptroller of the Currency, the Office of Thrift Supervision and the FDIC jointly issued comprehensive final guidance on incentive compensation policies (the "Incentive Compensation Guidance") intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Incentive Compensation Guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. The Incentive Compensation Guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon three primary principles: (i) balanced risk-taking incentives, (ii) compatibility with effective controls and risk management, and (iii) strong corporate governance. Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. In addition, under the Incentive Compensation Guidance, a banking organization's federal regulator may initiate enforcement action if the organization's incentive compensation arrangements pose a risk to the safety and soundness of the organization.

On April 14, 2011, the Federal Reserve Board and various other federal agencies published a notice of proposed rulemaking implementing provisions of the Dodd-Frank Act that would require reporting of incentive-based compensation arrangements by a covered financial institution and prohibit incentive-based compensation arrangements at a covered financial institution that provide excessive compensation or that could expose the institution to inappropriate risks that could lead to material financial loss. The Dodd-Frank Act defines "covered financial institution" to include, among other entities, a depository institution or depository institution holding company that has $1 billion or more in assets. There are enhanced requirements for institutions with more than $50 billion in assets.

On January 10, 2013, the CFPB issued a final rule to implement the "qualified mortgage", or "QM" provisions of the Dodd-Frank Act requiring mortgage lenders to consider consumers' ability to repay home loans before extending them credit. The final rule describes certain minimum requirements for creditors making ability-to-repay determinations, but does not dictate that they follow particular underwriting models. Lenders will be presumed to have complied with the ability-to-repay rule if they issue "qualified mortgages", which are generally defined as mortgage loans prohibiting or limiting certain risky features. Loans that do not meet the ability-to-repay standard can be challenged in court by borrowers who default and the absence of ability-to-repay status can be used against a creditor in foreclosure proceedings. The CFPB's QM rule took effect on January 10, 2014.

We cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which our business may be affected by any new regulation or statute.

Corporate

Hilltop is a legal entity separate and distinct from PCC and its other subsidiaries. On November 30, 2012, concurrent with the consummation of the PlainsCapital Merger, Hilltop became a financial holding company registered under the Bank Holding Company Act, as amended by the Gramm-Leach-Bliley Act ("Gramm-Leach-Bliley Act"). Accordingly, it is subject to supervision, regulation and examination by the Federal Reserve Board. The Dodd-Frank Act, Gramm-Leach-Bliley Act, the Bank Holding Company Act and other federal laws subject financial and bank holding companies to particular restrictions on the types of activities in which they may engage and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations.

Changes of Control. Federal and state laws impose additional notice, approval and ongoing regulatory requirements on any investor that seeks to acquire direct or indirect "control" of a regulated holding company, such as Hilltop. These laws include the Bank Holding Company Act, the Change in Bank Control Act and the Texas Insurance Code. Among other things, these laws require regulatory filings by an investor that seeks to acquire direct or indirect "control" of a regulated holding company. The determination whether an investor "controls" a regulated holding company is based on all of the facts and circumstances surrounding the investment. As a general matter, an investor is deemed to control a depository institution or other company if the investor owns or controls 25% or more of any class of voting stock. Subject to rebuttal, an investor may be presumed to control the regulated holding company if the investor owns or controls 10% or more of any class of voting stock. Accordingly, these laws would apply to a person acquiring 10% or more of Hilltop's common stock. Furthermore, these laws may discourage potential acquisition proposals and may delay, deter or prevent change of control transactions, including those that some or all of our stockholders might consider to be desirable.

Regulatory Restrictions on Dividends; Source of Strength. It is the policy of the Federal Reserve Board that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company's ability to serve as a source of strength to its banking subsidiaries. The Dodd-Frank Act requires the regulatory agencies to issue regulations requiring that all bank and savings and loan holding companies serve as a source of financial and managerial strength to their subsidiary depository institutions by providing capital, liquidity and other support in times of financial stress; however, no such proposals have yet been published.

Under Federal Reserve Board policy, a bank holding company is expected to act as a source of financial strength to each of its banking subsidiaries and commit resources to their support. Such support may be required at times when, absent this Federal Reserve Board policy, a holding company may not be inclined to provide it. As discussed herein, a bank holding company, in certain circumstances, could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

Scope of Permissible Activities. Under the Bank Holding Company Act, Hilltop and PCC generally may not acquire a direct or indirect interest in, or control of more than 5% of, the voting shares of any company that is not a bank or bank holding company. Additionally, the Bank Holding Company Act may prohibit Hilltop from engaging in activities other than those of banking, managing or controlling banks or furnishing services to, or performing services for, its subsidiaries, except that it may engage in, directly or indirectly, certain activities that the Federal Reserve Board has determined to be closely related to banking or managing and controlling banks as to be a proper incident thereto. In approving acquisitions or the addition of activities, the Federal Reserve Board considers, among other things, whether the acquisition or the additional activities can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh such possible adverse effects as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices.

Notwithstanding the foregoing, the Gramm-Leach-Bliley Act, effective March 11, 2000, eliminated the barriers to affiliations among banks, securities firms, insurance companies and other financial service providers and permits bank holding companies to become financial holding companies and thereby affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. The Gramm-Leach-Bliley Act defines "financial in nature" to include: securities underwriting; dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking activities; and activities that the Federal Reserve Board has determined to be closely related to banking. Prior to enactment of the Dodd-Frank Act, regulatory approval was not required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that were financial in nature or incidental to activities that were financial in nature, as determined by the Federal Reserve Board.

Under the Gramm-Leach-Bliley Act, a bank holding company may become a financial holding company by filing a declaration with the Federal Reserve Board if each of its subsidiary banks is "well capitalized" under the Federal Deposit Insurance Corporation Improvement Act prompt corrective action provisions, is "well managed", and has at least a "satisfactory" rating under the Community Reinvestment Act of 1977 (the "CRA"). The Dodd-Frank Act underscores the criteria for becoming a financial holding company by amending the Bank Holding Company Act to require that bank holding companies be “well capitalized” and “well managed” in order to become financial holding companies. Hilltop became a financial holding company on December 1, 2012.

Safe and Sound Banking Practices. Bank holding companies are not permitted to engage in unsafe and unsound banking practices. The Federal Reserve Board’s Regulation Y, for example, generally requires a holding company to give the Federal Reserve Board prior notice of any redemption or repurchase of its equity securities, if the consideration to be paid, together with the consideration paid for any repurchases or redemptions in the preceding year, is equal to 10% or more of the company’s consolidated net worth. In addition, bank holding companies are required to consult with the Federal Reserve Board prior to making any redemption or repurchase, even within the foregoing parameters. The Federal Reserve Board may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation. Depending upon the circumstances, the Federal Reserve Board could take the position that paying a dividend would constitute an unsafe or unsound banking practice.

The Federal Reserve Board has broad authority to prohibit activities of bank holding companies and their nonbanking subsidiaries that represent unsafe and unsound banking practices or that constitute violations of laws or regulations, and can assess civil money penalties for certain activities conducted on a knowing and reckless basis, if those activities caused a substantial loss to a depository institution. The penalties can be as high as $1.89 million for each day the activity continues. In addition, the Dodd-Frank Act authorizes the Federal Reserve Board to require reports from and examine bank holding companies and their subsidiaries, and to regulate functionally regulated subsidiaries of bank holding companies.

Anti-tying Restrictions. Subject to various exceptions, bank holding companies and their affiliates are generally prohibited from tying the provision of certain services, such as extensions of credit, to certain other services offered by a bank holding company or its affiliates.

Capital Adequacy Requirements and BASEL III. Hilltop and PlainsCapital are subject to capital adequacy requirements under the recently adopted comprehensive capital framework for U.S. banking organizations known as “Basel III”. Basel III, which reformed the existing frameworks under which U.S. banking organizations historically operated, became effective January 1, 2015 but will not be fully phased-in until January 1, 2019. Basel III was developed by the Basel Committee on Banking Supervision and adopted by the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency.

The federal banking agencies’ risk-based capital and leverage ratios are minimum supervisory ratios generally applicable to banking organizations that meet certain specified criteria, assuming that they have the highest regulatory rating. Banking organizations not meeting these criteria are expected to operate with capital positions well above the minimum ratios. The federal bank regulatory agencies may set capital requirements for a particular banking organization that are higher than the minimum ratios when circumstances warrant. Federal Reserve Board guidelines also provide that banking organizations experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets.

The Dodd-Frank Act directed federal banking agencies to establish minimum leverage capital requirements and minimum risk-based capital requirements for insured depository institutions, depository institution holding companies, and nonbank financial companies supervised by the Federal Reserve Board. The Dodd-Frank Act required that these minimum capital requirements be not less than the “generally applicable leverage and risk-based capital requirements” applicable to insured depository institutions, in effect applying the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies. However, it was left to the discretion of the agencies to set the leverage ratio requirement through the rulemaking process.

Final rules published by the Federal Reserve, the FDIC, and the Office of the Comptroller of the Currency implemented the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. Among other things, Basel III increased minimum capital requirements, introduced a new minimum leverage ratio and implemented a capital conservation buffer. The final Basel III rules take important steps toward improving the quality and increasing the quantity of capital for all banking organizations as well as setting higher standards for large, internationally active banking organizations. The regulatory agencies believe that the new rules will result in capital requirements that better reflect banking organizations’ risk profiles, thereby improving the overall resilience of the banking system. The regulatory agencies carefully considered the potential impacts on all banking organizations, including community and regional banking organizations such as Hilltop and PlainsCapital, and sought to minimize the potential burden of these changes where consistent with applicable law and the agencies' goals of establishing a robust and comprehensive capital framework. Under the guidelines in effect beginning January 1, 2015, a risk weight factor of 0% to 1250% is assigned to each category of assets based generally on the perceived credit risk of the asset class. The risk weights are then multiplied by the corresponding asset balances to determine a "risk-weighted" asset base.

Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital consists of common equity Tier 1 capital and additional Tier 1 capital. Below is a list of certain significant components that comprise the tiers of capital for Hilltop and PlainsCapital under Basel III.

Common equity Tier 1 capital:

- includes common stockholders' equity (such as qualifying common stock and any related surplus, undivided profits, disclosed capital reserves that represent a segregation of undivided profits and foreign currency translation adjustments, excluding changes in other comprehensive income (loss) and treasury stock);
- includes certain minority interests in the equity capital accounts of consolidated subsidiaries; and
- excludes goodwill and various intangible assets.

Additional Tier 1 capital:

- includes certain qualifying minority interests not included in common equity Tier 1 capital;
- includes certain preferred stock and related surplus;
- includes certain subordinated debt; and
- excludes 50% of the insurance underwriting deduction.

Tier 2 capital:

- includes allowance for loan losses, up to a maximum of 1.25% of risk-weighted assets;
- includes minority interests not included in Tier 1 capital;
- includes certain unrealized holding gains on equity securities; and
- excludes 50% of the insurance underwriting deduction.

Hilltop and PlainsCapital began transitioning to the Basel III final rules on January 1, 2015. The capital conservation buffer and certain deductions from common equity Tier 1 capital will be phased-in through 2019.

The following table summarizes the Basel III phase-in schedule for periods beginning January 1, 2016.

Year (as of January 1)	2016	2017	2018	2019
Minimum common equity Tier 1 capital ratio	4.5 %	4.5 %	4.5 %	4.5 %
Common equity Tier 1 capital conservation buffer	0.625 %	1.25 %	1.875 %	2.5 %
Minimum common equity Tier 1 capital ratio plus capital conservation buffer	5.125 %	5.75 %	6.375 %	7.0 %
Phase-in of most deductions from common equity Tier 1 (including 10 percent & 15 percent common equity Tier 1 threshold deduction items that are over the limits)	60.0 %	80.0 %	100.0 %	100.0 %
Minimum Tier 1 capital ratio	6.0 %	6.0 %	6.0 %	6.0 %
Minimum Tier 1 capital ratio plus capital conservation buffer	6.625 %	7.25 %	7.875 %	8.5 %
Minimum total capital ratio	8.0 %	8.0 %	8.0 %	8.0 %
Minimum total capital ratio plus conservation buffer	8.625 %	9.25 %	9.875 %	10.5 %

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer helps to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets.

The rules also prohibit a banking organization from making distributions or discretionary bonus payments during any quarter if its eligible retained income is negative in that quarter and its capital conservation buffer ratio was less than 2.5 percent at the beginning of the quarter. A banking organization with a buffer greater than 2.5 percent would not be subject to limits on capital distributions or discretionary bonus payments; however, a banking organization with a buffer of less than 2.5 percent would be subject to increasingly stringent limitations as the buffer approaches zero. The eligible retained income of a banking organization is defined as its net income for the four calendar quarters preceding the current calendar quarter, based on the organization's quarterly regulatory reports, net of any distributions and associated tax effects not already reflected in net income. When the rules are fully phased-in in 2019, the minimum capital requirements plus the capital conservation buffer will exceed the prompt corrective action well-capitalized thresholds. During 2016, our eligible retained income was positive and our capital conservation buffer was greater than 2.5 percent, and therefore, we were not subject to limits on capital distributions or discretionary bonus payments. We anticipate similar results during 2017.

The following table summarizes how much a banking organization can pay out in the form of distributions or discretionary bonus payments in a quarter based on its capital conservation buffer.

Capital Conservation Buffer (as a percentage of risk-weighted assets)	**Maximum Payout (as a percentage of eligible retained income)**
Greater than 2.5 percent	No payout limitation applies
Less than or equal to 2.5 percent and greater than 1.875 percent	60 percent
Less than or equal to 1.875 percent and greater than 1.25 percent	40 percent
Less than or equal to 1.25 percent and greater than 0.625 percent	20 percent
Less than or equal to 0.625 percent	0 percent

At December 31, 2016, Hilltop had a total capital to risk-weighted assets ratio of 19.34%, Tier 1 capital to risk-weighted assets ratio of 18.87% and a common equity Tier 1 capital to risk-weighted assets ratio of 18.30%. Hilltop's actual capital amounts and ratios in accordance with Basel III exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

At December 31, 2016, PlainsCapital had a total capital to risk-weighted assets ratio of 15.38%, Tier 1 capital to risk-weighted assets ratio of 14.64% and a common equity Tier 1 capital to risk-weighted assets ratio of 14.64%. Accordingly, PlainsCapital's actual capital amounts and ratios in accordance with Basel III resulted in it being considered "well-capitalized" and exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

Volcker Rule. Provisions of the Volcker Rule and the final rules implementing the Volcker Rule restrict certain activities provided by the Company, including proprietary trading and sponsoring or investing in "covered funds," which include many venture capital, private equity and hedge funds. For purposes of the Volcker Rule, purchases or sales of financial instruments such as securities, derivatives, contracts of sale of commodities for future delivery or options on the foregoing for the purpose of short-term gain are deemed to be proprietary trading (with financial instruments held for less than 60 days presumed to be for proprietary trading unless an alternative purpose can be demonstrated), unless certain exemptions apply. Exempted activities include, among others, the following: (i) underwriting; (ii) market making; (iii) risk mitigating hedging; (iv) trading in certain government securities; (v) employee compensation plans and (vi) transactions entered into on behalf of and for the account of clients as agent, broker, custodian, or in a trustee or fiduciary capacity. While management continues to assess compliance with the Volcker Rule, we have reviewed our processes and procedures in regard to proprietary trading and covered funds activities and we believe we are currently complying with the provisions of the Volcker Rule. However, it remains uncertain how the scope of applicable restrictions and exceptions will be interpreted and administered by the relevant regulators. Absent further regulatory guidance, we are required to make certain assumptions as to the degree to which our activities, processes and procedures in these areas comply with the requirements of the Volcker Rule. If these assumptions are not accurate or if our implementation of compliance processes and procedures is not consistent with regulatory expectations, we may be required to make certain changes to our business activities, processes or procedures, which could further increase our compliance and regulatory risks and costs.

Imposition of Liability for Undercapitalized Subsidiaries. Bank regulators are required to take "prompt corrective action" to resolve problems associated with insured depository institutions whose capital declines below certain levels. In the event an institution becomes "undercapitalized," it must submit a capital restoration plan. The capital restoration plan will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the subsidiary's compliance with the capital restoration plan up to a certain specified amount. Any such guarantee from a depository institution's holding company is entitled to a priority of payment in bankruptcy.

The aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution's assets at the time it became undercapitalized or the amount necessary to cause the institution to be "adequately capitalized." The bank regulators have greater power in situations where an institution becomes "significantly" or "critically" undercapitalized or fails to submit a capital restoration plan. For example, a bank holding company controlling such an institution can be required to obtain prior Federal Reserve Board approval of proposed dividends, or might be required to consent to a consolidation or to divest the troubled institution or other affiliates.

Acquisitions by Bank Holding Companies. The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve Board before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve Board is required to consider, among other things, the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, and various competitive factors. In addition, the Dodd-Frank Act requires the Federal Reserve Board to consider "the risk to the stability of the U.S. banking or financial system" when evaluating acquisitions of banks and nonbanks under the Bank Holding Company Act. With respect to interstate acquisitions, the Dodd-Frank Act amends the Bank Holding Company Act by raising the standard by which interstate bank acquisitions are permitted from a standard that the acquiring bank holding company be "adequately capitalized" and "adequately managed", to the higher standard of being "well capitalized" and "well managed".

Control Acquisitions. The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Board has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve Board, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, would, under the circumstances set forth in the presumption, constitute acquisition of control of such company.

Governmental Monetary Policies. Our earnings are affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Board have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve Board affect the levels of bank loans, investments and deposits through its influence over the issuance of U.S. government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. We cannot predict the nature or impact of future changes in monetary and fiscal policies.

Banking

The Bank is subject to various requirements and restrictions under the laws of the United States, and to regulation, supervision and regular examination by the Texas Department of Banking. The Bank, as a state member bank, is also subject to regulation and examination by the Federal Reserve Board. As a bank with less than $10 billion in assets, the Bank became subject to the regulations issued by the CFPB on July 21, 2011, although the Federal Reserve Board continued to examine the Bank for compliance with federal consumer protection laws. As of December 31, 2016, the Bank's total assets were $9.5 billion. If the Bank's total assets were to increase, either organically or through an acquisition, merger or combination, to over $10.0 billion (as measured on four consecutive quarterly call reports of the Bank and any institutions it acquires), the Bank would become subject to the CFPB's supervisory and enforcement authority with respect to federal consumer financial laws beginning in the following quarter.

The Bank is also an insured depository institution and, therefore, subject to regulation by the FDIC, although the Federal Reserve Board is the Bank's primary federal regulator. The Federal Reserve Board, the Texas Department of Banking, the CFPB and the FDIC have the power to enforce compliance with applicable banking statutes and regulations. Such requirements and restrictions include requirements to maintain reserves against deposits, restrictions on the nature and amount of loans that may be made and the interest that may be charged thereon and restrictions relating to investments and other activities of the Bank. In July 2010, the FDIC voted to revise its agreement with the primary federal regulators to enhance the FDIC's existing backup authorities over insured depository institutions that the FDIC does not directly supervise. As a result, the Bank may be subject to increased supervision by the FDIC.

Restrictions on Transactions with Affiliates. Transactions between the Bank and its nonbanking affiliates, including Hilltop and PCC, are subject to Section 23A of the Federal Reserve Act. In general, Section 23A imposes limits on the amount of such transactions, and also requires certain levels of collateral for loans to affiliated parties. It also limits the amount of advances to third parties that are collateralized by the securities or obligations of Hilltop or its subsidiaries. Among other changes, the Dodd-Frank Act expands the definition of "covered transactions" and clarifies the amount of time that the collateral requirements must be satisfied for covered transactions, and amends the definition of "affiliate" in Section 23A to include "any investment fund with respect to which a member bank or an affiliate thereof is an investment adviser."

Affiliate transactions are also subject to Section 23B of the Federal Reserve Act, which generally requires that certain transactions between the Bank and its affiliates be on terms substantially the same, or at least as favorable to the Bank, as those prevailing at the time for comparable transactions with or involving other nonaffiliated persons. The Federal Reserve has also issued Regulation W, which codifies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretive guidance with respect to affiliate transactions.

Loans to Insiders. The restrictions on loans to directors, executive officers, principal stockholders and their related interests (collectively referred to herein as "insiders") contained in the Federal Reserve Act and Regulation O apply to all insured institutions and their subsidiaries and holding companies. These restrictions include limits on loans to one borrower and conditions that must be met before such a loan can be made. There is also an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and the Federal Reserve Board may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions. The Dodd-Frank Act amends the statutes placing limitations on loans to insiders by including credit exposures to the person arising from a derivatives transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction, or securities borrowing transaction between the member bank and the person within the definition of an extension of credit.

Restrictions on Distribution of Subsidiary Bank Dividends and Assets. Dividends paid by the Bank have provided a substantial part of PCC's operating funds and for the foreseeable future it is anticipated that dividends paid by the Bank to PCC will continue to be PCC's and Hilltop's principal source of operating funds. Capital adequacy requirements serve to limit the amount of dividends that may be paid by the Bank. Pursuant to the Texas Finance Code, a Texas banking association may not pay a dividend that would reduce its outstanding capital and surplus unless it obtains the prior approval of the Texas Banking Commissioner. Additionally, the FDIC and the Federal Reserve Board have the authority to prohibit Texas state banks from paying a dividend when they determine the dividend would be an unsafe or unsound banking practice. As a member of the Federal Reserve System, the Bank must also comply with the dividend restrictions with which a national bank would be required to comply. Those provisions are generally similar to those imposed by the state of Texas. Among other things, the federal restrictions require that if losses have at any time been sustained by a bank equal to or exceeding its undivided profits then on hand, no dividend may be paid.

In the event of a liquidation or other resolution of an insured depository institution, the claims of depositors and other general or subordinated creditors are entitled to a priority of payment over the claims of holders of any obligation of the institution to its stockholders, including any depository institution holding company (such as PCC and Hilltop) or any stockholder or creditor thereof.

Branching. The establishment of a bank branch must be approved by the Texas Department of Banking and the Federal Reserve Board, which consider a number of factors, including financial history, capital adequacy, earnings prospects, character of management, needs of the community and consistency with corporate powers. The regulators will also consider the applicant's CRA record.

Interstate Branching. Effective June 1, 1997, the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 (the "Riegle-Neal Act") amended the Federal Deposit Insurance Act and certain other statutes to permit state and national banks with different home states to merge across state lines, with approval of the appropriate federal banking agency, unless the home state of a participating bank had passed legislation prior to May 31, 1997 expressly prohibiting interstate mergers. Under the Dodd-Frank Act, de novo interstate branching by banks is permitted if, under the laws of the state where the branch is to be located, a state bank chartered in that state would be permitted to establish a branch.

Prompt Corrective Action. The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") establishes a system of prompt corrective action to resolve the problems of undercapitalized financial institutions. Under this system, the federal banking regulators have established five capital categories ("well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized") in which all institutions are placed. Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category.

An institution that is categorized as "undercapitalized", "significantly undercapitalized" or "critically undercapitalized" is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. A bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of 5% of an undercapitalized subsidiary's assets at the time it became undercapitalized or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. The regulations also establish procedures for downgrading an institution to a lower capital category based on supervisory factors other than capital. PlainsCapital was classified as "well capitalized" at December 31, 2016.

In addition, if a bank is classified as "undercapitalized," the bank is required to submit a capital restoration plan to the federal banking regulators. Pursuant to FDICIA, an "undercapitalized" bank is prohibited from increasing its assets, engaging in a new line of business, acquiring any interest in any company or insured depository institution, or opening or acquiring a new branch office, except under certain circumstances, including the acceptance by the federal banking regulators of a capital restoration plan for the bank.

Furthermore, if a bank is classified as "undercapitalized," the federal banking regulators may take certain actions to correct the capital position of the bank; if a bank is classified as "significantly undercapitalized" or "critically undercapitalized," the federal banking regulators would be required to take one or more prompt corrective actions. These actions would include, among other things, requiring: sales of new securities to bolster capital, improvements in management, limits on interest rates paid, prohibitions on transactions with affiliates, termination of certain risky activities and restrictions on compensation paid to executive officers. If a bank is classified as "critically undercapitalized," FDICIA requires the bank to be placed into conservatorship or receivership within 90 days, unless the federal banking regulators determines that other action would better achieve the purposes of FDICIA regarding prompt corrective action with respect to undercapitalized banks.

The capital classification of a bank affects the frequency of examinations of the bank and impacts the ability of the bank to engage in certain activities and affects the deposit insurance premiums paid by such bank. Under FDICIA, the federal banking regulators are required to conduct a full-scope, on-site examination of every bank at least once every 12 months. An exception to this rule is made, however, that provides that banks (i) with assets of less than $100 million, (ii) that are categorized as "well capitalized," (iii) that were found to be well managed and composite rating was outstanding and (iv) have not been subject to a change in control during the last 12 months, need only be examined once every 18 months.

FDIC Insurance Assessments. The FDIC has adopted a risk-based assessment system for insured depository institutions that takes into account the risks attributable to different categories and concentrations of assets and liabilities. The system assigns an institution to one of three capital categories: (1) "well capitalized;" (2) "adequately capitalized;" or (3) "undercapitalized." These three categories are substantially similar to the prompt corrective action categories described above, with the "undercapitalized" category including institutions that are undercapitalized, significantly undercapitalized and critically undercapitalized for prompt corrective action purposes. The FDIC also assigns an institution to one of three supervisory subgroups based on a supervisory evaluation that the institution's primary federal regulator provides to the FDIC and information that the FDIC determines to be relevant to the institution's financial condition and the risk posed to the deposit insurance funds. The FDIC may terminate its insurance of deposits if it finds that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

The FDIC is required to maintain a designated reserve ratio of the deposit insurance fund ("DIF") to insured deposits in the United States. The Dodd-Frank Act requires the FDIC to assess insured depository institutions to achieve a DIF ratio of at least 1.35 percent by September 30, 2020. Pursuant to its authority in the Dodd-Frank Act, the FDIC on December 20, 2010, published a final rule establishing a higher long-term target DIF ratio of greater than 2%. Deposit insurance assessment rates are subject to change by the FDIC and will be impacted by the overall economy and the stability of the banking industry as a whole. The FDIC will notify the Bank concerning an assessment rate that we will be charged for the assessment period. As a result of the new regulations, we expect to incur higher annual deposit insurance assessments, which could have a significant adverse impact on our financial condition and results of operations. Accruals for DIF assessments were $3.0 million during 2016.

In March 2016, the FDIC published final rules to increase the DIF to the statutorily required minimum level of 1.35% by imposing on banks with at least $10 billion in assets a surcharge of 4.5 cents per $100 of their assessment base, after making certain adjustments. If the Bank reaches an asset size of more than $10 billion, the Bank will be subject to this surcharge.

The Dodd-Frank Act permanently increased the standard maximum deposit insurance amount from $100,000 to $250,000. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category.

Community Reinvestment Act. The CRA requires, in connection with examinations of financial institutions, that federal banking regulators (in the Bank's case, the Federal Reserve Board) evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate-income neighborhoods. These facts are also considered in evaluating mergers, acquisitions and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on the Bank. Additionally, the Bank must publicly disclose the terms of various CRA-related agreements.

During the third quarter of 2015, the Bank received a "satisfactory" CRA rating in connection with its most recent CRA performance evaluation. A CRA rating of less than "satisfactory" adversely affects a bank's ability to establish new branches and impairs a bank's ability to commence new activities that are "financial in nature" or acquire companies engaged in these activities. See "Risk factors — We are subject to extensive supervision and regulation that could restrict our activities and impose financial requirements or limitations on the conduct of our business and limit our ability to generate income."

Privacy. Under the Gramm-Leach-Bliley Act, financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer or when the financial institution is jointly sponsoring a product or service with a nonaffiliated third party. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers. The Bank and all of its subsidiaries have established policies and procedures to comply with the privacy provisions of the Gramm-Leach-Bliley Act.

Federal Laws Applicable to Credit Transactions. The loan operations of the Bank are also subject to federal laws and implementing regulations applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies and preventing identity theft;
- Fair Debt Collection Practices Act, governing the manner in which consumer debts may be collected by collection agencies;

- Service Members Civil Relief Act, which amended the Soldiers' and Sailors' Civil Relief Act of 1940, governing the repayment terms of, and property rights underlying, secured obligations of persons in military service;
- The Dodd-Frank Act, which establishes the CFPB, an independent entity within the Federal Reserve, dedicated to promulgating and enforcing consumer protection laws applicable to all entities offering consumer financial services or products; and
- The rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates.

Federal Laws Applicable to Deposit Operations. The deposit operations of the Bank are subject to:

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with subpoenas of financial records, among other requests;
- Truth in Savings Act, which requires the Bank to disclose the terms and conditions on which interest is paid and fees are assessed in connection with deposit accounts; and
- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board and the CFPB to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of ATMs and other electronic banking services. The Dodd-Frank Act amends the Electronic Funds Transfer Act to, among other things, give the Federal Reserve Board the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over $10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer.

Capital Requirements. The Federal Reserve Board and the Texas Department of Banking monitor the capital adequacy of PlainsCapital by using a combination of risk-based guidelines and leverage ratios. The agencies consider PlainsCapital's capital levels when taking action on various types of applications and when conducting supervisory activities related to the safety and soundness of individual banks and the banking system.

Under the regulatory capital guidelines within the Basel III capital rules, PlainsCapital must maintain a total risk-based capital to risk-weighted assets ratio of at least 8.0%, a Tier 1 capital to risk-weighted assets ratio of at least 6.0%, a common equity Tier 1 capital to risk-weighted assets ratio of at least 4.5%, and a Tier 1 capital to average total assets ratio of at least 4.0% (3.0% for banks receiving the highest examination rating) to be considered "adequately capitalized." See the discussion herein under "The FDIC Improvement Act." At December 31, 2016, PlainsCapital's ratio of total risk-based capital to risk-weighted assets was 15.38%, PlainsCapital's ratio of Tier 1 capital to risk-weighted assets was 14.64%, PlainsCapital's common equity Tier 1 capital to risk-weighted assets ratio was 14.64%, and PlainsCapital's ratio of Tier 1 capital to average total assets was 12.35%.

On January 1, 2015, PlainsCapital began transitioning to the final rules that substantially amend the regulatory risk-based capital rules to implement the Basel III regulatory capital reforms. For additional discussion of Basel III, see the section entitled "Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and Basel III" earlier in this Item 1.

FIRREA. The Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA") includes various provisions that affect or may affect the Bank. Among other matters, FIRREA generally permits bank holding companies to acquire healthy thrifts as well as failed or failing thrifts. FIRREA removed certain cross marketing prohibitions previously applicable to thrift and bank subsidiaries of a common holding company. Furthermore, a multi-bank holding company may now be required to indemnify the DIF against losses it incurs with respect to such company's affiliated banks, which in effect makes a bank holding company's equity investments in healthy bank subsidiaries available to the FDIC to assist such company's failing or failed bank subsidiaries.

In addition, pursuant to FIRREA, any depository institution that has been chartered less than two years, is not in compliance with the minimum capital requirements of its primary federal banking regulator, or is otherwise in a troubled condition must notify its primary federal banking regulator of the proposed addition of any person to its board of directors or the employment of any person as a senior executive officer of the institution at least 30 days before such addition or employment becomes effective. During such 30 day period, the applicable federal banking regulatory agency may disapprove of the addition of or employment of such director or officer. The Bank is not subject to any such requirements. FIRREA also expanded and increased civil and criminal penalties available for use by the appropriate regulatory agency against certain "institution affiliated parties" primarily including: (i) management, employees and agents of a financial institution; (ii) independent contractors such as attorneys and accountants and others who participate in the conduct of the financial institution's affairs and who caused or are likely to cause more than minimum financial loss to or a significant adverse effect on the institution, who knowingly or recklessly violate a law or regulation, breach a fiduciary duty or engage in unsafe or unsound practices. Such practices can include the failure of an institution to timely file required reports or the submission of inaccurate reports. Furthermore, FIRREA authorizes the appropriate banking agency to issue cease and desist orders that may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnifications or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets or take other action as determined by the ordering agency to be appropriate.

The FDIC Improvement Act. FDICIA made a number of reforms addressing the safety and soundness of the deposit insurance system, supervision of domestic and foreign depository institutions, and improvement of accounting standards. This statute also limited deposit insurance coverage, implemented changes in consumer protection laws and provided for least-cost resolution and prompt regulatory action with regard to troubled institutions.

FDICIA requires every bank with total assets in excess of $500 million to have an annual independent audit made of the bank's financial statements by a certified public accountant to verify that the financial statements of the bank are presented in accordance with GAAP and comply with such other disclosure requirements as prescribed by the FDIC.

Brokered Deposits. Under FDICIA, banks may be restricted in their ability to accept brokered deposits, depending on their capital classification. "Well capitalized" banks are permitted to accept brokered deposits, but banks that are not "well capitalized" are not permitted to accept such deposits. The FDIC may, on a case-by-case basis, permit banks that are "adequately capitalized" to accept brokered deposits if the FDIC determines that acceptance of such deposits would not constitute an unsafe or unsound banking practice with respect to the bank. At December 31, 2016, PlainsCapital was "well capitalized" and therefore not subject to any limitations with respect to its brokered deposits.

Federal Limitations on Activities and Investments. The equity investments and activities, as a principle of FDIC-insured state-chartered banks, are generally limited to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state bank generally may not directly or indirectly acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank.

Check Clearing for the 21st Century Act. The Check Clearing for the 21st Century Act gives "substitute checks," such as a digital image of a check and copies made from that image, the same legal standing as the original paper check.

Federal Home Loan Bank System. The Federal Home Loan Bank ("FHLB") system, of which the Bank is a member, consists of regional FHLBs governed and regulated by the Federal Housing Finance Board. The FHLBs serve as reserve or credit facilities for member institutions within their assigned regions. The reserves are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system. The FHLBs make loans (i.e., advances) to members in accordance with policies and procedures established by the FHLB and the boards of directors of each regional FHLB.

As a system member, according to currently existing policies and procedures, the Bank is entitled to borrow from the FHLB of its respective region and is required to own a certain amount of capital stock in the FHLB. The Bank is in compliance with the stock ownership rules with respect to such advances, commitments and letters of credit and home mortgage loans and similar obligations. All loans, advances and other extensions of credit made by the FHLB to the Bank are secured by a portion of the respective mortgage loan portfolio, certain other investments and the capital stock of the FHLB held by the Bank.

Fixing America's Surface Transportation Act (FAST Act). The FAST Act, signed by President Obama on December 4, 2015, provides for funding highways and infrastructure in the United States. Part of the funding for this law comes from a reduction of the dividends paid by the Federal Reserve to its stockholders with total consolidated assets of more than $10 billion, effective January 1, 2016. On that date, the annual dividend on paid-in capital stock for stockholders with total consolidated assets of more than $10 billion shall be the lesser of: (i) the rate equal to the high yield of the 10-year

Treasury note auctioned at the last auction held prior to the payment of such dividend and (ii) 6 percent. The Federal Reserve Board published an interim final rule implementing these requirements on February 24, 2016. As of December 31, 2016, the Bank's total assets were $9.5 billion.

Anti-terrorism and Money Laundering Legislation. The Bank is subject to the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism of 2001, as amended (the "USA PATRIOT Act"), the Bank Secrecy Act and rules and regulations of the Office of Foreign Assets Control. These statutes and related rules and regulations impose requirements and limitations on specific financial transactions and account relationships intended to guard against money laundering and terrorism financing. The Bank has established a customer identification program pursuant to Section 326 of the USA PATRIOT Act and the Bank Secrecy Act, and otherwise has implemented policies and procedures intended to comply with the foregoing rules.

Broker-Dealer

The Hilltop Broker-Dealers are broker-dealers registered with the SEC, FINRA, all 50 U.S. states and the District of Columbia. Hilltop Securities is also registered in Puerto Rico and the U.S. Virgin Islands. Much of the regulation of broker-dealers, however, has been delegated to self-regulatory organizations, principally FINRA, the Municipal Securities Rulemaking Board and national securities exchanges. These self-regulatory organizations adopt rules (which are subject to approval by the SEC) for governing its members and the industry. Broker-dealers are also subject to the laws and rules of the states in which a broker-dealer conducts business. The Hilltop Broker-Dealers are members of, and are primarily subject to regulation, supervision and regular examination by, FINRA.

The regulations to which broker-dealers are subject cover all aspects of the securities business, including, but not limited to, sales and trade practices, net capital requirements, record keeping and reporting procedures, relationships and conflicts with customers, the handling of cash and margin accounts, experience and training requirements for certain employees, the conduct of investment banking and research activities and the conduct of registered persons, directors, officers and employees. Broker-dealers are also subject to the privacy and anti-money laundering laws and regulations discussed herein. Additional legislation, changes in rules promulgated by the SEC and by self-regulatory organizations or changes in the interpretation or enforcement of existing laws and rules often directly affects the method of operation and profitability of broker-dealers. The SEC, the self-regulatory organizations and states may conduct administrative and enforcement proceedings that can result in censure, fine, suspension or expulsion of broker-dealers, their registered persons, officers or employees. The principal purpose of regulation and discipline of broker-dealers is the protection of customers and the securities markets rather than protection of creditors and stockholders of broker-dealers.

Limitation on Businesses. The businesses that the Hilltop Broker-Dealers may conduct are limited by its agreements with, and its oversight by, FINRA, other regulatory authorities and federal and state law. Participation in new business lines, including trading of new products or participation on new exchanges or in new countries often requires governmental and/or exchange approvals, which may take significant time and resources. In addition, the Hilltop-Broker Dealers are operating subsidiaries of Hilltop, which means its activities are further limited by those that are permissible for subsidiaries of financial holding companies, and as a result, may be prevented from entering new businesses that may be profitable in a timely manner, if at all.

Net Capital Requirements. The SEC, FINRA and various other regulatory authorities have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Rule 15c3-1 of the Exchange Act (the "Net Capital Rule") requires that a broker-dealer maintain minimum net capital. Generally, a broker-dealer's net capital is net worth plus qualified subordinated debt less deductions for non-allowable (or non-liquid) assets and other adjustments and operational charges. At December 31, 2016, the Hilltop Broker-Dealers were in compliance with applicable net capital requirements.

The SEC, CFTC, FINRA and other regulatory organizations impose rules that require notification when net capital falls below certain predefined thresholds. These rules also dictate the ratio of debt-to-equity in the regulatory capital composition of a broker-dealer, and constrain the ability of a broker-dealer to expand its business under certain circumstances. If a broker-dealer fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the SEC or applicable regulatory authorities, and suspension or expulsion by these regulators could ultimately lead to the broker-dealer's liquidation. Additionally, the Net Capital Rule and certain FINRA rules impose requirements that may have the effect of prohibiting a broker-dealer from distributing or withdrawing capital and requiring prior notice to, and approval from, the SEC and FINRA for certain capital withdrawals.

Compliance with the net capital requirements may limit our operations, requiring the intensive use of capital. Such rules require that a certain percentage of our assets be maintained in relatively liquid form and therefore act to restrict our ability to withdraw capital from our broker-dealer entities, which in turn may limit our ability to pay dividends, repay debt or redeem or purchase shares of our outstanding common stock. Any change in such rules or the imposition of new rules affecting the scope, coverage, calculation or amount of capital requirements, or a significant operating loss or any unusually large charge against capital, could adversely affect our ability to pay dividends, repay debt, meet our debt covenant requirements or to expand or maintain our operations. In addition, such rules may require us to make substantial capital contributions into one or more of the Hilltop Broker-Dealers in order for such subsidiaries to comply with such rules, either in the form of cash or subordinated loans made in accordance with the requirements of all applicable net capital rules.

Customer Protection Rule. The Hilltop Broker-Dealers that hold customers' funds and securities are subject to the SEC's customer protection rule (Rule 15c3-3 under the Exchange Act), which generally provides that such broker-dealers maintain physical possession or control of all fully-paid securities and excess margin securities carried for the account of customers and maintain certain reserves of cash or qualified securities.

Securities Investor Protection Corporation ("SIPC"). The Hilltop Broker-Dealers are subject to the Securities Investor Protection Act and belong to SIPC, whose primary function is to provide financial protection for the customers of failing brokerage firms. SIPC provides protection for customers up to $500,000, of which a maximum of $250,000 may be in cash.

Anti-Money Laundering. The Hilltop Broker-Dealers must also comply with the USA PATRIOT Act and other rules and regulations, including FINRA requirements, designed to fight international money laundering and to block terrorist access to the U.S. financial system. We are required to have systems and procedures to ensure compliance with such laws and regulations.

CFTC Oversight. Hilltop Securities and HTS Independent Network are registered as introducing brokers with the CFTC and NFA. The CFTC also has net capital regulations (CFTC Rule 1.17) that must be satisfied. Our futures business is also regulated by the NFA, a registered futures association. Violation of the rules of the CFTC, the NFA or the commodity exchanges could result in remedial actions including fines, registration restrictions or terminations, trading prohibitions or revocations of commodity exchange memberships.

Investment Advisory Activity. First Southwest Asset Management, LLC, Hilltop Securities and HTS Independent Network are registered with, and subject to oversight and inspection by, the SEC as investment advisers under the Investment Advisers Act of 1940, as amended. The investment advisory business of our subsidiaries is subject to significant federal regulation, including with respect to wrap fee programs, the management of client accounts, the safeguarding of client assets, client fees and disclosures, transactions among affiliates and recordkeeping and reporting procedures. Legislation and changes in regulations promulgated by the SEC or changes in the interpretation or enforcement of existing laws and regulations often directly affect the method of operation and profitability of investment advisers. The SEC may conduct administrative and enforcement proceedings that can result in censure, fine, suspension, revocation or expulsion of the investment advisory business of our subsidiaries, our officers or employees.

Volcker Rule. Provisions of the Volcker Rule and the final rules implementing the Volcker Rule also restrict certain activities provided by the Hilltop Broker-Dealers, including proprietary trading and sponsoring or investing in "covered funds."

Changing Regulatory Environment. The regulatory environment in which the Hilltop Broker-Dealers operate is subject to frequent change. Our business, financial condition and operating results may be adversely affected as a result of new or revised legislation or regulations imposed by the U.S. Congress, the SEC, FINRA or other U.S. and state governmental regulatory authorities. The business, financial condition and operating results of the Hilltop Broker-Dealers also may be adversely affected by changes in the interpretation and enforcement of existing laws and rules by these governmental and regulatory authorities. In the current era of heightened regulation of financial institutions, the Hilltop Broker-Dealers can expect to incur increasing compliance costs, along with the industry as a whole.

Mortgage Origination

PrimeLending and the Bank are subject to the rules and regulations of the CFPB, FHA, VA, FNMA, FHLMC and GNMA with respect to originating, processing, selling and servicing mortgage loans and the issuance and sale of mortgage-backed securities. Those rules and regulations, among other things, prohibit discrimination and establish underwriting guidelines which include provisions for inspections and appraisals, require credit reports on prospective borrowers and fix maximum loan amounts, and, with respect to VA loans, fix maximum interest rates. Mortgage origination activities are subject to, among others, the Equal Credit Opportunity Act, Fair Housing Act, Federal Truth-in-Lending Act, Secure and Fair Enforcement of Mortgage Licensing Act, Home Mortgage Disclosure Act, Fair Credit Reporting Act and the Real Estate Settlement Procedures Act and the regulations promulgated thereunder which, among other things, prohibit discrimination and require the disclosure of certain basic information to borrowers concerning credit terms and settlement costs. PrimeLending and the Bank are also subject to regulation by the Texas Department of Banking with respect to, among other things, the establishment of maximum origination fees on certain types of mortgage loan products. PrimeLending and the Bank are also subject to the provisions of the Dodd-Frank Act. Among other things, the Dodd-Frank Act established the CFPB and provides mortgage reform provisions regarding a customer's ability to repay, restrictions on variable-rate lending, loan officers' compensation, risk retention, and new disclosure requirements. The Dodd-Frank Act also clarifies that applicable state laws, rules and regulations related to the origination, processing, selling and servicing of mortgage loans continue to apply to PrimeLending. The additional regulatory requirements affecting our mortgage origination operations will result in increased compliance costs and may impact revenue.

On August 16, 2010, the Federal Reserve Board published a final rule on loan broker compensation, pursuant to the Dodd-Frank Act, which prohibits certain compensation payments to loan brokers and the practice of steering consumers to loans not in their interest when it will result in greater compensation for a loan broker. This final rule became effective on April 1, 2011, however, the Federal Reserve Board noted in the final rule that the CFPB may clarify the rule in the future pursuant to the CFPB's authority granted under the Dodd-Frank Act. The CFPB's final rule addressing mortgage loan originator compensation is discussed in more detail below.

In addition, the Dodd-Frank Act directed the Federal Reserve Board to promulgate regulations requiring lenders and securitizers to retain an economic interest in the credit risk relating to loans the lender sells and other asset-backed securities that the securitizer issues if the loans have not complied with the ability to repay standards spelled out in the Dodd-Frank Act and its implementing regulations.

On March 2, 2011, the Federal Reserve Board published a final rule implementing a provision in the Dodd-Frank Act that provides a separate, higher rate threshold for determining when the escrow requirements apply to higher-priced mortgage loans that exceed the maximum principal obligation eligible for purchase by Freddie Mac.

In January 2013, the CFPB published final rules that will impact mortgage origination and servicing. Had these final rules not been published, many of the statutory requirements in Title XIV of the Dodd-Frank Act would have become effective on January 21, 2013 without any implementing regulations. Unless noted below, these final rules became effective in January 2014.

On October 22, 2014 the Federal Reserve Board, the SEC and several other agencies collectively issued a final rule that implements the credit risk retention provisions under Section 941 of the Dodd-Frank Act.

The final rules concerning mortgage origination and servicing address the following topics:

Ability to Repay. This final rule implements the Dodd-Frank Act provisions requiring that for residential mortgages, creditors must make a reasonable and good faith determination based on verified and documented information that the consumer has a reasonable ability to repay the loan according to its terms. The final rule also establishes a presumption of compliance with the ability to repay determination for a certain category of mortgages called "qualified mortgages" meeting a series of detailed requirements. The final rule also provides a rebuttable presumption for higher-priced mortgage loans.

High-Cost Mortgage. This final rule strengthens consumer protections for high-cost mortgages (generally bans balloon payments and prepayment penalties, subject to exceptions and bans or limits certain fees and practices) and requires consumers to receive information about homeownership counseling prior to taking out a high-cost mortgage.

Appraisals for High-Risk Mortgages. The final rule permits a creditor to extend a higher-priced (subprime) mortgage loan ("HPML") only if the following conditions are met (subject to exceptions): (i) the creditor obtains a written appraisal; (ii) the appraisal is performed by a certified or licensed appraiser; and (iii) the appraiser conducts a physical property visit of the interior of the property. The rule also requires that during the application process, the applicant receives a notice regarding the appraisal process and their right to receive a free copy of the appraisal.

Copies of Appraisals. This final rule amends Regulation B that implements the Equal Credit Opportunity Act. It requires a creditor to provide a free copy of appraisal or valuation reports prepared in connection with any closed-end loan secured by a first lien on a dwelling. The final rule requires notice to applicants of the right to receive copies of any appraisal or valuation reports and creditors must send copies of the reports whether or not the loan transaction is consummated. Creditors must provide the copies of the appraisal or evaluation reports for free, however, the creditors may charge reasonable fees for the cost of the appraisal or valuation unless applicable law provides otherwise.

Escrow Requirements. This final rule implements Dodd-Frank Act changes that generally extend the required duration of an escrow account on certain higher-priced mortgage loans from a minimum of one year to a minimum of five years, subject to certain exemptions for loans made by certain creditors that operate predominantly in rural or underserved areas, as long as certain other criteria are met. This final rule became effective on June 1, 2013.

Servicing. Two final rules were published to implement laws to protect consumers from detrimental actions by mortgage servicers and to provide consumers with better tools and information when dealing with mortgage servicers. One final rule amends Regulation Z, which implements the Truth in Lending Act, and a second final rule amends Regulation X, which implements the Real Estate Settlement Procedures Act. The rules cover nine major topics implementing the Dodd-Frank Act provisions related to mortgage servicing. The final rules include a number of exemptions and other adjustments for small servicers, defined as servicers that service 5,000 or fewer mortgage loans and service only mortgage loans that they or an affiliate originated or own.

Mortgage Loan Originator Compensation. This final rule implements Dodd-Frank Act requirements, as well as revises and clarifies existing regulations and commentary on loan originator compensation. The rule also prohibits, among other things: (i) certain arbitration agreements; (ii) financing certain credit insurance in connection with a mortgage loan; (iii) compensation based on a term of a transaction or a proxy for a term of a transaction; and (iv) dual compensation from a consumer and another person in connection with the transaction. The final rule also imposes a duty on individual loan officers, mortgage brokers and creditors to be "qualified" and, when applicable, registered or licensed to the extent required under applicable State and Federal law.

Risk Retention. This final rule implements the requirements of the Dodd-Frank Act that at least one sponsor of each securitization retains at least 5% of the credit risk of the assets collateralizing asset-backed securities. Sponsors are prohibited from hedging or transferring this credit risk, and the rule applies in both public and private transactions. Securitizations backed by "qualified residential mortgages" or "servicing assets" are exempt from the rule, and the definition of "qualified residential mortgages" is subject to review of the joint regulators every five years. The rule became effective on December 24, 2015 with respect to asset-backed securities collateralized by residential mortgages and December 24, 2016 with respect to all other classes of asset-backed securities.

Additional rules and regulations are expected. Any additional regulatory requirements affecting PrimeLending mortgage origination operations will result in increased compliance costs and may impact revenue.

Insurance

NLC's insurance subsidiaries, NLIC and ASIC, are subject to regulation and supervision in each state where they are licensed to do business. This regulation and supervision is vested in state agencies having broad administrative power over the various aspects of the business of NLIC and ASIC.

State insurance holding company regulation. NLC controls two operating insurance companies, NLIC and ASIC, and is subject to the insurance holding company laws of Texas, the state in which those insurance companies are domiciled. These laws generally require NLC to register with the Texas Department of Insurance ("TDI") and periodically to furnish financial and other information about the operations of companies within its holding company structure. Generally under these laws, all transactions between an insurer and an affiliated company in its holding company structure, including sales, loans, reinsurance agreements and service agreements, must be fair and reasonable and, if satisfying a specified threshold amount or of a specified category, require prior notice and approval or non-objection by the TDI.

National Association of Insurance Commissioners. The National Association of Insurance Commissioners ("NAIC") is a group consisting of state insurance commissioners that discuss issues and formulate policy with respect to regulation, reporting and accounting for insurance companies. Although the NAIC has no legislative authority and insurance companies are at all times subject to the laws of their respective domiciliary states and, to a lesser extent, other states in which they conduct business, the NAIC is influential in determining the form in which such laws are enacted. Certain Model Insurance Laws, Regulations and Guidelines, or Model Laws, have been promulgated by the NAIC as a minimum standard by which state regulatory systems and regulations are measured. Adoption of state laws that provide for substantially similar regulations to those described in the Model Laws is a requirement for accreditation by the NAIC.

The NAIC provides authoritative guidance to insurance regulators on current statutory accounting issues by promulgating and updating a codified set of statutory accounting practices in its Accounting Practices and Procedures Manual. The TDI has generally adopted these codified statutory accounting practices.

Texas also has adopted laws substantially similar to the NAIC's risk based capital ("RBC") laws, which require insurers to maintain minimum levels of capital based on their investments and operations. Domestic property and casualty insurers are required to report their RBC based on a formula that attempts to measure statutory capital and surplus needs based on the risks in the insurer's mix of products and investment portfolio. The formula is designed to allow the TDI to identify potential inadequately capitalized companies. Under the formula, a company determines its RBC by taking into account certain risks related to its assets (including risks related to its investment portfolio and ceded reinsurance) and its liabilities (including underwriting risks related to the nature and experience of its insurance business). Among other requirements, an insurance company must maintain capital and surplus of at least 200% of the RBC computed by the NAIC's RBC model (known as the "Authorized Control Level" of RBC). At December 31, 2016, NLIC and ASIC capital and surplus levels exceeded the minimum RBC requirements that would trigger regulatory attention. In their 2016 statutory financial statements, both NLIC and ASIC complied with the NAIC's RBC reporting requirements.

The NAIC's Insurance Regulatory Information System ("IRIS") was developed to assist state insurance departments in executing their statutory mandates to oversee the financial condition of insurance companies. IRIS identifies twelve industry ratios and specifies a range of "usual values" for each ratio. Departure from the usual values on four or more of these ratios can lead to inquiries from state insurance commissioners as to certain aspects of an insurer's business. For 2016, all ratios for both NLIC and ASIC were within the usual values with two exceptions. Both companies fell below the indicated minimum investment yield range of 3%, with NLIC at 1.5% and ASIC at 1.2%, due to the concentration in cash at each company. We expect improvement in the yields at both companies as appropriate investment opportunities are identified.

The NAIC adopted an amendment to its "Model Audit Rule" in response to the passage of the Sarbanes-Oxley Act of 2002 ("SOX"). The amendment is effective for financial statements for accounting periods after January 1, 2010. This amendment addresses auditor independence, corporate governance and, most notably, the application of certain provisions of Section 404 of SOX regarding internal control reporting. The rules relating to internal controls apply to insurers with gross direct and assumed written premiums of $500 million or more, measured at the legal entity level (rather than at the insurance holding company level), and to insurers that the domiciliary commissioner selects from among those identified as in hazardous condition, but exempts SOX compliant entities. Neither NLIC nor ASIC currently has direct and assumed written premiums of at least $500 million, but it is conceivable that this may change in the future; however, NLC must be SOX compliant because it is wholly owned by Hilltop, a public company subject to SOX compliance.

Federal Office of Insurance. The Dodd-Frank Act established within the Treasury Department a Federal Office of Insurance ("FIO") and vested FIO with the authority to monitor all aspects of the insurance sector, monitor the extent to which traditionally underserved communities and consumers have access to affordable non-health insurance products, and to represent the United States on prudential aspects of international insurance matters. Management is monitoring the activities of the FIO for any possible federal regulation of the insurance industry.

Legislative changes. From time to time, various regulatory and legislative changes have been, or are, proposed that would adversely affect the insurance industry. Among the proposals that have been, or are being, considered are the possible introduction of Federal regulation in addition to, or in lieu of, the current system of state regulation of insurers and proposals in various state legislatures (some of which proposals have been enacted) to conform portions of their insurance laws and regulations to various Model Laws adopted by the NAIC. NLC is unable to predict whether any of these laws and regulations will be adopted, the form in which any such laws and regulations would be adopted, or the effect, if any, these developments would have on its financial condition or results of operations.

In November 2002, in response to the tightening supply in certain insurance and reinsurance markets resulting from, among other things, the September 11, 2001 terrorist attacks, the Terrorism Risk Insurance Act ("TRIA") was enacted. TRIA was modified and extended by the Terrorism Risk Insurance Extension Act of 2005 and extended again by the Terrorism Risk Insurance Program Reauthorization Act of 2007. These Acts created a Federal Program designed to ensure the availability of commercial insurance coverage for terrorist acts in the United States. This Program helped the commercial property and casualty insurance industry cover claims related to terrorism-related losses and requires such companies to offer coverage for certain acts of terrorism. As a result, NLC is prohibited from adding certain terrorism exclusions to the policies written by its insurance company subsidiaries. The 2005 Act extended the Program through 2007, but eliminated commercial auto, farm-owners and certain other commercial coverages from its scope.

The Terrorism Risk Insurance Program Reauthorization Act of 2015 further extended the Program through December 31, 2020 and set the reimbursement percentage at 85%, subject to a decrease of one percentage point per calendar year until it equals 80%, and the deductible at 20%. Although NLC is protected by federally funded terrorism reinsurance as provided for in the TRIA, there is a substantial deductible that must be met, the payment of which could have an adverse effect on its financial condition and results of operations. NLC's deductible under the Program was $0.7 million for 2016 and is estimated to be $0.6 million in 2017. Potential future changes to the TRIA could also adversely affect NLC by causing its reinsurers to increase prices or withdraw from certain markets where terrorism coverage is required. NLC had no terrorism-related losses in 2016.

State insurance regulations. State insurance authorities have broad powers to regulate U.S. insurance companies. The primary purposes of these powers are to promote insurer solvency and to protect individual policyholders. The extent of regulation varies, but generally has its source in statutes that delegate regulatory, supervisory and administrative power to state insurance departments. These powers relate to, among other things, licensing to transact business, accreditation of reinsurers, admittance of assets to statutory surplus, regulating unfair trade and claims practices, establishing actuarial requirements and solvency standards, regulating investments and dividends, and regulating policy forms, related materials and premium rates. State insurance laws and regulations require insurance companies to file financial statements prepared in accordance with accounting principles prescribed by insurance departments in states in which they conduct insurance business, and their operations are subject to examination by those departments.

As part of the broad authority that state insurance commissioners hold, they may impose periodic rules or regulations related to local issues or events. An example is the State of Oklahoma's prohibition on the cancellation of policies for nonpayment of premium in the wake of severe tornadic activity. Due to the extent of damage and displacement of people, inability of mail to reach policyholders and inaccessibility of entire neighborhoods, the State of Oklahoma prohibited insurance companies from canceling or non-renewing policies for a period of time following the specific event.

Periodic financial and market conduct examinations. The insurance departments in every state in which NLC's insurance companies do business may conduct on-site visits and examinations of its insurance companies at any time to review the insurance companies' financial condition, market conduct and relationships and transactions with affiliates. In addition, the TDI will conduct comprehensive examinations of insurance companies domiciled in Texas every three to five years. Examinations are generally carried out in cooperation with the insurance departments of other licensing states under guidelines promulgated by the NAIC.

The TDI has delivered an examination report of NLIC and ASIC through December 31, 2010. This examination report contained no information of any significant compliance issues and there is no indication of any significant changes to our financial statements as a result of the examination by the domiciliary state. The Company is awaiting the TDIs' examination report with respect to its examinations of NLIC and ASIC for 2011 through December 31, 2015.

State dividend limitations. The TDI must approve any dividend declared or paid by an insurance company domiciled in the state if the dividend, together with all dividends declared or distributed by that insurance company during the preceding twelve months, exceeds the greater of (1) 10% of its policyholders' surplus as of December 31 of the preceding year or (2) 100% of its net income for the preceding calendar year. The greater number is known as the insurer's extraordinary dividend limit. At December 31, 2016, the extraordinary dividend limit for NLIC and ASIC was

$13.1 million and $3.0 million, respectively. In addition, NLC's insurance companies may only pay dividends out of their earned surplus.

Statutory accounting principles. Statutory accounting principles ("SAP") are a comprehensive basis of accounting developed to assist insurance regulators in monitoring and regulating the solvency of insurance companies. SAP rules are different from GAAP, and are intended to reflect a more conservative view of the insurer. SAP is primarily concerned with measuring an insurer's surplus to policyholders. Accordingly, SAP focuses on valuing assets and liabilities of insurers at financial reporting dates in accordance with insurance laws and regulatory provisions applicable in each insurer's domiciliary state.

While GAAP is concerned with a company's solvency, it also stresses other financial measurements, such as income and cash flows. Accordingly, GAAP gives more consideration to appropriate matching of revenues and expenses and accounting for management's stewardship of assets than does SAP. As a direct result, different amounts of assets and liabilities will be reflected in financial statements prepared in accordance with GAAP as opposed to SAP. SAP, as established by the NAIC and adopted by Texas regulators, determines the statutory surplus and statutory net income of the NLC insurance companies and, thus, determines the amount they have available to pay dividends.

Guaranty associations. In Texas, and in all of the jurisdictions in which NLIC and ASIC are, or in the future may be, licensed to transact business, there is a requirement that property and casualty insurers doing business within the jurisdiction must participate in guaranty associations, which are organized to pay limited covered benefits owed pursuant to insurance policies issued by impaired, insolvent or failed insurers. These associations levy assessments, up to prescribed limits, on all member insurers in a particular state on the basis of the proportionate share of the premiums written by member insurers in the lines of business in which the impaired, insolvent or failed insurer was engaged. States generally permit member insurers to recover assessments paid through full or partial premium tax offsets.

NLC did not incur any levies in 2016, 2015 or 2014. Property and casualty insurance company insolvencies or failures may, however, result in additional guaranty fund assessments at some future date. At this time NLC is unable to determine the impact, if any, that these assessments may have on its financial condition or results of operations. NLC has established liabilities for guaranty fund assessments with respect to insurers that are currently subject to insolvency proceedings.

National Flood Insurance Program. NLC's insurance subsidiaries voluntarily participate as Write Your Own carriers in the National Flood Insurance Program ("NFIP"). The NFIP is administered and regulated by the Federal Emergency Management Agency ("FEMA"). NLIC and ASIC operate as a fiscal agent of the Federal government in the selling and administering of the Standard Flood Insurance Policy. This involves writing the policy, the collection of premiums and the paying of covered claims. All pricing is set by FEMA and all collections are made by NLIC and ASIC.

NLIC and ASIC cede 100% of the policies written by NLIC and ASIC on the Standard Flood Insurance Policy to FEMA; however, if FEMA were unable to perform, NLIC and ASIC would have a legal obligation to the policyholders. The terms of the reinsurance agreement are standard terms, which require NLIC and ASIC to maintain its rating criteria, determine policyholder eligibility, issue policies on NLIC and ASIC's paper, endorse and cancel policies, collect from insureds and process claims. NLIC and ASIC receive ceding commissions from NFIP for underwriting administration, claims management, commission and adjuster fees.

Participation in involuntary risk plans. NLC's insurance companies are required to participate in residual market or involuntary risk plans in various states where they are licensed that provide insurance to individuals or entities that otherwise would be unable to purchase coverage from private insurers. If these plans experience losses in excess of their capitalization, they may assess participating insurers for proportionate shares of their financial deficit. These plans include the Georgia Underwriting Association, Texas FAIR Plan Association, Texas Windstorm Insurance Agency, the Louisiana Citizens Property Insurance Corporation, the Mississippi Residential Property Insurance Underwriting Association and the Mississippi Windstorm Underwriting Association. For example in 2005, following Hurricanes Katrina and Rita, the above plans levied collective assessments totaling $10.4 million on NLC's insurance subsidiaries. Additional assessments, including emergency assessments, may follow. In some of these instances, NLC's insurance companies should be able to recover these assessments through policyholder surcharges, higher rates or reinsurance. The ultimate impact hurricanes have on the Texas and Louisiana facilities is currently uncertain and future assessments can occur whenever the involuntary facilities experience financial deficits.

Other. Insurance activities are subject to state insurance laws and regulations as determined by the particular insurance commissioner for each state in accordance with the McCarran-Ferguson Act, as well as subject to the Gramm-Leach-Bliley Act and the privacy regulations promulgated by the Federal Trade Commission.

Changes in any of the laws governing our conduct could have an adverse impact on our ability to conduct our business or could materially affect our financial position, operating income, expense or cash flow.

Item 1A. Risk Factors.

The following discussion sets forth what management currently believes could be the most significant regulatory, market and economic, liquidity, legal and business and operational risks and uncertainties that could impact our business, results of operations and financial condition. Other risks and uncertainties, including those not currently known to us, could also negatively impact our businesses, results of operations and financial condition. Thus, the following should not be considered a complete discussion of all of the risks and uncertainties we may face, and the order of their respective significance may change.

Risks Related to our Business

If our allowance for loan losses is insufficient to cover actual loan losses, our banking segment earnings will be adversely affected.

As a lender, we are exposed to the risk that we could sustain losses because our borrowers may not repay their loans in accordance with the terms of their loans. We have historically accounted for this risk by maintaining an allowance for loan losses in an amount intended to cover Bank management's estimate of losses inherent in the loan portfolio. Under the acquisition method of accounting requirements, we were required to estimate the fair value of the loan portfolios acquired in each of the PlainsCapital Merger, the FNB Transaction and the SWS Merger (collectively, the "Bank Transactions") as of the applicable acquisition date and write down the recorded value of each such acquired portfolio to the applicable estimate. For most loans, this process was accomplished by computing the net present value of estimated cash flows to be received from borrowers of such loans. The allowance for loan losses that had been maintained by PCC, FNB or SWS, as applicable, prior to their respective transactions, was eliminated in this accounting process. A new allowance for loan losses has been established for loans made by the Bank subsequent to consummation of the PlainsCapital Merger and for any decrease from that originally estimated as of the applicable acquisition date in the estimate of cash flows to be received from the loans acquired in the Bank Transactions.

The estimates of fair value as of the consummation of the Bank Transactions were based on economic conditions at such time and on Bank management's projections concerning both future economic conditions and the ability of the borrowers to continue to repay their loans. If management's assumptions and projections prove to be incorrect, however, the estimate of fair value may be higher than the actual fair value and we may suffer losses in excess of those estimated. Further, the allowance for loan losses established for new loans or for revised estimates may prove to be inadequate to cover actual losses, especially if economic conditions worsen.

While Bank management will endeavor to estimate the allowance to cover anticipated losses in our loan portfolio, no underwriting and credit monitoring policies and procedures that we could adopt to address credit risk could provide complete assurance that we will not incur unexpected losses. These losses could have a material adverse effect on our business, financial condition, results of operations and cash flows. In addition, federal regulators periodically evaluate the adequacy of our allowance for loan losses and may require us to increase our provision for loan losses or recognize further loan charge-offs based on judgments different from those of Bank management. Any such increase in our provision for loan losses or additional loan charge-offs could have a material adverse effect on our results of operations and financial condition.

An adverse change in real estate market values may result in losses in our banking segment and otherwise adversely affect our profitability.

At December 31, 2016, 42% of the loan portfolio of our banking segment was comprised of loans with real estate as the primary component of collateral. The real estate collateral in each case provides a source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. A decline in real estate values generally, and in Texas specifically, could impair the value of the collateral underlying a significant portion of the Bank's loan portfolio and our ability to sell the collateral upon any foreclosure. In the event of a default with respect to any of these loans, the amounts we receive upon sale of the collateral may be insufficient to recover the outstanding principal and interest on the loan. As a result, our results of operations and financial condition may be materially adversely affected by a decrease in real estate market values.

Our business and results of operations may be adversely affected by unpredictable economic, market and business conditions.

Our business and results of operations are affected by general economic, market and business conditions. The credit quality of our loan portfolio necessarily reflects, among other things, the general economic conditions in the areas in which we conduct our business. Our continued financial success depends to a degree on factors beyond our control, including:

- national and local economic conditions, such as the level and volatility of short-term and long-term interest rates, inflation, home prices, unemployment and under-employment levels, energy prices, bankruptcies, household income and consumer spending;
- the availability and cost of capital and credit;
- incidence of customer fraud; and
- federal, state and local laws affecting these matters.

The deterioration of any of these conditions, as we have experienced with past economic downturns, could adversely affect our consumer and commercial businesses and securities portfolios, our level of loan charge-offs and provision for loan losses, the carrying value of our deferred tax assets, the investment portfolio of our insurance segment, our capital levels and liquidity, our securities underwriting business and our results of operations.

Although the United States has seen improvement in certain economic indicators, including improvement in the housing market, increasing consumer confidence, continued growth in private sector employment, and improved credit availability, these improvements may not be sustainable. Further, such improvements have led to increases in interest rates, with additional increases projected to occur, which may adversely impact the economic recovery. Several factors could pose risks to the financial services industry, including international political unrest, increases in interest rates, regulatory uncertainty, continued infrastructure deterioration and low oil prices. In addition, the current environment of heightened scrutiny of financial institutions has resulted in increased public awareness of and sensitivity to banking fees and practices. Each of these factors may adversely affect our fees and costs.

Our geographic concentration may magnify the adverse effects and consequences of any regional or local economic downturn.

We conduct our banking operations primarily in Texas. At December 31, 2016, substantially all of the real estate loans in our loan portfolio were secured by properties located in our four largest markets within Texas, with 36%, 24%, 12% and 11% secured by properties located in the Dallas/Fort Worth, Austin/San Antonio, Houston/Coastal Bend and Rio Grande Valley/South Texas markets, respectively. Substantially all of these loans are made to borrowers who live and conduct business in Texas. Accordingly, economic conditions in Texas have a significant impact on the ability of the Bank's customers to repay loans, the value of the collateral securing loans, our ability to sell the collateral upon any foreclosure, and the stability of the Bank's deposit funding sources. Further, low crude oil prices may have a more profound effect on the economy of energy-dominant states such as Texas. At December 31, 2016, energy loans, including those within the exploration and production, oilfield services, pipeline construction, distribution and transportation sectors, comprised 3.0% of the Bank's loan portfolio. The Bank also has loans extended to businesses that depend on the energy industry. If crude oil prices decrease and remain depressed for an extended period, the Bank could experience weaker energy loan demand and increased losses within its energy and Texas-related loan portfolios.

In addition, mortgage origination fee income and insurance premium volume are both dependent to a significant degree on economic conditions in Texas and California. During 2016, 21.7% and 14.4% of our mortgage loans originated (by dollar volume) were collateralized by properties located in Texas and California, respectively. Further, Texas insureds accounted for 70.1% and 70.5% of our insurance segment's gross premiums written in 2016 and 2015, respectively. Any regional or local economic downturn that affects Texas or, to a lesser extent, California, whether caused by recession, inflation, unemployment, changing oil prices or other factors, may affect us and our profitability more significantly and more adversely than our competitors that are less geographically concentrated, and could have a material adverse effect on our results of operations and financial condition.

Our business is subject to interest rate risk, and fluctuations in interest rates may adversely affect our earnings, capital levels and overall results.

The majority of our assets are monetary in nature and, as a result, we are subject to significant risk from changes in interest rates. In December 2016, the Federal Open Market Committee of the Federal Reserve Board raised its target range for short-term interest rates by 25 basis points, and further increases to the target rate may occur in 2017. Changes in interest rates may impact our net interest income in our banking segment as well as the valuation of our assets and liabilities in each of our segments. Earnings in our banking segment are significantly dependent on our net interest income, which is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. We expect to periodically experience "gaps" in the interest rate sensitivities of our banking segment's assets and liabilities, meaning that either our interest-bearing liabilities will be more sensitive to changes in market interest rates than our interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to our position, this "gap" may work against us, and our results of operations and financial condition may be adversely affected. Moreover, increases in interest rates could also lead to increases in our loan losses.

An increase in the general level of interest rates may also, among other things, adversely affect the demand for loans and our ability to originate loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on our income generated from mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to prepayments on our loan and mortgage-backed securities portfolios and increased competition for deposits. Accordingly, changes in the general level of market interest rates may adversely affect our net yield on interest-earning assets, loan origination volume and our overall results.

Our broker-dealer segment holds securities, principally fixed-income bonds, to support sales, underwriting and other customer activities. If interest rates increase, the value of debt securities held in the broker-dealer segment's inventory would decrease. Rapid or significant changes in interest rates could adversely affect the segment's bond sales, underwriting activities and broker-dealer businesses. Further, the profitability of our margin and stock lending businesses depends to a great extent on the difference between interest income earned on loans and investments of customer cash balances and the interest expense paid on customer cash balances and borrowings.

At December 31, 2016, over 80% of our insurance segment's invested assets were invested in fixed maturity assets such as bonds and mortgage-backed securities. Because bond trading prices decrease as interest rates rise, a significant increase in interest rates could have a material adverse effect on our insurance segment's financial condition and results of operations. On the other hand, decreases in interest rates could have an adverse effect on our insurance segment's investment income and results of operations. For example, if interest rates decline, investment of new premiums received and funds reinvested will earn less. Additionally, mortgage-backed securities are typically prepaid more quickly when interest rates fall and the holder must reinvest the proceeds at lower interest rates. In periods of increasing interest rates, mortgage-backed securities are typically prepaid more slowly, which may result in our insurance segment receiving interest payments that are below the then-prevailing interest rates for longer time periods than expected.

The volatility of our insurance segment's claims may force it to liquidate securities, which may cause it to incur capital losses. If our insurance segment's investment portfolio is not appropriately matched with its insurance liabilities, it may be forced to liquidate investments prior to maturity at a significant loss to cover these liabilities. In addition, if we experience market disruption and volatility, such as that experienced in 2009 and 2010, we may experience additional losses on our investments and reductions in our earnings. Investment losses could significantly decrease the asset base and statutory surplus of our insurance segment, thereby adversely affecting its ability to conduct business and potentially its A.M. Best financial strength rating.

In addition, we hold securities that may be sold in response to changes in market interest rates, changes in securities' prepayment risk, increases in loan demand, general liquidity needs and other similar factors. Such securities are classified as available for sale and are carried at estimated fair value, which may fluctuate with changes in market interest rates. The effects of an increase in market interest rates may result in a decrease in the value of our available for sale investment portfolio.

Market interest rates are affected by many factors outside of our control, including inflation, recession, unemployment, money supply, international disorder and instability in domestic and foreign financial markets. We may not be able to accurately predict the likelihood, nature and magnitude of such changes or how and to what extent such changes may affect our business. We also may not be able to adequately prepare for, or compensate for, the consequences of such changes. Any failure to predict and prepare for changes in interest rates, or adjust for the consequences of these changes, may adversely affect our earnings and capital levels and overall results of operations and financial condition.

Our mortgage origination and insurance businesses are subject to fluctuations based upon seasonal and other factors and, as a result, our results of operations for any given quarter may not be indicative of the results that may be achieved for the full fiscal year.

Our mortgage origination business is subject to several variables that can impact loan origination volume, including seasonal and interest rate fluctuations. We typically experience increased loan origination volume from purchases of homes during the second and third calendar quarters, when more people tend to move and buy or sell homes. In addition, an increase in the general level of interest rates may, among other things, adversely affect the demand for mortgage loans and our ability to originate mortgage loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on our mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to increased competition for mortgage loan origination business.

Generally, our insurance segment's insured risks exhibit higher losses in the second and third calendar quarters due to a seasonal concentration of weather-related events in its primary geographic markets. Although weather-related losses (including hail, high winds, tornadoes and hurricanes) can occur in any calendar quarter, the second calendar quarter, historically, has experienced the highest frequency of losses associated with these events. Hurricanes, however, are more likely to occur in the third calendar quarter of the year.

As a result of these variables, our results of operations for any single quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

We may be forced to make a "true-up" or reimbursement payment to the FDIC if we continue to experience favorable resolutions within our covered assets portfolio.

Under the terms of the loss-share agreements we entered into with the FDIC in connection with the FNB Transaction, the FDIC is obligated to reimburse us for the following amounts with respect to the covered assets (including covered loans): (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. The loss-share agreements also provide that we may be obligated to reimburse the FDIC under certain circumstances. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to September 13, 2013 (the "Bank Closing Date"). There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for five years and ten years, respectively, and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the Purchase and Assumption Agreement we entered into with the FDIC in connection with the FNB Transaction. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of $240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than $240.4 million. As a result, the Bank expects that it will record amortization associated with its FDIC Indemnification Asset during periods beginning in 2017. While the ultimate amount of any "true-up" payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related "true-up" payment accrual of $14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. Additionally, as estimates of realized losses on covered assets change, the value of the receivable under the loss-share agreements with the

FDIC ("FDIC Indemnification Asset") will be adjusted and therefore may not be realized. As noted above, if the Bank continues to experience favorable resolutions within its covered assets portfolio and covered losses, the Bank may be required to increase its "true-up" payment accrual and recognize amortization on the FDIC Indemnification Asset. If such changes occur, our financial position and results of operations may be adversely affected.

We may fail to realize all of the anticipated benefits of the SWS Merger.

Achieving the anticipated cost savings and financial benefits of the SWS Merger and any other acquisitions we may complete will depend, in part, on our ability to successfully integrate the operations of the acquired companies with our own in an efficient and effective manner. It is possible that the integration process could result in the loss of key employees, the disruption of ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees. In addition, the integration of certain operations will require the dedication of significant management resources, which may temporarily distract management's attention from our day-to-day business. Any inability to realize the full extent, or any, of the anticipated cost savings and financial benefits of the SWS Merger or any other acquisitions we make, as well as any delays encountered in the integration process, could have an adverse effect on our business and results of operations, which could adversely affect our financial condition and cause a decrease in our earnings per share or decrease or delay the expected accretive effect of the acquisitions and contribute to a decrease in the price of our common stock.

Our geographic concentration may exacerbate the adverse effects on our insurance segment of inherently unpredictable catastrophic events.

Our insurance segment expects to have large aggregate exposures to inherently unpredictable natural and man-made disasters of great severity, such as hurricanes, hail, tornados, windstorms, wildfires and acts of terrorism. The catastrophe models utilized by our insurance segment to assess its probable maximum insurance losses generally failed to adequately project the financial impact of these hurricanes. Although our insurance segment may attempt to exclude certain losses, such as terrorism and other similar risks, from some coverage that our insurance segment writes, it may be prohibited from, or may not be successful in, doing so. The occurrence of losses from catastrophic events may have a material adverse effect on our insurance segment's ability to write new business and on its financial condition and results of operations. Increases in the values and geographic concentrations of policyholder property and the effects of inflation have resulted in increased severity of industry losses in recent years, and our insurance segment expects that these factors will increase the severity of losses in the future. Factors that may influence our insurance segment's exposure to losses from these types of events, in addition to the routine adjustment of losses, include, among others:

- exhaustion of reinsurance coverage;
- increases in reinsurance rates;
- unanticipated litigation expenses;
- unrecoverability of ceded losses;
- impact on independent agent operations and future premium income in areas affected by catastrophic events;
- unanticipated expansion of policy coverage or reduction of premium due to regulatory, legislative and/or judicial action following a catastrophic event; and
- unanticipated demand surge related to other recent catastrophic events.

Our insurance segment writes insurance primarily in the states of Texas, Arizona, Oklahoma, Tennessee and Georgia. In 2016, Texas accounted for 70.1%, Arizona accounted for 10.2%, Oklahoma accounted for 6.2%, Tennessee accounted for 6.0% and Georgia accounted for 3.3% of our gross premiums written. As a result, a single catastrophe, destructive weather pattern, wildfire, terrorist attack, regulatory development or other condition or general economic trend affecting these regions or significant portions of these regions could adversely affect our insurance segment's financial condition and results of operations more significantly than other insurance companies that conduct business across a broader geographic area. Although our insurance segment purchases catastrophe reinsurance to limit its exposure to these types of catastrophes, in the event of one or more major catastrophes resulting in losses to it in excess of $125.0 million, our insurance segment's losses would exceed the limits of its reinsurance coverage.

Our risk management processes may not fully identify and mitigate exposure to the various risks that we face, including interest rate, credit, liquidity and market risk.

We continue to refine our risk management techniques, strategies and assessment methods on an ongoing basis. However, our risk management techniques and strategies (as well as those available to the market generally) may not be fully effective in mitigating our risk exposure in all economic market environments or against all types of risk. For example, we might fail to identify or anticipate particular risks, or the systems that we use, and that are used within our business segments generally, may not be capable of identifying certain risks. Certain of our strategies for managing risk are based upon observed historical market behavior. We apply statistical and other tools to these observations to quantify our risk exposure. Any failures in our risk management techniques and strategies to accurately identify and quantify our risk exposure could limit our ability to manage risks. In addition, any risk management failures could cause our losses to be significantly greater than the historical measures indicate. Further, our quantified modeling does not take all risks into account. As a result, we also take a qualitative approach in reducing our risk, although our qualitative approach to managing those risks could also prove insufficient, exposing us to material unanticipated losses.

Our bank lending, margin lending, stock lending, securities trading and execution and mortgage purchase businesses are all subject to credit risk.

We are exposed to credit risk in all areas of our business. The Bank is exposed to the risk that its loan customers may not repay their loans in accordance with their terms, the collateral securing the loans may be insufficient, or its loan loss reserve may be inadequate to fully compensate the Bank for the outstanding balance of the loan plus the costs to dispose of the collateral. Further, our mortgage warehousing activities subject us to credit risk during the period between funding by the Bank and when the mortgage company sells the loan to a secondary investor.

Our broker-dealer business is subject to credit risk if securities prices decline rapidly because the value of our collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. Our securities lending business as well as our securities trading and execution businesses subject us to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, we are subject to credit risk during the period between the execution of a trade and the settlement by the customer.

Significant failures by our customers, including correspondents, or clients to honor their obligations, or increases in their rates of default, together with insufficient collateral and reserves, could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Our operational systems and networks have been, and will continue to be, subject to an increasing risk of continually evolving cybersecurity or other technological risks, which could result in a loss of customer business, financial liability, regulatory penalties, damage to our reputation or the disclosure of confidential information.

We rely heavily on communications and information systems to conduct our business and maintain the security of confidential information and complex transactions, which subjects us to an increasing risk of cyber incidents from these activities due to a combination of new technologies and the increasing use of the Internet to conduct financial transactions, as well as a potential failure, interruption or breach in the security of these systems, including those that could result from attacks or planned changes, upgrades and maintenance of these systems. Such cyber incidents could result in failures or disruptions in our customer relationship management, securities trading, general ledger, deposits, computer systems, electronic underwriting servicing or loan origination systems. We also utilize relationships with third parties to aid in a significant portion of our information systems, communications, data management and transaction processing. These third parties with which we do business may also be sources of cybersecurity or other technological risks, including operational errors, system interruptions or breaches, unauthorized disclosure of confidential information and misuse of intellectual property. If our third-party service providers encounter any of these issues, we could be exposed to disruption of service, reputation damages, and litigation risk that could be material to our business.

Although we devote significant resources to maintain and regularly upgrade our systems and networks to safeguard critical business applications, there is no guarantee that these measures or any other measures can provide absolute security. Our computer systems, software and networks may be adversely affected by cyber incidents such as unauthorized access; loss or destruction of data (including confidential client information); account takeovers; unavailability of service; computer viruses or other malicious code; cyber-attacks; and other events. In addition, we cannot provide assurance that these measures will promptly detect intrusions, and that we will not experience losses or incur costs or other damage related to intrusions that go undetected, at levels that adversely affect our financial results or reputation. These threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. Additional challenges are posed by external extremist parties, including foreign state actors, in some circumstances, as a means to promote political ends. If one or more of these events occurs, it could result in the disclosure of confidential client or customer information, damage to our reputation with our clients, customers and the market, customer dissatisfaction, additional costs such as repairing systems or adding new personnel or protection technologies, regulatory penalties, exposure to litigation and other financial losses to both us and our clients and customers. Such events could also cause interruptions or malfunctions in our operations. We maintain cyber risk insurance, but this insurance may not be sufficient to cover all of our losses from any future breaches of our system.

In February 2014, FINRA released a report identifying principles and effective practices it expects firms to consider as they develop or enhance their cybersecurity programs, and in February 2015 and September 2015, the SEC's Office of Compliance Inspections and Examinations issued Risk Alerts to provide information on summary findings and areas of focus on cybersecurity examinations. In light of the guidance in these reports, Securities Holdings evaluated its cybersecurity program by participating in an Information Security vulnerability assessment based on the Critical Security Controls (CSCs) standard established by the Center for Internet Security.

We continue to evaluate our cybersecurity program and will consider incorporating new practices as necessary to meet the expectations of such regulatory agencies, including in response to regulatory actions and settlements for cybersecurity-related failures and violations by other industry participants. Such procedures include management-level engagement and corporate governance, risk management and assessment, technical controls, incident response planning, vendor management and staff training. Even if we implement these procedures, however, we cannot assure you that we will be fully protected from a cybersecurity incident, the occurrence of which could adversely affect our reputation and financial condition.

We are heavily dependent on dividends from our subsidiaries.

We are a financial holding company engaged in the business of managing, controlling and operating our subsidiaries, including the Bank and its subsidiary, PrimeLending, NLC and its two insurance company subsidiaries, NLIC and ASIC, and Securities Holdings and its subsidiaries. We conduct no material business or other activity other than activities incidental to holding stock in the Bank, NLC and Securities Holdings. As a result, we rely substantially on the profitability of, and dividends from, these subsidiaries to pay our operating expenses and to pay interest on our debt obligations. Each of the Bank, NLC and Securities Holdings is subject to significant regulatory restrictions limiting its ability to declare and pay dividends to us. Accordingly, if the Bank, NLC or Securities Holdings are unable to make cash distributions to us, then we may be unable to satisfy our obligations or make interest payments on our debt obligations.

NLIC and ASIC are also subject to limitations under debt agreements limiting their ability to declare and pay dividends, including the indenture governing NLC's London Interbank Offered Rate ("LIBOR") plus 3.40% notes due 2035 and the surplus indentures governing NLIC's two LIBOR plus 4.10% and 4.05% notes due 2033 and ASIC's LIBOR plus 4.05% notes due 2034.

Our indebtedness may affect our ability to operate our business, and may have a material adverse effect on our financial condition and results of operations. We may incur additional indebtedness, including secured indebtedness.

At December 31, 2016, on a consolidated basis, we had total deposits of $7.1 billion and other indebtedness of $1.8 billion, including $150.0 million in aggregate principal amount of 5% senior notes due 2025 (the "Senior Notes"). Our significant amount of indebtedness could have important consequences, such as:

- limiting our ability to obtain additional financing to fund our working capital needs, acquisitions, capital expenditures or other debt service requirements or for other purposes;
- limiting our ability to use operating cash flow in other areas of our business because we must dedicate a substantial portion of these funds to service debt;
- limiting our ability to compete with other companies who are not as highly leveraged, as we may be less capable of responding to adverse economic and industry conditions;
- restricting us from making strategic acquisitions, developing properties or pursuing business opportunities;

- restricting the way in which we conduct our business because of financial and operating covenants in the agreements governing our and certain of our subsidiaries' existing and future indebtedness, including, in the case of certain indebtedness of subsidiaries, certain covenants that restrict the ability of such subsidiaries to pay dividends or make other distributions to us;
- exposing us to potential events of default (if not cured or waived) under financial and operating covenants contained in our or our subsidiaries' debt instruments that could have a material adverse effect on our business, financial condition and operating results;
- increasing our vulnerability to a downturn in general economic conditions or a decrease in pricing of our products; and
- limiting our ability to react to changing market conditions in our industry and in our customers' industries.

In addition to our debt service obligations, our operations require substantial investments on a continuing basis. Our ability to make scheduled debt payments, to refinance our obligations with respect to our indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of our operating assets and properties, as well as to provide capacity for the growth of our business, depends on our financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors.

Subject to the restrictions in the indenture governing the Senior Notes, we may incur significant additional indebtedness, including secured indebtedness. If new debt is added to our current debt levels, the risks described above could increase.

We may not be able to generate sufficient cash to service all of our indebtedness, including the Senior Notes, and may be forced to take other actions to satisfy our obligations under our indebtedness that may not be successful.

Our ability to satisfy our debt obligations will depend upon, among other things:

- our future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond our control; and
- our future ability to refinance the Senior Notes, which depends on, among other things, our compliance with the covenants in the indenture governing the Senior Notes.

We cannot assure you that our business will generate sufficient cash flow from operations, or that we will be able to obtain financing in an amount sufficient to fund our liquidity needs.

If our cash flows and capital resources are insufficient to service our indebtedness, including the Senior Notes, we may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance our indebtedness, including the Senior Notes. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations, including our obligations under the Senior Notes. Our ability to restructure or refinance our debt will depend on the condition of the capital markets and our financial condition at such time. Any refinancing of our debt could be at higher interest rates and may require us to comply with more onerous covenants, which could further restrict our business operations. In addition, the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In the absence of such operating results and resources, we could face substantial liquidity problems and might be required to dispose of material assets or operations, sell equity and/or negotiate with our lenders and other creditors to restructure the applicable debt in order to meet our debt service and other obligations. We may not be able to consummate those dispositions for fair market value or at all. The indenture governing the Senior Notes may restrict, or market or business conditions may limit, our ability to avail ourselves of some or all of these options. Furthermore, any proceeds that we could realize from any such dispositions may not be adequate to meet our debt service obligations then due.

The indenture governing the Senior Notes contains, and any instruments governing future indebtedness would likely contain, restrictions that limit our flexibility in operating our business.

The indenture governing the Senior Notes contains, and any instruments governing future indebtedness would likely contain, a number of covenants that impose significant operating and financial restrictions on us, including restrictions on our ability to, among other things:

- dispose of, or issue voting stock of, certain subsidiaries; or
- incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain subsidiaries.

Any of these restrictions could limit our ability to plan for or react to market conditions and could otherwise restrict corporate activities. Any failure to comply with these covenants could result in a default under the indenture governing the Senior Notes. Upon a default, holders of the Senior Notes have the ability ultimately to force us into bankruptcy or liquidation, subject to the indenture governing the Senior Notes. In addition, a default under the indenture governing the Senior Notes could trigger a cross default under the agreements governing our existing and future indebtedness. Our operating results may not be sufficient to service our indebtedness or to fund our other expenditures and we may not be able to obtain financing to meet these requirements.

We depend on our computer and communications systems and an interruption in service would negatively affect our business.

Our businesses rely on electronic data processing and communications systems. The effective use of technology allows us to better serve customers and clients, increases efficiency and reduces costs. Our continued success will depend, in part, upon our ability to successfully maintain, secure and upgrade the capability of our systems, our ability to address the needs of our clients by using technology to provide products and services that satisfy their demands and our ability to retain skilled information technology employees. Significant malfunctions or failures of our computer systems, computer security, software or any other systems in the trading process (e.g., record retention and data processing functions performed by third parties, and third party software, such as Internet browsers) could cause delays in customer trading activity. Such delays could cause substantial losses for customers and could subject us to claims from customers for losses, including litigation claiming fraud or negligence. In addition, if our computer and communications systems fail to operate properly, regulations would restrict our ability to conduct business. Any such failure could prevent us from collecting funds relating to customer and client transactions, which would materially impact our cash flows. Any computer or communications system failure or decrease in computer system performance that causes interruptions in our operations could have a material adverse effect on our business, financial condition, results of operations or cash flows.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. Many of our competitors have substantially greater resources to invest in technological improvements. We may not be able to effectively or timely implement new technology-driven products and services or be successful in marketing these products and services to our customers and clients. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on our business, financial condition, results of operations or cash flows.

We are subject to extensive supervision and regulation that could restrict our activities and impose financial requirements or limitations on the conduct of our business and limit our ability to generate income.

We are subject to extensive federal and state regulation and supervision, including that of the Federal Reserve Board, the Texas Department of Banking, the TDI, the FDIC, the CFPB, the SEC and FINRA. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not stockholders or other debt holders. Insurance regulations promulgated by state insurance departments are primarily intended to protect policyholders rather than stockholders or other debt holders. Likewise, regulations promulgated by FINRA are primarily intended to protect customers of broker-dealer businesses rather than stockholders or other debt holders.

These regulations affect our lending practices, capital structure, capital requirements, investment practices, brokerage and investment advisory activities, dividends and growth, among other things. Failure to comply with laws, regulations or policies could result in money damages, civil money penalties or reputational damage, as well as sanctions and supervisory actions by regulatory agencies that could subject us to significant restrictions or suspensions on our business and our ability to expand through acquisitions or branching. Further, our clearing contracts generally include automatic termination provisions that are triggered in the event we are suspended from any of the national exchanges of which we are a member for failure to comply with the rules or regulations thereof. While we have implemented policies and procedures designed to prevent any such violations of laws and regulations, such violations may occur from time to time, which could have a material adverse effect on our financial condition and results of operations.

The U.S. Congress, state legislatures, and federal and state regulatory agencies frequently revise banking and securities laws, regulations and policies. On July 21, 2010, President Obama signed into law the Dodd-Frank Act, which significantly altered the regulation of financial institutions and the financial services industry. The Dodd-Frank Act established the CFPB and requires the CFPB and other federal agencies to implement many provisions of the Dodd-Frank Act. We expect that several aspects of the Dodd-Frank Act may affect our business, including, without limitation, increased capital requirements, increased mortgage regulation, restrictions on proprietary trading in securities, restrictions on investments in hedge funds and private equity funds, executive compensation restrictions, potential federal oversight of the insurance industry and disclosure and reporting requirements. At this time, it is difficult to predict the extent to which the Dodd-Frank Act or the resulting rules and regulations will affect our business. Compliance with these new laws and regulations likely will result in additional costs, which could be significant and may adversely impact our results of operations, financial condition, and liquidity.

During the third quarter of 2015, the Bank received a "satisfactory" CRA rating in connection with its most recent CRA performance evaluation. A CRA rating of less than "satisfactory" adversely affects a bank's ability to establish new branches and impairs a bank's ability to commence new activities that are "financial in nature" or acquire companies engaged in these activities. Other regulatory exam ratings or findings also may adversely impact our ability to branch, commence new activities or make acquisitions.

We cannot predict whether or in what form any other proposed regulations or statutes will be adopted or the extent to which our business may be affected by any new regulation or statute. These changes become less predictable, yet more likely to occur, following the transition of power from one presidential administration to another, especially as in 2017, when it involves a change in political party. Any such changes could subject our business to additional costs, limit the types of financial services and products we may offer and increase the ability of non-banks to offer competing financial services and products, among other things.

The impact of the changing regulatory capital requirements and new capital rules are uncertain.

In July 2013, the Federal Reserve Board approved a final rule that substantially amends the risk-based capital rules applicable to Hilltop and PlainsCapital. The final rule implements the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The final rule includes new minimum risk-based capital and leverage ratios, which became effective on a phase-in basis for Hilltop and PlainsCapital on January 1, 2015, and refines the definition of what constitutes "capital" for purposes of calculating these ratios. The final rule also establishes a "capital conservation buffer" of 2.5% above the new regulatory minimum capital ratios and results in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%; (ii) a Tier 1 to risk-based assets capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. As of January 1, 2017, the capital conservation buffer requirement is currently being phased in at 1.25% of risk-weighted assets and will increase each year until fully implemented in January 2019. Based on the Basel III phase-in schedule, as of January 1, 2017, the minimum capital requirements including the capital conservation buffer requirement are: (i) a common equity Tier 1 capital ratio of 5.75% (increased from 5.125%); (ii) a Tier 1 to risk-based assets capital ratio of 7.25% (increased from 6.625%); (iii) a total capital ratio of 9.25% (increased from 8.625%); and (iv) a Tier 1 leverage ratio of 4%. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such actions. The application of more stringent capital requirements for Hilltop and PlainsCapital could, among other things, adversely affect our results of operations and growth, require the raising of additional capital, restrict our ability to pay dividends or repurchase shares and result in regulatory actions if we were to be unable to comply with such requirements.

In addition, the Federal Reserve Board adopted a final rule in February 2014 that clarifies how companies should incorporate the Basel III regulatory capital reforms into their capital and business projections during the 2014 and subsequent cycles of capital plan submissions and stress tests required under the Dodd-Frank Act. For companies and their subsidiary banks with between $10.0 billion and $50.0 billion in total consolidated assets, the initial stress testing cycle began on October 1, 2013 and the initial nine-quarter planning horizon for stress capital projections continued through the fourth quarter of 2015, which overlaps with the implementation of the Basel III capital reforms that began on January 1, 2015. At December 31, 2016, Hilltop and PlainsCapital had $12.7 billion and $9.6 billion, respectively, in total consolidated assets and their average of total consolidated assets for the four most recent consecutive quarters was $12.5 billion and $9.1 billion, respectively. In addition, banks with $10.0 billion in total consolidated assets are primarily examined by the CFPB with respect to various consumer financial protection laws and regulations. As a relatively new agency with evolving regulations and practices, there is uncertainty as to how the CFPB's examination and regulatory authority might impact the Company's and PlainsCapital's businesses. As a result of the SWS Merger, Hilltop has more than $10.0 billion in assets. Accordingly, the Dodd-Frank Act Stress Testing program will require Hilltop to submit its initial annual company-run stress test to the Federal Reserve Board using our capital planning tools to regulators by July 31, 2017. Hilltop will be required to publicly disclose a summary of the results of these forward looking, company-run stress tests that assess the impact of hypothetical macroeconomic baseline, adverse and severely adverse economic scenarios provided by the Federal Reserve Board. If we are deemed to have inadequate capital under the hypothetical economic scenarios, then our regulator may, among other things, require us to limit any dividend or other capital distributions we may make to stockholders or increase our capital levels, modify our business and growth strategies or decrease our exposure to various asset classes, any of which could have a material adverse effect on our financial condition or results of operations. Our regulators may also consider preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval the Company may make, including requests for approvals on unrelated matters.

Compliance with these capital planning and stress testing requirements has increased our cost of regulatory compliance and necessitated the hiring of additional compliance and other personnel, the design and implementation of additional internal controls and processes, and attention from management. We cannot assure you that our efforts will be deemed sufficient or that we will be deemed to have adequate capital under the hypothetical economic stress scenarios which would affect our ability to take certain capital actions in the future. Compliance with the annual stress testing requirements, part of which must be publicly disclosed, may also be misinterpreted by the market generally or our customers and, as a result, may adversely affect our stock price or our ability to retain our customers or effectively compete for new business opportunities.

Periodically, the SEC adopts amendments to Rules 15c3-1 and 15c3-3 under the Exchange Act related to our broker-dealer segment. The implementation of any new requirements from these amendments may increase our cost of regulatory compliance.

The CFPB has issued "ability-to-repay" and "qualified mortgage" rules that may have a negative impact on our loan origination process and foreclosure proceedings, which could adversely affect our business, operating results, and financial condition.

On January 10, 2013, the CFPB issued a final rule to implement the "qualified mortgage" provisions of the Dodd-Frank Act requiring mortgage lenders to consider consumers' ability to repay home loans before extending them credit. The CFPB's "qualified mortgage" rule took effect on January 10, 2014. The final rule describes certain minimum requirements for lenders making ability-to-repay determinations, but does not dictate that they follow particular underwriting models. Lenders will be presumed to have complied with the ability-to-repay rule if they issue "qualified mortgages," which are generally defined as mortgage loans prohibiting or limiting certain risky features. Loans that do not meet the ability-to-repay standard can be challenged in court by borrowers who default and the absence of ability-to-repay status can be used against a lender in foreclosure proceedings. Any loans that we make outside of the "qualified mortgage" criteria could expose us to an increased risk of liability and reduce or delay our ability to foreclose on the underlying property. The CFPB's "qualified mortgage" rule could limit our ability or desire to make certain types of loans or loans to certain borrowers, or could make it more expensive or time consuming to make these loans. Any decreases in loan origination volume or increases in compliance and foreclosure costs caused by the rule could negatively affect our business, operating results and financial condition.

Our broker-dealer business is subject to various risks associated with the securities industry.

Our broker-dealer business is subject to uncertainties that are common in the securities industry. These uncertainties include:

- intense competition in the public finance and other sectors of the securities industry;
- the volatility of domestic and international financial, bond and stock markets;

- extensive governmental regulation;
- litigation; and
- substantial fluctuations in the volume and price level of securities.

As a result, the revenues and operating results of our broker-dealer segment may vary significantly from quarter to quarter and from year to year. Unfavorable financial or economic conditions could reduce the number and size of transactions in which we provide financial advisory, underwriting and other services. Disruptions in fixed income and equity markets could lead to a decline in the volume of transactions executed for customers and, therefore, to declines in revenues from commissions and clearing services. Our broker-dealer business is much smaller and has much less capital than many competitors in the securities industry. In addition, the Hilltop Broker-Dealers are operating subsidiaries of Hilltop, which means that their activities are limited to those that are permissible for subsidiaries of a financial holding company.

Market fluctuations could adversely impact our broker-dealer business.

Our broker-dealer segment is subject to risks as a result of fluctuations in the securities markets. Our securities trading, market-making and underwriting activities involve the purchase and sale of securities as a principal, which subjects our capital to significant risks. Market conditions could limit our ability to sell securities purchased or to purchase securities sold in such transactions. If price levels for equity securities decline generally, the market value of equity securities that we hold in our inventory could decrease and trading volumes could decline. In addition, if interest rates increase, the value of debt securities we hold in our inventory would decrease. Rapid or significant market fluctuations could adversely affect our business, financial condition, results of operations and cash flow.

In addition, during periods of market disruption, it may be difficult to value certain assets if comparable sales become less frequent or market data becomes less observable. Certain classes of assets or loan collateral that were in active markets with significant observable data may become illiquid due to the current financial environment. In such cases, asset valuations may require more estimation and subjective judgment.

Our investment advisory business may be affected if our investment products perform poorly.

Poor investment returns and declines in client assets in our investment advisory business, due to either general market conditions or underperformance (relative to our competitors or to benchmarks) by investment products, affects our ability to retain existing assets, prevent clients from transferring their assets out of products or their accounts, or inhibit our ability to attract new clients or additional assets from existing clients. Any such poor performance could adversely affect our investment advisory business and the advisory fees that we earn on client assets.

Our portfolio trading business is highly price competitive and serves a very limited market.

Our portfolio trading business serves one small component of the capital markets group with a small customer base and a high service model, charging competitive commission rates. Consequently, growing or maintaining market share is very price sensitive. We rely upon a high level of customer service and product customization to maintain our market share; however, should prevailing market prices fall, or the size of our market segment or customer base decline, our profitability would be adversely impacted. In addition, in our portfolio trading business, we purchase securities as principal, which subjects our capital to significant risks.

Our existing correspondents may choose to perform their own clearing services, move their clearing business to one of our competitors or exit the business.

As our correspondents' operations grow, they often consider the option of performing clearing functions themselves, in a process referred to as "self-clearing." The option to convert to self-clearing operations may be attractive due to the fact that as the transaction volume of a broker-dealer grows, the cost of implementing the necessary infrastructure for self-clearing may eventually be offset by the elimination of per transaction processing fees that would otherwise be paid to a clearing firm. Additionally, performing their own clearing services allows self-clearing broker-dealers to retain their customers' margin balances, free credit balances and securities for use in margin lending activities. Furthermore, our correspondents may decide to use the clearing services of one of our competitors or exit the business. Any significant loss of correspondents due to self-clearing or because of their use of a competitor's clearing service or their exiting the business could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Several of our broker-dealer segment's product lines rely on favorable tax treatment and changes in federal tax law could impact the attractiveness of these products to our customers.

We offer a variety of services and products, such as individual retirement accounts and municipal bonds, which rely on favorable federal income tax treatment to be attractive to our customers. Should favorable tax treatment of these products be eliminated or reduced, sales of these products could be materially impacted, which could have a material adverse effect on our business, financial condition, results of operations or cash flows.

Our mortgage origination segment is subject to investment risk on loans that it originates.

We intend to sell, and not hold for investment, substantially all residential mortgage loans that we originate through PrimeLending. At times, however, we may originate a loan or execute an interest rate lock commitment ("IRLC") with a customer pursuant to which we agree to originate a mortgage loan on a future date at an agreed-upon interest rate without having identified a purchaser for such loan. An identified purchaser may also decline to purchase a loan for a variety of reasons. In these instances, we will bear interest rate risk on an IRLC until, and unless, we are able to find a buyer for the loan underlying such IRLC and the risk of investment on a loan until, and unless, we are able to find a buyer for such loan. In addition, if a customer defaults on a mortgage payment shortly after the loan is originated, the purchaser of the loan may have a put right, whereby the purchaser can require us to repurchase the loan at the full amount that it paid. During periods of market downturn, we have at times chosen to hold mortgage loans when the identified purchasers have declined to purchase such loans because we could not obtain an acceptable substitute bid price for such loan. The failure of mortgage loans that we hold on our books to perform adequately could have a material adverse effect on our financial condition, liquidity and results of operations.

Changes in interest rates may change the value of our mortgage servicing rights portfolio which may increase the volatility of our earnings.

As a result of our mortgage servicing business, which we may expand in the future, we have a portfolio of MSR assets. A MSR is the right to service a mortgage loan – collect principal, interest and escrow amounts – for a fee. We measure and carry all of our residential MSR assets using the fair value measurement method. Fair value is determined as the present value of estimated future net servicing income, calculated based on a number of variables, including assumptions about the likelihood of prepayment by borrowers.

One of the principal risks associated with MSR assets is that in a declining interest rate environment, they will likely lose a substantial portion of their value as a result of higher than anticipated prepayments. Moreover, if prepayments are greater than expected, the cash we receive over the life of the mortgage loans would be reduced. The mortgage origination segment uses derivative financial instruments, including interest rate swaps and swaptions, and U.S. Treasury bond futures and options as a means to mitigate market risk associated with MSR assets. However, no hedging strategy can protect us completely, and hedging strategies may fail because they are improperly designed, improperly executed and documented or based on inaccurate assumptions and, as a result, could actually increase our risks and losses. The increasing size of our MSR portfolio may increase our interest rate risk and correspondingly, the volatility of our earnings, especially if we cannot adequately hedge the interest rate risk relating to our MSR assets.

At December 31, 2016, the mortgage origination segment's MSR asset had a fair value of $63.3 million. All income related to retained servicing, including changes in the value of the MSR asset, is included in noninterest income. Depending on the interest rate environment, it is possible that the fair value of our MSR asset may be reduced in the future. If such changes in fair value significantly reduce the carrying value of our MSR asset, our financial condition and results of operations would be negatively affected.

Income that we recognize in connection with the purchase discount of the credit-impaired loans acquired in the Bank Transactions and accounted for under Accounting Standards Codification 310-30 could be volatile in nature and have significant effects on reported net income.

In connection with the Bank Transactions, we acquired loans at an aggregate discount of $523.2 million. The Bank Transactions have each been accounted for under the acquisition method of accounting. Accordingly, the respective discounts are amortized and accreted to interest income on a monthly basis. The effective yield and related discount accretion on credit-impaired loans is initially determined at the acquisition date based upon estimates of the timing and amount of future cash flows as well as the amount of credit losses that will be incurred. These estimates are updated quarterly. In future periods, if actual historical results combined with future projections of these factors (amount, timing, or credit losses) differ from the initial projections, the effective yield and the amount of discount recognized will change. Volatility may increase as the variance of actual results from initial projections increases. As the acquired loans are removed from our books, the related discount will no longer be available for accretion into income. Aggregate accretion of $67.8 million on loans purchased at a discount in the Bank Transactions was recorded as interest income during 2016. As of December 31, 2016, the balance of our discount on loans in the aggregate was $171.6 million.

We ultimately may write-off goodwill and other intangible assets resulting from business combinations.

As a result of purchase accounting in connection with our acquisition of NLC, the PlainsCapital Merger, the FNB Transaction and the SWS Merger, our consolidated balance sheet at December 31, 2016, included goodwill of $251.8 million and other intangible assets, net of accumulated amortization, of $44.7 million. On an ongoing basis, we evaluate whether facts and circumstances indicate any impairment of value of intangible assets. As circumstances change, we may not realize the value of these intangible assets. If we determine that a material impairment has occurred, we will be required to write-off the impaired portion of intangible assets, which could have a material adverse effect on our results of operations in the period in which the write-off occurs.

The accuracy of our financial statements and related disclosures could be affected if we are exposed to actual conditions different from the judgments, assumptions or estimates used in our critical accounting policies.

The preparation of financial statements and related disclosure in conformity with GAAP requires us to make judgments, assumptions and estimates that affect the amounts reported in our consolidated financial statements and accompanying notes. Our critical accounting policies, which are included in this Annual Report, describe those significant accounting policies and methods used in the preparation of our consolidated financial statements that we consider “critical” because they require judgments, assumptions and estimates that materially impact our consolidated financial statements and related disclosures. As a result, if future events differ significantly from the judgments, assumptions and estimates in our critical accounting policies, such events or assumptions could have a material impact on our audited consolidated financial statements and related disclosures.

We are dependent on our management team, and the loss of our senior executive officers or other key employees could impair our relationship with customers and adversely affect our business and financial results.

Our success is dependent, to a large degree, upon the continued service and skills of our existing management team and other key employees with long-term customer relationships. Our business and growth strategies are built primarily upon our ability to retain employees with experience and business relationships within their respective segments. The loss of one or more of these key personnel could have an adverse impact on our business because of their skills, knowledge of the market, years of industry experience and the difficulty of finding qualified replacement personnel. In addition, we currently do not have non-competition agreements with certain members of management and other key employees. If any of these personnel were to leave and compete with us, our business, financial condition, results of operations and growth could suffer.

A decline in the market for municipal advisory services could adversely affect our business and results of operations.

Our broker-dealer segment has historically earned a significant portion of its revenues from advisory fees paid to it by its clients, in large part upon the successful completion of the client’s transaction. New issuances in the municipal market by cities, counties, school districts, state and other governmental agencies, airports, healthcare institutions, institutions of higher education and other clients that the public finance group serves can be subject to significant fluctuations based on factors such as changes in interest rates, property tax bases, budget pressures on certain issuers caused by uncertain economic times and other factors. A decline in the market for municipal advisory services due to the factors listed above could have an adverse effect on our business and results of operations.

We are subject to losses due to fraudulent and negligent acts.

Our banking and mortgage origination businesses expose us to fraud risk from our loan and deposit customers and the parties they do business with, as well as from our employees, contractors and vendors. We rely heavily upon information supplied by third parties, including the information contained in credit applications, property appraisals, title information, equipment pricing and valuation, and employment and income documentation, in deciding which loans to originate and the terms of those loans. If any of the information upon which we rely is misrepresented, either fraudulently or negligently, and the misrepresentation is not detected prior to funding, the value of the collateral may be significantly lower than expected, the source of repayment may not exist or may be significantly impaired, or we may fund a loan that we would not have funded or on terms we would not have extended. While we have underwriting and operational controls in place to help detect and prevent such fraud, no such controls are effective to detect or prevent all fraud, and we have experienced losses resulting from fraud in the past. Whether a misrepresentation is made by the applicant, another third party or one of our own employees, we may bear the risk of loss associated with the misrepresentation. A loan subject to a material misrepresentation is typically unsellable or subject to repurchase if it is sold prior to detection of the misrepresentation.

Our broker-dealer and insurance underwriting activities also expose us to fraud risks. When acting as an underwriter, our broker-dealer segment may be liable jointly and severally under federal, state and foreign securities laws for false and misleading statements concerning the securities, or the issuer of the securities, that it underwrites. We are sometimes brought into lawsuits in connection with our correspondent clearing business based on actions of our correspondents. In addition, we may act as a fiduciary in other capacities that could expose us to liability under such laws or under common law fiduciary principles. Furthermore, our insurance segment’s success also depends, in part, on its ability to detect and respond to fraudulent or inflated claims.

The soundness of other financial institutions could adversely affect our business.

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different counterparties and we routinely execute transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, credit unions, investment banks, mutual and hedge funds, and other institutional clients. As a result, defaults by, or even negative speculation about, one or more financial services institutions, or the financial services industry in general, have led to market-wide liquidity problems in the past and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when we hold collateral that cannot be realized or is liquidated at prices not sufficient to recover the full amount of the receivable due to us. Any such losses could be material and could materially and adversely affect our business, financial condition, results of operations or cash flows.

Negative publicity regarding us, or financial institutions in general, could damage our reputation and adversely impact our business and results of operations.

Our ability to attract and retain customers and conduct our business could be adversely affected to the extent our reputation is damaged. Reputational risk, or the risk to our business, earnings and capital from negative public opinion regarding our company, or financial institutions in general, is inherent in our business. Adverse perceptions concerning our reputation could lead to difficulties in generating and maintaining accounts as well as in financing them. In particular, such negative perceptions could lead to decreases in the level of deposits that consumer and commercial customers and potential customers choose to maintain with us. Negative public opinion could result from actual or alleged conduct in any number of activities or circumstances, including lending or foreclosure practices; sales practices; corporate governance and potential conflicts of interest; ethical failures or fraud, including alleged deceptive or unfair lending or pricing practices; regulatory compliance; protection of customer information; cyber-attacks, whether actual, threatened, or perceived; negative news about us or the financial institutions industry generally; general company performance; or from actions taken by government regulators and community organizations in response to such activities or circumstances. Furthermore, our failure to address, or the perception that we have failed to address, these issues appropriately could impact our ability to keep and attract customers and/or employees and could expose us to litigation and/or regulatory action, which could have an adverse effect on our business and results of operations.

We face strong competition from other financial institutions and financial service and insurance companies, which may adversely affect our operations and financial condition.

Our banking segment primarily competes with national, regional and community banks within various markets where the Bank operates. The Bank also faces competition from many other types of financial institutions, including savings and loan associations, savings banks, finance companies and credit unions. A number of these banks and other financial institutions have substantially greater resources and lending limits, larger branch systems and a wider array of banking services than we do. We also compete with other providers of financial services, such as money market mutual funds, brokerage and investment banking firms, consumer finance companies, pension trusts, insurance companies and governmental organizations, each of which may offer more favorable financing than we are able to provide. In addition, some of our non-bank competitors are not subject to the same extensive regulations that govern us. The banking business in Texas has remained competitive over the past several years, and we expect the level of competition we face to further increase. Competition for deposits and in providing lending products and services to consumers and businesses in our market area is intense and pricing is important. Other factors encountered in competing for savings deposits are convenient office locations, interest rates and fee structures of products offered. Direct competition for savings deposits also comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities that may offer more attractive rates than insured depository institutions are willing to pay. Competition for loans is based on factors such as interest rates, loan origination fees and the range of services offered by the provider. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive loan and deposit products and other services. Our profitability depends on our ability to compete effectively in these markets. This competition may reduce or limit our margins on banking services, reduce our market share and adversely affect our results of operations and financial condition.

The financial advisory and investment banking industries also are intensely competitive industries and will likely remain competitive. Our broker-dealer business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, not subject to the broker-dealer regulatory framework. In addition to competition from firms currently in the industry, there has been increasing competition from others offering financial services, including automated trading and other services based on technological innovations. Our broker-dealer business competes on the basis of a number of factors, including the quality of advice and service, technology, product selection, innovation, reputation, client relationships and price. Many of our broker-dealer segment’s competitors in the investment banking industry have a greater range of products and services, greater financial and marketing resources, larger customer bases, greater name recognition, more managing directors to serve their clients’ needs, greater global reach and more established relationships with their customers than our broker-dealer business. Additionally, certain competitors of our financial advisory business have reorganized or plan to reorganize from investment banks into bank holding companies, which may provide them with a competitive advantage. These larger and better capitalized competitors may be more capable of responding to changes in the investment banking market, competing for skilled professionals, financing acquisitions, funding internal growth and competing for market share generally. Increased pressure created by any current or future competitors, or by competitors of our broker-dealer business collectively, could materially and adversely affect our business and results of operations. Increased competition may result in reduced revenue and loss of market share. Further, as a strategic response to changes in the competitive environment, our broker-dealer business may from time to time make certain pricing, service or marketing decisions that also could materially and adversely affect our business and results of operations.

Our mortgage origination business faces vigorous competition from banks and other financial institutions, including large financial institutions as well as independent mortgage banking companies, commercial banks, savings banks and savings and loan associations. Our mortgage origination segment competes on a number of factors including customer service, quality and range of products and services offered, price, reputation, interest rates, closing process and duration, and loan origination fees. The ability to attract and retain skilled mortgage origination professionals is critical to our mortgage origination business. We seek to distinguish ourselves from our competitors through our commitment to personalized customer service and responsiveness to customer needs while providing a range of competitive mortgage loan products and services.

The insurance industry also is highly competitive and has, historically, been characterized by periods of significant price competition, alternating with periods of greater pricing discipline during which competitors focus on other factors, including service, experience, the strength of agent and policyholder relationships, reputation, speed and accuracy of claims payment, perceived financial strength, ratings, scope of business, commissions paid and policy and contract terms and conditions. Our insurance business competes with many other insurers, including large national companies that have greater financial, marketing and management resources than our insurance segment. Many of these competitors also have better ratings and market recognition than our insurance business.

In addition, a number of new, proposed or potential industry developments also could increase competition in our insurance segment’s industry. These developments include changes in practices and other effects caused by the Internet (including direct marketing campaigns by our insurance segment's competitors in established and new geographic markets), which have led to greater competition in the insurance business and increased expectations for customer service. These developments could prevent our insurance business from expanding its book of business. Our insurance business also faces competition from new entrants into the insurance market. New entrants do not have historic claims or losses to address and, therefore, may be able to price policies on a basis that is not favorable to our insurance business. New competition could reduce the demand for our insurance segment's insurance products, which could have a material adverse effect on our financial condition and results of operations.

If the actual losses and loss adjustment expenses of our insurance segment exceed its loss and expense estimates, its financial condition and results of operations could be materially adversely affected.

The financial condition and results of operations of our insurance segment depend upon its ability to assess accurately the potential losses associated with the risks that it insures. Our insurance segment establishes reserve liabilities to cover the payment of all losses and loss adjustment expenses ("LAE") incurred under the policies that it writes. These liability estimates include case estimates, which are established for specific claims that have been reported to our insurance segment, and liabilities for claims that have been incurred but not reported ("IBNR"). LAE represent expenses incurred to investigate and settle claims. To the extent that losses and LAE exceed estimates, NLIC and ASIC will be required to increase their reserve liabilities and reduce their income in the period in which the deficiency is identified. In addition, increasing reserves causes a reduction in policyholders' surplus and could cause a downgrade in the ratings of NLIC and ASIC. This, in turn, could diminish our ability to sell insurance policies.

The liability estimation process for our insurance segment's casualty insurance coverage possesses characteristics that make case and IBNR reserving inherently less susceptible to accurate actuarial estimation than is the case with property coverages. Unlike property losses, casualty losses are claims made by third-parties of which the policyholder may not be aware and, therefore, may be reported a significant time after the occurrence, including sometimes years later. As casualty claims most often involve claims of bodily injury, assessment of the proper case estimates is a far more subjective process than claims involving property damage. In addition, in determining the case estimate for a casualty claim, information develops slowly over the life of the claim and can subject the case estimation to substantial modification well after the claim was first reported. Numerous factors impact the casualty case reserving process, such as venue, the amount of monetary damage, legislative activity, the permanence of the injury and the age of the claimant.

The effects of inflation could cause the severity of claims from catastrophes or other events to rise in the future. Increases in the values and geographic concentrations of policyholder property and the effects of inflation have resulted in increased severity of industry losses in recent years, and our insurance segment expects that these factors will increase the severity of losses in the future. As NLC observed in 2008, the severity of some catastrophic weather events, including the scope and extent of damage and the inability to gain access to damaged properties, and the ensuing shortages of labor and materials and resulting demand surge, provide additional challenges to estimating ultimate losses. Our insurance segment's liabilities for losses and LAE include assumptions about future payments for settlement of claims and claims handling expenses, such as medical treatments and litigation costs. To the extent inflation causes these costs to increase above liabilities established for these costs, our insurance segment expects to be required to increase its liabilities, together with a corresponding reduction in its net income in the period in which the deficiency is identified.

Estimating an appropriate level of liabilities for losses and LAE is an inherently uncertain process. Accordingly, actual loss and LAE paid will likely deviate, perhaps substantially, from the liability estimates reflected in our insurance segment's consolidated financial statements. Claims could exceed our insurance segment's estimate for liabilities for losses and LAE, which could have a material adverse effect on its financial condition and results of operations.

If our insurance segment cannot obtain adequate reinsurance protection for the risks it underwrites or its reinsurers do not pay losses in a timely fashion, or at all, our insurance segment will suffer greater losses from these risks or may reduce the amount of business it underwrites, which may materially adversely affect its financial condition and results of operations.

Our insurance segment purchases reinsurance to protect itself from certain risks and to share certain risks it underwrites. During 2016, our insurance segment's personal lines ceded 9.2% of its direct insurance premiums written (primarily through excess of loss, quota share and catastrophe reinsurance treaties) and its commercial lines ceded 5.2% of its direct insurance premiums written (primarily through excess of loss and catastrophe reinsurance treaties). The total cost of reinsurance, inclusive of per risk excess and catastrophe, decreased 14.9% during 2016, compared with 2015, which was primarily attributable to reduced limits and lower premium rate. Reinsurance cost generally fluctuates as a result of storm costs or any changes in capacity within the reinsurance market.

From time to time, market conditions have limited, and in some cases have prevented, insurers from obtaining the types and amounts of reinsurance that they have considered adequate for their business needs. Accordingly, our insurance segment may not be able to obtain desired amounts of reinsurance. Even if our insurance segment is able to obtain adequate reinsurance, it may not be able to obtain it from entities with satisfactory creditworthiness or negotiate terms that it deems appropriate or acceptable. Although the cost of reinsurance is, in some cases, reflected in our insurance segment's premium rates, our insurance segment may have guaranteed certain premium rates to its policyholders. Under these circumstances, if the cost of reinsurance were to increase with respect to policies for which our insurance segment guaranteed the rates, our insurance segment would be adversely affected. In addition, if our insurance segment cannot obtain adequate reinsurance protection for the risks it underwrites, it may be exposed to greater losses from these risks or it may be forced to reduce the amount of business that it underwrites for such risks, which will reduce our insurance segment's revenue and may have a material adverse effect on its results of operations and financial condition.

At December 31, 2016, our insurance segment had $13.7 million in reinsurance recoverables, including ceded paid loss recoverables, ceded losses and LAE recoverables and ceded unearned insurance premiums. Our insurance segment expects to continue to purchase substantial reinsurance coverage in the foreseeable future. Because our insurance segment remains primarily liable to its policyholders for the payment of their claims, regardless of the reinsurance it has purchased relating to those claims, in the event that one of its reinsurers becomes insolvent or otherwise refuses to reimburse our insurance segment for losses paid, or delays in reimbursing our insurance segment for losses paid, its liability for these claims could materially and adversely affect its financial condition and results of operations.

We are subject to legal claims and litigation, including potential securities law liabilities, any of which could have a material adverse effect on our business.

We face significant legal risks in each of the business segments in which we operate, and the volume of legal claims and amount of damages and penalties claimed in litigation and regulatory proceedings against financial service companies remains high. These risks often are difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time. Substantial legal liability or significant regulatory action against us or any of our subsidiaries could have a material adverse effect on our results of operations or cause significant reputational harm to us, which could seriously harm our business and prospects. Further, regulatory inquiries and subpoenas, other requests for information, or testimony in connection with litigation may require incurrence of significant expenses, including fees for legal representation and fees associated with document production. These costs may be incurred even if we are not a target of the inquiry or a party to the litigation. Any financial liability or reputational damage could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Further, in the normal course of business, our broker-dealer segment has been subject to claims by customers and clients alleging unauthorized trading, churning, mismanagement, suitability of investments, breach of fiduciary duty or other alleged misconduct by our employees or brokers. We are sometimes brought into lawsuits based on allegations concerning our correspondents. As underwriters, we are subject to substantial potential liability for material misstatements and omissions in prospectuses and other communications with respect to underwritten offerings of securities. Prolonged litigation producing significant legal expenses or a substantial settlement or adverse judgment could have a material adverse effect on our business, financial condition, results of operations or cash flows.

We may be subject to environmental liabilities in connection with the foreclosure on real estate assets securing the loan portfolio of our banking segment.

Hazardous or toxic substances or other environmental hazards may be located on the real estate that secures our loans. If we acquire such properties as a result of foreclosure, or otherwise, we could become subject to various environmental liabilities. For example, we could be held liable for the cost of cleaning up or otherwise addressing contamination at or from these properties. We could also be held liable to a governmental entity or third party for property damage, personal injury or other claims relating to any environmental contamination at or from these properties. In addition, we could be held liable for costs relating to environmental contamination at or from our current or former properties. We may not detect all environmental hazards associated with these properties. If we ever became subject to significant environmental liabilities, our business, financial condition, liquidity and results of operations could be harmed.

If we fail to maintain an effective system of internal controls over financial reporting, the accuracy and timing of our financial reporting may be adversely affected.

Effective internal controls are necessary for us to provide timely and reliable financial reports and effectively prevent fraud. Any inability to provide reliable financial reports or prevent fraud could harm our business. If we fail to maintain the adequacy of our internal controls, our financial statements may not accurately reflect our financial condition. Inadequate internal controls over financial reporting could impact the reliability and timeliness of our financial reports and could cause investors to lose confidence in our reported financial information, which could have a negative effect on our business and the value of our securities.

The debt agreements of our insurance segment and its controlled affiliates contain financial covenants and impose restrictions on its business.

The indenture governing NLC's LIBOR plus 3.40% notes due 2035 contains restrictions on its ability to, among other things, declare and pay dividends and merge or consolidate. In addition, this indenture contains a change of control provision, which provides that (i) if a person or group becomes the beneficial owner, directly or indirectly, of 50% or more of NLC's equity securities and (ii) if NLC's ratings are downgraded by a nationally recognized statistical rating organization (as defined in the Exchange Act), then each holder of the notes governed by such indenture has the right to require that NLC purchase such holder's notes, in whole or in part, at a price equal to 100% of the then outstanding principal amount. Likewise, the surplus indentures governing NLIC's two LIBOR plus 4.10% and 4.05% notes due 2033 and ASIC's LIBOR plus 4.05% notes due 2034 contain restrictions on dividends and mergers and consolidations. In addition, NLC has other credit arrangements with its affiliates and other third-parties.

NLC's ability to comply with these covenants may be affected by events beyond its control, including prevailing economic, financial and industry conditions. The breach of any of these restrictions could result in a default under the loan agreements or indentures governing the notes or under its other debt agreements. An event of default under its debt agreements would permit some of its lenders to declare all amounts borrowed from them to be due and payable, together with accrued and unpaid interest. If NLC were unable to repay debt to its secured lenders, these lenders could proceed against the collateral securing that debt. In addition, acceleration of its other indebtedness may cause NLC to be unable to make interest payments on the notes. Other agreements that NLC or its insurance company subsidiaries may enter into in the future may contain covenants imposing significant restrictions on their respective businesses that are similar to, or in addition to, the covenants under their respective existing agreements. These restrictions may affect NLC's ability to operate its business and may limit its ability to take advantage of potential business opportunities as they arise.

Risks Related to our Substantial Cash Position and Related Strategies for its Use

Because we intend to use a substantial portion of our remaining available cash to make acquisitions or effect a business combination, we may become subject to risks inherent in pursuing and completing any such acquisitions or business combination.

We are endeavoring to make acquisitions or effect business combinations with a substantial portion of our remaining available cash. We may not, however, be able to identify suitable targets, consummate acquisitions or effect a combination on commercially acceptable terms or, if consummated, successfully integrate personnel and operations.

The success of any acquisition or business combination will depend upon, among other things, the ability of management and our employees to integrate personnel, operations, products and technologies effectively, to attract, retain and motivate key personnel and to retain customers and clients of targets. In addition, any acquisition or business combination we undertake may consume available cash resources, result in potentially dilutive issuances of equity securities and divert management's attention from other business concerns. Even if we conduct extensive due diligence on a target business that we acquire or with which we merge, our diligence may not surface all material issues that may adversely affect a particular target business, and we may be forced to later write-down or write-off assets, restructure our operations or incur impairment or other charges that could result in our reporting losses. Consequently, we also may need to make further investments to support the acquired or combined company and may have difficulty identifying and acquiring the appropriate resources.

We may enter, through acquisitions or a business combination, into new lines of business or initiate new service offerings subject to the restrictions imposed upon us as a regulated financial holding company. Accordingly, there is no basis for you to evaluate the possible merits or risks of the particular target business with which we may combine or that we may ultimately acquire.

There can be no assurance that we will continue to declare cash dividends or repurchase stock.

On October 27, 2016, we announced that our board of directors authorized a dividend program under which we intend to pay quarterly dividends on our common stock, subject to quarterly declarations by our board of directors. During the second quarter of 2016, our board of directors approved a stock repurchase program under which it authorized us to repurchase, in the aggregate, up to $50.0 million of our outstanding common stock. We did not repurchase any stock under the program during 2016, and in the first quarter of 2017, our board of directors reauthorized the program through January 2018. Any future declarations, amount and timing of any dividends and/or the amount and timing of such stock repurchases are subject to capital availability and the discretion of our board of directors, which must evaluate, among other things, whether cash dividends and/or stock repurchases are in the best interest of our stockholders and are in compliance with all applicable laws and any agreements containing provisions that limit our ability to declare and pay cash dividends and/or repurchase stock. Our ability to pay dividends and/or repurchase stock will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, the ability of our subsidiaries to pay dividends to Hilltop, capital adequacy requirements and other regulatory restrictions on us and our subsidiaries, policies of the Federal Reserve Board, equity and debt service requirements senior to our common stock, earnings, financial condition, the general economic and regulatory climate and other factors beyond our control that our board of directors may deem relevant. In addition, the amount we spend and the number of shares we are able to repurchase under our stock repurchase program may further be affected by a number of other factors, including the stock price and blackout periods in which we are restricted from repurchasing shares. Our dividend payments and/or stock repurchases may change from time to time, and we cannot provide assurance that we will continue to declare dividends and/or repurchase stock in any particular amounts or at all. A reduction in or elimination of our dividend payments, our dividend program and/or stock repurchases could have a negative effect on our stock price.

Difficult market conditions have adversely affected the yield on our available cash.

Our primary objective is to preserve and maintain the liquidity of our available cash, while at the same time maximizing yields without significantly increasing risk. The capital and credit markets recently experienced volatility and disruption for a prolonged period. This volatility and disruption reached unprecedented levels, resulting in dramatic declines in interest rates and other yields relative to risk. This downward pressure has negatively affected the yields we receive on our available cash. If market conditions do not continue to improve, there can be no assurance that we will receive any significant yield on our available cash. Further, given current market conditions, no assurance can be given that we will be able to preserve our available cash.

Risks Related to Our Common Stock

We may issue shares of preferred stock or additional shares of common stock to complete an acquisition or effect a combination or under an employee incentive plan after consummation of an acquisition or combination, which would dilute the interests of our stockholders and likely present other risks.

The issuance of shares of preferred stock or additional shares of common stock:

- may significantly dilute the equity interest of our stockholders;
- may subordinate the rights of holders of common stock if preferred stock is issued with rights senior to those afforded our common stock;
- could cause a change in control if a substantial number of shares of common stock are issued, which may affect, among other things, our ability to use our net operating loss carry forwards; and
- may adversely affect prevailing market prices for our common stock.

Our board of directors, in its sole discretion, may designate and issue one or more additional series of preferred stock from the authorized and unissued shares of preferred stock. Subject to limitations imposed by law or our articles of incorporation, our board of directors is empowered to determine the designation and number of shares constituting each series of preferred stock, as well as any designations, qualifications, privileges, limitations, restrictions or special or relative rights of additional series. The rights of preferred stockholders may supersede the rights of common stockholders. Preferred stock could be issued with voting and conversion rights that could adversely affect the voting power of the shares of our common stock. The issuance of preferred stock could also result in a series of securities outstanding that would have preferences over the common stock with respect to dividends and in liquidation.

Our common stock price may experience substantial volatility, which may affect your ability to sell our common stock at an advantageous price.

Price volatility of our common stock may affect your ability to sell our common stock at an advantageous price. Market price fluctuations in our common stock may arise due to acquisitions, dispositions or other material public announcements, including those regarding dividends or changes in management, along with a variety of additional factors, including, without limitation, other risks identified in "Forward-looking Statements" and these "Risk Factors." In addition, the stock markets in general, including the NYSE, have experienced extreme price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often have been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market price of our common stock.

Existing circumstances may result in several of our directors having interests that may conflict with our interests.

A director who has a conflict of interest with respect to an issue presented to our board will have no inherent legal obligation to abstain from voting upon that issue. We do not have provisions in our bylaws or charter that require an interested director to abstain from voting upon an issue, and we do not expect to add provisions in our charter and bylaws to this effect. Although each director has a duty to act in good faith and in a manner he or she reasonably believes to be in our best interests, there is a risk that, should interested directors vote upon an issue in which they or one of their affiliates has an interest, their vote may reflect a bias that could be contrary to our best interests. In addition, even if an interested director abstains from voting, the director's participation in the meeting and discussion of an issue in which they have, or companies with which they are associated have, an interest could influence the votes of other directors regarding the issue.

Our rights and the rights of our stockholders to take action against our directors and officers are limited.

We are organized under Maryland law, which provides that a director or officer has no liability in that capacity if he or she performs his or her duties in good faith, in a manner he or she reasonably believes to be in our best interests and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In addition, our charter eliminates our directors' and officers' liability to us and our stockholders for money damages, except for liability resulting from actual receipt of an improper benefit or profit in money, property or services or active and deliberate dishonesty established by a final judgment and that is material to the cause of action. Our bylaws require us to indemnify our directors and officers for liability resulting from actions taken by them in those capacities to the maximum extent permitted by Maryland law. As a result, our stockholders and we may have more limited rights against our directors and officers than might otherwise exist under common law. In addition, we may be obligated to fund the defense costs incurred by our directors and officers.

Our charter and bylaws contain provisions that could discourage acquisition bids or merger proposals, which may adversely affect the market price of our common stock.

Authority to Issue Additional Shares. Under our charter, our board of directors may issue up to an aggregate of ten million shares of preferred stock without stockholder action. The preferred stock may be issued, in one or more series, with the preferences and other terms designated by our board of directors that may delay or prevent a change in control of us, even if the change is in the best interests of stockholders. At December 31, 2016, no shares of preferred stock were outstanding.

Banking Laws. Any change in control of our company is subject to prior regulatory approval under the Bank Holding Company Act or the Change in Bank Control Act, which may delay, discourage or prevent an attempted acquisition or change in control of us.

Insurance Laws. NLIC and ASIC are domiciled in the State of Texas. Before a person can acquire control of an insurance company domiciled in Texas, prior written approval must be obtained from the TDI. Acquisition of control would be presumed on the acquisition, directly or indirectly, of ten percent or more of our outstanding voting stock, unless the regulators determine otherwise. Prior to granting approval of an application to acquire control of a domestic insurer, the TDI will consider several factors, such as:

- the financial strength of the acquirer;
- the integrity and management experience of the acquirer's board of directors and executive officers;

- the acquirer's plans for the management of the insurer;
- the acquirer's plans to declare dividends, sell assets or incur debt;
- the acquirer's plans for the future operations of the domestic insurer;
- the impact of the acquisition on continued licensure of the domestic insurer;
- the impact on the interests of Texas policyholders; and
- any anti-competitive results that may arise from the consummation of the acquisition of control.

These laws may discourage potential acquisition proposals for us and may delay, deter or prevent a change of control of us, including transactions that some or all of our stockholders might consider desirable.

FINRA. Any change in control (as defined under FINRA rules) of any of the Hilltop Broker-Dealers, including through acquisition, is subject to prior regulatory approval by FINRA which may delay, discourage or prevent an attempted acquisition or other change in control of such broker-dealers.

Restrictions on Calling Special Meeting, Cumulative Voting and Director Removal. Our bylaws includes a provision prohibiting the holders of less than a majority of the voting power represented by all of our shares issued, outstanding and entitled to be voted at a proposed meeting, from calling a special meeting of stockholders. Our charter does not provide for the cumulative voting in the election of directors. In addition, our charter provides that our directors may only be removed for cause and then only by an affirmative vote of at least two-thirds of the votes entitled to be cast in the election of directors. Any amendment to our charter relating to the removal of directors requires the affirmative vote of two-thirds of all of the votes entitled to be cast on the matter. These provisions of our bylaws and charter may delay, discourage or prevent an attempted acquisition or change in control of us.

An investment in our common stock is not an insured deposit.

An investment in our common stock is not a bank deposit and is not insured or guaranteed by the FDIC, SIPC, the TDI or any other government agency. Accordingly, you should be capable of affording the loss of any investment in our common stock.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

We lease office space for our principal executive offices in Dallas, Texas. In addition to our principal office, our various business segments conduct business at various locations. We have options to renew leases at most locations that we do not own.

Banking. At December 31, 2016, our banking segment conducted business at 72 locations throughout Texas, including seven support facilities. Our banking segment's principal executive offices are located in Dallas, Texas, in space leased by PCC. We lease 35 banking locations, including our principal offices, and we own the remaining 37 banking locations.

Broker-dealer. Our broker-dealer segment is headquartered in Dallas, Texas and at December 31, 2016 conducted business from 48 locations in 19 states. Each of these locations is leased by Hilltop Securities.

Mortgage Origination. Our mortgage origination segment is headquartered in Dallas, Texas and at December 31, 2016 conducted business from over 310 locations in 42 states. Each of these locations is leased by PrimeLending.

Insurance. At December 31, 2016, our insurance segment leases office space in Waco, Texas for its corporate, claims and customer service operations.

Item 3. Legal Proceedings.

For a description of material pending legal proceedings, see the discussion set forth under the heading "Legal Matters" in Note 18, Commitments and Contingencies, in the notes to our consolidated financial statements, which is incorporated by reference herein.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Securities, Stockholder and Dividend Information

Our common stock is listed on the New York Stock Exchange under the symbol "HTH". Our common stock closed at $28.32 on February 16, 2017. At February 16, 2017, there were 98,569,476 shares of our common stock outstanding with 490 stockholders of record.

On October 27, 2016, we announced that our board of directors authorized a dividend program under which we intend to pay quarterly dividends on our common stock, subject to quarterly declarations by our board of directors. Although we expect to pay dividends, we may elect not to pay dividends. Any declarations of dividends, and the amount and timing thereof, will be at the discretion of our board of directors, which must evaluate, among other things, whether cash dividends are in the best interest of our stockholders and are in compliance with all applicable laws and any agreements containing provisions that limit our ability to declare and pay cash dividends. Our ability to pay dividends will depend upon, among other factors, our cash balances and potential future capital requirements for strategic transactions, including acquisitions, equity and debt service requirements senior to our common stock, earnings, financial condition, the general economic and regulatory climate and other factors beyond our control that our board of directors may deem relevant. Our dividend payments may change from time to time, and we cannot provide assurance that we will continue to declare dividends in any particular amounts or at all. A reduction in or elimination of our dividend payments and/or our dividend program could have a negative effect on our stock price. See Item 1A, "Risk Factors — Risks Related to our Substantial Cash Position and Related Strategies for its Use — There can be no assurance that we will continue to declare cash dividends or repurchase stock."

As a holding company, we are ultimately dependent upon our subsidiaries to provide funding for our operating expenses, debt service and dividends. Various laws limit the payment of dividends and other distributions by our subsidiaries to us, and may therefore limit our ability to pay dividends on our common stock. In addition, the federal bank regulatory agencies have issued policy statements providing that FDIC-insured depository institutions and their holding companies should generally pay dividends only out of their current operating earnings. See Part I, Item I, "Business — Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and BASEL III" for more information on regulatory capital requirements limiting our and our banking segment's ability to declare and pay dividends.

If required payments on our outstanding junior subordinated debentures held by our unconsolidated subsidiary trusts are not made or are suspended, we may be prohibited from paying dividends on our common stock. Regulatory authorities could impose administratively stricter limitations on the ability of our subsidiaries to pay dividends to us if such limits were deemed appropriate to preserve certain capital adequacy requirements. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources — Regulatory Capital."

The following table discloses for each quarter of 2016 and 2015 the high and low sales prices for our common stock and the cash dividends declared per share. Quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

	Year Ended December 31,					
	2016			2015		
	High	Low	Cash Dividends Per Share	High	Low	Cash Dividends Per Share
First Quarter	$ 19.21	$ 14.28	$ —	$ 20.10	$ 17.34	$ —
Second Quarter	$ 22.05	$ 17.91	$ —	$ 24.70	$ 19.09	$ —
Third Quarter	$ 22.94	$ 19.97	$ —	$ 24.50	$ 18.11	$ —
Fourth Quarter	$ 30.24	$ 22.21	$ 0.06	$ 23.12	$ 18.97	$ —

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth information at December 31, 2016 with respect to compensation plans under which shares of our common stock may be issued. Additional information concerning our stock-based compensation plans is presented in Note 20, Stock-Based Compensation, in the notes to our consolidated financial statements.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in first column)
Equity compensation plans approved by security holders*	—	$ —	1,964,716
Total	—	$ —	1,964,716

* In September 2012, our stockholders approved the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the “2012 Plan”), which allows for the granting of nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights and other awards to employees of Hilltop, its subsidiaries and outside directors of Hilltop. Upon the effectiveness of the 2012 Plan, no additional awards are permissible under the 2003 equity incentive plan (the “2003 Plan”). At December 31, 2016, no awards remain outstanding. In the aggregate, 4,000,000 shares of common stock may be delivered pursuant to awards granted under the 2012 Plan. At December 31, 2016, 2,120,622 awards had been granted pursuant to the 2012 Plan, while 84,860 awards were forfeited and are eligible for reissuance. All shares outstanding under the 2012 Plan, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in our 2012 Plan may be granted awards in any fiscal year covering more than 1,250,000 shares of our common stock.

Issuer Repurchases of Equity Securities

The following table details our repurchases of shares of common stock during the three months ended December 31, 2016.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (2)
October 1 - October 31, 2016	1,620 (1)	$ 22.46	—	$ 50,000,000
November 1 - November 30, 2016	—	—	—	50,000,000
December 1 - December 31, 2016	—	—	—	50,000,000
Total	1,620	$ 22.46	—	

(1) Represents shares of common stock repurchased by the Company to satisfy tax withholding obligations on restricted stock issued under the Hilltop Holdings Inc. 2012 Equity Incentive Plan.

(2) On June 13, 2016, we announced a stock repurchase program which authorized us to repurchase, in the aggregate, up to $50.0 million of our outstanding common stock. As of December 31, 2016, we had not repurchased any shares of our outstanding common stock under this stock repurchase program. On January 26, 2017, we announced that our board of directors reauthorized this stock repurchase program through January 2018. As of December 31, 2016, we had not repurchased any shares of our outstanding common stock under this stock repurchase program.

Recent Sales of Unregistered Securities

Pursuant to the terms of an employment agreement, on September 6, 2016, the Company granted 42,112 restricted stock units (“RSUs”) under the 2012 Plan to an executive officer. The RSUs were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act.

On November 11, 2016, we issued an aggregate of 4,718 shares of common stock under the 2012 Plan to certain non-employee directors as compensation for their service on our board of directors during the third quarter of 2016. The shares were issued pursuant to the exemption from registration under Section 4(a)(2) of the Securities Act.

Item 6. Selected Financial Data.

Our historical consolidated balance sheet data at December 31, 2016 and 2015 and our consolidated statements of operations data for the years ended December 31, 2016, 2015 and 2014 have been derived from our historical consolidated financial statements included elsewhere in this Annual Report. The following table shows our selected historical financial data for the periods indicated. You should read our selected historical financial data, together with the notes thereto, in conjunction with the more detailed information contained in our consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this Annual Report. Our operating results for 2012 include the results from the operations acquired in the PlainsCapital Merger for the month of December 2012. The operations acquired in the FNB Transaction and SWS Merger are included in our operating results beginning September 14, 2013 and January 1, 2015, respectively (dollars in thousands, except per share data and weighted average shares outstanding).

	2016	2015	2014	2013	2012
Statement of Operations Data:					
Total interest income	$ 455,954	$ 469,838	$ 388,769	$ 329,075	$ 39,038
Total interest expense	58,423	61,255	27,628	32,874	10,196
Net interest income	397,531	408,583	361,141	296,201	28,842
Provision for loan losses	40,620	12,715	16,933	37,158	3,800
Net interest income after provision for loan losses	356,911	395,868	344,208	259,043	25,042
Total noninterest income	1,286,965	1,227,642	799,311	850,085	224,232
Total noninterest expense	1,412,471	1,340,016	965,353	911,735	255,517
Income (loss) before income taxes	231,405	283,494	178,166	197,393	(6,243)
Income tax expense (benefit)	83,461	70,915	65,608	70,684	(1,145)
Net income (loss)	147,944	212,579	112,558	126,709	(5,098)
Less: Net income attributable to noncontrolling interest	2,050	1,606	908	1,367	494
Income (loss) attributable to Hilltop	145,894	210,973	111,650	125,342	(5,592)
Dividends on preferred stock (1)	—	1,854	5,703	4,327	259
Income (loss) applicable to Hilltop common stockholders	$ 145,894	$ 209,119	$ 105,947	$ 121,015	$ (5,851)
Per Share Data:					
Net income (loss) - basic	$ 1.48	$ 2.10	$ 1.18	$ 1.43	$ (0.10)
Weighted average shares outstanding - basic	98,404	99,074	89,710	84,382	58,754
Net income (loss) - diluted	$ 1.48	$ 2.09	$ 1.17	$ 1.40	$ (0.10)
Weighted average shares outstanding - diluted	98,629	99,962	90,573	90,331	58,754
Book value per common share	$ 18.98	$ 17.56	$ 14.93	$ 13.27	$ 12.34
Tangible book value per common share	$ 15.97	$ 14.46	$ 11.47	$ 9.70	$ 8.37
Cash dividends declared per common share	$ 0.06	$ —	$ —	$ —	$ —
Balance Sheet Data:					
Total assets	$ 12,738,062	$ 11,867,001	$ 9,242,416	$ 8,904,122	$ 7,286,865
Cash and due from banks	669,357	652,036	782,473	713,099	722,039
Securities	1,215,372	1,219,874	1,109,461	1,261,989	1,081,066
Investment in SWS common stock (2)	—	—	70,282	—	—
Loans held for sale	1,795,463	1,533,678	1,309,693	1,089,039	1,401,507
Non-covered loans, net of unearned income	5,843,499	5,207,617	3,920,476	3,514,646	3,152,396
Covered loans	256,127	380,294	642,640	1,006,369	—
Allowance for loan losses	(54,599)	(46,947)	(41,652)	(34,302)	(3,409)
Goodwill and other intangible assets, net	296,503	306,676	311,591	322,729	331,508
Total deposits	7,063,811	6,952,683	6,369,892	6,722,918	4,700,461
Notes payable	317,912	238,716	56,684	56,327	141,539
Junior subordinated debentures	67,012	67,012	67,012	67,012	67,012
Total stockholders' equity	1,874,520	1,738,125	1,461,239	1,311,922	1,146,550
Performance Ratios (3):					
Return on average stockholders' equity	8.13 %	12.32 %	8.01 %	10.48 %	(0.62)%
Return on average assets	1.21 %	1.70 %	1.26 %	1.66 %	(0.08)%
Net interest margin (4)	3.74 %	3.78 %	4.71 %	4.44 %	4.60 %
Net interest margin (taxable equivalent) (5)	3.76 %	3.81 %	4.74 %	4.47 %	4.64 %
Efficiency ratio (6)	58.87 %	56.45 %	61.17 %	42.58 %	NM

	2016	2015	2014	2013	2012
Asset Quality Ratios (3):					
Total nonperforming assets to total loans and other real estate	1.39 %	2.34 %	4.14 %	3.70 %	NM
Allowance for loan losses to nonperforming loans	193.05 %	137.99 %	74.01 %	136.39 %	NM
Allowance for loan losses to total loans	0.90 %	0.84 %	0.91 %	0.76 %	NM
Net charge-offs to average loans outstanding	0.57 %	0.14 %	0.21 %	0.18 %	NM
Capital Ratios:					
Equity to assets ratio	14.68 %	14.64 %	15.80 %	14.73 %	15.71 %
Tangible common equity to tangible assets	12.65 %	12.37 %	11.59 %	10.19 %	10.05 %
Regulatory Capital Ratios (3):					
Hilltop - Leverage ratio (7)	13.51 %	12.65 %	14.17 %	12.81 %	13.08 %
Hilltop - Common equity Tier 1 risk-based capital ratio (8)	18.30 %	17.87 %			
Hilltop - Tier 1 risk-based capital ratio	18.87 %	18.48 %	19.02 %	18.53 %	17.72 %
Hilltop - Total risk-based capital ratio	19.34 %	18.89 %	19.69 %	19.13 %	17.81 %
PlainsCapital - Leverage ratio (7)	12.35 %	13.22 %	10.31 %	9.29 %	8.84 %
PlainsCapital - Common equity Tier 1 risk-based capital ratio (8)	14.64 %	16.23 %			
PlainsCapital - Tier 1 risk-based capital ratio	14.64 %	16.25 %	13.74 %	13.38 %	11.83 %
PlainsCapital - Total risk-based capital ratio	15.38 %	16.99 %	14.45 %	14.00 %	11.93 %
Other Data (9):					
Net loss and LAE ratio	57.4 %	61.1 %	57.4 %	70.3 %	74.4 %
Expense ratio	33.5 %	33.8 %	31.9 %	32.3 %	34.4 %
Combined ratio	90.9 %	94.9 %	89.3 %	102.6 %	108.8 %
Statutory surplus (10)	$ 161,790	$ 153,342	$ 141,987	$ 125,054	$ 120,319
Statutory premiums to surplus ratio	92.3 %	105.4 %	115.8 %	130.7 %	125.0 %

(1) Series B preferred stock was redeemed in April 2015.
(2) For periods prior to 2014, Hilltop's investment in SWS common stock was accounted for and included within its available for sale securities portfolio.
(3) Noted measures are typically used for measuring the performance of banking and financial institutions. Our operations prior to the PlainsCapital Merger are limited to our insurance operations and, therefore, noted measures are not meaningful ("NM") in 2012.
(4) Net interest margin is defined as net interest income divided by average interest-earning assets
(5) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest-earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments. For the periods presented, the taxable equivalent adjustments to interest income were $2.4 million, $3.0 million, $2.3 million, $2.4 million and $0.2 million, respectively. Our operations prior to the PlainsCapital Merger were limited to our insurance operations. Therefore, noted measure for 2012 reflects the ratio for the month ended December 31, 2012.
(6) Only considers operations of banking segment. Efficiency ratio is defined as noninterest expenses divided by the sum of total noninterest income and net interest income for the year.
(7) Ratio for 2012 was calculated using the average assets for the month of December.
(8) Common equity Tier 1 risk-based capital ratio applicable for reporting periods beginning after January 1, 2015.
(9) Only considers operations of insurance segment.
(10) Statutory surplus includes combined surplus of NLIC and ASIC.

GAAP Reconciliation and Management's Explanation of Non-GAAP Financial Measures

We present two measures in our selected financial data that are not measures of financial performance recognized by GAAP. "Tangible book value per common share" is defined as our total stockholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets, divided by total common shares outstanding. "Tangible common equity to tangible assets" is defined as our total stockholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets divided by total assets reduced by goodwill and other intangible assets. These measures are important to investors interested in changes from period to period in tangible common equity per share exclusive of changes in intangible assets. For companies such as ours that have engaged in business combinations, purchase accounting can result in the recording of significant amounts of goodwill and other intangible assets related to those transactions.

You should not view this disclosure as a substitute for results determined in accordance with GAAP, and our disclosure is not necessarily comparable to that of other companies that use non-GAAP measures.

The following table reconciles these non-GAAP financial measures to the most comparable GAAP financial measures, "book value per common share" and "Hilltop stockholders' equity to total assets" (dollars in thousands, except per share data).

	December 31,				
	2016	2015	2014	2013	2012
Book value per common share	$ 18.98	$ 17.56	$ 14.93	$ 13.27	$ 12.34
Effect of goodwill and intangible assets per share	$ (3.01)	$ (3.10)	$ (3.46)	$ (3.57)	$ (3.97)
Tangible book value per common share	$ 15.97	$ 14.46	$ 11.47	$ 9.70	$ 8.37
Hilltop stockholders' equity	$ 1,870,509	$ 1,736,954	$ 1,460,452	$ 1,311,141	$ 1,144,496
Less: preferred stock	—	—	114,068	114,068	114,068
Less: goodwill and intangible assets, net	296,503	306,676	311,591	322,729	331,508
Tangible common equity	1,574,006	1,430,278	1,034,793	874,344	698,920
Total assets	12,738,062	11,867,001	9,242,416	8,904,122	7,286,865
Less: goodwill and intangible assets, net	296,503	306,676	311,591	322,729	331,508
Tangible assets	12,441,559	11,560,325	8,930,825	8,581,393	6,955,357
Equity to assets	14.68 %	14.64 %	15.80 %	14.73 %	15.71 %
Tangible common equity to tangible assets	12.65 %	12.37 %	11.59 %	10.19 %	10.05 %

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to help the reader understand our results of operations and financial condition and is provided as a supplement to, and should be read in conjunction with, our audited consolidated financial statements and the accompanying notes thereto commencing on page F-1. In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including those discussed under "Item 1A. Risk Factors" and elsewhere in this Annual Report. See "Forward-Looking Statements."

Unless the context otherwise indicates, all references in this Management's Discussion and Analysis of Financial Condition and Results of Operations, or MD&A, to the "Company," "we," "us," "our" or "ours" or similar words are to Hilltop Holdings Inc. and its direct and indirect wholly owned subsidiaries, references to "Hilltop" refer solely to Hilltop Holdings Inc., references to "PCC" refer to PlainsCapital Corporation (a wholly owned subsidiary of Hilltop), references to "Securities Holdings" refer to Hilltop Securities Holdings LLC (a wholly owned subsidiary of Hilltop), references to "Hilltop Securities" refer to Hilltop Securities Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as Southwest Securities, Inc.), references to "HTS Independent Network" refer to Hilltop Securities Independent Network Inc. (a wholly owned subsidiary of Securities Holdings that was formerly known as SWS Financial Services, Inc.), references to the "Bank" refer to PlainsCapital Bank (a wholly owned subsidiary of PCC), references to "FNB" refer to First National Bank, references to "SWS" refer to the former SWS Group, Inc., references to "First Southwest" refer to First Southwest Holdings, LLC (a wholly owned subsidiary of Securities Holdings) and its subsidiaries as a whole, references to "FSC" refer to First Southwest Company, LLC (a former wholly owned subsidiary of First Southwest), references to "PrimeLending" refer to PrimeLending, a PlainsCapital Company (a wholly owned subsidiary of the Bank) and its subsidiaries as a whole, references to "NLC" refer to National Lloyds Corporation (a wholly owned subsidiary of Hilltop) and its subsidiaries as a whole, references to "NLIC" refer to National Lloyds Insurance Company (a wholly owned subsidiary of NLC) and references to "ASIC" refer to American Summit Insurance Company (a wholly owned subsidiary of NLC).

OVERVIEW

We are a financial holding company registered under the Bank Holding Company Act of 1956. Our primary line of business is to provide business and consumer banking services from offices located throughout Texas through the Bank. We also provide an array of financial products and services through our broker-dealer, mortgage origination and insurance segments.

In connection with our acquisition of SWS, we modified our organizational structure into three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). The PCC unit continues to include the Bank and its wholly owned subsidiary, PrimeLending (collectively referred to herein as "PlainsCapital"), while the Securities Holdings unit includes our broker-dealer operations transferred from the PCC unit effective January 1, 2015, and two entities acquired in the SWS Merger (as defined below), Hilltop Securities and HTS Independent Network.

The following includes additional details regarding the financial products and services provided by each of our primary business units.

PCC. PCC is a financial holding company headquartered in Dallas, Texas that provides, through its subsidiaries, traditional banking and wealth, investment management and treasury management services primarily in Texas and residential mortgage loans throughout the United States.

Securities Holdings. Securities Holdings is a holding company headquartered in Dallas, Texas that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States.

NLC. NLC is a property and casualty insurance holding company headquartered in Waco, Texas that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

During 2016, our net income to common stockholders was $145.9 million, or $1.48 per diluted share.

We reported $231.4 million of consolidated income before income taxes during 2016, including the following contributions from our four reportable operating segments.

- The banking segment contributed $130.3 million of income before income taxes during 2016;
- The broker-dealer segment contributed $39.5 million of income before income taxes during 2016;
- The mortgage origination segment contributed $77.8 million of income before income taxes during 2016; and
- The insurance segment contributed $21.4 million of income before income taxes during 2016.

During 2016, the Bank discovered irregularities with respect to a non-covered loan that is currently in default, including the genuineness of certain underlying documents that supported the loan and the operations of the borrower's business. As a result of the payment default and other irregularities, the Bank increased its provision for loan losses and recorded a $24.5 million charge-off during the second quarter of 2016, representing the entire outstanding principal balance of the loan. The banking segment's financial results for 2016 reflect this charge-off. The Bank continues to investigate the loan relationship and is pursuing legal remedies to recover losses arising from this isolated incident, including litigation against the borrower and guarantors. Given the preliminary nature of the investigation and related legal proceedings, the Bank cannot currently estimate the amount of any future recoveries or additional expenses related to this charged-off loan.

In addition, the broker-dealer segment's operating results during 2016 included a specific legal reserve of $16.0 million related to one matter that was settled in the first quarter of 2017.

As a financial institution providing products and services through our banking, broker-dealer, mortgage origination and insurance segments, we are directly affected by general economic and market conditions, many of which are beyond our control and unpredictable. A key factor impacting our financial position includes changes in the level of interest rates in addition to twists in the shape of the yield curve with the magnitude and direction of the impact varying across the different lines of business. Other factors include, but are not limited to, fluctuations in volume and price levels of securities, inflation, political events, investor confidence, investor participation levels, legal and regulatory, and compliance requirements and competition. All of these factors have the potential to impact on our financial position, operating results and liquidity. In addition, the recent economic and political environment has led to legislative and regulatory initiatives, both enacted and proposed, that could substantially change the regulation of the financial services industry and may significantly impact us.

At December 31, 2016, on a consolidated basis, we had total assets of $12.7 billion, total deposits of $7.1 billion, total loans, including loans held for sale, of $7.8 billion and stockholders' equity of $1.9 billion.

On October 27, 2016, we announced that, for the first time in our history, Hilltop's board of directors authorized a dividend program and declared our first quarterly cash dividend of $0.06 per common share, or $5.8 million, paid on November 30, 2016. On January 26, 2017, our board of directors declared a quarterly cash dividend of $0.06 per common share, payable on February 28, 2017 to all common stockholders of record as of the close of business on February 15, 2017.

Company Background

In January 2007, we acquired NLC, a property and casualty insurance holding company. As a result, our subsequent primary operations through November 2012 were limited to providing fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States through NLC's wholly owned subsidiaries, NLIC and ASIC.

On November 30, 2012, we acquired PlainsCapital Corporation pursuant to a plan of merger whereby PlainsCapital Corporation merged with and into our wholly owned subsidiary (the "PlainsCapital Merger"), which continued as the surviving entity under the name "PlainsCapital Corporation". Concurrent with the consummation of the PlainsCapital Merger, Hilltop became a financial holding company registered under the Bank Holding Company Act of 1956.

On September 13, 2013 (the "Bank Closing Date"), the Bank assumed substantially all of the liabilities, including all of the deposits, and acquired substantially all of the assets of Edinburg, Texas-based FNB from the Federal Deposit Insurance Corporation (the "FDIC"), as receiver, and reopened former branches of FNB acquired from the FDIC under the "PlainsCapital Bank" name (the "FNB Transaction"). Pursuant to the Purchase and Assumption Agreement by and among the FDIC as receiver for FNB, the FDIC and the Bank (the "P&A Agreement"), the Bank and the FDIC entered into loss-share agreements whereby the FDIC agreed to share in the losses of certain covered loans and covered other real estate owned ("OREO") that the Bank acquired in the FNB Transaction.

On January 1, 2015, we acquired SWS in a stock and cash transaction (the "SWS Merger"), whereby SWS's broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings and SWS's banking subsidiary, Southwest Securities, FSB ("SWS FSB"), was merged into the Bank, an indirect wholly owned subsidiary of Hilltop. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed "Hilltop Securities Inc." and "Hilltop Securities Independent Network Inc.", respectively. As a result of the SWS Merger, each outstanding share of SWS common stock was converted into the right to receive 0.2496 shares of Hilltop common stock and $1.94 in cash, equating to $6.92 per share based on Hilltop's closing price on December 31, 2014 and resulting in an aggregate purchase price of $349.1 million, consisting of 10.1 million shares of common stock, $78.2 million in cash and $70.3 million associated with our existing investment in SWS common stock. Based on purchase date valuations, the fair value of the assets acquired was $3.3 billion, including $707.5 million in securities, $863.8 million in non-covered loans and $1.2 billion in broker-dealer and clearing organization receivables. The fair value of liabilities assumed was $2.9 billion, consisting primarily of deposits of $1.3 billion and $1.1 billion in broker-dealer and clearing organization payables. The operations acquired in the SWS Merger, including a bargain purchase gain of $81.3 million, are included in our operating results beginning January 1, 2015.

On October 22, 2015, the Financial Industry Regulatory Authority ("FINRA") granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Following this approval, we integrated the back-office systems of FSC and Hilltop Securities and, on January 22, 2016, merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. We use the term "Hilltop Broker-Dealers" to refer to FSC, Hilltop Securities and HTS Independent Network prior to such date and Hilltop Securities and HTS Independent Network after such date.

Segment Information

We have three primary business units, PCC (banking and mortgage origination), Securities Holdings (broker-dealer) and NLC (insurance). Under accounting principles generally accepted in the United States ("GAAP"), our business units are comprised of four reportable business segments organized primarily by the core products offered to the segments' respective customers: banking, broker-dealer, mortgage origination and insurance. The SWS Merger did not result in changes to our four reportable business segments. Consistent with our historical segment operating results, we anticipate that future revenues will be driven primarily from the banking segment, with the remainder being generated by our broker-dealer, mortgage origination and insurance segments. Operating results for the mortgage origination segment have historically been more volatile than operating results for the banking, broker-dealer and insurance segments.

The banking segment includes the operations of the Bank, and since January 1, 2015, the operations of the former SWS FSB. The banking segment primarily provides business and consumer banking services from offices located throughout Texas and generates revenue from its portfolio of earning assets. The Bank's results of operations are primarily dependent on net interest income, while also deriving revenue from other sources, including service charges on customer deposit accounts and trust fees.

The broker-dealer segment includes the operations of FSC through January 22, 2016, and since January 1, 2015, the operations of Hilltop Securities and HTS Independent Network. The broker-dealer segment generates a majority of its revenues from fees and commissions earned from investment advisory and securities brokerage services. Hilltop Securities is a broker-dealer registered with the Securities and Exchange Commission (the "SEC") and FINRA and a member of the New York Stock Exchange ("NYSE"), HTS Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC is a registered investment adviser under the Investment Advisers Act of 1940.

The mortgage origination segment includes the operations of PrimeLending, which offers a variety of loan products and generates revenue predominantly from fees charged on the origination of loans and from selling these loans in the secondary market.

The insurance segment includes the operations of NLC, which operates through its wholly owned subsidiaries, NLIC and ASIC. Insurance segment income is primarily generated from revenue earned on net insurance premiums less loss and loss adjustment expenses ("LAE") and policy acquisition and other underwriting expenses in Texas and other areas of the southern United States.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance, and acquisition costs.

The elimination of intercompany transactions are included in "All Other and Eliminations." Additional information concerning our reportable segments is presented in Note 30, Segment and Related Information, in the notes to our consolidated financial statements. The following tables present certain information about the operating results of our reportable segments (in thousands).

Year Ended December 31, 2016	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 363,083	$ 31,172	$ (11,589)	$ 3,164	$ (7,257)	$ 18,958	$ 397,531
Provision for loan losses	40,673	(53)	—	—	—	—	40,620
Noninterest income	52,579	385,766	704,126	164,841	2	(20,349)	1,286,965
Noninterest expense	244,715	377,524	614,741	146,601	29,938	(1,048)	1,412,471
Income (loss) before income taxes	$ 130,274	$ 39,467	$ 77,796	$ 21,404	$ (37,193)	$ (343)	$ 231,405

Year Ended December 31, 2015	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 369,493	$ 32,971	$ (10,423)	$ 3,187	$ (5,109)	$ 18,464	$ 408,583
Provision for loan losses	12,795	(80)	—	—	—	—	12,715
Noninterest income	62,639	334,495	597,163	171,185	81,289	(19,129)	1,227,642
Noninterest expense	243,926	367,812	539,257	158,720	31,926	(1,625)	1,340,016
Income (loss) before income taxes	$ 175,411	$ (266)	$ 47,483	$ 15,652	$ 44,254	$ 960	$ 283,494

Year Ended December 31, 2014	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 334,377	$ 12,144	$ (12,591)	$ 3,672	$ 5,219	$ 18,320	$ 361,141
Provision for loan losses	16,916	17	—	—	—	—	16,933
Noninterest income	67,438	119,451	456,776	173,577	5,985	(23,916)	799,311
Noninterest expense	245,790	124,715	431,820	151,541	13,878	(2,391)	965,353
Income (loss) before income taxes	$ 139,109	$ 6,863	$ 12,365	$ 25,708	$ (2,674)	$ (3,205)	$ 178,166

How We Generate Revenue

We generate revenue from net interest income and from noninterest income. Net interest income represents the difference between the income earned on our assets, including our loans and investment securities, and our cost of funds, including the interest paid on the deposits and borrowings that are used to support our assets. Net interest income is a significant contributor to our operating results. Fluctuations in interest rates, as well as the amounts and types of interest-earning assets and interest-bearing liabilities we hold, affect net interest income. We generated $397.5 million in net interest income during 2016, compared with net interest income of $408.6 million and $361.1 million during 2015 and 2014, respectively. Changes in net interest income during 2016, compared with 2015, included decreases within our banking and broker-dealer segments, as well as interest expense incurred on our $150.0 million aggregate principal amount of 5% senior notes due 2025 ("Senior Notes") that were not issued until the second quarter of 2015. The increase in net interest income during 2015, compared with 2014, was primarily due to the inclusion of the operations acquired in the SWS Merger within our broker-dealer and banking segments.

The other component of our revenue is noninterest income, which is primarily comprised of the following:

(i) *Income from broker-dealer operations.* Through the Hilltop Broker-Dealers, we provide investment banking and other related financial services. We generated $273.9 million, $276.6 million and $101.9 million in securities brokerage commissions and fees and investment advisory fees and commissions, and $102.2 million, $56.8 million and $17.6 million in gains on derivative and trading portfolio activities (included within other noninterest income) during 2016, 2015 and 2014, respectively.

(ii) *Income from mortgage operations.* Through PrimeLending, we generate noninterest income by originating and selling mortgage loans. During 2016, 2015 and 2014, we generated $703.3 million, $596.8 million and $453.4 million, respectively, in net gains from sale of loans, other mortgage production income (including income associated with retained mortgage servicing rights), and mortgage loan origination fees.

(iii) *Income from insurance operations.* Through NLC, we provide fire and limited homeowners insurance for low value dwellings and manufactured homes. We generated $155.5 million, $162.1 million and $164.5 million in net insurance premiums earned during 2016, 2015 and 2014, respectively.

In the aggregate, we generated $1.3 billion, $1.2 billion and $799.3 million in noninterest income during 2016, 2015 and 2014, respectively. Excluding the bargain purchase gain of $81.3 million related to the SWS Merger in 2015, our noninterest income during 2015 was $1.1 billion. We are presenting this financial measure because certain investors may use it to evaluate our business and financial results. The increase in noninterest income during 2016, compared with 2015, other than bargain purchase gain, was predominantly attributable to increases in noninterest income in our mortgage origination and broker-dealer segments. The increase in noninterest income during 2015, compared with 2014, other than bargain purchase gain, was primarily due to an increase in noninterest income in our broker-dealer segment associated with the inclusion of the operations acquired in the SWS Merger and an increase in noninterest income in our mortgage origination segment.

We also incur noninterest expenses in the operation of our businesses. Our businesses engage in labor intensive activities and, consequently, employees' compensation and benefits represent the majority of our noninterest expenses.

Consolidated Operating Results

Net income applicable to common stockholders during 2016 was $145.9 million, or $1.48 per diluted share, compared with net income applicable to common stockholders of $209.1 million, or $2.09 per diluted share, during 2015, and net income applicable to common stockholders of $105.9 million, or $1.17 per diluted share, during 2014. The consolidated operating results during 2016 included the previously mentioned $24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016 and a specific legal reserve of $16.0 million related to one matter involving Hilltop Securities that was settled in the first quarter of 2017. The consolidated operating results during 2015 include the recognition of a bargain purchase gain related to the SWS Merger of $81.3 million, or $0.81 per diluted share. Included in the bargain purchase gain is a reversal of a $33.4 million valuation allowance against SWS deferred tax assets. This amount is based on our expected ability to realize these acquired deferred tax assets through our consolidated core earnings, the implementation of certain tax planning strategies and reversal of timing differences. SWS's net operating loss carryforwards are subject to an annual limitation on their usage because of the ownership change effected in connection with the SWS Merger. In addition, the bargain purchase gain reflects our acquisition date fair value allocation to identifiable intangible assets of $7.5 million.

Our consolidated operating results during 2016, 2015 and 2014 also included transaction costs related to the SWS Merger, and integration-related costs associated with employee expenses (such as severance and retention), professional fees (such as consulting and legal) and contractual costs (such as vendor contract termination and lease), incurred as a result of the integration of the operations and systems acquired in the SWS Merger. During 2016, we incurred $7.4 million in pre-tax transaction costs related to the SWS Merger, while pre-tax integration-related costs associated with employee, professional fee and contractual expenses during this same period were $2.9 million, $2.9 million, and $0.1 million, respectively. During 2015, we incurred $31.6 million in pre-tax transaction costs related to the SWS Merger, while pre-tax integration-related costs associated with employee, professional fee and contractual expenses during this same period were $8.7 million, $6.5 million and $2.7 million, respectively. During 2014, we incurred $1.4 million in pre-tax transaction costs related to the SWS Merger. On October 22, 2015, FINRA granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Since this approval, we have integrated the back-office systems of FSC and Hilltop Securities and, effective as of the close of business on January 22, 2016, we merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. As a result, we began realizing cost savings in 2016, although these cost savings were partially offset by additional integration costs that we incurred during 2016.

Certain items included in net income for 2016, 2015 and 2014 resulted from purchase accounting associated with the PlainsCapital Merger, the FNB Transaction and the SWS Merger (collectively, the "Bank Transactions"). Income before income taxes during 2016 includes net accretion of $9.7 million, $50.7 million and $4.6 million on earning assets and liabilities acquired in the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, offset by amortization of identifiable intangibles of $1.9 million, $0.2 million and $0.2 million, respectively. Income before income taxes during 2015 includes net accretion of $15.3 million, $60.4 million and $17.3 million on earning assets and liabilities acquired in the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, offset by amortization of identifiable intangibles of $8.7 million, $0.9 million and $1.0 million, respectively. Income before income taxes during 2014 includes net accretion of $33.9 million and $49.2 million on earning assets and liabilities acquired in the PlainsCapital Merger and FNB Transaction, respectively, offset by amortization of identifiable intangibles of $9.2 million and $1.0 million, respectively.

We consider the ratios shown in the table below to be key indicators of our performance.

	Year Ended December 31,		
	2016	2015	2014
Performance Ratios:			
Return on average stockholder's equity	8.13 %	12.32 %	8.01 %
Return on average assets	1.21 %	1.70 %	1.26 %
Net interest margin (1) (3) (4)	3.74 %	3.78 %	4.71 %
Net interest margin (taxable equivalent) (2) (3) (4)	3.76 %	3.81 %	4.74 %

(1) Net interest margin is defined as net interest income divided by average interest-earning assets.

(2) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. See footnote 2 to the consoliated net interest income table below for the taxable equivalent adjustments to interest income.

(3) The securities financing operations within our broker-dealer segment had the effect of lowering both net interest margin and taxable equivalent net interest margin by 55 basis points and 81 basis points during 2016 and 2015, respectively. The effect on net interest margin and taxable equivalent net interest margin was nominal during 2014.

(4) Net interest margin and taxable equivalent net interest margin were 67 basis points, 94 basis points and 125 basis points greater due to the impact of purchase accounting during 2016, 2015 and 2014, respectively.

We present net interest margin in the previous table, and net interest margin and net interest income in the following discussion and tables, on a taxable equivalent basis. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During 2016, the consolidated taxable equivalent net interest margin of 3.76% was 67 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $12.9 million, $50.7 million and $4.2 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of $3.1 million. During 2015, the consolidated taxable equivalent net interest margin of 3.81% was 94 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $19.0 million, $60.4 million and $16.7 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of $3.4 million. During 2014, the consolidated taxable equivalent net interest margin of 4.74% was 125 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $37.4 million and $43.6 million associated with the PlainsCapital Merger and FNB Transaction, respectively, PlainsCapital Merger-related amortization of premium on acquired securities of $4.1 million, and FNB Transaction-related amortization of premium on acquired time deposits of $5.5 million.

The FNB Transaction-related accretion of discount on loans of $50.7 million, $60.4 million and $43.6 million during 2016, 2015 and 2014, respectively, included accretion of approximately $16 million, $35 million and $30 million, respectively, due to better-than-expected resolution of covered purchased credit impaired (“PCI”) loans during the respective periods. The better-than-expected performance of the covered PCI loan portfolio since 2014 has led to higher yields calculated as a result of the Bank’s quarterly cash flow recast process. The recast process performed during 2016, 2015 and 2014 resulted in the reclassification of $41.2 million, $70.9 million and $105.5 million, respectively, from nonaccretable difference to accretable yield.

The table below provides additional details regarding our consolidated net interest income (dollars in thousands).

	Year Ended December 31,								
	2016			2015			2014		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets									
Interest-earning assets									
Loans, gross [1]	$ 7,153,769	$ 389,637	5.45 %	$ 6,550,164	$ 390,359	5.96 %	$ 5,461,611	$ 341,458	6.21 %
Investment securities - taxable	1,038,838	26,152	2.52 %	1,112,524	26,511	2.38 %	1,072,564	29,206	2.72 %
Investment securities - non-taxable [2]	282,780	8,674	3.07 %	250,870	9,629	3.84 %	182,881	7,028	3.84 %
Federal funds sold and securities purchased under agreements to resell	150,337	155	0.10 %	99,037	120	0.12 %	18,120	52	0.29 %
Interest-bearing deposits in other financial institutions	426,150	2,024	0.47 %	587,742	1,491	0.25 %	698,638	1,602	0.23 %
Securities borrowed	1,523,195	29,518	1.94 %	2,121,643	41,051	1.93 %	162,417	7,257	4.47 %
Other	66,088	2,247	3.40 %	67,936	3,678	5.41 %	67,044	4,513	6.73 %
Interest-earning assets, gross [2]	10,641,157	458,407	4.31 %	10,789,916	472,839	4.38 %	7,663,275	391,116	5.08 %
Allowance for loan losses	(51,925)			(42,924)			(40,516)		
Interest-earning assets, net	10,589,232			10,746,992			7,622,759		
Noninterest-earning assets	1,606,572			1,734,266			1,343,070		
Total assets	$ 12,195,804			$ 12,481,258			$ 8,965,829		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities									
Interest-bearing deposits	$ 4,824,374	$ 15,843	0.33 %	$ 4,804,077	$ 15,523	0.32 %	$ 4,490,748	$ 15,742	0.35 %
Securities loaned	1,428,829	22,510	1.58 %	2,025,107	29,893	1.48 %	117,198	3,981	3.40 %
Notes payable and other borrowings	1,237,609	20,070	1.62 %	1,103,045	15,839	1.44 %	816,833	7,905	0.97 %
Total interest-bearing liabilities	7,490,812	58,423	0.78 %	7,932,229	61,255	0.77 %	5,424,779	27,628	0.51 %
Noninterest-bearing liabilities									
Noninterest-bearing deposits	2,241,561			2,187,336			1,862,277		
Other liabilities	665,878			647,985			283,922		
Total liabilities	10,398,251			10,767,550			7,570,978		
Stockholders’ equity	1,795,219			1,713,030			1,394,351		
Noncontrolling interest	2,334			678			500		
Total liabilities and stockholders' equity	$ 12,195,804			$ 12,481,258			$ 8,965,829		
Net interest income [2]		$ 399,984			$ 411,584			$ 363,488	
Net interest spread [2]			3.53 %			3.61 %			4.57 %
Net interest margin [2]			3.76 %			3.81 %			4.74 %

(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with taxable equivalent adjustments based on a 35% federal income tax rate. The adjustment to interest income was $2.4 million, $3.0 million and $2.3 million during 2016, 2015 and 2014, respectively.

The banking segment’s net interest margin exceeds our consolidated net interest margin shown above. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, yields and costs on certain interest-earning assets, such as warehouse lines of credit extended to subsidiaries by the banking segment, are eliminated from the consolidated financial statements.

On a consolidated basis, net interest income decreased $11.1 million during 2016, compared with 2015, while net interest income increased $47.4 million during 2015, compared with 2014. The change in net interest income during 2016, compared with 2015, was primarily related to a lower yield on the loan portfolio within our banking segment, a decrease in average stock borrow/loan program balances in our broker-dealer segment and an increase in interest expense at corporate on our outstanding Senior Notes, the offering of which was completed during the second quarter of 2015. The increase during 2015, compared with 2014, was primarily due to the inclusion of the operations acquired in the SWS Merger within our broker-dealer and banking segments, partially offset by a reduction in recurring quarterly investment and interest income, as well as interest expense on the Senior Notes discussed above.

The provision for loan losses is determined by management as the amount to be added to the allowance for loan losses after net charge-offs have been deducted to bring the allowance to a level which, in management's best estimate, is necessary to absorb probable losses within the existing loan portfolio. The consolidated provision for loan losses, substantially all of which relates to the banking segment, was $40.6 million, $12.7 million and $16.9 million during 2016, 2015 and 2014, respectively. As previously mentioned, the consolidated provision for loan losses during 2016 included a $24.5 million charge-off of a single large loan by the Bank. The provision for loan losses during 2016 and 2015 was comprised of charges relating to newly originated loans and acquired loans without credit impairment at acquisition of $41.6 million and $13.8 million, respectively, partially offset by the recapture of PCI loans of $1.0 million and $1.1 million, respectively. During 2014, the provision for loan losses was comprised of charges relating to newly originated loans and acquired loans without credit impairment at acquisition of $6.1 million and PCI loans of $10.8 million.

Consolidated noninterest income increased $59.3 million during 2016, compared with 2015, while consolidated noninterest income increased $428.3 million during 2015, compared with 2014. Consolidated noninterest income during 2015 included the recognition of a bargain purchase gain related to the SWS Merger of $81.3 million. The increase in noninterest income, other than bargain purchase gain, during 2016, compared with 2015, of $140.6 million was primarily driven by an increase in noninterest income within our mortgage origination segment of $107.0 million and an increase in income earned on derivative and trading portfolio activities within our broker-dealer segment of $45.5 million, partially offset by decreases in noninterest income in our banking and insurance segments. The increase in noninterest income, other than bargain purchase gain, during 2015, compared with 2014, included increases in securities commissions and fees (net of intercompany eliminations) and investment banking and advisory fees within our broker-dealer segment of $174.7 million primarily due to the inclusion of the operations acquired in the SWS Merger, and an increase within our mortgage origination segment of $2.7 million.

Consolidated noninterest expense during 2016 increased $72.5 million, compared with 2015, while consolidated noninterest expense during 2015 increased $374.7 million, compared with 2014. The increase in noninterest expense during 2016, compared with 2015, primarily included an increase in noninterest expense within our mortgage origination segment, as well as an increase within our broker-dealer segment, partially offset by a decrease within our insurance segment. Changes between 2016 and 2015 within the major components of consolidated noninterest expense included increases of $68.2 million in employees' compensation and benefits, $27.0 million in other expenses primarily attributable to increases in our mortgage origination and broker-dealer segments, as well as increased costs associated with regulatory compliance throughout the organization, partially offset by a decrease of $7.5 million in occupancy and equipment, net, primarily related to our broker-dealer segment. In addition, during 2016 we incurred pre-tax transaction and integration costs related to the SWS Merger of $13.3 million. The increase in noninterest expense during 2015, compared with 2014, included significant increases in noninterest expenses within our broker-dealer segment of $243.0 million primarily due to the inclusion of the operations acquired in the SWS Merger. Changes between 2015 and 2014 within the major components of noninterest expense included increases of $275.2 million in employees' compensation and benefits and $76.7 million in other expenses primarily attributable to increases in our broker-dealer segment due to the inclusion of the operations acquired in the SWS Merger and increases in our mortgage origination segment due to the increase in mortgage origination loan volume. In addition, during 2015 and 2014, we incurred pre-tax transaction and integration costs related to the SWS Merger of $31.6 million and $1.4 million, respectively.

Consolidated income tax expense during 2016, 2015 and 2014 was $83.5 million, $70.9 million and $65.6 million, respectively, reflecting effective rates of 36.1%, 25.0% and 36.8%, respectively. Our effective tax rate during 2016 was relatively consistent with the statutory rate but did include gross effects related to non-deductible transaction costs associated with the SWS Merger, offset by the reversal of a valuation allowance of $2.2 million previously established on a deferred tax asset associated with the SWS Merger and the recognition of excess tax benefits on share-based payment awards as a result of our adoption of the provisions of Accounting Standards Update ("ASU") 2016-09 as of January 1, 2016 as discussed in Note 33 to the consolidated financial statements. The lower effective tax rate during 2015 was primarily due to no income taxes being recorded during 2015 in connection with the bargain purchase gain of $81.3 million associated with the SWS Merger because the acquisition was a tax-free reorganization under Section 368(a) of the Internal Revenue Code. In addition, during 2015, we recorded an income tax benefit of $2.1 million as a result of the SWS Merger to reverse our deferred tax liability for the difference between book and tax basis on Hilltop's investment in SWS common stock and also reversed a valuation allowance of $1.9 million previously established on a deferred tax asset for a capital loss carryforward. Therefore, the effective income tax rates during 2016 and 2015 are not necessarily indicative of anticipated future effective tax rates.

Segment Results

Banking Segment

Income before income taxes in our banking segment during 2016, 2015 and 2014 was $130.3 million, $175.4 million, $139.1 million, respectively. The decrease in income before income taxes during 2016, compared with 2015, was primarily due to the increase in the provision for loan losses associated with the previously mentioned $24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016, a decrease in net interest income associated with the decline in accretion of discount on loans, and a decrease in noninterest income associated with the prior year recognition of gains on securities acquired in the SWS Merger and subsequently sold. The change in income before income taxes during 2015, compared with 2014, was primarily due to an increase in net interest income, partially offset by pre-tax costs of $3.0 million directly attributable to the integration of the former SWS FSB. The operations acquired in the SWS Merger had a significant effect on net interest income during 2015, compared with 2014.

We consider the ratios shown in the table below to be key indicators of the performance of our banking segment.

	Year Ended December 31,		
	2016	2015	2014
Performance Ratios:			
Efficiency ratio (1)	58.87 %	56.45 %	61.17 %
Return on average assets	0.94 %	1.36 %	1.20 %
Net interest margin (2) (4)	4.65 %	5.05 %	4.97 %
Net interest margin (taxable equivalent) (3) (4)	4.68 %	5.08 %	5.00 %

(1) Efficiency ratio is defined as noninterest expenses divided by the sum of total noninterest income and net interest income for the period.

(2) Net interest margin is defined as net interest income divided by average interest-earning assets.

(3) Net interest margin (taxable equivalent), a non-GAAP measure, is defined as taxable equivalent net interest income divided by average interest earning assets. Taxable equivalent adjustments are based on a 35% federal income tax rate. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. See footnote 2 to the following tables for the taxable equivalent adjustments to interest income.

(4) Net interest margin and taxable equivalent net interest margin were 93 basis points, 142 basis points and 143 basis points greater due to the impact of purchase accounting during 2016, 2015 and 2014, respectively.

The banking segment presents net interest margin in the previous table, and net interest margin and net interest income in the following discussion and tables, on a taxable equivalent basis. The interest income earned on certain earning assets is completely or partially exempt from federal income tax. As such, these tax-exempt instruments typically yield lower returns than taxable investments. To provide more meaningful comparisons of net interest margins for all earning assets, we use net interest income on a taxable-equivalent basis in calculating net interest margin by increasing the interest income earned on tax-exempt assets to make it fully equivalent to interest income earned on taxable investments.

During 2016, the banking segment's taxable equivalent net interest margin of 4.68% was 93 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $12.9 million, $50.7 million and $4.2 million associated with the PlainsCapital Merger, FNB Transaction and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of $3.1 million. The banking segment's taxable equivalent net interest margin during 2015 of 5.08% was 142 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $19.0 million, $60.4 million and $16.7 million associated with the PlainsCapital Merger, FNB Transaction, and SWS Merger, respectively, and PlainsCapital Merger-related amortization of premium on acquired securities of $3.4 million. During 2014, the banking segment's taxable equivalent net interest margin of 5.00% was 143 basis points greater due to the impact of purchase accounting and primarily related to accretion of discount on loans of $37.4 million and $43.6 million associated with the PlainsCapital Merger and FNB Transaction, respectively, PlainsCapital Merger-related amortization of premium on acquired securities of $4.1 million, and FNB Transaction-related amortization of premium on acquired time deposits of $5.5 million.

The FNB Transaction-related accretion of discount on loans of $50.7 million, $60.4 million and $43.6 million during 2016, 2015 and 2014, respectively, included accretion of approximately $16 million, $35 million and $30 million, respectively, due to better-than-expected resolution of covered PCI loans during the respective periods. The better-than-expected performance of the covered PCI loan portfolio since 2014 has led to higher yields calculated as a result of the Bank's quarterly cash flow recast process. The recast process performed during 2016, 2015 and 2014 resulted in the reclassification of $41.2 million, $70.9 million and $105.5 million, respectively, from nonaccretable difference to accretable yield.

The table below provides additional details regarding our banking segment's net interest income (dollars in thousands).

	Year Ended December 31,								
	2016			2015			2014		
	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate	Average Outstanding Balance	Interest Earned or Paid	Annualized Yield or Rate
Assets									
Interest-earning assets									
Loans, gross [(1)]	$ 5,301,117	$ 317,695	5.99 %	$ 4,789,972	$ 328,384	6.86 %	$ 4,189,895	$ 292,859	6.99 %
Subsidiary warehouse lines of credit	1,261,016	49,075	3.89 %	1,055,525	37,772	3.58 %	912,652	34,598	3.79 %
Investment securities - taxable	714,096	13,911	1.95 %	791,994	17,241	2.18 %	886,168	17,956	2.03 %
Investment securities - non-taxable [(2)]	136,141	4,998	3.67 %	141,186	5,295	3.75 %	149,656	5,800	3.88 %
Federal funds sold and securities purchased under agreements to resell	28,297	155	0.55 %	21,821	65	0.30 %	18,120	52	0.29 %
Interest-bearing deposits in other financial institutions	335,136	1,823	0.54 %	484,553	1,366	0.28 %	527,678	1,362	0.26 %
Other	56,867	2,075	3.65 %	49,988	1,745	3.49 %	45,225	1,717	3.80 %
Interest-earning assets, gross [(2)]	7,832,670	389,732	4.98 %	7,335,039	391,868	5.34 %	6,729,394	354,344	5.27 %
Allowance for loan losses	(51,706)			(42,579)			(40,352)		
Interest-earning assets, net	7,780,964			7,292,460			6,689,042		
Noninterest-earning assets	1,036,910			1,125,974			1,245,722		
Total assets	$ 8,817,874			$ 8,418,434			$ 7,934,764		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities									
Interest-bearing deposits	$ 4,523,079	$ 19,815	0.44 %	$ 4,413,352	$ 16,992	0.39 %	$ 4,451,191	$ 15,801	0.35 %
Notes payable and other borrowings	675,011	3,633	0.54 %	585,732	2,118	0.36 %	587,921	1,780	0.30 %
Total interest-bearing liabilities [(3)]	5,198,090	23,448	0.45 %	4,999,084	19,110	0.38 %	5,039,112	17,581	0.35 %
Noninterest-bearing liabilities									
Noninterest-bearing deposits	2,257,440			2,144,282			1,808,225		
Other liabilities	57,501			49,388			35,755		
Total liabilities	7,513,031			7,192,754			6,883,092		
Stockholders' equity	1,304,843			1,225,680			1,051,672		
Total liabilities and stockholders' equity	$ 8,817,874			$ 8,418,434			$ 7,934,764		
Net interest income [(2)]		$ 366,284			$ 372,758			$ 336,763	
Net interest spread [(2)]			4.52 %			4.96 %			4.92 %
Net interest margin [(2)]			4.68 %			5.08 %			5.00 %

(1) Average balance includes non-accrual loans.

(2) Presented on a taxable equivalent basis with taxable equivalent adjustments based on a 35% federal income tax rate. The adjustment to interest income was $1.5 million, $1.8 million and $2.0 million during 2016, 2015 and 2014, respectively.

(3) Only considers debt of PlainsCapital without the allocation of interest expense on PCC debt of $1.5 million, $1.4 million and $1.1 million during 2016, 2015 and 2014, respectively.

The banking segment's net interest margin exceeds our consolidated net interest margin. Our consolidated net interest margin includes certain items that are not reflected in the calculation of our net interest margin within our banking segment and reduce our consolidated net interest margin, such as the borrowing costs of Hilltop and PCC and the yields and costs associated with certain items within interest-earning assets and interest-bearing liabilities in the broker-dealer segment, including items related to securities financing operations that particularly decrease net interest margin. In addition, the banking segment's interest-earning assets include warehouse lines of credit extended to other subsidiaries, which are eliminated from the consolidated financial statements.

The following table summarizes the changes in the banking segment's net interest income for the periods indicated below, including the component changes in the volume of average interest-earning assets and interest-bearing liabilities and changes in the rates earned or paid on those items (in thousands).

	Year Ended December 31,					
	2016 vs. 2015			2015 vs. 2014		
	Change Due To [1]			Change Due To [1]		
	Volume	Yield/Rate	Change	Volume	Yield/Rate	Change
Interest income						
Loans, gross	$ 35,042	$ (45,731)	$ (10,689)	$ 41,943	$ (6,418)	$ 35,525
Subsidiary warehouse lines of credit	7,353	3,950	11,303	5,416	(2,242)	3,174
Investment securities - taxable	(1,696)	(1,634)	(3,330)	(1,908)	1,193	(715)
Investment securities - non-taxable [2]	(189)	(108)	(297)	(328)	(177)	(505)
Federal funds sold and securities purchased under agreements to resell	19	71	90	11	2	13
Interest-bearing deposits in other financial institutions	(421)	878	457	(111)	115	4
Other	240	90	330	181	(153)	28
Total interest income [2]	40,348	(42,484)	(2,136)	45,204	(7,680)	37,524
Interest expense						
Deposits	$ 422	$ 2,401	$ 2,823	$ (134)	$ 1,325	$ 1,191
Notes payable and other borrowings	323	1,192	1,515	(7)	345	338
Total interest expense	745	3,593	4,338	(141)	1,670	1,529
Net interest income [2]	$ 39,603	$ (46,077)	$ (6,474)	$ 45,345	$ (9,350)	$ 35,995

(1) Changes attributable to both volume and yield/rate are included in yield/rate column.
(2) Taxable equivalent.

Taxable equivalent net interest income decreased $6.5 million during 2016, compared with 2015. Changes in the yields earned on interest-earning assets decreased taxable equivalent net interest income by $42.5 million during 2016, compared with 2015, primarily due to the net effects of lower yields on the loan portfolio as a result of the decline in accretion of discount on loans, partially offset by the favorable change in yields on warehouse lines of credit extended to other subsidiaries. Accretion of discount on loans is expected to continue to decrease in future periods as loans acquired in the Bank Transactions are repaid, refinanced or renewed. Increases in the volume of interest-earning assets, primarily on the loan portfolio and additional amounts drawn on the subsidiary warehouse lines of credit, increased taxable equivalent net interest income by $40.3 million during 2016, compared with 2015. Changes in rates paid on interest-bearing liabilities decreased taxable equivalent net interest income by $3.6 million during 2016, compared with 2015. Taxable equivalent net interest income increased $36.0 million during 2015, compared with 2014. Increases in the volume of interest-earning assets, primarily loans acquired in the SWS Merger and additional amounts drawn on the subsidiary warehouse lines of credit, increased taxable equivalent net interest income by $45.2 million during 2015, compared with 2014. Changes in the yields earned on interest-earning assets decreased taxable equivalent net interest income by $7.7 million during 2015, compared with 2014, primarily due to the net effects of lower yields on the loan portfolio and subsidiary warehouse lines of credit, partially offset by increased yields on the investment portfolio. Changes in rates paid on interest-bearing liabilities decreased taxable equivalent net interest income by $1.7 million during 2015, compared with 2014, primarily due to lower amortization of premiums on time deposits acquired in the FNB Transaction.

The banking segment's noninterest income was $52.6 million, $62.6 million and $67.4 million during 2016, 2015 and 2014, respectively. The decrease during 2016, compared with 2015, was primarily due to $4.4 million of realized gains on securities acquired in the SWS Merger and subsequently sold during 2015, that did not recur during 2016, as well as year-over-year decreases in subsidiary management fees, exchange fee income due to the impact of the Durbin Act and OREO income. The decrease during 2015, compared with 2014, was primarily due to year-over-year decreases in accretion on the receivable under the loss-share agreements with the FDIC ("FDIC Indemnification Asset"), OREO income and service fees, partially offset by the realized gains during 2015 previously discussed.

The banking segment's noninterest expenses were $244.7 million, $243.9 million and $245.8 million during 2016, 2015 and 2014, respectively. Noninterest expenses were primarily comprised of employees' compensation and benefits, and occupancy expenses. The change in noninterest expenses during 2016, compared with 2015, was relatively flat, but included an increase in compensation and benefits costs and a year-over-year increase in the "true-up" payment accrual associated with covered assets of $3.3 million, offset by a $3.0 million decrease in pre-tax integration-related costs directly attributable to the integration of the former SWS FSB related to employee expenses and a decrease in occupancy expenses associated with closed branches and related costs. Noninterest expenses during 2015, compared with 2014, were down slightly and included reduced write downs on certain OREO assets acquired in the FNB Transaction and increased gains on the sale of certain OREO assets also acquired in the FNB Transaction. These changes were offset by increases in compensation and benefits associated with the addition of employees of the former SWS FSB and pre-tax integration-related costs directly attributable to the integration of the former SWS FSB of $3.0 million related to employee, professional fees and contractual expenses.

In addition, as discussed under the heading "— Financial Condition — Covered Loan Portfolio" that follows, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than its initial estimate and expects that it will begin recording amortization associated with its FDIC Indemnification Asset in 2017. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

Broker-Dealer Segment

Income before income taxes in our broker-dealer segment during 2016 was $39.5 million, compared with a loss before income taxes during 2015 of $0.3 million, and income before income taxes during 2014 of $6.9 million. The change in income (loss) before income taxes during 2016, compared with 2015, was primarily the result of increases in trading gains associated with the structured finance business and the decrease in pre-tax transaction and integration-related costs of $9.3 million, partially offset by a specific legal reserve of $16.0 million during the fourth quarter of 2016 related to one matter that was settled in the first quarter of 2017. The change in income (loss) before income taxes during 2015, compared with 2014, was primarily the result of pre-tax transaction and integration-related costs of $15.2 million directly attributable to the SWS Merger. As shown in the table below, the operations acquired in the SWS Merger had a significant impact on each of the components of income (loss) before income taxes during 2016 and 2015, compared with 2014.

The broker-dealer segment is subject to interest rate risk as a consequence of maintaining inventory positions, trading in interest rate sensitive financial instruments and maintaining a matched stock loan book. Changes in interest rates are likely to have a meaningful impact on our overall financial performance. The profitability of the broker-dealer segment margin and stock lending businesses depends to a great extent on the difference between interest income earned on loans, investments of customer cash balances, and the interest expense paid on customer cash balances and borrowings. In addition, our broker-dealer segment has historically earned a significant portion of its revenues from advisory fees paid to it by its clients, in large part upon the successful completion of the client's transaction. Rapid or significant changes in interest rates could adversely affect the broker-dealer segment's bond sales, underwriting activities and broker-dealer businesses.

The following table provides additional details regarding our broker-dealer operating results (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Net interest income:					
Securities lending	$ 7,008	$ 11,158	$ 3,276	$ (4,150)	$ 7,882
Other	24,164	21,813	8,868	2,351	12,945
Total net interest income	31,172	32,971	12,144	(1,799)	20,827
Noninterest income:					
Securities commissions and fees by business line [1]:					
Capital markets	54,992	56,570	15,462	(1,578)	41,108
Retail	75,271	78,470	777	(3,199)	77,693
Clearing	27,850	20,840	8,504	7,010	12,336
Other	3,698	6,150	2,568	(2,452)	3,582
	161,811	162,030	27,311	(219)	134,719
Investment banking and advisory fees by business line:					
Public finance	90,851	92,308	71,671	(1,457)	20,637
Capital markets	4,621	2,384	(252)	2,237	2,636
Retail	14,635	15,258	(2)	(623)	15,260
Structured finance	5,369	5,678	2,768	(309)	2,910
Clearing	515	48	45	467	3
Other	1	256	323	(255)	(67)
	115,992	115,932	74,553	60	41,379
Other:					
Structured finance	81,352	38,738	16,239	42,614	22,499
Capital markets	20,813	17,903	1,443	2,910	16,460
Other	5,798	(108)	(95)	5,906	(13)
	107,963	56,533	17,587	51,430	38,946
Total noninterest income	385,766	334,495	119,451	51,271	215,044
Noninterest expense:					
Compensation and benefits expenses	252,772	255,629	78,598	(2,857)	177,031
Other	124,699	112,103	46,134	12,596	65,969
Total noninterest expense	377,471	367,732	124,732	9,739	243,000
Income (loss) before income taxes	$ 39,467	$ (266)	$ 6,863	$ 39,733	$ (7,129)

(1) Securities commissions and fees includes income of $3.9 million and $1.4 million during 2016 and 2015, respectively, that is eliminated in consolidation.

The broker-dealer segment had net interest income of $31.2 million, $33.0 million and $12.1 million during 2016, 2015 and 2014, respectively. In the broker-dealer segment, interest is earned from securities lending activities, interest charged on customer margin loan balances and interest earned on investment securities used to support sales, underwriting and other customer activities. The decrease in net interest income during 2016, compared with 2015, was primarily due to a decrease of 21% in the broker-dealer segment's average stock borrow/loan program balances, while the increase in net interest income during 2015, compared with 2014 was primarily due to the inclusion of the operations acquired in the SWS Merger.

Noninterest income was $385.8 million, $334.5 million and $119.5 million during 2016, 2015 and 2014, respectively. The increase in noninterest income of $51.3 million during 2016, compared with 2015, was primarily due to a $45.5 million increase in the income earned from trading gains associated with the structured finance and capital markets businesses, a $7.0 million increase in securities commissions and fees earned by our clearing business from fees earned on money markets and FDIC insured bank deposits resulting from the 25 basis point increases in the federal funds rate in December 2015, and a $4.1 million increase in other noninterest income due to a non-recurring reversal of a contingent liability associated with an investment. These increases were partially offset by a reduction in securities commissions and fees earned in our capital markets and retail businesses of $4.8 million from decreases in municipal bond transactions and insurance product sales. The increase in noninterest income of $215.0 million during 2015, compared with 2014, was primarily due to an increase of $174.4 million associated with the inclusion of the former SWS's operations and increased advisory fees earned by FSC from public finance clients.

Noninterest expenses were $377.5 million, $367.8 million and $124.7 million during 2016, 2015 and 2014, respectively. The increase in noninterest expenses of $9.7 million during 2016, compared with 2015, was primarily due to an increase in legal expenses associated with both resolved and ongoing litigation matters, partially offset by a decrease of $2.9 million in compensation and benefits expenses. This decrease in compensation and benefits expense was primarily as a result of a decrease in salaries and benefits, which was in part a product of the integration and merger of FSC and Hilltop Securities, partially offset by an increase in incentive pay given the improvement in year-over-year operating performance. The increase in noninterest expenses of $243.1 million during 2015, compared with 2014, reflects an increase of $177.0 million in employees' compensation and benefits costs, of which $154.0 million was associated with the operations acquired in the SWS Merger and $20.6 million was the result of an increase in compensation that varies with First Southwest's noninterest income. During 2016, the broker-dealer segment incurred pre-tax integration-related costs resulting from employee expenses, professional fees and contractual expenses directly attributable to the integration of the operations acquired in the SWS Merger of $2.9 million, $2.9 million and $0.1 million, respectively, compared with pre-tax transaction costs of $0.8 million, and employee expenses, professional fees and contractual expenses of $6.9 million, $5.6 million and $1.9 million, respectively, during 2015.

On October 22, 2015, FINRA granted approval to combine FSC and Hilltop Securities, subject to customary conditions. Since this approval, we have integrated the back-office systems of FSC and Hilltop Securities and, effective as of January 22, 2016, we merged FSC and Hilltop Securities into a combined firm operating under the "Hilltop Securities" name. As a result, we began realizing cost savings in 2016, although these costs savings were partially offset by integration costs that we incurred during 2016.

Selected information concerning the broker-dealer segment follows (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Compensation as a % of net revenue	60.6%	69.6%	59.7%
FDIC insured program balances at PlainsCapital Bank (end of period)	$ 1,000,310	$ 845,569	$ 280,812
Other FDIC insured program balances (end of period)	$ 1,517,482	$ 1,380,030	$ 193,788
Customer margin balances (end of period)	$ 332,806	$ 414,013	$ 207,299
Customer funds on deposit, including short credits (end of period)	$ 385,104	$ 474,773	$ 136,886
Public finance:			
Number of issues	1,742	1,655	1,170
Aggregate amount of offerings	$ 82,561,809	$ 70,021,094	$ 40,741,221
Capital markets:			
Total volumes	$ 76,482,509	$ 76,737,890	$ 32,463,513
Net inventory (end of period)	$ 95,925	$ 62,879	$ 44,894
Retail:			
Retail employee representatives (end of period)	117	118	4
Independent registered representatives (end of period)	224	234	—
Structured finance:			
Lock production/TBA volume	$ 6,088,319	$ 3,848,214	$ 1,658,217
Clearing:			
Total tickets	$ 1,669,856	$ 2,396,478	$ 1,500,192
Correspondents (end of period)	175	205	74
Securities lending:			
Interest-earning assets - stock borrowed (end of period)	$ 1,436,069	$ 1,307,741	$ 152,899
Interest-bearing liabilities - stock loaned (end of period)	$ 1,283,676	$ 1,235,466	$ 117,822

Mortgage Origination Segment

Income before income taxes in our mortgage origination segment during 2016, 2015 and 2014 was $77.8 million, $47.5 million and $12.4 million, respectively. The year-over-year increases in income before income taxes during 2016 and 2015, compared with 2015 and 2014, respectively, were primarily due to increases in noninterest income, partially offset by increases in segment operating costs and compensation that varies with the volume of mortgage loan originations ("variable compensation"). Net interest expense of $11.6 million, $10.4 million and $12.6 million during 2016, 2015 and 2014, respectively, resulted from interest incurred on a warehouse line of credit held with the Bank as well as related intercompany financing costs, partially offset by interest income earned on loans held for sale.

The mortgage lending business is subject to variables that can impact loan origination volume, including seasonal and interest rate fluctuations. Historically, the mortgage origination segment has typically experienced increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes. An increase in mortgage interest rates tends to result in decreased loan origination volume from refinancings, while a decrease in mortgage interest rates tends to result in increased loan origination volume from refinancings. During 2016, PrimeLending's refinancing volume was $4.2 billion, representing 27.1% of total loan origination volume. Due to recent increases in mortgage interest rates, PrimeLending anticipates both its refinancing volume and its percentage of refinancing volume of total loan origination volume will decrease in 2017 as compared to 2016. PrimeLending does not anticipate that recent increases in mortgage interest rates will significantly impact its home purchases volume during 2017, as changes in mortgage interest rates have historically had a lesser impact on home purchases volume than on refinancing volume.

On October 3, 2015, lender compliance changes associated with TILA-RESPA Integrated Disclosures ("TRID") became effective and significantly modified required disclosure documents and settlement procedures associated with home mortgage loans. PrimeLending has not experienced significant delays in loan closings due to the implementation of TRID. While PrimeLending believes the majority of infrastructure changes have been made to address additional fulfillment processes resulting from TRID, it continues to evaluate TRID requirements to determine if further fulfillment process changes are needed, which could result in additional costs.

The mortgage origination segment originates all of its mortgage loans through a retail channel. The following table provides certain details regarding our mortgage loan originations and selected information for the periods indicated below (dollars in thousands).

	Year Ended December 31,					
	2016	% of Total	2015	% of Total	2014	% of Total
Mortgage Loan Originations - units	66,881		59,621		48,655	
Mortgage Loan Originations - volume	$ 15,460,213		$ 13,352,119		$ 10,363,848	
Mortgage Loan Originations:						
Conventional	$ 9,897,230	64.02 %	$ 8,394,709	62.87 %	$ 6,487,825	62.60 %
Government	3,595,219	23.25 %	3,395,587	25.43 %	2,737,415	26.41 %
Jumbo	1,312,800	8.49 %	961,598	7.20 %	863,770	8.34 %
Other	654,964	4.24 %	600,225	4.50 %	274,838	2.65 %
	$ 15,460,213	100.00 %	$ 13,352,119	100.00 %	$ 10,363,848	100.00 %
Home purchases	$ 11,276,378	72.94 %	$ 9,891,792	74.08 %	$ 8,295,994	80.05 %
Refinancings	4,183,835	27.06 %	3,460,327	25.92 %	2,067,854	19.95 %
	$ 15,460,213	100.00 %	$ 13,352,119	100.00 %	$ 10,363,848	100.00 %
Texas	$ 3,352,469	21.69 %	$ 2,967,740	22.23 %	$ 2,453,705	23.68 %
California	2,235,915	14.46 %	1,965,039	14.72 %	1,552,372	14.98 %
Florida	797,578	5.16 %	644,090	4.82 %	505,507	4.88 %
Ohio	637,435	4.12 %	555,106	4.16 %	401,379	3.87 %
Washington	538,857	3.49 %	451,277	3.38 %	298,845	2.88 %
Arizona	527,055	3.41 %	415,215	3.11 %	339,830	3.28 %
Maryland	521,686	3.37 %	452,280	3.39 %	298,577	2.88 %
North Carolina	512,087	3.31 %	492,879	3.69 %	423,164	4.08 %
South Carolina	446,221	2.89 %	385,347	2.88 %	307,832	2.97 %
Missouri	441,125	2.85 %	379,621	2.84 %	288,579	2.78 %
All other states	5,449,785	35.25 %	4,643,525	34.78 %	3,494,058	33.72 %
	$ 15,460,213	100.00 %	$ 13,352,119	100.00 %	$ 10,363,848	100.00 %
Mortgage Loan Sales - volume	$ 15,155,340		$ 13,129,069		$ 10,164,350	

Refinancing volume increased to $4.2 billion during 2016 from $3.5 billion during 2015 (representing 27.1% and 25.9%, respectively, of total loan origination volume), while home purchases volume increased 14.0% to $11.3 billion during 2016 from $9.9 billion during 2015. Refinancing volume increased to $3.5 billion from $2.1 billion during 2015, compared with 2014 (representing 25.9% and 20.0%, respectively, of total loan origination volume), while home purchases volume increased 19.2% to $9.9 billion during 2015 from $8.3 billion during 2014.

The mortgage origination segment's total loan origination volume during 2016 increased 15.8%, compared with 2015, while income before income taxes during 2016 increased 63.8%, compared with 2015. The increase in income before income taxes during 2016 was primarily due to noninterest income increasing by 17.9%, while noninterest expense increased at a slightly lower rate of 14.0%. The mortgage origination segment's total loan origination volume increased 28.8% between 2015 and 2014, while income before income taxes during 2015 increased 284.0%, compared with 2014. Income before income taxes during 2015 increased at a greater rate than loan origination volume compared with 2014, primarily due to noninterest income increasing by 30.7%, compared with an increase in noninterest expense of 24.9%.

Noninterest income was $704.1 million, $597.2 million and $456.8 million during 2016, 2015 and 2014, respectively, and was comprised of the following (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Net gains from sale of loans	$ 577,003	$ 491,532	$ 370,384	$ 85,471	$ 121,148
Mortgage loan origination fees	96,267	77,708	63,011	18,559	14,697
Other mortgage production income:					
Change in net fair value and related derivative activity:					
Interest rate lock commitments and loans held for sale	13,357	13,796	14,349	(439)	(553)
Mortgage servicing rights asset	(6,277)	(5,424)	(4,304)	(853)	(1,120)
Servicing fees	23,776	19,551	13,336	4,225	6,215
	$ 704,126	$ 597,163	$ 456,776	$ 106,963	$ 140,387

Net gains from sale of loans and mortgage origination fees increased 17.4% and 23.9% during 2016, respectively, compared with 2015, while net gains from sale of loans and mortgage origination fees increased 32.7% and 23.3% during 2015, respectively, compared with 2014. The increases in net gains from sale of loans were primarily a result of increases in total loan sales volume of 15.4% and 29.2% during 2016 and 2015, respectively, as well as slight increases in average loan sales margin, compared with 2015 and 2014, respectively. The increase in mortgage loan origination fees during 2016 was a result of an increase in total loan origination volume and average loan origination fees, compared with 2015. The increase in mortgage loan origination fees during 2015 was a result of an increase in total loan origination volume, partially offset by a decrease in average loan origination fees, compared with 2014.

Noninterest income included increases of $13.4 million, $13.8 million and $14.3 million during 2016, 2015 and 2014, respectively, in the net fair value of the mortgage origination segment's interest rate lock commitments ("IRLCs") and loans held for sale and the related activity associated with forward commitments used by the mortgage origination segment to mitigate interest rate risk associated with its IRLCs and mortgage loans held for sale. These increases were primarily a result of increases in the volume of IRLCs and mortgage loans held during these periods, in addition to increases in the average value of individual IRLCs and mortgage loans.

The mortgage origination segment sells substantially all mortgage loans it originates to various investors in the secondary market, the majority servicing released. During 2016, 2015 and 2014, the mortgage origination segment retained servicing on approximately 16%, 18% and 31% of loans sold, respectively. The mortgage origination segment's determination of whether to retain or release servicing on mortgage loans it sells is impacted by, among other things, changes in mortgage interest rates, and refinancing and market activity. The related mortgage servicing rights ("MSR") asset was valued at $63.3 million on $5.6 billion of serviced loan volume at December 31, 2016, compared with a value of $53.5 million on $5.2 billion of serviced loan volume at December 31, 2015. The mortgage origination segment may, from time to time, manage its MSR asset through different strategies, including varying the percentage of mortgage loans sold servicing released and opportunistically selling MSR assets. The mortgage origination segment has also retained servicing on certain loans sold to the banking segment. Gains and losses associated with such sales to the banking segment and the related MSR asset are eliminated in consolidation. During the third quarter of 2014, the mortgage origination segment began using derivative financial instruments, including various combinations of interest rate swaps, swaptions, forward commitments to sell mortgage-backed securities, and U.S. Treasury bond futures and options, as a means to mitigate interest rate risk associated with its MSR asset. Changes in the net fair value of the MSR asset and the related derivatives associated with normal customer payments, changes in discount rates, prepayment speed assumptions and customer payoffs resulted in net losses of $6.3 million, $5.4 million and $4.3 million during 2016, 2015 and 2014, respectively. These net losses were offset by net servicing income of $10.2 million, $8.9 million and $6.6 million during 2016, 2015 and 2014, respectively. In May 2016 and July 2014, the mortgage origination segment sold MSR assets of $7.6 million and $11.4 million, respectively, which represented $917.4 million and $1.0 billion, respectively, of its serviced loan volume at the time.

Noninterest expenses were $614.7 million, $539.3 million and $431.8 million during 2016, 2015 and 2014, respectively, and were comprised of the following (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Variable compensation	$ 266,373	$ 228,590	$ 164,394	$ 37,783	$ 64,196
Segment operating costs	299,733	263,049	226,721	36,684	36,328
Lender paid closing costs	35,061	37,010	33,947	(1,949)	3,063
Servicing expense	13,574	10,608	6,758	2,966	3,850
	$ 614,741	$ 539,257	$ 431,820	$ 75,484	$ 107,437

Employees' compensation and benefits accounted for the majority of the noninterest expenses incurred during all periods presented. Variable compensation increased $37.8 million during 2016, compared with 2015, and comprised 61.5% and 62.2% of the total employees' compensation and benefits expenses during 2016 and 2015, respectively. Variable compensation increased $64.2 million during 2015, compared with 2014, and comprised 57.8% of the total employees' compensation and benefits expenses during 2014. Variable compensation, which is primarily driven by loan origination volume, tends to fluctuate to a greater degree than loan origination volume because mortgage loan originator and fulfillment staff incentive compensation plans are structured to pay at increasing rates as higher monthly volume tiers are achieved. However, certain other incentive compensation plans driven by non-mortgage production criteria, including financial operating results, may alter this trend.

While total loan origination volumes increased 15.8% during 2016, compared with 2015, the mortgage origination segment's operating costs increased 13.9%. The largest increases in segment operating costs during 2016, compared with 2015, were increases in non-variable salaries and benefits totaling $27.3 million. These increases were primarily the result of increases in headcount related to loan processing, loan fulfillment and technology functions. The increases in loan processing and fulfillment headcount levels were initiated during 2015 primarily to address growth in loan origination volume that began in 2014 and to address the implementation of TRID. Additional increases in segment operating costs during 2016, compared with 2015, were primarily increases in costs associated with loan servicing, an increase in mortgage branch locations, business development and administrative activities. During 2015, compared with 2014, segment operating costs increased 16.0%, while total loan origination volumes increased 28.8%. Non-variable salaries and benefits increased $18.9 million during 2015, compared with 2014, primarily as a result of headcount increases previously discussed. Additional increases in segment operating costs during 2015, compared with 2014, were primarily increases in costs associated with loan servicing, business development, an increase in mortgage branch locations, technology initiatives and administrative activities. Historically, segment operating costs tend to fluctuate with, but at a lesser magnitude than, loan origination volume, as these costs are comprised of salaries, benefits, occupancy and administrative costs, which are not normally highly sensitive to changes in loan origination volume.

In exchange for a higher interest rate, a customer may opt to have PrimeLending pay certain costs associated with the origination of their mortgage loan ("lender paid closing costs"). Fluctuations in lender paid closing costs are not always aligned with fluctuations in loan origination volume. Other loan pricing conditions, including the mortgage loan interest rate, loan origination fees paid by the customer, and a customer's willingness to pay closing costs, may influence fluctuations in lender paid closing costs.

Between January 1, 2007 and December 31, 2016, the mortgage origination segment sold mortgage loans totaling $89.0 billion. These loans were sold under sales contracts that generally include provisions that hold the mortgage origination segment responsible for errors or omissions relating to its representations and warranties that loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. In addition, the sales contracts typically require the refund of purchased servicing rights plus certain investor servicing costs if a loan experiences an early payment default. While the mortgage origination segment sold loans prior to 2007, it does not anticipate experiencing significant losses in the future on loans originated prior to 2007 as a result of investor claims under these provisions of its sales contracts.

When an investor claim for indemnification of a loan sold is made, the mortgage origination segment evaluates the claim and determines if the claim can be satisfied through additional documentation or other deliverables. If the claim cannot be satisfied in that manner, the mortgage origination segment negotiates with the investor to reach a settlement of the claim. Settlements typically result in either the repurchase of a loan or reimbursement to the investor for losses incurred on the loan.

Following is a summary of the mortgage origination segment's claims resolution activity relating to loans sold between January 1, 2007 and December 31, 2016 (dollars in thousands).

	Original Loan Balance		Loss Recognized	
	Amount	% of Loans Sold	Amount	% of Loans Sold
Claims resolved with no payment	$ 213,281	0.24%	$ —	0.00%
Claims resolved as a result of a loan repurchase or payment to an investor for losses incurred (1)	255,670	0.29%	25,535	0.03%
	$ 468,951	0.53%	$ 25,535	0.03%

(1) Losses incurred include refunded purchased servicing rights.

At December 31, 2016 and 2015, the mortgage origination segment's indemnification liability reserve totaled $18.2 million and $16.6 million, respectively. The related provision for indemnification losses was $4.6 million, $4.0 million, and $3.1 million during 2016, 2015 and 2014, respectively.

Insurance Segment

Income before income taxes in our insurance segment was $21.4 million, $15.7 million and $25.7 million during 2016, 2015 and 2014, respectively.

The insurance segment is subject to claims arising out of severe weather, the incidence and severity of which are inherently unpredictable. Generally, the insurance segment's insured risks exhibit higher losses in the second and third calendar quarters due to a seasonal concentration of weather-related events in its primary geographic markets. Although weather-related losses (including hail, high winds, tornadoes and hurricanes) can occur in any calendar quarter, the second calendar quarter, historically, has experienced the highest frequency of losses associated with these events. Hurricanes, however, are more likely to occur in the third calendar quarter of the year.

The insurance segment periodically reviews the pricing of its primary products in each state of operation utilizing a consulting actuarial firm to supplement normal review processes resulting in filings to adjust rates as deemed necessary. The benefit of these rate actions are not fully realized until all customers are subject to the new rates, which typically occurs one year from the date of rate change implementation. Concurrently, business concentrations are reviewed and actions initiated, including cancellation of agents, non-renewal of policies and cessation of new business writing on certain products in problematic geographic areas. We have historically utilized rate actions to reduce the rate of premium growth for targeted areas when compared with the patterns exhibited in prior quarters and years and reduce the insurance segment's exposure to volatile weather in these areas, but competition and customer response to rate increases has negatively impacted customer retention and new business. The insurance segment aims to manage and diversify its business concentrations and products to minimize the effects of future weather-related events.

While the insurance segment had positive earnings during each of 2016, 2015 and 2014, the changes experienced in operating results between periods were primarily a result of changes in claims loss experience associated with the general severity of severe weather-related events, and declines in net insurance premiums written and earned. Based on our estimates of the ultimate losses, claims associated with severe weather-related events during 2016 totaled $44.0 million through December 31, 2016, with a net loss, after reinsurance, of $34.0 million during 2016. During 2015, and based on our estimates of the ultimate losses, claims associated with severe weather-related events during 2015 totaled $35.3 million through December 31, 2015, with a net loss, after reinsurance, of $26.2 million during 2015. During 2014, and based on our estimates of the ultimate losses, claims associated with severe weather-related events totaled $21.7 million through December 31, 2014, with a net loss, after reinsurance, of $19.9 million during 2014.

The insurance segment's operations resulted in combined ratios of 90.9% during 2016, compared with 94.9% and 89.3% during 2015 and 2014, respectively. The decrease in the combined ratio during 2016, compared with 2015, was primarily due to the benefit of the current reinsurance structure that has limited the insurance segment's retention of claims losses associated with sub-catastrophic weather-related events experienced through December 31, 2016. Additionally, premiums earned decreasing at a lower rate than loss and LAE expense also contributed to the decline in the combined ratio during

2016, compared with 2015. The increase in the combined ratio during 2015, compared with 2014, was primarily driven by the effects of a decrease in net insurance premiums earned, an increase in frequency and severity of severe weather events in our geographic coverage area, an increase in claims loss reserves associated with prior period adverse development related to litigation emerging from a series of hail storms within the 2012 through 2014 accident years, and additional costs associated with sales, marketing and corporate organizational initiatives. The combined ratio is a measure of overall insurance underwriting profitability, and represents the sum of loss and LAE and underwriting expenses divided by net insurance premiums earned.

Noninterest income of $164.8 million, $171.2 million and $173.6 million during 2016, 2015 and 2014, respectively, included net insurance premiums earned of $155.5 million, $162.1 million and $164.5 million, respectively. The decreases in net insurance premiums earned during 2016 and 2015, compared with 2015 and 2014, respectively, were primarily due to the effect of decreases in net insurance premiums written.

Direct insurance premiums written by major product line are presented in the table below (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Direct Insurance Premiums Written:					
Homeowners	$ 64,816	$ 72,939	$ 76,250	$ (8,123)	$ (3,311)
Fire	46,792	52,167	54,375	(5,375)	(2,208)
Mobile Home	37,953	38,161	37,611	(208)	550
Commercial	3,225	3,536	3,973	(311)	(437)
Other	184	222	255	(38)	(33)
	$ 152,970	$ 167,025	$ 172,464	$ (14,055)	$ (5,439)

The total direct insurance premiums written for our three largest insurance product lines decreased by $13.7 million during 2016, compared with 2015, and $5.0 million during 2015, compared with 2014, due to the continued effects of efforts to reduce concentrations both geographically and within specific product lines, agent management initiatives and competitive pressure, partially offset by increased premium rates.

Net insurance premiums earned by major product line are presented in the table below (in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Net Insurance Premiums Earned:					
Homeowners	$ 65,907	$ 70,781	$ 72,739	$ (4,874)	$ (1,958)
Fire	47,580	50,623	51,871	(3,043)	(1,248)
Mobile Home	38,592	37,032	35,880	1,560	1,152
Commercial	3,279	3,431	3,790	(152)	(359)
Other	187	215	244	(28)	(29)
	$ 155,545	$ 162,082	$ 164,524	$ (6,537)	$ (2,442)

Net insurance premiums earned during 2016 and 2015 decreased, compared to 2015 and 2014, respectively, primarily due to the decreases in net insurance premiums written during each respective period. The decreases in net insurance premiums earned reflects the effects of the insurance segment's previously discussed efforts to manage and diversify its business concentrations and products to minimize the effects of future weather-related events, slightly offset by the benefit of the current reinsurance structure.

Noninterest expenses of $146.6 million, $158.7 million and $151.5 million during 2016, 2015 and 2014, respectively, included both loss and LAE expenses and policy acquisition and other underwriting expenses, as well as other noninterest expenses. Loss and LAE are recognized based on formula and case basis estimates for losses reported with respect to direct business, estimates of unreported losses based on past experience and deduction of amounts for reinsurance placed with reinsurers. Loss and LAE during 2016 was $89.2 million, compared to $99.1 million and $94.4 million during 2015 and 2014, respectively, resulting in loss and LAE ratios during 2016, 2015 and 2014 of 57.4%, 61.1% and 57.4%, respectively. The lower claims loss experience during 2016, compared with 2015, was primarily driven by the benefit of the current reinsurance structure previously discussed, the effects of premiums earned decreasing at a lower rate than loss and LAE expense, and the decrease in claims loss reserves associated with prior period adverse development of $6.1 million. The increase in the loss and LAE ratio during 2015, compared with 2014, was primarily due to the effects of net insurance premiums earned being relatively flat, the increase in frequency and severity of severe weather events in our geographic coverage area and the increase in claims loss reserves associated with prior period adverse development related to litigation emerging from a series of hail storms within the 2012 through 2014 accident years.

The insurance segment seeks to generate underwriting profitability. Management evaluates NLC's loss and LAE ratio by bifurcating the losses to derive catastrophic and non-catastrophic loss ratios. The non-catastrophic loss ratio excludes Property Claims Services events that exceed $1.0 million of losses to NLC. Catastrophic events, including those that do not exceed our reinsurance retention, affect insurance segment loss ratios. During 2016, catastrophic events that did not exceed reinsurance retention accounted for $34.0 million of the total loss and LAE, as compared to $26.2 million and $19.9 million during 2015 and 2014, respectively. The inclusion of catastrophic events increased insurance segment combined ratios by 21.9%, 16.2% and 14.1% during 2016, 2015 and 2014, respectively.

Policy acquisition and other underwriting expenses encompass all expenses incurred relative to NLC operations, and include elements of multiple categories of expense otherwise reported as noninterest expense in the consolidated statements of operations.

The following table details the calculation of the underwriting expense ratio for the periods presented (dollars in thousands).

	Year Ended December 31,			Variance	
	2016	2015	2014	2016 vs 2015	2015 vs 2014
Amortization of deferred policy acquisition costs	$ 38,502	$ 40,258	$ 41,609	$ (1,756)	$ (1,351)
Other underwriting expenses	16,998	17,609	13,823	(611)	3,786
Total	55,500	57,867	55,432	(2,367)	2,435
Agency expenses	(3,460)	(3,128)	(3,023)	(332)	(105)
Total less agency expenses	$ 52,040	$ 54,739	$ 52,409	$ (2,699)	$ 2,330
Net insurance premiums earned	$ 155,545	$ 162,082	$ 164,524	$ (6,537)	$ (2,442)
Expense ratio	33.5 %	33.8 %	31.9 %	(0.3)%	1.9 %

Corporate

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance, and acquisition costs.

As a holding company, Hilltop's primary investment objectives are to preserve capital and have cash resources available to make acquisitions. Investment and interest income earned was $0.4 million, $0.4 million and $5.2 million during 2016, 2015 and 2014, respectively. On October 2, 2014, Hilltop exercised its warrant to purchase 8,695,652 shares of SWS common stock at an exercise price of $5.75 per share (the "SWS Warrant"). The aggregate exercise price was paid by the automatic elimination of the $50.0 million aggregate principal amount note receivable from SWS. Consequently, recurring quarterly investment and interest income of $1.6 million were no longer recognized beginning in the fourth calendar quarter of 2014. Investment and interest income during 2016 and 2015 included $0.2 million and $0.3 million, respectively, of intercompany interest earned on note receivables held with First Southwest and Securities Holdings that were paid off in January 2016 and March 2016, respectively.

Interest expense was $7.6 million and $5.5 million during 2016 and 2015, respectively. On April 9, 2015, as previously discussed, Hilltop completed its offering of $150.0 million aggregate principal amount of Senior Notes and used the net proceeds of the offering to redeem all of its outstanding Non-Cumulative Perpetual Preferred Stock, Series B ("Series B Preferred Stock") at an aggregate liquidation value of $114.1 million, plus accrued but unpaid dividends of $0.4 million. Consequently, recurring annual interest expense of $7.5 million is being incurred.

Noninterest income was $81.3 million and $6.0 million during 2015 and 2014, respectively. Noninterest income during 2016 was nominal, while noninterest income during 2015 represented the recognition of a bargain purchase gain related to the SWS Merger. Included in the bargain purchase gain was a reversal of a $33.4 million valuation allowance against SWS deferred tax assets. This amount was based on our expected ability to realize these acquired deferred tax assets through our consolidated core earnings, the implementation of certain tax planning strategies and reversal of timing differences. SWS's net operating loss carryforwards are subject to an annual Section 382 limitation on their usage because of the ownership change.

Following the exercise of the SWS Warrant, Hilltop owned approximately 21% of the outstanding shares of SWS common stock as of October 2, 2014. Contemporaneous with the exercise of the SWS Warrant, Hilltop changed the accounting method for its investment in SWS common stock and elected to account for its investment in accordance with the provisions of the Fair Value Option Subsections of the Accounting Standards Codification ("ASC") (the "Fair Value Option") as permitted by GAAP. Hilltop had previously accounted for its investment in SWS common stock as an available for sale security. Under the Fair Value Option, Hilltop's investment in SWS common stock is recorded at fair value effective October 2, 2014, with changes in fair value being recorded in other noninterest income within the consolidated statement of operations rather than as a component of other comprehensive income. Hilltop's election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of $7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop's investment in SWS common stock resulted in a loss of $1.2 million. In the aggregate, Hilltop recorded a $6.0 million net gain in other noninterest income during 2014.

Noninterest expenses of $29.9 million, $31.9 million and $13.9 million during 2016, 2015 and 2014, respectively, were primarily comprised of employees' compensation and benefits and professional fees, including corporate governance, legal and transaction costs. During 2016, compared with 2015, noninterest expenses included a year-over-year decrease in transaction and integration-related costs directly attributable to the SWS Merger, partially offet by increases in employees' compensation and benefits costs of $2.3 million associated with increases in headcount and incentive compensation costs, as well as other professional fees. During 2015, compared with 2014, noninterest expenses included year-over-year increases in employees' compensation and benefits costs of $3.4 million associated with increases in headcount and incentive compensation costs, as well as transaction and integration-related costs directly attributable to the SWS Merger. During 2016, Hilltop incurred pre-tax transaction costs related to the SWS Merger of $7.4 million, compared with pre-tax transaction costs related to the SWS Merger of $12.9 million and pre-tax integration-related costs associated with professional fees of $0.5 million during 2015 and pre-tax transaction costs related to the SWS Merger of $1.4 million during 2014.

Financial Condition

The following discussion contains a more detailed analysis of our financial condition at December 31, 2016 as compared to December 31, 2015 and 2014.

Securities Portfolio

At December 31, 2016, investment securities consisted of securities of the U.S. Treasury, U.S. government and its agencies, obligations of municipalities and other political subdivisions, primarily in the State of Texas, mortgage-backed, corporate debt, and equity securities. We may categorize investments as trading, available for sale, and held to maturity.

Trading securities are bought and held principally for the purpose of selling them in the near term and are carried at fair value, marked to market through operations and held at the Bank and the Hilltop Broker-Dealers. Securities that may be sold in response to changes in market interest rates, changes in securities' prepayment risk, increases in loan demand, general liquidity needs and other similar factors are classified as available for sale and are carried at estimated fair value, with unrealized gains and losses recorded in accumulated other comprehensive income (loss). Securities are classified as held to maturity based on the intent and ability of our management, at the time of purchase, to hold such securities to maturity. These securities are carried at amortized cost.

The table below summarizes our securities portfolio (in thousands).

	December 31,		
	2016	2015	2014
Trading securities, at fair value			
U.S. Treasury securities	$ 5,940	$ 20,481	$ —
U.S. government agencies:			
Bonds	36,303	36,244	—
Residential mortgage-backed securities	2,539	12,505	5,126
Commercial mortgage-backed securities	15,171	19,280	19,932
Collateralized mortgage obligations	5,607	264	—
Corporate debt securities	60,699	34,735	4
States and political subdivisions	89,946	58,588	40,616
Unit investment trusts	41,409	18,400	—
Private-label securitized product	4,292	12,324	—
Other	3,628	1,325	39
	265,534	214,146	65,717
Securities available for sale, at fair value			
U.S. Treasury securities	31,801	44,603	19,613
U.S. government agencies:			
Bonds	122,652	296,636	516,241
Residential mortgage-backed securities	133,138	35,853	41,843
Commercial mortgage-backed securities	8,715	9,207	11,055
Collateralized mortgage obligations	114,702	52,701	87,124
Corporate debt securities	79,129	97,950	98,472
States and political subdivisions	87,515	118,725	136,785
Commercial mortgage-backed securities	515	531	640
Equity securities	19,840	17,500	13,762
	598,007	673,706	925,535
Securities held to maturity, at amortized cost			
U.S. Treasury securities	—	25,146	25,008
U.S. government agencies:			
Bonds	40,513	69,379	—
Residential mortgage-backed securities	19,606	23,735	29,782
Commercial mortgage-backed securities	31,767	18,658	—
Collateralized mortgage obligations	217,954	167,541	57,328
States and political subdivisions	41,991	27,563	6,091
	351,831	332,022	118,209
Total securities portfolio	$ 1,215,372	$ 1,219,874	$ 1,109,461

We had a net unrealized loss of $0.2 million related to the available for sale investment portfolio at December 31, 2016, compared with net unrealized gains of $3.7 million and $0.8 million at December 31, 2015 and 2014, respectively.

Our net unrealized losses associated with the securities held to maturity portfolio were $6.7 million and $0.6 million at December 31, 2016 and 2015, respectively, compared with a net unrealized gain of $0.1 million at December 31, 2014.

Banking Segment

The banking segment's securities portfolio plays a role in the management of our interest rate sensitivity and generates additional interest income. In addition, the securities portfolio is used to meet collateral requirements for public and trust deposits, securities sold under agreements to repurchase and other purposes. The available for sale securities portfolio serves as a source of liquidity. Historically, the Bank's policy has been to invest primarily in securities of the U.S. government and its agencies, obligations of municipalities in the State of Texas and other high grade fixed income securities to minimize credit risk. At December 31, 2016, the banking segment's securities portfolio of $844.0 million was comprised of trading securities of $15.7 million, available for sale securities of $476.4 million and held to maturity securities of $351.8 million.

Broker-Dealer Segment

Our broker-dealer segment holds securities to support sales, underwriting and other customer activities. The Hilltop Broker-Dealers are required to carry their securities at fair value and record changes in the fair value of the portfolio in operations. The securities portfolio of the Hilltop Broker-Dealers included trading securities of $249.8 million at December 31, 2016. In addition, the Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligation may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheet, had a value of $153.9 million at December 31, 2016.

Insurance Segment

Our insurance segment's primary investment objective is to preserve capital and manage for a total rate of return. NLC's strategy is to purchase securities in sectors that represent the most attractive relative value. Our insurance segment invests the premiums it receives from policyholders until they are needed to pay policyholder claims or other expenses. At December 31, 2016, the insurance segment's securities portfolio was comprised of $121.5 million in available for sale securities and $5.0 million of other investments included in other assets within the consolidated balance sheet.

The following table sets forth the estimated maturities of our debt securities, excluding trading securities, at December 31, 2016. Contractual maturities may be different (dollars in thousands, yields are tax-equivalent).

	One Year Or Less	One Year to Five Years	Five Years to Ten Years	Greater Than Ten Years	Total
U.S. Treasury securities:					
Amortized cost	$ 17,545	$ 9,201	$ 4,955	$ —	$ 31,701
Fair value	$ 17,533	$ 9,179	$ 5,089	$ —	$ 31,801
Weighted average yield	0.01 %	0.01 %	0.03 %	—	0.01 %
U.S. government agencies:					
Bonds:					
Amortized cost	$ 94,640	$ 14,975	$ 36,237	$ 16,499	$ 162,351
Fair value	$ 94,677	$ 14,908	$ 36,355	$ 15,938	$ 161,878
Weighted average yield	0.01 %	0.02 %	0.02 %	0.02 %	0.01 %
Residential mortgage-backed securities:					
Amortized cost	$ —	$ 643	$ 335	$ 153,999	$ 154,977
Fair value	$ —	$ 674	$ 367	$ 151,710	$ 152,751
Weighted average yield	— %	0.03 %	0.05 %	0.02 %	0.02 %
Commercial mortgage-backed securities:					
Amortized cost	$ —	$ —	$ 35,552	$ 4,986	$ 40,538
Fair value	$ —	$ —	$ 34,914	$ 5,077	$ 39,991
Weighted average yield	—	— %	0.03 %	0.03 %	0.03 %
Collateralized mortgage obligations:					
Amortized cost	$ —	$ 10,260	$ 10,329	$ 315,244	$ 335,833
Fair value	$ —	$ 10,112	$ 10,223	$ 309,077	$ 329,412
Weighted average yield	—	0.02 %	0.02 %	0.02 %	0.02 %
Corporate debt securities:					
Amortized cost	$ 6,734	$ 25,575	$ 43,639	$ 918	$ 76,866
Fair value	$ 6,928	$ 26,529	$ 44,695	$ 977	$ 79,129
Weighted average yield	0.06 %	0.04 %	0.03 %	0.06 %	0.04 %
States and political subdivisions:					
Amortized cost	$ 816	$ 3,424	$ 15,227	$ 108,877	$ 128,344
Fair value	$ 816	$ 3,416	$ 15,333	$ 108,213	$ 127,778
Weighted average yield	0.02 %	0.02 %	0.02 %	0.03 %	0.02 %
Commercial mortgage-backed securities:					
Amortized cost	$ —	$ —	$ —	$ 499	$ 499
Fair value	$ —	$ —	$ —	$ 515	$ 515
Weighted average yield	—	—	—	0.06 %	0.06 %
Total securities portfolio:					
Amortized cost	$ 119,735	$ 64,078	$ 146,274	$ 601,022	$ 931,109
Fair value	$ 119,954	$ 64,818	$ 146,976	$ 591,507	$ 923,255
Weighted average yield	0.01 %	0.03 %	0.03 %	0.02 %	0.02 %

Non-Covered Loan Portfolio

Consolidated non-covered loans held for investment are detailed in the table below, classified by portfolio segment and segregated between those considered to be PCI loans and all other originated or acquired loans (in thousands). PCI loans showed evidence of credit deterioration on the date of acquisition that made it probable that all contractually required principal and interest payments will not be collected.

December 31, 2016	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,687,781	$ 8,672	$ 1,696,453
Real estate	2,777,768	38,999	2,816,767
Construction and land development	783,383	3,467	786,850
Consumer	41,058	294	41,352
Broker-dealer	502,077	—	502,077
Non-covered loans, gross	5,792,067	51,432	5,843,499
Allowance for loan losses	(51,089)	(3,097)	(54,186)
Non-covered loans, net of allowance	$ 5,740,978	$ 48,335	$ 5,789,313

December 31, 2015	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,539,455	$ 13,350	$ 1,552,805
Real estate	2,260,464	52,775	2,313,239
Construction and land development	700,206	5,150	705,356
Consumer	44,893	779	45,672
Broker-dealer	590,545	—	590,545
Non-covered loans, gross	5,135,563	72,054	5,207,617
Allowance for loan losses	(40,929)	(4,486)	(45,415)
Non-covered loans, net of allowance	$ 5,094,634	$ 67,568	$ 5,162,202

December 31, 2014	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,366,984	$ 13,442	$ 1,380,426
Real estate	1,670,684	24,151	1,694,835
Construction and land development	404,465	9,178	413,643
Consumer	51,009	2,138	53,147
Broker-dealer	378,425	—	378,425
Non-covered loans, gross	3,871,567	48,909	3,920,476
Allowance for loan losses	(31,722)	(5,319)	(37,041)
Non-covered loans, net of allowance	$ 3,839,845	$ 43,590	$ 3,883,435

December 31, 2013	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,318,737	$ 36,816	$ 1,355,553
Real estate	1,418,003	39,250	1,457,253
Construction and land development	344,734	19,817	364,551
Consumer	51,067	4,509	55,576
Broker-dealer	281,713	—	281,713
Non-covered loans, gross	3,414,254	100,392	3,514,646
Allowance for loan losses	(30,104)	(3,137)	(33,241)
Non-covered loans, net of allowance	$ 3,384,150	$ 97,255	$ 3,481,405

December 31, 2012	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,311,822	$ 71,386	$ 1,383,208
Real estate	1,122,667	62,247	1,184,914
Construction and land development	247,413	33,070	280,483
Consumer	26,629	77	26,706
Broker-dealer	277,085	—	277,085
Non-covered loans, gross	2,985,616	166,780	3,152,396
Allowance for loan losses	(3,409)	—	(3,409)
Non-covered loans, net of allowance	$ 2,982,207	$ 166,780	$ 3,148,987

Banking Segment

The loan portfolio constitutes the major earning asset of the banking segment and typically offers the best alternative for obtaining the maximum interest spread above the banking segment's cost of funds. The overall economic strength of the banking segment generally parallels the quality and yield of its loan portfolio. The banking segment's loan portfolio consists of the non-covered loan portfolio and the covered loan portfolio. The covered loan portfolio consists of loans acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC and is discussed under the heading "— Covered Loan Portfolio" below. The non-covered loan portfolio includes all other loans held by the Bank and is discussed herein.

The banking segment's total non-covered loans, net of the allowance for non-covered loan losses, were $6.9 billion, $5.9 billion and $4.7 billion at December 31, 2016, 2015 and 2014, respectively. The banking segment's non-covered loan portfolio includes a warehouse line of credit extended to PrimeLending, of which $1.6 billion, $1.4 billion and $1.2 billion was drawn at December 31, 2016, 2015 and 2014, respectively. During 2016, the commitment under this warehouse line of credit ranged from $1.5 billion to $1.9 billion to address seasonal fluctuations in loan origination volumes, and was $1.8 billion at December 31, 2016, Amounts advanced against the warehouse line of credit are eliminated from net loans on our consolidated balance sheets. The banking segment does not generally participate in syndicated loan transactions and has no foreign loans in its portfolio.

At December 31, 2016, the banking segment had non-covered loan concentrations (loans to borrowers engaged in similar activities) that exceeded 10% of total non-covered loans in its real estate portfolio. The areas of concentration within our non-covered real estate portfolio were non-construction commercial real estate loans, non-construction residential real estate loans, and construction and land development loans, which represented 33.4%, 14.8% and 13.5%, respectively, of the banking segment's total non-covered loans at December 31, 2016. The banking segment's non-covered loan concentrations were within regulatory guidelines at December 31, 2016.

Broker-Dealer Segment

The loan portfolio of the broker-dealer segment consists primarily of margin loans to customers and correspondents. These loans are collateralized by the securities purchased or by other securities owned by the clients and, because of collateral coverage ratios, are believed to present minimal collectability exposure. Additionally, these loans are subject to a number of regulatory requirements as well as the Hilltop Broker-Dealers' internal policies. The broker-dealer segment's total non-covered loans, net of the allowance for non-covered loan losses, were $501.9 million, $590.3 million and $378.3 million at December 31, 2016, 2015 and 2014, respectively. The decrease during 2016, compared to 2015, was primarily attributable to decreases of $81.2 million in borrowings in margin accounts and $6.3 million in receivables from customers. The increase during 2015, compared to 2014, was primarily attributable to the inclusion of the assets acquired in the SWS Merger.

Mortgage Origination Segment

The loan portfolio of the mortgage origination segment consists of loans held for sale, primarily single-family residential mortgages funded through PrimeLending, and IRLCs with customers pursuant to which we agree to originate a mortgage loan on a future date at an agreed-upon interest rate. The components of the mortgage origination segment's loans held for sale and IRLCs are as follows (in thousands).

	December 31,		
	2016	2015	2014
Loans held for sale:			
Unpaid principal balance	$ 1,706,383	$ 1,410,445	$ 1,218,792
Fair value adjustment	42,115	50,390	53,360
	$ 1,748,498	$ 1,460,835	$ 1,272,152
IRLCs:			
Unpaid principal balance	$ 944,550	$ 944,942	$ 621,216
Fair value adjustment	23,269	23,762	17,057
	$ 967,819	$ 968,704	$ 638,273

The mortgage origination segment uses forward commitments to mitigate interest rate risk associated with its loans held for sale and IRLCs. The notional amounts of these forward commitments at December 31, 2016, 2015 and 2014 were $2.1 billion, $2.0 billion and $1.5 billion, respectively, while the related estimated fair values were $8.5 million, ($1.2) million and $(11.1) million, respectively.

Covered Loan Portfolio

Banking Segment

Loans acquired in the FNB Transaction that are subject to loss-share agreements with the FDIC are referred to as "covered loans" and reported separately in our consolidated balance sheets. Under the terms of the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets (including covered loans): (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for five years and ten years, respectively, and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the P&A Agreement. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of $240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than $240.4 million. As a result, the Bank expects that it will record amortization associated with its FDIC Indemnification Asset during periods beginning in 2017. As of December 31, 2016, the Bank had billed $151.1 million of covered net losses to the FDIC, of which 80%, or $120.9 million, were reimbursable under the loss-share agreements. As of December 31, 2016, the Bank had received aggregate reimbursements of $120.9 million from the FDIC. While the ultimate amount of any "true-up" payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related "true-up" payment accrual of $14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. Additionally, as estimates of realized losses on covered assets change, the value of the FDIC Indemnification Asset will be adjusted and therefore may not be realized. As noted above, if the Bank continues to experience favorable resolutions within its covered assets portfolio and covered losses, the Bank will be required to increase its "true-up" payment accrual and recognize amortization on the FDIC Indemnification Asset.

In connection with the FNB Transaction, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. Based on purchase date valuations, the banking segment's portfolio of acquired covered loans had a fair value of $1.1 billion as of the Bank Closing Date, with no carryover of any allowance for loan losses. Unless the banking segment acquires additional loans subject to loss-share agreements with the FDIC, the covered portfolio will continue to decrease as covered loans are liquidated.

Covered loans held for investment are detailed in the table below and classified by portfolio segment (in thousands).

December 31, 2016	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,185	$ 1,512	$ 2,697
Real estate	117,431	127,038	244,469
Construction and land development	3,757	5,204	8,961
Covered loans, gross	122,373	133,754	256,127
Allowance for loan losses	(69)	(344)	(413)
Covered loans, net of allowance	$ 122,304	$ 133,410	$ 255,714

December 31, 2015	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 1,294	$ 7,507	$ 8,801
Real estate	147,502	193,546	341,048
Construction and land development	9,524	20,921	30,445
Covered loans, gross	158,320	221,974	380,294
Allowance for loan losses	(32)	(1,500)	(1,532)
Covered loans, net of allowance	$ 158,288	$ 220,474	$ 378,762

December 31, 2014	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 10,345	$ 20,435	$ 30,780
Real estate	183,886	368,964	552,850
Construction and land development	13,021	45,989	59,010
Covered loans, gross	207,252	435,388	642,640
Allowance for loan losses	(77)	(4,534)	(4,611)
Covered loans, net of allowance	$ 207,175	$ 430,854	$ 638,029

December 31, 2013	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 28,533	$ 38,410	$ 66,943
Real estate	223,304	564,678	787,982
Construction and land development	25,376	126,068	151,444
Covered loans, gross	277,213	729,156	1,006,369
Allowance for loan losses	(179)	(882)	(1,061)
Covered loans, net of allowance	$ 277,034	$ 728,274	$ 1,005,308

At December 31, 2016, the banking segment had covered loan concentrations (loans to borrowers engaged in similar activities) that exceeded 10% of total covered loans in its real estate portfolio. The areas of concentration within our covered real estate portfolio were non-construction residential real estate loans and non-construction commercial real estate loans, which represented 67.3% and 28.2%, respectively, of the banking segment's total covered loans at December 31, 2016. The banking segment's covered loan concentrations were within regulatory guidelines at December 31, 2016.

Loan Portfolio Maturities

Banking Segment

The following table provides information regarding the maturities of the banking segment's non-covered and covered commercial and real estate loans held for investment, net of unearned income (in thousands).

	December 31, 2016			
	Due Within One Year	Due From One To Five Years	Due After Five Years	Total
Commercial and industrial	$ 2,836,628	$ 410,450	$ 103,779	$ 3,350,857
Real estate (including construction and land development)	1,033,954	1,716,317	1,108,800	3,859,071
Total	$ 3,870,582	$ 2,126,767	$ 1,212,579	$ 7,209,928
Fixed rate loans	$ 2,809,207	$ 1,407,289	$ 912,517	$ 5,129,013
Floating rate loans	1,061,375	719,478	300,062	2,080,915
Total	$ 3,870,582	$ 2,126,767	$ 1,212,579	$ 7,209,928

In the table above, floating rate loans that have reached their applicable rate floor or ceiling are classified as fixed rate loans rather than floating rate loans. The majority of floating rate loans carry an interest rate tied to The Wall Street Journal Prime Rate, as published in The Wall Street Journal.

Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses inherent in our existing non-covered and covered loan portfolios. Management has responsibility for determining the level of the allowance for loan losses, subject to review by the Loan Review Committee of the Bank's board of directors.

It is management's responsibility at the end of each quarter, or more frequently as deemed necessary, to analyze the level of the allowance for loan losses to ensure that it is appropriate for the estimated credit losses in the portfolio. Estimated credit losses are the probable current amount of loans that we will be unable to collect given facts and circumstances as of the evaluation date. When management determines that a loan, or portion thereof, is uncollectible, the loan, or portion thereof, is charged-off against the allowance for loan losses, or for acquired loans accounted for in pools, charged against the pool discount. Recoveries on charge-offs of loans acquired in the Bank Transactions that occurred prior to their acquisition represent contractual cash flows not expected to be collected and are recorded as accretion income. Recoveries on acquired loans charged-off subsequent to their acquisition are credited to the allowance for loan loss, except for recoveries on loans accounted for in pools, which are credited to the pool discount.

We have developed a methodology that seeks to determine an allowance within the scope of the Receivables and Contingencies Topics of the ASC. Each of the loans that has been determined to be impaired is within the scope of the Receivables Topic. Impaired loans that are equal to or greater than $0.5 million are individually evaluated using one of three impairment measurement methods as of the evaluation date: (1) the present value of expected future discounted cash flows on the loan, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. Specific reserves are provided in our estimate of the allowance based on the measurement of impairment under these three methods, except for collateral dependent loans, which require the fair value method. All non-impaired loans are within the scope of the Contingencies Topic. Estimates of loss for the Contingencies Topic are calculated based on historical loss, adjusted for qualitative or environmental factors. The Bank uses a rolling three year average net loss rate to calculate historical loss factors. The analysis is conducted by call report loan category, and further disaggregates commercial and industrial loans by collateral type. The analysis uses net charge-off experience by considering charge-offs and recoveries in determining the loss rate. The historical loss calculation for the quarter is calculated by dividing the current quarter net charge-offs for each loan category by the quarter ended loan category balance. The Bank utilizes a weighted average loss rate to better represent recent trends. The Bank weights the most recent four quarter average at 120% versus the oldest four quarters at 80%.

While historical loss experience provides a reasonable starting point for the analysis, historical losses are not the sole basis upon which we determine the appropriate level for the allowance for loan losses. Management considers recent qualitative or environmental factors that are likely to cause estimated credit losses associated with the existing portfolio to differ from historical loss experience, including but not limited to:

- changes in the volume and severity of past due, nonaccrual and classified loans;
- changes in the nature, volume and terms of loans in the portfolio;
- changes in lending policies and procedures;
- changes in economic and business conditions and developments that affect the collectability of the portfolio;
- changes in lending management and staff;
- changes in the loan review system and the degree of oversight by the Bank's board of directors; and
- any concentrations of credit and changes in the level of such concentrations.

Changes in the volume and severity of past due, nonaccrual and classified loans, as well as changes in the nature, volume and terms of loans in the portfolio are key indicators of changes that could indicate a necessary adjustment to the historical loss factors. The magnitude of the impact of these factors on our qualitative assessment of the allowance for loan loss changes from quarter to quarter.

The loan review program is designed to identify and monitor problem loans by maintaining a credit grading process, requiring that timely and appropriate changes are made to reviewed loans and coordinating the delivery of the information necessary to assess the appropriateness of the allowance for loan losses. Loans are evaluated for impaired status when: (i) payments on the loan are delayed, typically by 90 days or more (unless the loan is both well secured and in the process of collection), (ii) the loan becomes classified, (iii) the loan is being reviewed in the normal course of the loan review scope, or (iv) the loan is identified by the servicing officer as a problem. We review on an individual basis all loan relationships equal to or greater than $0.5 million that exhibit probable or observed credit weaknesses, the top 25 loan relationships by dollar amount in each market we serve, and additional relationships necessary to achieve adequate coverage of our various lending markets.

In connection with the Bank Transactions, we acquired loans both with and without evidence of credit quality deterioration since origination. PCI loans acquired in the PlainsCapital Merger are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and the SWS Merger are accounted for in pools as well as on an individual loan basis. We have established under our PCI accounting policy a framework to aggregate certain acquired loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing. The common risk characteristics used for the pooling of the FNB and SWS PCI loans are risk grade and loan collateral type. The loans acquired in the Bank Transactions were initially recorded at fair value with no carryover of any allowance for loan losses.

An allowance for loan losses on PCI loans is calculated using the quarterly recast of cash flows expected to be collected for each loan or pool. These evaluations require the continued use and updating of key assumptions and estimates such as default rates, loss severity given default and prepayment speed assumptions (similar to those used for the initial fair value estimate). Management judgment must be applied in developing these assumptions. If expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase, any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan.

Loans without evidence of credit impairment at acquisition are subsequently evaluated for any required allowance at each reporting date. An allowance for loan losses is calculated using a methodology similar to that described above for originated loans. The allowance as determined for each loan collateral type is compared to the remaining fair value discount for that loan collateral type. If greater, the excess is recognized as an addition to the allowance through a provision for loan losses. If less than the discount, no additional allowance is recorded. Charge-offs and losses first reduce any remaining fair value discount for the loan and once the discount is depleted, losses are applied against the allowance established for that loan.

Provisions for loan losses are charged to operations to record the total allowance for loan losses at a level deemed appropriate by the banking segment's management based on such factors as the volume and type of lending it conducted, the amount of non-performing loans and related collateral security, the present level of the allowance for loan losses, the results of recent regulatory examinations, generally accepted accounting principles, general economic conditions and other factors related to the ability to collect loans in its portfolio. The provision for loan losses, primarily in the banking segment, was $40.6 million, $12.7 million and $16.9 million during 2016, 2015 and 2014, respectively. The significant increase in the provision for loan losses during 2016, compared with 2015, was primarily the result of the previously mentioned $24.5 million charge-off of a single large loan by the Bank during the second quarter of 2016.

The allowance for loan losses is subject to regulatory examination and determination as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance. While we believe we have an appropriate allowance for our existing non-covered and covered portfolios at December 31, 2016, additional provisions for losses on existing loans may be necessary in the future.

The following tables present the activity in our allowance for loan losses within our non-covered and covered loan portfolios for the periods presented (in thousands). Substantially all of the activity shown below occurred within the banking segment. With respect to the covered portfolio, the year ended December 31, 2013 below refers to the period from September 14, 2013 through December 31, 2013.

Non-Covered Portfolio	Year Ended December 31, 2016	2015	2014	2013	Month Ended December 31, 2012
Balance, beginning of period	$ 45,415	$ 37,041	$ 33,241	$ 3,409	$ —
Provisions charged to operations	41,741	12,173	7,747	36,093	3,800
Recoveries of non-covered loans previously charged off:					
Commercial and industrial	1,931	3,558	2,943	3,439	—
Real estate	395	520	218	282	—
Construction and land development	—	—	185	265	—
Consumer	123	127	105	61	—
Broker-dealer	—	123	1	—	—
Total recoveries	2,449	4,328	3,452	4,047	—
Non-covered loans charged off:					
Commercial and industrial	33,776	7,144	6,926	9,359	391
Real estate	1,439	605	114	209	—
Construction and land development	—	—	—	524	—
Consumer	203	378	359	216	—
Broker-dealer	1	—	—	—	—
Total charge-offs	35,419	8,127	7,399	10,308	391
Net charge-offs	(32,970)	(3,799)	(3,947)	(6,261)	(391)
Balance, end of year	$ 54,186	$ 45,415	$ 37,041	$ 33,241	$ 3,409
Non-covered allowance for loan losses as a percentage of gross non-covered loans	0.93 %	0.87 %	0.94 %	0.95 %	0.11 %

Covered Portfolio	Year Ended December 31, 2016	2015	2014	2013
Balance, beginning of year	$ 1,532	$ 4,611	$ 1,061	$ —
Provisions charged to (recapture from) operations	(1,121)	542	9,186	1,065
Recoveries of covered loans previously charged off:				
Commercial and industrial	—	222	—	—
Real estate	17	120	—	—
Construction and land development	104	—	—	—
Total recoveries	121	342	—	—
Covered loans charged off:				
Commercial and industrial	6	915	90	4
Real estate	62	2,869	5,399	—
Construction and land development	51	179	147	—
Total charge-offs	119	3,963	5,636	4
Net recoveries (charge-offs)	2	(3,621)	(5,636)	(4)
Balance, end of year	$ 413	$ 1,532	$ 4,611	$ 1,061
Covered allowance for loan losses as a percentage of gross covered loans	0.16 %	0.40 %	0.72 %	0.11 %

The distribution of the allowance for loan losses among loan types and the percentage of the loans for that type to gross loans, excluding unearned income, within our non-covered and covered loan portfolios are presented in the tables below (dollars in thousands).

Non-Covered Portfolio	December 31, 2016 Reserve	2016 % of Gross Non-Covered Loans	2015 Reserve	2015 % of Gross Non-Covered Loans	2014 Reserve	2014 % of Gross Non-Covered Loans	2013 Reserve	2013 % of Gross Non-Covered Loans	2012 Reserve	2012 % of Gross Non-Covered Loans
Commercial and industrial	$ 21,369	29.03 %	$ 19,845	29.82 %	$ 18,833	35.21 %	$ 16,717	38.57 %	$ 1,715	43.88 %
Real estate (including construction and land development)	32,238	61.67 %	25,047	57.96 %	17,581	53.78 %	16,288	51.84 %	1,559	46.48 %
Consumer	424	0.71 %	314	0.88 %	461	1.36 %	88	1.58 %	5	0.85 %
Broker-dealer	155	8.59 %	209	11.34 %	166	9.65 %	148	8.01 %	130	8.79 %
Total	$ 54,186	100.00 %	$ 45,415	100.00 %	$ 37,041	100.00 %	$ 33,241	100.00 %	$ 3,409	100.00 %

Covered Portfolio	December 31, 2016 Reserve	2016 % of Gross Covered loans	2015 Reserve	2015 % of Gross Covered Loans	2014 Reserve	2014 % of Gross Covered Loans	2013 Reserve	2013 % of Gross Covered Loans
Commercial and industrial	$ 35	1.05 %	$ 758	2.31 %	$ 1,193	4.79 %	$ 1,053	6.65 %
Real estate (including construction and land development)	378	98.95 %	774	97.69 %	3,418	95.21 %	8	93.35 %
Total	$ 413	100.00 %	$ 1,532	100.00 %	$ 4,611	100.00 %	$ 1,061	100.00 %

Potential Problem Loans

Potential problem loans consist of loans that are performing in accordance with contractual terms but for which management has concerns about the ability of an obligor to continue to comply with repayment terms because of the obligor's potential operating or financial difficulties. Management monitors these loans and reviews their performance on a regular basis. Potential problem loans contain potential weaknesses that could improve, persist or further deteriorate. If such potential weaknesses persist without improving, the loan is subject to downgrade, typically to substandard, in three to six months. Potential problem loans are assigned a grade of special mention within our risk grading matrix. Potential problem loans do not include PCI loans because PCI loans exhibited evidence of credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected. Within our non-covered loan portfolio, we had four credit relationships totaling $3.8 million of potential problem loans at December 31, 2016, compared with two credit relationships totaling $1.6 million of potential problem loans at December 31, 2015 and three credit relationships totaling $1.8 million of potential problem loans at December 31, 2014. Within our covered loan portfolio, we had one credit relationship totaling $0.5 million of potential problem loans at December 31, 2016, compared with one credit relationship totaling $0.5 million with potential problem loans at December 31, 2015 and no credit relationships with potential problem loans at December 31, 2014.

Non-Performing Assets

The following table presents components of our non-covered non-performing assets (dollars in thousands).

	December 31, 2016	2015	2014	2013	2012
Non-covered loans accounted for on a non-accrual basis:					
Commercial and industrial	$ 9,515	$ 17,764	$ 16,648	$ 16,730	$ —
Real estate	13,932	7,160	4,707	6,511	1,756
Construction and land development	755	114	703	112	—
Consumer	244	7	—	—	—
Broker-dealer	—	—	—	—	—
	$ 24,446	$ 25,045	$ 22,058	$ 23,353	$ 1,756
Non-covered non-performing loans as a percentage of total non-covered loans	0.32 %	0.37 %	0.42 %	0.51 %	0.04 %
Non-covered other real estate owned	$ 4,507	$ 394	$ 808	$ 4,805	$ 11,098
Other repossessed assets	$ 1,117	$ —	$ 361	$ 13	$ 557
Non-covered non-performing assets	$ 30,070	$ 25,439	$ 23,227	$ 28,171	$ 13,411
Non-covered non-performing assets as a percentage of total assets	0.24 %	0.21 %	0.25 %	0.32 %	0.18 %
Non-covered loans past due 90 days or more and still accruing	$ 47,486	$ 50,776	$ 19,237	$ 7,301	$ 3,563
Troubled debt restructurings included in accruing non-covered loans	$ 1,196	$ 1,418	$ 2,901	$ 1,055	$ —

At December 31, 2016, total non-covered non-performing assets increased $4.7 million to $30.1 million, compared with $25.4 million at December 31, 2015. Total non-covered non-performing assets increased $2.2 million to $25.4 million, compared with $23.2 million at December 31, 2014. Non-covered non-performing loans totaled $24.4 million, $25.0 million and $22.1 million at December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, non-covered non-accrual loans included 19 commercial and industrial relationships with loans of $9.5 million secured by accounts receivable, life insurance, oil and gas, livestock, and equipment. Non-covered non-accrual loans at December 31, 2016 also included $13.9 million characterized as real estate loans, including five commercial real estate loan relationships totaling $11.0 million and $2.9 million in loans secured by residential real estate, $1.7 million of which were classified as loans held for sale, as well as construction and land development loans of $0.8 million. At December 31, 2015, non-covered non-accrual loans included 20 commercial and industrial relationships with loans of $17.4 million secured by accounts receivable, inventory, life insurance, livestock, and oil and gas, and a total of $0.3 million in lease financing receivables. Non-covered non-accrual loans at December 31, 2015 also included $7.2 million characterized as real estate loans, including four commercial real estate loan relationships of $4.6 million and loans secured by residential real estate of $2.6 million, $1.6 million of which were classified as loans held for sale, as well as construction and land development loans of $0.1 million. At December 31, 2014, non-covered non-accrual loans included twelve commercial and industrial relationships with loans of $15.0 million secured by accounts receivable, inventory, equipment and life insurance, and a total of $1.6 million in lease financing receivables. Non-covered non-accrual loans at December 31, 2014 also included $4.7 million characterized as real estate loans, including two commercial real estate loan relationships of $0.4 million and loans secured by residential real estate of $1.3 million, $3.0 million of which were classified as loans held for sale, as well as construction and land development loans of $0.7 million.

Non-covered OREO increased $4.1 million to $4.5 million at December 31, 2016, compared with $0.4 million at December 31, 2015. Changes in non-covered OREO included the addition of eight properties totaling $6.3 million and the disposal of six properties totaling $1.6 million. At December 31, 2016, non-covered OREO included commercial properties of $4.2 million and other real estate properties of $0.3 million. At December 31, 2015, non-covered OREO included commercial properties of $0.4 million.

Non-covered non-PCI loans past due 90 days or more and still accruing were $47.5 million, $50.8 million and $19.2 million at December 31, 2016, 2015 and 2014, respectively, substantially all of which were loans held for sale and guaranteed by U.S. Government agencies, including loans that are subject to repurchase, or have been repurchased, by PrimeLending.

At December 31, 2016, troubled debt restructurings ("TDRs") on non-covered loans totaled $6.4 million. These TDRs were comprised of $1.2 million of non-covered loans that were considered to be performing and non-covered non-performing loans of $5.2 million reported in non-accrual loans. At December 31, 2015, TDRs on non-covered loans totaled $9.3 million, of which $1.4 million related to non-covered loans that were considered to be performing and non-covered non-performing loans of $7.9 million reported in non-accrual loans. At December 31, 2014, TDRs on non-covered loans totaled $10.3 million, of which $2.9 million related to non-covered loans that were considered to be performing and non-covered non-performing loans of $7.4 million reported in non-accrual loans.

The following table presents components of our covered non-performing assets (dollars in thousands).

	December 31, 2016	December 31, 2015	December 31, 2014	December 31, 2013
Covered loans accounted for on a non-accrual basis:				
Commercial and industrial	$ 52	$ 68	$ 1,325	$ 973
Real estate	3,765	2,958	31,869	249
Construction and land development	19	5,952	1,029	575
	$ 3,836	$ 8,978	$ 34,223	$ 1,797
Covered non-performing loans as a percentage of total covered loans	1.50 %	2.36 %	5.33 %	0.18 %
Covered other real estate owned:				
Real estate - residential	$ 7,396	$ 17,718	$ 15,711	$ 11,634
Real estate - commercial	9,558	33,425	40,889	51,897
Construction and land development - residential	7,926	9,190	21,719	36,866
Construction and land development - commercial	26,762	38,757	58,626	42,436
	$ 51,642	$ 99,090	$ 136,945	$ 142,833
Other repossessed assets	$ —	$ —	$ —	$ —
Covered non-performing assets	$ 55,478	$ 108,068	$ 171,168	$ 144,630
Covered non-performing assets as a percentage of total assets	0.44 %	0.91 %	1.85 %	1.62 %
Covered loans past due 90 days or more and still accruing	$ 173	$ —	$ 67	$ —
Troubled debt restructurings included in accruing covered loans	$ 503	$ 515	$ 326	$ —

At December 31, 2016, covered non-performing assets decreased by $52.6 million to $55.5 million, compared with $108.1 million at December 31, 2015, due to decreases in covered other real estate owned of $47.5 million and covered non-accrual loans of $5.1 million. At December 31, 2015, covered non-performing assets decreased by $63.1 million to $108.1 million, compared with $171.2 million at December 31, 2014, due to decreases in covered non-accrual loans of $25.3 million and covered other real estate owned of $37.8 million. Covered non-performing loans totaled $3.8 million, $9.0 million and $34.2 million at December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, covered non-performing loans included one commercial and industrial relationships of $0.1 million, three commercial real estate loan relationships of $0.7 million and 31 residential real estate loan relationships of $3.0 million. At December 31, 2015, covered non-performing loans included four commercial and industrial relationships with loans of $0.1 million secured by accounts receivable and inventory, two commercial real estate loan relationships of $0.4 million, 25 residential real estate loan relationships of $2.5 million, as well as construction and land development loans of $6.0 million. At December 31, 2014, covered non-performing loans included two commercial and industrial relationships with loans of $1.2 million secured by accounts receivable and inventory, four commercial real estate loan relationships of $30.8 million, nine residential real estate loan relationships of $1.1 million, as well as construction and land development loans of $1.0 million.

OREO acquired in the FNB Transaction that is subject to the FDIC loss-share agreements is referred to as "covered OREO" and reported separately in our consolidated balance sheets. Covered OREO decreased $47.5 million to $51.6 million at December 31, 2016, compared with $99.1 million at December 31, 2015. The decrease was primarily due to the disposal of 212 properties totaling $42.9 million and fair value valuation decreases of $18.5 million, partially offset by the addition of 124 properties totaling $13.9 million. Covered OREO decreased $37.8 million to $99.1 million at December

31, 2015, compared with $136.9 million at December 31, 2014. The decrease was primarily due to the disposal of 251 properties totaling $71.7 million and fair value valuation decreases of $16.6 million, partially offset by the addition of 150 properties totaling $50.5 million.

Covered non-PCI loans past due 90 days or more and still accruing totaled $0.2 million at December 31, 2016 and included one residential real estate loan and one commercial and industrial loan. There were no covered non-PCI loans past due 90 days or more and still accruing at December 31, 2015. Covered non-PCI loans past due 90 days or more and still accruing totaled $0.1 million at December 31, 2014 and included a secured commercial and industrial loan, a construction and land development loan, and a residential real estate loan.

At December 31, 2016, TDRs on covered loans totaled $1.4 million, of which $0.5 million related to covered loans that were considered to be performing and covered non-performing loans of $0.9 million included in non-accrual loans. At December 31, 2015, TDRs on covered loans totaled $1.5 million, of which $0.5 million related to covered loans that were considered to be performing and covered non-performing loans of $1.0 million included in non-accrual loans. At December 31, 2014, TDRs on covered loans totaled $0.7 million, of which $0.3 million related to covered loans that were considered to be performing and covered non-performing loans of $0.4 million included in non-accrual loans.

Insurance Losses and Loss Adjustment Expenses

At December 31, 2016, 2015 and 2014, our gross reserves for unpaid losses and LAE was $35.8 million, $44.4 million, and $29.7 million, respectively, including estimated recoveries from reinsurance of $9.4 million, $13.5 million and $4.3 million, respectively. The liability for insurance losses and LAE represents estimates of the ultimate unpaid cost of all losses incurred, including losses for claims that have not yet been reported, less a reduction for reinsurance recoverables related to those liabilities. Separately for each of NLIC and ASIC and each line of business, our actuaries estimate the liability for unpaid losses and LAE by first estimating ultimate losses and LAE amounts for each year, prior to recognizing the impact of reinsurance. The amount of liabilities for reported claims is based primarily on a claim-by-claim evaluation of coverage, liability, injury severity or scope of property damage, and any other information considered relevant to estimating exposure presented by the claim.

The methods that our actuaries utilize to estimate ultimate loss and LAE amounts are the paid and reported loss development method and the paid and reported Bornhuetter-Ferguson method (the “BF method”). Significant periods of time can elapse between the occurrence of an insured loss, the reporting of the loss to the insurer and the insurer’s payment of that loss. NLC’s liabilities for unpaid losses represent the best estimate at a given point in time of what it expects to pay claimants, based on facts, circumstances and historical trends then known. During the loss settlement period, additional facts regarding individual claims may become known and, consequently, it often becomes necessary to refine and adjust the estimates of liability. This process is commonly referred to as loss development. To project ultimate losses and LAE, our actuaries examine the paid and reported losses and LAE for each accident year and multiply these values by a loss development factor. The selected loss development factors are based upon a review of the loss development patterns indicated in the companies’ historical loss triangles (which utilize historical trends, adjusted for changes in loss costs, underwriting standards, policy provisions, product mix and other factors) and applicable insurance industry loss development factors. Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors that are subject to significant variation. Liabilities for LAE are intended to cover the ultimate cost of settling claims, including investigation and defense of lawsuits resulting from such claims.

The BF method is a procedure that weights an expected ultimate loss and LAE amount, and the result of the loss development method. This method is useful when loss data is immature or sparse because it is not as sensitive as the loss development method to unusual variations in the paid or reported amounts. The BF method requires an initial estimate of expected ultimate losses and LAE. For each year, the expected ultimate losses and LAE is based on a review of the ultimate loss ratios indicated in the companies’ historical data and applicable insurance industry ultimate loss ratios. Each loss development factor, paid or reported, implies a certain percent of the ultimate losses and LAE is still unpaid or unreported. The amounts of unpaid or unreported losses and LAE by year are estimated as the percentage unpaid or unreported, times the expected ultimate loss and LAE amounts. To project ultimate losses and LAE, the actual paid or reported losses and LAE to date are added to the estimated unpaid or unreported amounts. The results of each actuarial method performed by year are reviewed to select an ultimate loss and LAE amount for each accident year. In general, more weight is given to the loss development projections for more mature accident periods and more weight is given to the BF methods for less mature accident periods.

The reserve analysis performed by our actuaries provides preliminary central estimates of the unpaid losses and LAE. At each quarter-end, the results of the reserve analysis are summarized and discussed with our senior management. The senior management group considers many factors in determining the amount of reserves to record for financial statement purposes. These factors include the extent and timing of any recent catastrophic events, historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and reported loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in our pricing and underwriting, and overall pricing and underwriting trends in the insurance market. We would consider reasonably likely changes in the key assumptions to have an impact on our best estimate by plus or minus 10%. At December 31, 2016, this equates to approximately plus or minus $2.6 million, or 1.6% of insurance segment equity, and 2.9% of calendar year 2016 insurance losses.

Deposits

The banking segment's major source of funds and liquidity is its deposit base. Deposits provide funding for its investments in loans and securities. Interest paid for deposits must be managed carefully to control the level of interest expense and overall net interest margin. The composition of the deposit base (time deposits versus interest-bearing demand deposits and savings), as discussed in more detail within the section entitled "Liquidity and Capital Resources — Banking Segment" below, is constantly changing due to the banking segment's needs and market conditions. Average deposits totaled $7.1 billion during 2016, and was relatively consistent with average deposits of $7.0 billion during 2015 and an increase from average deposits of $6.4 million during 2014. The significant year-over-year increase in average deposits during 2015, compared with 2014, were primarily due to the assumption of deposits in the SWS Merger. For the periods presented in the table below, the average rates paid associated with time deposits include the effects of amortization of the deposit premiums booked as a part of the Bank Transactions.

The table below presents the average balance of, and rate paid on, consolidated deposits (dollars in thousands).

	Year Ended December 31,					
	2016		2015		2014	
	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid	Average Balance	Average Rate Paid
Noninterest-bearing demand deposits	$ 2,241,561	0.00 %	$ 2,187,336	0.00 %	$ 1,862,277	0.00 %
Interest-bearing demand deposits	3,185,006	0.14 %	3,011,647	0.13 %	2,249,527	0.22 %
Savings deposits	301,877	0.15 %	297,857	0.15 %	304,774	0.19 %
Time deposits	1,337,491	0.81 %	1,494,573	0.74 %	1,936,447	0.53 %
	$ 7,065,935	0.22 %	$ 6,991,413	0.22 %	$ 6,353,025	0.25 %

The maturity of consolidated interest-bearing time deposits of $100,000 or more at December 31, 2016 is set forth in the table below (in thousands).

Months to maturity:	
3 months or less	$ 153,269
3 months to 6 months	157,955
6 months to 12 months	254,815
Over 12 months	331,750
	$ 897,789

The banking segment experienced an increase of $125.8 million in interest-bearing time deposits of $100,000 or more at December 31, 2016, compared to December 31, 2015, primarily due to our strategic decision to offer more aggressive time deposit rate options. This change compares favorably to the decrease in interest-bearing time deposits of $100,000 or more at December 31, 2015, compared to December 31, 2014, of $186.2 million primarily due our strategic decisions to both not renew any "listing service" time deposits and offer lower renewal rates on certain time deposits acquired in the FNB Transaction to conform to the Bank's interest rate structure. At December 31, 2016, there were $782.4 million in interest-bearing time deposits scheduled to mature within one year.

Borrowings

Our borrowings are shown in the table below (dollars in thousands).

	December 31,					
	2016		2015		2014	
	Balance	Average Rate Paid	Balance	Average Rate Paid	Balance	Average Rate Paid
Short-term borrowings	$ 1,417,289	0.65 %	$ 947,373	0.56 %	$ 762,696	0.32 %
Notes payable	317,912	3.89 %	238,716	3.93 %	56,684	4.27 %
Junior subordinated debentures	67,012	3.99 %	67,012	3.58 %	67,012	3.52 %
	$ 1,802,213	1.57 %	$ 1,253,101	1.38 %	$ 886,392	0.88 %

Short-term borrowings consisted of federal funds purchased, securities sold under agreements to repurchase, borrowings at the Federal Home Loan Bank ("FHLB") and short-term bank loans. The $469.9 million increase in short-term borrowings at December 31, 2016 compared with December 31, 2015 included an increase in borrowings of $428.2 million in our banking segment primarily associated with an increase in borrowings under the mortgage origination segment's warehouse line of credit with the Bank and a net increase of $34.5 million in short-term bank loans and securities sold under agreements to repurchase used by the Hilltop Broker-Dealers to finance their activities. The $184.7 million increase in short-term borrowings at December 31, 2015 compared with December 31, 2014 was primarily due to an increase in borrowings of $167.4 million in our banking segment to fund an increase in borrowings under the mortgage origination segment's warehouse line of credit with the Bank and an increase of $17.3 million in borrowings by the Hilltop Broker-Dealers to finance their activities. The increase in Hilltop Broker-Dealer borrowings was primarily due to the inclusion of the operations acquired in the SWS Merger. Notes payable at December 31, 2016 of $317.9 million was comprised of $148.3 million related to Senior Notes, net of loan origination fees, associated with our debt offering in April 2015, FHLB borrowings with an original maturity greater than one year held by the former SWS FSB within the banking segment of $102.6 million, insurance segment term notes of $50.5 million, and mortgage origination segment borrowings of $16.5 million. Notes payable at December 31, 2015 of $238.7 million was comprised of $148.2 million related to Senior Notes, net of loan origination fees, insurance segment term notes of $54.5 million, and FHLB borrowings with an original maturity greater than one year held by the former SWS FSB within the banking segment of $36.0 million. For the 2016 and 2015 periods above, the average rate paid associated with notes payable includes the effect of amortization of the premiums on FHLB borrowings booked as a part of the SWS Merger. Notes payable at December 31, 2014 of $56.7 million was primarily comprised of insurance segment term notes of $52.5 million.

Liquidity and Capital Resources

Hilltop is a financial holding company whose assets primarily consist of the stock of its subsidiaries and invested assets. Hilltop's primary investment objectives, as a holding company, are to preserve capital and have cash resources available to make acquisitions. At December 31, 2016, Hilltop had $103.9 million in freely available cash and cash equivalents, an increase of $48.4 million from $55.5 million at December 31, 2015. This increase in available cash was primarily due to the net effects of Hilltop's receipt of $87.8 million in dividends from PCC, a $20.0 million contribution of capital to Hilltop Securities, payment of $5.8 million in cash dividends declared during the fourth quarter of 2016, and payment of transaction-related costs associated with the SWS Merger and other general corporate expenses. If necessary or appropriate, we may also finance acquisitions with the proceeds from equity or debt issuances. Subject to regulatory restrictions, Hilltop has received, and may also continue to receive, dividends from its subsidiaries. We believe that Hilltop's liquidity is sufficient for the foreseeable future, with current short-term liquidity needs including operating expenses, interest on debt obligations, dividend payments to stockholders and potential stock repurchases.

Dividend Program and Declaration

On October 27, 2016, we announced that, for the first time in our history, Hilltop's board of directors authorized a dividend program and declared our first quarterly cash dividend of $0.06 per common share, or $5.8 million, paid on November 30, 2016. Then, on January 26, 2017, our board of directors declared a quarterly cash dividend of $0.06 per common share, payable on February 28, 2017 to all common stockholders of record as of the close of business on February 15, 2017.

Future dividends on our common stock are subject to the determination by the board of directors based on an evaluation of our earnings and financial condition, liquidity and capital resources, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to our common stock and other factors.

Senior Notes due 2025

On April 9, 2015, we completed an offering of $150.0 million aggregate principal amount of our 5% senior notes due 2015 ("Senior Unregistered Notes") in a private offering that was exempt from the registration requirements of the Securities Act. The Senior Unregistered Notes were offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to persons outside of the United States under Regulation S under the Securities Act. The Senior Unregistered Notes were issued pursuant to an indenture, dated as of April 9, 2015 (the "indenture"), by and between Hilltop and U.S. Bank National Association, as trustee. The net proceeds from the offering, after deducting estimated fees and expenses and the initial purchasers' discounts, were approximately $148 million. We used the net proceeds of the offering to redeem all of our outstanding Series B Preferred Stock at an aggregate liquidation value of $114.1 million, plus accrued but unpaid dividends of $0.4 million, and Hilltop utilized the remainder for general corporate purposes.

In connection with the issuance of the Senior Unregistered Notes, on April 9, 2015, we entered into a registration rights agreement with the initial purchasers of the Senior Unregistered Notes. Under the terms of the registration rights agreement, we agreed to offer to exchange the Senior Unregistered Notes for notes registered under the Securities Act (the "Senior Registered Notes"). The terms of the Senior Registered Notes are substantially identical to the Senior Unregistered Notes for which they were exchanged (including principal amount, interest rate, maturity and redemption rights), except that the Senior Registered Notes generally are not subject to transfer restrictions. On May 22, 2015, and subject to the terms and conditions set forth in the Senior Registered Notes prospectus, we commenced an offer to exchange the outstanding Senior Unregistered Notes for Senior Registered Notes. Substantially all of the Senior Unregistered Notes were tendered for exchange, and on June 22, 2015, we fulfilled all of the requirements of the registration rights agreement for the Senior Unregistered Notes by issuing Senior Registered Notes in exchange for the tendered Senior Unregistered Notes. We refer to the Senior Registered Notes and the Senior Unregistered Notes that remain outstanding collectively as the "Senior Notes."

The Senior Notes bear interest at a rate of 5% per year, payable semi-annually in arrears in cash on April 15 and October 15 of each year, commencing on October 15, 2015. The Senior Notes will mature on April 15, 2025, unless we redeem the Senior Notes, in whole at any time or in part from time to time, on or after January 15, 2025 (three months prior to the maturity date of the Senior Notes) at our election at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

The indenture contains covenants that limit our ability to, among other things and subject to certain significant exceptions: (i) dispose of or issue voting stock of certain of our bank subsidiaries or subsidiaries that own voting stock of our bank subsidiaries, (ii) incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain of our bank subsidiaries or subsidiaries that own capital stock of our bank subsidiaries and (iii) sell all or substantially all of our assets or merge or consolidate with or into other companies. The indenture also provides for certain events of default, which, if any of them occurs, would permit or require the principal amount, premium, if any, and accrued and unpaid interest on the then outstanding Senior Notes to be declared immediately due and payable.

Stock Repurchase Program

During January 2017, our board of directors reauthorized the stock repurchase program originally approved during the second quarter of 2016 through January 2018. Pursuant to the stock respurchase program, we are authorized to repurchase, in the aggregate, up to $50.0 million of our outstanding common stock. Under the stock repurchase program authorized, we may repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of December 31, 2016, the Company had not repurchased any shares of its outstanding common stock under this stock repurchase program. The extent to which we repurchase our shares and the timing of such repurchases depends upon market conditions and other corporate considerations, as determined by Hilltop's management team. The purchases will be funded from available cash balances. Any retired shares will be returned to our pool of authorized but unissued shares of common stock.

Loss-Share Agreements

In connection with the FNB Transaction, the Bank entered into two loss-share agreements with the FDIC that collectively cover $1.2 billion of loans and OREO acquired in the FNB Transaction, which we refer to as “covered assets”. Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family assets. The loss-share agreements for commercial and single family residential loans are in effect for five years and ten years, respectively, from the Bank Closing Date and the loss recovery provisions to the FDIC are in effect for eight years and ten years, respectively, from the Bank Closing Date. In accordance with the loss-share agreements, the Bank may be required to make a “true-up” payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC’s initial estimate of losses on covered assets. The “true-up” payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any “true-up” payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related “true-up” payment accrual of $14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

Regulatory Capital

We are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements may prompt certain actions by regulators that, if undertaken, could have a direct material adverse effect on our financial condition and results of operations. Under capital adequacy and regulatory requirements, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices.

In January 2015, the comprehensive capital framework (“Basel III”) for U.S. banking organizations became effective for PlainsCapital and Hilltop for reporting periods beginning after January 1, 2015 (subject to a phase-in period through January 2019). Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital is further composed of common equity Tier 1 capital and additional Tier 1 capital. Total capital is the sum of Tier 1 capital and Tier 2 capital. We perform reviews of the classification and calculation of risk-weighted assets to ensure accuracy and compliance with the Basel III regulatory capital requirements. Our capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer helps to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets. The phase-in of the capital conservation buffer requirements began on January 1, 2016 for Hilltop and PlainsCapital. Based on the actual ratios as noted below, Hilltop and PlainsCapital exceed each of the capital conservation buffer requirements in effect as of December 31, 2016, as well as the fully phased-in requirements through 2019.

In addition, under the final rules, bank holding companies with less than $15 billion in assets as of December 31, 2009 are allowed to continue to include junior subordinated debentures in Tier 1 capital, subject to certain restrictions. However, if an institution grows to above $15 billion in assets as a result of an acquisition, or organically grows to above $15 billion in assets and then makes an acquisition, the combined trust preferred issuances must be phased out of Tier 1 and into Tier 2 capital. All of the debentures issued to the PCC Statutory Trusts I, II, III and IV (the “Trusts”), less the common stock of the Trusts, qualified as Tier 1 capital as of December 31, 2016, under guidance issued by the Board of Governors of the Federal Reserve System.

At December 31, 2016, Hilltop had a total capital to risk weighted assets ratio of 19.34%, Tier 1 capital to risk weighted assets ratio of 18.87%, common equity Tier 1 capital to risk weighted assets ratio of 18.30% and a Tier 1 capital to average assets, or leverage, ratio of 13.51%. Accordingly, Hilltop's actual capital amounts and ratios in accordance with Basel III exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

At December 31, 2016, PlainsCapital had a total capital to risk weighted assets ratio of 15.38%, Tier 1 capital to risk weighted assets ratio of 14.64%, common equity Tier 1 capital to risk weighted assets ratio of 14.64%, and a Tier 1 capital to average assets, or leverage, ratio of 12.35%. Accordingly, PlainsCapital's actual capital amounts and ratios in accordance with Basel III resulted in it being considered "well-capitalized" and exceeded the regulatory capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect.

We discuss regulatory capital requirements in more detail in Note 21 to our consolidated financial statements, as well as under the caption "Government Supervision and Regulation — Corporate — Capital Adequacy Requirements and BASEL III" set forth in Part I, Item I. of our Annual Report on Form 10-K.

Banking Segment

Within our banking segment, our primary uses of cash are for customer withdrawals and extensions of credit as well as our borrowing costs and other operating expenses. Our asset and liability group is responsible for continuously monitoring our liquidity position to ensure that our assets and liabilities are managed in a manner that will meet our short-term and long-term cash requirements. Our goal is to manage our liquidity position in a manner such that we can meet our customers' short-term and long-term deposit withdrawals and anticipated and unanticipated increases in loan demand without penalizing earnings. Funds invested in short-term marketable instruments, the continuous maturing of other interest-earning assets, cash flows from self-liquidating investments such as mortgage-backed securities and collateralized mortgage obligations, the possible sale of available for sale securities, and the ability to securitize certain types of loans provide sources of liquidity from an asset perspective. The liability base provides sources of liquidity through deposits and the maturity structure of short-term borrowed funds. For short-term liquidity needs, we utilize federal fund lines of credit with correspondent banks, securities sold under agreements to repurchase, borrowings from the Federal Reserve and borrowings under lines of credit with other financial institutions. For intermediate liquidity needs, we utilize advances from the FHLB. To supply liquidity over the longer term, we have access to brokered time deposits, term loans at the FHLB and borrowings under lines of credit with other financial institutions.

We had deposits of $7.1 billion at December 31, 2016, a slight increase of $111.1 million from $7.0 billion at December 31, 2015. Deposit flows are affected by the level of market interest rates, the interest rates and products offered by competitors, the volatility of equity markets and other factors. At December 31, 2016, money market deposits, including brokered deposits, were $1.8 billion; time deposits, including brokered deposits, were $1.2 billion; and noninterest bearing demand deposits were $2.2 billion. Money market deposits, including brokered deposits, increased by $117.3 million from $1.6 billion and time deposits, including brokered deposits, decreased $156.7 million from $1.4 billion at December 31, 2015.

The Bank's 15 largest depositors, excluding Hilltop and Hilltop Securities, accounted for 9.22% of the Bank's total deposits, and the Bank's five largest depositors, excluding Hilltop and Hilltop Securities, accounted for 4.77% of the Bank's total deposits at December 31, 2016. The loss of one or more of our largest Bank customers, or a significant decline in our deposit balances due to ordinary course fluctuations related to these customers' businesses, could adversely affect our liquidity and might require us to raise deposit rates to attract new deposits, purchase federal funds or borrow funds on a short-term basis to replace such deposits.

Broker-Dealer Segment

The Hilltop Broker-Dealers rely on their equity capital, short-term bank borrowings, interest-bearing and non-interest-bearing client credit balances, correspondent deposits, securities lending arrangements, repurchase agreement financings and other payables to finance their assets and operations, subject to their respective compliance with broker-dealer net capital and customer protection rules. At December 31, 2016, Hilltop Securities had credit arrangements with five unaffiliated banks of up to $700.0 million. These credit arrangements are used to finance securities owned, securities held for correspondent accounts, receivables in customer margin accounts and underwriting activities. These credit arrangements are provided on an "as offered" basis and are not committed lines of credit. In addition, Hilltop Securities has a committed revolving credit facility with an unaffiliated bank of up to $50.0 million. At December 31, 2016, Hilltop Securities had borrowed $135.0 million under its credit arrangements and had no borrowings under its credit facility.

Mortgage Origination Segment

PrimeLending funds the mortgage loans it originates through a warehouse line of credit maintained with the Bank. During 2016, this warehouse line of credit's commitment ranged from $1.5 billion to $1.9 billion to address seasonal fluctuations in loan origination volumes. At December 31, 2016, PrimeLending had outstanding borrowings of $1.6 billion against the warehouse line of credit commitment of $1.8 billion. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, the majority with servicing released. As these mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with the Bank. In addition, PrimeLending has an available line of credit with JPMorgan Chase Bank, NA ("JPMorgan Chase") of up to $1.0 million, of which no borrowings were outstanding at December 31, 2016.

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC ("Ventures Management"). Ventures Management is the managing member and owns 51% of the membership interest in both PrimeLending Ventures, LLC ("Ventures") and Mutual of Omaha Mortgage, LLC ("Mutual"). Ventures has available lines of credit with each of the Bank and Wells Fargo Bank, N.A. ("Wells Fargo") of up to $20.0 million. At December 31, 2016, Ventures had $6.0 million and $16.5 million in borrowings under its Bank warehouse line of credit and its Wells Fargo line of credit, respectively. Mutual has available warehouse lines of credit with the Bank and Comerica Bank ("Comerica") of up to $10.0 million and $20.0 million, respectively. At December 31, 2016, Mutual had $1.8 million in borrowings under its Bank warehouse line of credit and no outstanding borrowings on its Comerica line of credit.

Insurance Segment

Our insurance operating subsidiary's primary investment objectives are to preserve capital and manage for a total rate of return. NLC's strategy is to purchase securities in sectors that represent the most attractive relative value. Bonds, cash and short-term investments of $224.3 million, or 90.0%, equity investments of $19.8 million and other investments of $5.0 million comprised NLC's $249.1 million in total cash and investments at December 31, 2016. NLC does not currently have any significant concentration in both direct and indirect guarantor exposure or any investments in subprime mortgages. NLC has custodial agreements with Wells Fargo and an investment management agreement with DTF Holdings, LLC.

Contractual Obligations

The following table presents information regarding our contractual obligations at December 31, 2016 (in thousands). Our reserve for losses and LAE does not have a contractual maturity date. However, based on historical payment patterns, the amounts presented are management's estimate of the expected timing of these payments. The timing of payments is subject to significant uncertainty. NLC maintains a portfolio of investments with varying maturities to provide adequate cash flows for such payments. Payments related to leases are based on actual payments specified in the underlying contracts. Payments related to short-term borrowings and long-term debt obligations include the estimated contractual interest payments under the respective agreements.

	Payments Due by Period				
	1 year or Less	More than 1 Year but Less than 3 Years	3 Years or More but Less than 5 Years	5 Years or More	Total
Reserve for losses and LAE	$ 24,648	$ 9,959	$ 1,111	$ 108	$ 35,826
Short-term borrowings	1,426,130	—	—	—	1,426,130
Long-term debt obligations	113,460	40,709	29,607	366,320	550,096
Capital lease obligations	1,129	2,354	2,411	5,914	11,808
Operating lease obligations	34,800	56,623	34,049	41,357	166,829
FDIC loss-share obligation (1)	—	—	—	14,225	14,225
Total	$ 1,600,167	$ 109,645	$ 67,178	$ 427,924	$ 2,204,914

(1) In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if our actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any "true-up" payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded the noted "true-up" payment accrual at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

Impact of Inflation and Changing Prices

Our consolidated financial statements included herein have been prepared in accordance with GAAP, which presently require us to measure financial position and operating results primarily in terms of historic dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on our operations is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond our control, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the U.S. government, its agencies and various other governmental regulatory authorities.

Off-Balance Sheet Arrangements; Commitments; Guarantees

In the normal course of business, we enter into various transactions, which, in accordance with GAAP, are not included in our consolidated balance sheets. We enter into these transactions to meet the financing needs of our customers. These transactions include commitments to extend credit and standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in our consolidated balance sheets.

We enter into contractual loan commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of our commitments to extend credit are contingent upon customers maintaining specific credit standards until the time of loan funding. We minimize our exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures. We assess the credit risk associated with certain commitments to extend credit and have recorded a liability related to such credit risk in our consolidated financial statements.

Standby letters of credit are written conditional commitments issued by us to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, we would be required to fund the commitment. The maximum potential amount of future payments we could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, we would be entitled to seek recovery from the customer. Our policies generally require that standby letter of credit arrangements contain security and debt covenants similar to those contained in loan agreements.

In the aggregate, the Bank had outstanding unused commitments to extend credit of $1.8 billion at December 31, 2016 and outstanding financial and performance standby letters of credit of $34.8 million at December 31, 2016.

In the normal course of business, the Hilltop Broker-Dealers execute, settle and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the account of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

Critical Accounting Policies and Estimates

Our accounting policies are fundamental to understanding our management's discussion and analysis of our results of operations and financial condition. Our significant accounting policies are presented in Note 1 to our consolidated financial statements, which are included in this Annual Report. We have identified certain significant accounting policies which involve a higher degree of judgment and complexity in making certain estimates and assumptions that affect amounts reported in our consolidated financial statements. The significant accounting policies which we believe to be the most critical in preparing our consolidated financial statements relate to allowance for loan losses, FDIC Indemnification Asset, reserve for losses and LAE, goodwill and identifiable intangible assets, mortgage loan indemnification liability, mortgage servicing rights asset and acquisition accounting.

Allowance for Loan Losses

The allowance for loan losses is a valuation allowance for probable losses inherent in the loan portfolio. Loans are charged to the allowance when the loss is confirmed or when a determination is made that a probable loss has occurred on a specific loan. Recoveries are credited to the allowance at the time of recovery. Throughout the year, management estimates the probable level of losses to determine whether the allowance for credit losses is appropriate to absorb losses in the existing portfolio. Based on these estimates, an amount is charged to the provision for loan losses and credited to the allowance for loan losses in order to adjust the allowance to a level determined to be appropriate to absorb losses. Management's judgment regarding the appropriateness of the allowance for loan losses involves the consideration of current economic conditions and their estimated effects on specific borrowers; an evaluation of the existing relationships among loans, potential loan losses and the present level of the allowance; results of examinations of the loan portfolio by regulatory agencies; and management's internal review of the loan portfolio. In determining the ability to collect certain loans, management also considers the fair value of any underlying collateral. The amount ultimately realized may differ from the carrying value of these assets because of economic, operating or other conditions beyond our control. For additional discussion of allowance for loan losses and provisions for loan losses, see the section entitled "Allowance for Loan Losses" earlier in this Item 7.

FDIC Indemnification Asset

The FDIC Indemnification Asset is initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreements. The difference between the present value and the undiscounted cash flows we expect to collect from the FDIC will be accreted into noninterest income within the consolidated statements of operations over the life of the FDIC Indemnification Asset. The FDIC Indemnification Asset is reviewed quarterly and the accretion rate is adjusted for changes in the timing of cash flows expected to be collected from the FDIC. Cumulative net losses over the life of the loss-share agreements of less than $240.4 million will reduce the value of the FDIC Indemnification Asset. Any amortization of changes in value of the FDIC Indemnification Asset is limited to the contractual terms of the loss-share agreements. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

Reserve for Losses and Loss Adjustment Expenses

The reserve for losses and LAE represents our best estimate of our ultimate liability for losses and LAE relating to events that occurred prior to the end of any given accounting period but have not been paid, less a reduction for reinsurance recoverables related to those liabilities. Months and potentially years may elapse between the occurrence of a loss covered by one of our insurance policies, the reporting of the loss and the payment of the claim. We record a liability for estimates of losses that will be paid for claims that have been reported, which is referred to as case reserves. As claims are not always reported when they occur, we estimate liabilities for claims that have occurred but have not been reported ("IBNR").

Each of our insurance company subsidiaries establishes a reserve for all of its unpaid losses, including case reserves and IBNR reserves, and estimates for the cost to settle the claims. We estimate our IBNR reserves by estimating our ultimate liability for loss and LAE reserves first, and then reducing that amount by the amount of cumulative paid claims and by the amount of our case reserves. The reserve analysis performed by our actuaries provides preliminary central estimates of the unpaid losses and LAE. At each quarter-end, the results of the reserve analysis are summarized and discussed with our senior management. The senior management group considers many factors in determining the amount of reserves to record for financial statement purposes. These factors include the extent and timing of any recent catastrophic events, historical pattern and volatility of the actuarial indications, the sensitivity of the actuarial indications to changes in paid and reported loss patterns, the consistency of claims handling processes, the consistency of case reserving practices, changes in our pricing and underwriting, and overall pricing and underwriting trends in the insurance market. As experience develops or new information becomes known, we increase or decrease the level of our reserves in the period in which changes to the estimates are determined. Accordingly, the actual losses and LAE may differ materially from the estimates we have recorded. See "Insurance Losses and Loss Adjustment Expenses" earlier in this Item 7 for additional discussion.

Goodwill and Identifiable Intangible Assets

Goodwill and other identifiable intangible assets were initially recorded at their estimated fair values at the date of acquisition. Goodwill and other intangible assets having an indefinite useful life are not amortized for financial statement purposes. In the event that facts and circumstances indicate that the goodwill and other identifiable intangible assets may be impaired, an interim impairment test would be required. Intangible assets with finite lives have been fully amortized over their useful lives. We perform required annual impairment tests of our goodwill and other intangible assets as of October 1st for our reporting units.

The goodwill impairment test is a two-step process that requires us to make judgments in determining what assumptions to use in the calculation. The first step of the process consists of estimating the fair value of each reporting unit based on valuation techniques, including a discounted cash flow model using revenue and profit forecasts and recent industry transaction and trading multiples of our peers, and comparing those estimated fair values with the carrying values of the assets and liabilities of the reporting unit, which includes the allocated goodwill. If the estimated fair value is less than the carrying value, a second step is performed to compute the amount of the impairment, if any, by determining an “implied fair value” of goodwill. The determination of the “implied fair value” of goodwill of a reporting unit requires us to allocate the estimated fair value of the reporting unit to the assets and liabilities of the reporting unit. Any unallocated fair value represents the “implied fair value” of goodwill, which is compared to its corresponding carrying value.

Our evaluation includes multiple assumptions, including estimated discounted cash flows and other estimates that may change over time. If future discounted cash flows become less than those projected by us, future impairment charges may become necessary that could have a materially adverse impact on our results of operations and financial condition in the period in which the write-off occurs.

As of January 1, 2017, we adopted the provisions of ASU 2017-04 which removes Step 2 from the goodwill impairment test and eliminates the determination of goodwill impairment through calculation of the implied fair value when the carrying amount of a reporting unit exceeds its fair value.

Mortgage Loan Indemnification Liability

The mortgage origination segment may be responsible for errors or omissions relating to its representations and warranties that the mortgage loans sold meet certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the mortgage loan. If determined to be at fault, the mortgage origination segment either repurchases the mortgage loans from the investors or reimburses the investors’ losses (a “make-whole” payment). The mortgage origination segment has established an indemnification liability for such probable losses based upon, among other things, the level of current unresolved repurchase requests, the volume of estimated probable future repurchase requests, our ability to cure the defects identified in the repurchase requests, and the severity of the estimated loss upon repurchase. Although we consider this reserve to be appropriate, there can be no assurance that the reserve will prove to be appropriate over time to cover ultimate losses, due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters will be considered in the reserving process when known.

Mortgage Servicing Rights Asset

The Company measures its residential mortgage servicing rights asset using the fair value method. Under the fair value method, the retained MSR assets are carried in the balance sheet at fair value and the changes in fair value are reported in earnings within other noninterest income in the period in which the change occurs. Retained MSR assets are measured at fair value as of the date of sale of the related mortgage loan. Subsequent fair value measurements are determined using a discounted cash flow model. In order to determine the fair value of the MSR asset, the present value of expected future cash flows is estimated. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income.

The model assumptions and the MSR asset fair value estimates are compared to observable trades of similar portfolios as well as to MSR asset broker valuations and industry surveys, as available. The expected life of the loan can vary from management’s estimates due to prepayments by borrowers, especially when rates fall. Prepayments in excess of management’s estimates would negatively impact the recorded value of the MSR asset. The value of the MSR asset is also dependent upon the discount rate used in the model, which is based on current market rates. Management reviews this rate on an ongoing basis based on current market rates. A significant increase in the discount rate would reduce the value of the MSR asset.

Acquisition Accounting

We account for business combinations using the acquisition method, which requires an allocation of the purchase price of an acquired entity to the assets acquired, including identifiable intangibles, and liabilities assumed based on their estimated fair values at the date of acquisition. Management applies various valuation methodologies to these acquired assets and assumed liabilities which often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular item being valued. Examples of such items include loans, deposits, identifiable intangible assets and certain other assets and liabilities acquired or assumed in business combinations. Management uses significant estimates and assumptions to value such items, including, among others, projected cash flows, prepayment and default assumptions, discount rates, and realizable collateral values. Purchase date valuations, which are subject to change for up to one year after the acquisition date, determine the amount of goodwill or bargain purchase gain recognized in connection with the business combination. Changes to provisional amounts identified during this measurement period are recognized in the reporting period in which the adjustment amounts are determined. Certain assumptions and estimates must be updated regularly in connection with the ongoing accounting for purchased loans. Valuation assumptions and estimates may also have to be revisited in connection with periodic assessments of possible value impairment, including impairment of goodwill, intangible assets and certain other long-lived assets. The use of different assumptions could produce significantly different valuation results, which could have material positive or negative effects on the Company's results of operations.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The primary objective of the following information is to provide forward-looking quantitative and qualitative information about our potential exposure to market risks. Market risk represents the risk of loss that may result from changes in value of a financial instrument as a result of changes in interest rates, market prices and the credit perception of an issuer. The disclosure is not meant to be a precise indicator of expected future losses, but rather an indicator of reasonably possible losses, and therefore our actual results may differ from any of the following projections. This forward-looking information provides an indicator of how we view and manage our ongoing market risk exposures.

At December 31, 2016, total debt obligations on our consolidated balance sheet, excluding short-term borrowings and unamortized debt issuance costs and premiums, was $386.0 million, and was comprised of $252.0 million in debt obligations subject to fixed interest rates, with the remainder of indebtedness subject to variable interest rates. If LIBOR and the prime rate were to increase by one eighth of one percent (0.125%), the increase in interest expense on the variable rate debt would not have a significant impact on our future consolidated earnings or cash flows.

Banking Segment

The banking segment is engaged primarily in the business of investing funds obtained from deposits and borrowings in interest-earning loans and investments, and our primary component of market risk is sensitivity to changes in interest rates. Consequently, our earnings depend to a significant extent on our net interest income, which is the difference between interest income on loans and investments and our interest expense on deposits and borrowings. To the extent that our interest-bearing liabilities do not reprice or mature at the same time as our interest-bearing assets, we are subject to interest rate risk and corresponding fluctuations in net interest income.

There are several common sources of interest rate risk that must be effectively managed if there is to be minimal impact on our earnings and capital. Repricing risk arises largely from timing differences in the pricing of assets and liabilities. Reinvestment risk refers to the reinvestment of cash flows from interest payments and maturing assets at lower or higher rates. Basis risk exists when different yield curves or pricing indices do not change at precisely the same time or in the same magnitude such that assets and liabilities with the same maturity are not all affected equally. Yield curve risk refers to unequal movements in interest rates across a full range of maturities.

We have employed asset/liability management policies that attempt to manage our interest-earning assets and interest-bearing liabilities, thereby attempting to control the volatility of net interest income, without having to incur unacceptable levels of risk. We employ procedures which include interest rate shock analysis, repricing gap analysis and balance sheet decomposition techniques to help mitigate interest rate risk in the ordinary course of business. In addition, the asset/liability management policies permit the use of various derivative instruments to manage interest rate risk or hedge specified assets and liabilities.

An interest rate sensitive asset or liability is one that, within a defined time period, either matures or experiences an interest rate change in line with general market interest rates. The management of interest rate risk is performed by analyzing the maturity and repricing relationships between interest-earning assets and interest-bearing liabilities at specific points in time ("GAP") and by analyzing the effects of interest rate changes on net interest income over specific periods of time by projecting the performance of the mix of assets and liabilities in varied interest rate environments. Interest rate sensitivity reflects the potential effect on net interest income resulting from a movement in interest rates. A company is considered to be asset sensitive, or have a positive GAP, when the amount of its interest-earning assets maturing or repricing within a given period exceeds the amount of its interest-bearing liabilities also maturing or repricing within that time period. Conversely, a company is considered to be liability sensitive, or have a negative GAP, when the amount of its interest-bearing liabilities maturing or repricing within a given period exceeds the amount of its interest-earning assets also maturing or repricing within that time period. During a period of rising interest rates, a negative GAP would tend to affect net interest income adversely, while a positive GAP would tend to result in an increase in net interest income. During a period of falling interest rates, a negative GAP would tend to result in an increase in net interest income, while a positive GAP would tend to affect net interest income adversely. However, it is our intent to remain relatively balanced so that changes in rates do not have a significant impact on earnings.

As illustrated in the table below, the banking segment is asset sensitive overall. Loans that adjust daily or monthly to the Wall Street Journal Prime rate comprise a large percentage of interest sensitive assets and are the primary cause of the banking segment's asset sensitivity. To help neutralize interest rate sensitivity, the banking segment has kept the terms of most of its borrowings under one year as shown in the following table (dollars in thousands).

	December 31, 2016					
	3 Months or Less	**> 3 Months to 1 Year**	**> 1 Year to 3 Years**	**> 3 Years to 5 Years**	**> 5 Years**	**Total**
Interest sensitive assets:						
Loans	$ 4,588,458	$ 649,218	$ 934,671	$ 324,303	$ 700,186	$ 7,196,836
Securities	134,848	122,895	177,574	73,509	414,937	923,763
Federal funds sold and securities purchased under agreements to resell	21,407	—	—	—	—	21,407
Other interest sensitive assets	379,040	—	—	—	—	379,040
Total interest sensitive assets	5,123,753	772,113	1,112,245	397,812	1,115,123	8,521,046
Interest sensitive liabilities:						
Interest bearing checking	$ 3,113,919	$ —	$ —	$ —	$ —	$ 3,113,919
Savings	279,911	—	—	—	—	279,911
Time deposits	304,087	518,131	304,023	56,577	12,431	1,195,249
Notes payable and other borrowings	1,243,440	80,999	16,880	3,893	7,198	1,352,410
Total interest sensitive liabilities	4,941,357	599,130	320,903	60,470	19,629	5,941,489
Interest sensitivity gap	$ 182,396	$ 172,983	$ 791,342	$ 337,342	$ 1,095,494	$ 2,579,557
Cumulative interest sensitivity gap	$ 182,396	$ 355,379	$ 1,146,721	$ 1,484,063	$ 2,579,557	
Percentage of cumulative gap to total interest sensitive assets	2.14 %	4.17 %	13.46 %	17.42 %	30.27 %	

The positive GAP in the interest rate analysis indicates that banking segment net interest income would generally rise if rates increase. Because of inherent limitations in interest rate GAP analysis, the banking segment uses multiple interest rate risk measurement techniques. Simulation analysis is used to subject the current repricing conditions to rising and falling interest rates in increments and decrements of 1%, 2% and 3% to determine the effect on net interest income changes for the next twelve months. The banking segment also measures the effects of changes in interest rates on economic value of equity by discounting projected cash flows of deposits and loans. Economic value changes in the investment portfolio are estimated by discounting future cash flows and using duration analysis. Investment security prepayments are estimated using current market information. We believe the simulation analysis presents a more accurate picture than the GAP analysis. Simulation analysis recognizes that deposit products may not react to changes in interest rates as quickly or with the same magnitude as earning assets contractually tied to a market rate index. The sensitivity to changes in market rates varies across deposit products. Also, unlike GAP analysis, simulation analysis takes into account the effect of embedded options in the securities and loan portfolios as well as any off-balance-sheet derivatives.

The table below shows the estimated impact of increases of 1%, 2% and 3% and a decrease of 0.5% in interest rates on net interest income and on economic value of equity for the banking segment at December 31, 2016 (dollars in thousands).

Change in Interest Rates (basis points)	Changes in Net Interest Income		Changes in Economic Value of Equity	
	Amount	Percent	Amount	Percent
+300	$ 36,278	11.56 %	$ 142,064	8.15 %
+200	$ 20,427	6.51 %	$ 105,903	6.08 %
+100	$ 3,296	1.05 %	$ 55,680	3.20 %
-50	$ 680	0.22 %	$ (63,225)	(3.63)%

The projected changes in net interest income and economic value of equity to changes in interest rates at December 31, 2016 were in compliance with established internal policy guidelines. These projected changes are modeled based on numerous assumptions including parallel instantaneous changes in rates and a static balance sheet as of the end of the period. These assumptions are subject to inherent uncertainties and, consequently, the simulation analysis cannot precisely predict net interest income or the impact of fluctuating market interest rates on net interest income. The timing, magnitude and frequency of interest rate changes, as well as changes in market and credit conditions and the application and timing of various management strategies, may lead to actual results that differ materially from the projections shown above. Accordingly, undue reliance should not be placed on the simulation models and projected results.

The historically low level of interest rates, combined with the existence of rate floors that are in effect for a significant portion of the loan portfolio, are projected to cause yields on our earning assets to rise more slowly than increases in market interest rates. As a result, in a rising interest rate environment, our interest rate margins are projected to compress until the rise in market interest rates is sufficient to allow our loan portfolio to reprice above applicable rate floors.

Broker-Dealer Segment

Our broker-dealer segment is exposed to market risk primarily due to its role as a financial intermediary in customer transactions, which may include purchases and sales of securities, use of derivatives and securities lending activities, and in our trading activities, which are used to support sales, underwriting and other customer activities. We are subject to the risk of loss that may result from the potential change in value of a financial instrument as a result of fluctuations in interest rates, market prices, investor expectations and changes in credit ratings of the issuer.

Our broker-dealer segment is exposed to interest rate risk as a result of maintaining inventories of interest rate sensitive financial instruments and other interest earning assets including customer and correspondent margin loans and securities borrowing activities. Our exposure to interest rate risk is also from our funding sources including customer and correspondent cash balances, bank borrowings, repurchase agreements and securities lending activities. Interest rates on customer and correspondent balances and securities produce a positive spread with rates generally fluctuating in parallel.

With respect to securities held, our interest rate risk is managed by setting and monitoring limits on the size and duration of positions and on the length of time securities can be held. Much of the interest rates on customer and correspondent margin loans are indexed and can vary daily. Our funding sources are generally short term with interest rates that can vary daily.

Derivatives are used to support certain customer programs and hedge our related exposure to interest rate risks.

Our broker-dealer segment is engaged in various brokerage and trading activities that expose us to credit risk arising from potential non-performance from counterparties, customers or issuers of securities. This risk is managed by setting and monitoring position limits for each counterparty, conducting periodic credit reviews of counterparties, reviewing concentrations of securities and conducting business through central clearing organizations.

Collateral underlying margin loans to customers and correspondents and with respect to securities lending activities is marked to market daily and additional collateral is required as necessary.

Mortgage Origination Segment

Within our mortgage origination segment, our principal market exposure is to interest rate risk due to the impact on our mortgage-related assets and commitments, including mortgage loans held for sale, IRLCs and MSR. Changes in interest rates could also materially and adversely affect our volume of mortgage loan originations.

IRLCs represent an agreement to extend credit to a mortgage loan applicant, whereby the interest rate on the loan is set prior to funding. Our mortgage loans held for sale, which we hold in inventory while awaiting sale into the secondary market, and our IRLCs are subject to the effects of changes in mortgage interest rates from the date of the commitment through the sale of the loan into the secondary market. As a result, we are exposed to interest rate risk and related price risk during the period from the date of the lock commitment until (i) the lock commitment cancellation or expiration date or (ii) the date of sale into the secondary mortgage market. Loan commitments generally range from 20 to 60 days, and our average holding period of the mortgage loan from funding to sale is approximately 30 days. An integral component of our interest rate risk management strategy is our execution of forward commitments to sell MBSs to minimize the impact on earnings resulting from significant fluctuations in the fair value of mortgage loans held for sale and IRLCs caused by changes in interest rates.

We have expanded, and may continue to expand, our residential mortgage servicing operations within our mortgage origination segment. As a result of our mortgage servicing business, we have a portfolio of retained MSR. One of the principal risks associated with MSR is that in a declining interest rate environment, they will likely lose a substantial portion of their value as a result of higher than anticipated prepayments. Moreover, if prepayments are greater than expected, the cash we receive over the life of the mortgage loans would be reduced. The mortgage origination segment uses derivative financial instruments, including interest rate swaps and swaptions, U.S. Treasury bond futures and options, and forward MBS commitments, as a means to mitigate market risk associated with MSR assets. No hedging strategy can protect us completely, and hedging strategies may fail because they are improperly designed, improperly executed and documented or based on inaccurate assumptions and, as a result, could actually increase our risks and losses. The increasing size of our MSR portfolio may increase our interest rate risk and, correspondingly, the volatility of our earnings, especially if we cannot adequately hedge the interest rate risk relating to our MSR.

The goal of our interest rate risk management strategy within our mortgage origination segment is not to eliminate interest rate risk, but to manage it within appropriate limits. To mitigate the risk of loss, we have established policies and procedures, which include guidelines on the amount of exposure to interest rate changes we are willing to accept.

Insurance Segment

Within our insurance segment, our exposures to market risk relate primarily to our investment portfolio, which is exposed primarily to interest rate risk and credit risk. The fair value of our investment portfolio is directly impacted by changes in market interest rates; generally, the fair value of fixed-income investments moves inversely with movements in market interest rates. Our fixed maturity portfolio is comprised of substantially all fixed rate investments with primarily short-term and intermediate-term maturities. This portfolio composition allows flexibility in reacting to fluctuations of interest rates. The portfolios of our insurance company subsidiaries are managed to achieve an adequate risk-adjusted return while maintaining sufficient liquidity to meet policyholder obligations. Additionally, the fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, prepayment options, relative values of alternative investments, the liquidity of the instrument and other general market conditions.

Item 8. Financial Statements and Supplementary Data.

Our financial statements required by this item are submitted as a separate section of this Annual Report. See “Financial Statements,” commencing on page F-1 hereof.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Our management, with the supervision and participation of our Co-Principal Executive Officers and Principal Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Annual Report.

Based upon that evaluation, our Co-Principal Executive Officers and Principal Financial Officer concluded that, as of the end of such period, our disclosure controls and procedures were effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act and are effective in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to the Company's management, including our Co-Principal Executive Officers and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting during the fiscal quarter ended December 31, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, as a process designed by, or under the supervision of, our Co-Principal Executive Officers and Principal Financial Officer and effected by our board of directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles and includes those policies and procedures that:

- pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorization of our management and directors; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of our internal control over financial reporting at December 31, 2016. In making this assessment, management used the criteria set forth in Internal Control—Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. Based on our assessment, management concluded that, at December 31, 2016, our internal control over financial reporting is effective.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 11. Executive Compensation.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

Item 14. Principal Accounting Fees and Services.

The information called for by this Item is contained in our definitive Proxy Statement for our 2017 Annual Meeting of Stockholders, and is incorporated herein by reference.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed herewith as part of this Form 10-K.

All other financial statement schedules have been omitted because they are not required, not applicable or the information has been included in our consolidated financial statements.

3. Exhibits. See the Exhibit Index following the signature page hereto.

Item 16. Form 10-K Summary.

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HILLTOP HOLDINGS INC.

Date: February 16, 2017

By: /s/ William B. Furr

William B. Furr
Chief Financial Officer
(Principal Financial Officer and duly authorized officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Capacity in which Signed	Date
/s/ Jeremy B. Ford Jeremy B. Ford	President, Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	February 16, 2017
/s/ Alan B. White Alan B. White	Co-Chief Executive Officer and Director (Co-Principal Executive Officer)	February 16, 2017
/s/ William B. Furr William B. Furr	Chief Financial Officer (Principal Financial Officer)	February 16, 2017
/s/ John A. Martin John A. Martin	Chief Accounting Officer (Principal Accounting Officer)	February 16, 2017
Charlotte Jones Anderson	Director	
/s/ Rhodes Bobbitt Rhodes Bobbitt	Director	February 16, 2017
/s/ Tracy A. Bolt Tracy A. Bolt	Director and Audit Committee Member	February 16, 2017
/s/ W. Joris Brinkerhoff W. Joris Brinkerhoff	Director	February 16, 2017
/s/ J. Taylor Crandall J. Taylor Crandall	Director	February 16, 2017
/s/ Charles R. Cummings Charles R. Cummings	Director and Chairman of Audit Committee	February 16, 2017
/s/ Hill A. Feinberg Hill A. Feinberg	Director	February 16, 2017
/s/ Gerald J. Ford Gerald J. Ford	Director	February 16, 2017
/s/ J. Markham Green J. Markham Green	Director and Audit Committee Member	February 16, 2017
/s/ William T. Hill, Jr. William T. Hill, Jr.	Director	February 16, 2017
/s/ James R. Huffines James R. Huffines	Director	February 16, 2017
Lee Lewis	Director	
Andrew J. Littlefair	Director	
W. Robert Nichols, III	Director	
/s/ C. Clifton Robinson C. Clifton Robinson	Director	February 16, 2017
Kenneth D. Russell	Director	
A. Haag Sherman	Director	
/s/ Robert Taylor, Jr. Robert Taylor, Jr.	Director	February 16, 2017
/s/ Carl B. Webb Carl B. Webb	Director	February 16, 2017

Exhibit Number	Description of Exhibit
2.1	Purchase and Assumption Agreement — Whole Bank, All Deposits, dated as of September 13, 2013, by and among the Federal Deposit Insurance Corporation, receiver of First National Bank, Edinburg, Texas, PlainsCapital Bank and the Federal Deposit Insurance Corporation (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on September 19, 2013 (File No. 001-31987) and incorporated herein by reference).
2.2	Agreement and Plan of Merger by and among SWS Group, Inc., Hilltop Holdings Inc. and Peruna LLC, dated as of March 31, 2014 (filed as Exhibit 2.1 to the Registrant's Current Report on Form 8-K filed on April 1, 2014 (File No. 001-31987) and incorporated herein by reference).
3.1	Articles of Amendment and Restatement of Affordable Residential Communities Inc., dated February 16, 2004, as amended or supplemented by: Articles Supplementary, dated February 16, 2004; Corporate Charter Certificate of Notice, dated June 6, 2005; Articles of Amendment, dated January 23, 2007; Articles of Amendment, dated July 31, 2007; Corporate Charter Certificate of Notice, dated September 23, 2008; Articles Supplementary, dated December 15, 2010; Articles Supplementary, dated as of November 29, 2012 relating to Subtitle 8 election; Articles Supplementary, dated November 29, 2012 relating to Non-Cumulative Perpetual Preferred Stock, Series B, of Hilltop Holdings Inc.; and Articles of Amendment, dated March 31, 2014 (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 (File No. 001-31987) and incorporated herein by reference).
3.2	Second Amended and Restated Bylaws of Hilltop Holdings Inc. (filed as Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on March 16, 2009 (File No. 001-31987) and incorporated herein by reference).
4.1	Form of Certificate of Common Stock of Hilltop Holdings Inc. (filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 001-31987) and incorporated herein by reference).
4.2	Corporate Charter Certificate of Notice, dated June 6, 2005 (filed as Exhibit 3.2 to the Registrant's Registration Statement on Form S-3 (File No. 333-125854) and incorporated herein by reference).
4.3.1	Amended and Restated Declaration of Trust, dated as of July 31, 2001, by and among U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.2 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
4.3.2	First Amendment to Amended and Restated Declaration of Trust, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Institutional Trustee (filed as Exhibit 4.3 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
4.3.3	Indenture, dated as of July 31, 2001, by and between PlainsCapital Corporation and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Trustee (filed as Exhibit 4.4 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).
4.3.4	First Supplemental Indenture, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.5 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.3.5 Second Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation (filed as Exhibit 4.5.5 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).

4.3.6 Amended and Restated Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of August 7, 2006, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust I (filed as Exhibit 4.6 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.3.7 Guarantee Agreement, dated as of July 31, 2001, by and between PlainsCapital and U.S. Bank National Association (successor in interest to State Street Bank and Trust Company of Connecticut, National Association), as Trustee (filed as Exhibit 4.7 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.3.8 First Amendment to Guarantee Agreement, dated as of August 7, 2006, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.8 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.4.1 Amended and Restated Declaration of Trust, dated as of March 26, 2003, by and among U.S. Bank National Association, as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.9 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.4.2 Indenture, dated as of March 26, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.10 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.4.3 First Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation (filed as Exhibit 4.6.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).

4.4.4 Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of March 26, 2003, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust II (filed as Exhibit 4.11 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.4.5 Guarantee Agreement, dated as of March 26, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.12 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.5.1 Amended and Restated Declaration of Trust, dated as of September 17, 2003, by and among U.S. Bank National Association, as Institutional Trustee, PlainsCapital Corporation, and the Administrators party thereto from time to time (filed as Exhibit 4.13 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.5.2 Indenture, dated as of September 17, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Trustee (filed as Exhibit 4.14 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.5.3 First Supplemental Indenture, dated as of November 30, 2012, by and among U.S. Bank National Association, as Trustee, PlainsCapital Corporation (f/k/a Meadow Corporation) and PlainsCapital Corporation. (filed as Exhibit 4.7.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).

4.5.4 Floating Rate Junior Subordinated Deferrable Interest Debenture of Plains Capital Corporation, dated as of September 17, 2003, by PlainsCapital Corporation in favor of U.S. Bank National Association, as Institutional Trustee for PCC Statutory Trust III (filed as Exhibit 4.15 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.5.5 Guarantee Agreement, dated as of September 17, 2003, by and between PlainsCapital Corporation and U.S. Bank National Association, as Guarantee Trustee (filed as Exhibit 4.16 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.6.1 Amended and Restated Trust Agreement, dated as of February 22, 2008, by and among PlainsCapital Corporation, Wells Fargo Bank, N.A., as Property Trustee, Wells Fargo Delaware Trust Company, as Delaware Trustee, and the Administrators party thereto from time to time (filed as Exhibit 4.17 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.6.2 Junior Subordinated Indenture, dated as of February 22, 2008, by and between PlainsCapital Corporation and Wells Fargo Bank, N.A., as Trustee (filed as Exhibit 4.18 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.6.3 First Supplemental Indenture, dated as of November 30, 2012, by and between PlainsCapital Corporation (f/k/a Meadow Corporation) and Wells Fargo Bank, National Association, as Trustee. (filed as Exhibit 4.8.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).

4.6.4 Plains Capital Corporation Floating Rate Junior Subordinated Note due 2038, dated as of February 22, 2008, by PlainsCapital Corporation in favor of Wells Fargo Bank, N.A., as Property Trustee of PCC Statutory Trust IV (filed as Exhibit 4.19 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.6.5 Guarantee Agreement, dated as of February 22, 2008, by and between PlainsCapital Corporation and Wells Fargo Bank, N.A., as Guarantee Trustee (filed as Exhibit 4.20 to the Registration Statement on Form 10 filed by PlainsCapital Corporation on April 17, 2009 (File No. 000-53629) and incorporated herein by reference).

4.7 Indenture, dated as of April 9, 2015, by and between Hilltop Holdings, Inc. and U.S. Bank National Association, as Trustee, including form of notes (filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on April 9, 2015 (File No. 001-31987) and incorporated herein by reference).

10.1.1† Hilltop Holdings Inc. 2012 Equity Incentive Plan, effective September 20, 2012 (filed as Exhibit 10.18 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).

10.1.2† Form of Restricted Stock Award Agreement (filed as Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2013 filed on May 6, 2013 (File No. 001-31987) and incorporated herein by reference).

10.1.3† Form of Restricted Stock Unit Award Agreement (Time-Based Vesting) (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on February 28, 2014 (File No. 001-31987) and incorporated herein by reference).

10.1.4†	Form of Restricted Stock Unit Award Agreement (Performance-Based Vesting) (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on February 28, 2014 (File No. 001-31987) and incorporated herein by reference).
10.2†	Hilltop Holdings Inc. Annual Incentive Plan, effective September 20, 2012 (filed as Exhibit 10.19 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 filed on March 15, 2013 (File No. 001-31987) and incorporated herein by reference).
10.3.1†	Retention Agreement, dated May 8, 2012, but effective as of November 30, 2012, by and among Alan B. White, Hilltop Holdings Inc. and PlainsCapital Corporation (f/k/a Meadow Corporation) (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 11, 2012 (File No. 001-31987) and incorporated herein by reference).
10.3.2†	First Amendment to Retention Agreement and Assignment and Assumption Agreement by and among Hilltop Holdings Inc., PlainsCapital Corporation and Alan B. White, dated as of September 12, 2016 (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on September 13, 2016 (File No. 001-31987) and incorporated herein by reference).
10.4.1†	Employment Agreement, dated as of December 4, 2014, by and between James R. Huffines and Hilltop Holdings Inc. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 9, 2014 (File No. 001-31987) and incorporated herein by reference).
10.4.2†	First Amendment to Employment Agreement by and between Hilltop Holdings Inc. and James R. Huffines, dated as of September 12, 2016 (filed as Exhibit 10.3 to the Registrant's Current Report on Form 8-K filed on September 13, 2016 (File No. 001-31987) and incorporated herein by reference).
10.5†	Employment Agreement, dated as of December 4, 2014, by and between Todd Salmans and Hilltop Holdings Inc. (filed as Exhibit 10.8 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014 (File No. 001-31987) and incorporated herein by reference).
10.6†	Compensation arrangement of Jeremy B. Ford (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on March 2, 2015 (File No. 001-31987) and incorporated herein by reference).
10.7†	Compensation arrangement with Darren Parmenter (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on March 2, 2015 (File No. 001-31987) and incorporated herein by reference).
10.8†	Employment Agreement, dated as of September 1, 2016, by and between William Furr and Hilltop Holdings Inc. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K/A (Amendment No. 1) filed on September 7, 2016 (File No. 001-31987) and incorporated herein by reference).
10.9.1†	Sublease, dated December 1, 2012, by and between Hunter's Glen/Ford, LTD and Hilltop Holdings Inc. (filed as Exhibit 10.19 to the Registrant's Report on Form 10-K for the year ended December 31, 2013 filed on March 3, 2014 (File No. 001-31987) and incorporated herein by reference).
10.9.2†	First Amendment to Sublease, dated February 28, 2014, by and between Hunter's Glen/Ford, LTD and Hilltop Holdings Inc. (filed as Exhibit 10.20 to the Registrant's Report on Form 10-K for the year ended December 31, 2013 filed on March 3, 2014 (File No. 001-31987) and incorporated herein by reference).
10.10	Registration Rights Agreement, dated as of April 9, 2015, by and among Hilltop Holdings, Inc., Barclays Capital Inc. and Sandler O'Neill & Partners, L.P. (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 9, 2015 (File No. 001-31987) and incorporated herein by reference).
21.1*	List of subsidiaries of the Registrant.
23.1*	Consent of PricewaterhouseCoopers LLP.

31.1*	Certification of Co-Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.2*	Certification of Co-Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
31.3*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Co-Principal Executive Officers and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase
101.DEF*	XBRL Taxonomy Extension Definition Linkbase
101.LAB*	XBRL Taxonomy Extension Label Linkbase
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase

* Filed herewith.

† Exhibit is a management contract or compensatory plan.

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Index to Consolidated Financial Statements and Financial Statement Schedule

Hilltop Holdings Inc.

Report of Independent Registered Public Accounting Firm

To The Board of Directors and Stockholders of Hilltop Holdings Inc.

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Hilltop Holdings Inc. and its subsidiaries (the "Company") at December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP

Dallas, Texas
February 16, 2017

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31, 2016	December 31, 2015
Assets		
Cash and due from banks	$ 669,357	$ 652,036
Federal funds sold	21,407	17,409
Securities purchased under agreements to resell	89,430	105,660
Assets segregated for regulatory purposes	180,993	158,613
Securities:		
Trading, at fair value	265,534	214,146
Available for sale, at fair value (amortized cost of $598,198 and $670,003, respectively)	598,007	673,706
Held to maturity, at amortized cost (fair value of $345,088 and $331,468, respectively)	351,831	332,022
	1,215,372	1,219,874
Loans held for sale	1,795,463	1,533,678
Non-covered loans, net of unearned income	5,843,499	5,207,617
Allowance for non-covered loan losses	(54,186)	(45,415)
Non-covered loans, net	5,789,313	5,162,202
Covered loans, net of allowance of $413 and $1,532, respectively	255,714	378,762
Broker-dealer and clearing organization receivables	1,497,741	1,362,499
Premises and equipment, net	190,361	200,618
FDIC indemnification asset	71,313	91,648
Covered other real estate owned	51,642	99,090
Other assets	613,453	578,236
Goodwill	251,808	251,808
Other intangible assets, net	44,695	54,868
Total assets	$ 12,738,062	$ 11,867,001
Liabilities and Stockholders' Equity		
Deposits:		
Noninterest-bearing	$ 2,199,483	$ 2,235,436
Interest-bearing	4,864,328	4,717,247
Total deposits	7,063,811	6,952,683
Broker-dealer and clearing organization payables	1,347,128	1,338,305
Short-term borrowings	1,417,289	947,373
Securities sold, not yet purchased, at fair value	153,889	130,044
Notes payable	317,912	238,716
Junior subordinated debentures	67,012	67,012
Other liabilities	496,501	454,743
Total liabilities	10,863,542	10,128,876
Commitments and contingencies (see Notes 18 and 19)		
Stockholders' equity:		
Hilltop stockholders' equity:		
Common stock, $0.01 par value, 125,000,000 shares authorized; 98,543,774 and 98,896,184 shares issued and outstanding, respectively	985	989
Additional paid-in capital	1,572,877	1,577,270
Accumulated other comprehensive income	485	2,629
Retained earnings	295,568	155,475
Deferred compensation employee stock trust, net	903	1,034
Employee stock trust (15,492 and 22,196 shares, at cost, respectively)	(309)	(443)
Total Hilltop stockholders' equity	1,870,509	1,736,954
Noncontrolling interests	4,011	1,171
Total stockholders' equity	1,874,520	1,738,125
Total liabilities and stockholders' equity	$ 12,738,062	$ 11,867,001

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except per share data)

	Year Ended December 31, 2016	2015	2014
Interest income:			
Loans, including fees	$ 389,637	$ 390,359	$ 341,458
Securities borrowed	29,518	41,051	7,257
Securities:			
Taxable	26,233	26,584	29,206
Tax-exempt	6,222	6,628	4,681
Other	4,344	5,216	6,167
Total interest income	455,954	469,838	388,769
Interest expense:			
Deposits	15,843	15,523	15,742
Securities loaned	22,510	29,893	3,981
Short-term borrowings	5,803	4,574	2,214
Notes payable	10,849	8,143	2,532
Junior subordinated debentures	2,676	2,401	2,360
Other	742	721	799
Total interest expense	58,423	61,255	27,628
Net interest income	397,531	408,583	361,141
Provision for loan losses	40,620	12,715	16,933
Net interest income after provision for loan losses	356,911	395,868	344,208
Noninterest income:			
Net realized gains on securities	—	4,403	—
Net gains from sale of loans and other mortgage production income	606,991	519,103	390,361
Mortgage loan origination fees	96,267	77,708	63,011
Securities commissions and fees	157,906	160,660	27,321
Investment and securities advisory fees and commissions	115,992	115,932	74,553
Net insurance premiums earned	155,545	162,082	164,524
Bargain purchase gain	—	81,289	—
Other	154,264	106,465	79,541
Total noninterest income	1,286,965	1,227,642	799,311
Noninterest expense:			
Employees' compensation and benefits	834,113	765,887	490,706
Occupancy and equipment, net	109,418	119,653	101,697
Loss and loss adjustment expenses	89,243	99,066	94,429
Policy acquisition and other underwriting expenses	44,389	47,126	46,942
Other	335,308	308,284	231,579
Total noninterest expense	1,412,471	1,340,016	965,353
Income before income taxes	231,405	283,494	178,166
Income tax expense	83,461	70,915	65,608
Net income	147,944	212,579	112,558
Less: Net income attributable to noncontrolling interest	2,050	1,606	908
Income attributable to Hilltop	145,894	210,973	111,650
Dividends on preferred stock	—	1,854	5,703
Income applicable to Hilltop common stockholders	$ 145,894	$ 209,119	$ 105,947
Earnings per common share:			
Basic	$ 1.48	$ 2.10	$ 1.18
Diluted	$ 1.48	$ 2.09	$ 1.17
Cash dividends declared per common share	$ 0.06	$ —	$ —
Weighted average share information:			
Basic	98,404	99,074	89,710
Diluted	98,629	99,962	90,573

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)

	Year Ended December 31,		
	2016	2015	2014
Net income	$ 147,944	$ 212,579	$ 112,558
Other comprehensive income:			
Net unrealized gains (losses) on securities available for sale, net of tax of $1,264, $2,761 and $22,268, respectively	(2,144)	4,792	40,090
Reclassification adjustment for gains included in net income, net of tax of $(1,589) and $(2,582), respectively	—	(2,814)	(4,576)
Comprehensive income	145,800	214,557	148,072
Less: comprehensive income attributable to noncontrolling interest	2,050	1,606	908
Comprehensive income applicable to Hilltop	$ 143,750	$ 212,951	$ 147,164

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(in thousands)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings (Accumulated Deficit)	Deferred Compensation Employee Stock Trust, Net	Employee Stock Trust		Total Hilltop Stockholders' Equity	Noncontrolling Interest	Total Stockholders' Equity
	Shares	Amount	Shares	Amount					Shares	Amount			
Balance, December 31, 2013	114	$ 114,068	90,176	$ 902	$ 1,388,641	$ (34,863)	$ (157,607)	$ —	—	$ —	$ 1,311,141	$ 781	$ 1,311,922
Net income	—	—	—	—	—	—	111,650	—	—	—	111,650	908	112,558
Other comprehensive income	—	—	—	—	—	35,514	—	—	—	—	35,514	—	35,514
Issuance of common stock	—	—	—	—	3,001	—	—	—	—	—	3,001	—	3,001
Stock-based compensation expense	—	—	—	—	4,653	—	—	—	—	—	4,653	—	4,653
Common stock issued to board members	—	—	9	—	208	—	—	—	—	—	208	—	208
Issuance of common stock related to share-based awards, net	—	—	(3)	—	(12)	—	—	—	—	—	(12)	—	(12)
Dividends on preferred stock	—	—	—	—	(5,703)	—	—	—	—	—	(5,703)	—	(5,703)
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—	—	—	—	(902)	(902)
Balance, December 31, 2014	114	$ 114,068	90,182	$ 902	$ 1,390,788	$ 651	$ (45,957)	$ —	—	$ —	$ 1,460,452	$ 787	$ 1,461,239
Net income	—	—	—	—	—	—	210,973	—	—	—	210,973	1,606	212,579
Other comprehensive income	—	—	—	—	—	1,978	—	—	—	—	1,978	—	1,978
Issuance of common stock	—	—	10,113	101	199,932	—	—	—	—	—	200,033	—	200,033
Stock-based compensation expense	—	—	—	—	8,309	—	—	—	—	—	8,309	—	8,309
Common stock issued to board members	—	—	14	—	281	—	—	—	—	—	281	—	281
Issuance of common stock related to share-based awards, net	—	—	(22)	—	287	—	—	—	—	—	287	—	287
Dividends on preferred stock	—	—	—	—	—	—	(1,854)	—	—	—	(1,854)	—	(1,854)
Redemption of preferred stock	(114)	(114,068)	—	—	—	—	—	—	—	—	(114,068)	—	(114,068)
Repurchase of common stock	—	—	(1,391)	(14)	(22,327)	—	(7,687)	—	—	—	(30,028)	—	(30,028)
Deferred compensation plan	—	—	—	—	—	—	—	1,034	22	(443)	591	—	591
Net cash distributed to noncontrolling interest	—	—	—	—	—	—	—	—	—	—	—	(1,222)	(1,222)
Balance, December 31, 2015	—	$ —	98,896	$ 989	$ 1,577,270	$ 2,629	$ 155,475	$ 1,034	22	$ (443)	$ 1,736,954	$ 1,171	$ 1,738,125
Net income	—	—	—	—	—	—	145,894	—	—	—	145,894	2,050	147,944
Other comprehensive loss	—	—	—	—	—	(2,144)	—	—	—	—	(2,144)	—	(2,144)
Issuance of common stock	—	—	538	5	4,134	—	—	—	—	—	4,139	—	4,139
Stock-based compensation expense	—	—	—	—	10,058	—	—	—	—	—	10,058	—	10,058
Common stock issued to board members	—	—	22	—	429	—	—	—	—	—	429	—	429
Issuance of common stock related to share-based awards, net	—	—	(96)	(1)	(2,746)	—	—	—	—	—	(2,747)	—	(2,747)
Retirement of common stock	—	—	(816)	(8)	(16,268)	—	—	—	—	—	(16,276)	—	(16,276)
Dividends on common stock	—	—	—	—	—	—	(5,801)	—	—	—	(5,801)	—	(5,801)
Deferred compensation plan	—	—	—	—	—	—	—	(131)	(7)	134	3	—	3
Net cash distributed from noncontrolling interest	—	—	—	—	—	—	—	—	—	—	—	790	790
Balance, December 31, 2016	—	$ —	98,544	$ 985	$ 1,572,877	$ 485	$ 295,568	$ 903	15	$ (309)	$ 1,870,509	$ 4,011	$ 1,874,520

See accompanying notes.

HILLTOP HOLDINGS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended December 31, 2016	2015	2014
Operating Activities			
Net income	$ 147,944	$ 212,579	$ 112,558
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Provision for loan losses	40,620	12,715	16,933
Depreciation, amortization and accretion, net	(49,765)	(83,360)	(83,279)
Net realized gains on securities	—	(4,403)	—
Bargain purchase gain	—	(81,289)	—
Net gain on investment in SWS common stock	—	—	(5,985)
Deferred income taxes	(9,690)	17,376	(22,782)
Other, net	16,564	7,995	19,000
Net change in securities purchased under agreements to resell	16,230	(60,919)	—
Net change in assets segregated for regulatory purposes	(22,380)	99,010	(76,011)
Net change in trading securities	(51,388)	117,639	(6,871)
Net change in broker-dealer and clearing organization receivables	(46,775)	73,344	(145,283)
Net change in FDIC indemnification asset	20,577	39,936	61,299
Net change in other assets	41,315	(59,142)	(32,842)
Net change in broker-dealer and clearing organization payables	(33,180)	(54,048)	214,755
Net change in other liabilities	11,752	(104,897)	59,283
Net change in securities sold, not yet purchased	23,845	129,996	48
Proceeds from sale of mortgage servicing rights asset	7,586	—	11,387
Net gains from sales of loans	(606,991)	(519,103)	(390,361)
Loans originated for sale	(16,026,911)	(13,871,473)	(10,839,905)
Proceeds from loans sold	16,337,299	14,163,781	11,016,636
Net cash provided by (used in) operating activities	(183,348)	35,737	(91,420)
Investing Activities			
Proceeds from maturities and principal reductions of securities held to maturity	166,522	88,070	5,203
Proceeds from sales, maturities and principal reductions of securities available for sale	396,572	673,950	315,166
Purchases of securities held to maturity	(186,875)	(230,404)	(123,520)
Purchases of securities available for sale	(326,810)	(48,121)	(49,156)
Net change in loans	(555,040)	(150,605)	103,031
Purchases of premises and equipment and other assets	(41,941)	(31,270)	(43,186)
Proceeds from sales of premises and equipment and other real estate owned	73,032	110,922	69,400
Proceeds from redemption of bank owned life insurance	—	822	—
Net cash paid for Federal Home Loan Bank and Federal Reserve Bank stock	(19,021)	(12,172)	(17,114)
Net cash from acquisition	—	41,097	—
Net cash provided by (used in) investing activities	(493,561)	442,289	259,824
Financing Activities			
Net change in deposits	153,131	(601,386)	(518,417)
Net change in short-term borrowings	469,916	20,437	420,609
Proceeds from notes payable	296,993	150,078	3,000
Payments on notes payable	(217,630)	(42,571)	(2,643)
Redemption of preferred stock	—	(114,068)	—
Proceeds from issuance of common stock	4,139	—	—
Payments to repurchase common stock	—	(30,028)	—
Dividends paid on common stock	(5,801)	—	—
Dividends paid on preferred stock	—	(3,539)	(5,619)
Net cash distributed from (to) noncontrolling interest	790	(1,222)	(902)
Taxes paid on employee stock awards netting activity	(2,442)	(75)	—
Other, net	(868)	718	2,620
Net cash provided by (used in) financing activities	698,228	(621,656)	(101,352)
Net change in cash and cash equivalents	21,319	(143,630)	67,052
Cash and cash equivalents, beginning of year	669,445	813,075	746,023
Cash and cash equivalents, end of year	$ 690,764	$ 669,445	$ 813,075
Supplemental Disclosures of Cash Flow Information			
Cash paid for interest	$ 58,429	$ 59,700	$ 28,846
Cash paid for income taxes, net of refunds	$ 88,899	$ 112,459	$ 26,859
Supplemental Schedule of Non-Cash Activities			
Conversion of available for sale investment to SWS common stock	$ —	$ —	$ 71,502
Conversion of loans to other real estate owned	$ 20,184	$ 57,838	$ 67,542
Common stock issued in acquisition	$ —	$ 200,626	$ —
Additions to mortgage servicing rights	$ 23,381	$ 24,974	$ 35,056

See accompanying notes.

1. Summary of Significant Accounting and Reporting Policies

Nature of Operations

Hilltop Holdings Inc. (“Hilltop” and, collectively with its subsidiaries, the “Company”) is a financial holding company registered under the Bank Holding Company Act of 1956. The Company’s primary line of business is to provide business and consumer banking services from offices located throughout Texas through PlainsCapital Bank (the “Bank”). In addition, the Company provides an array of financial products and services through its broker-dealer, mortgage origination and insurance subsidiaries.

The Company provides its products and services through three primary business units, PlainsCapital Corporation (“PCC”), Hilltop Securities Holdings LLC (“Securities Holdings”) and National Lloyds Corporation (“NLC”). PCC is a financial holding company, headquartered in Dallas, Texas, that provides, through its subsidiaries, traditional banking, wealth and investment management and treasury management services primarily in Texas and residential mortgage lending throughout the United States. Securities Holdings is a holding company, headquartered in Dallas, Texas, that provides, through its subsidiaries, investment banking and other related financial services, including municipal advisory, sales, trading and underwriting of taxable and tax-exempt fixed income securities, equity trading, clearing, securities lending, structured finance and retail brokerage services throughout the United States. NLC is a property and casualty insurance holding company, headquartered in Waco, Texas, that provides, through its subsidiaries, fire and homeowners insurance to low value dwellings and manufactured homes primarily in Texas and other areas of the southern United States.

On January 1, 2015, Hilltop completed its acquisition of SWS Group, Inc. (“SWS”) in a stock and cash transaction (the "SWS Merger"), whereby SWS’s broker-dealer subsidiaries, Southwest Securities, Inc. and SWS Financial Services, Inc., became subsidiaries of Securities Holdings, and SWS’s banking subsidiary, Southwest Securities, FSB (“SWS FSB”), was merged into the Bank. On October 5, 2015, Southwest Securities, Inc. and SWS Financial Services, Inc. were renamed “Hilltop Securities Inc.” (“Hilltop Securities”) and “Hilltop Securities Independent Network Inc.” (“HTS Independent Network”), respectively. On October 22, 2015, the Financial Industry Regulatory Authority (“FINRA”) granted approval to combine First Southwest Company, LLC (“FSC”) and Hilltop Securities, subject to customary conditions. FSC, Hilltop Securities and HTS Independent Network operated as separate broker-dealers, under coordinated leadership from the date of the SWS Merger until January 22, 2016, when FSC was merged into Hilltop Securities to form a combined firm operating under the “Hilltop Securities” name. We use the term “Hilltop Broker-Dealers” to refer to FSC, Hilltop Securities and HTS Independent Network prior to January 22, 2016 and Hilltop Securities and HTS Independent Network after such date.

Basis of Presentation

The preparation of financial statements in conformity with accounting principles generally accepted in the United States (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Estimates regarding the allowance for loan losses, the fair values of financial instruments, the amounts receivable from the Federal Deposit Insurance Corporation (the “FDIC”) under loss-share agreements (the “FDIC Indemnification Asset”), reserves for losses and loss adjustment expenses (“LAE”), the mortgage loan indemnification liability, and the potential impairment of assets are particularly subject to change. The Company has applied its critical accounting policies and estimation methods consistently in all periods presented in these consolidated financial statements.

Hilltop owns 100% of the outstanding stock of PCC. PCC owns 100% of the outstanding stock of the Bank and 100% of the membership interest in PlainsCapital Equity, LLC. The Bank owns 100% of the outstanding stock of PrimeLending, a PlainsCapital Company (“PrimeLending”).

PrimeLending owns a 100% membership interest in PrimeLending Ventures Management, LLC (“Ventures Management”). Ventures Management is the managing member and owns 51% of the membership interest in both PrimeLending Ventures, LLC (“Ventures”) and Mutual of Omaha Mortgage, LLC (“Mutual”).

PCC also owns 100% of the outstanding common securities of PCC Statutory Trusts I, II, III and IV (the “Trusts”), which are not included in the consolidated financial statements under the requirements of the Variable Interest Entities Subsections of the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”), because the primary beneficiaries of the Trusts are not within the consolidated group.

Hilltop has a 100% membership interest in Securities Holdings, which operates through its wholly-owned subsidiaries, Hilltop Securities, HTS Independent Network and First Southwest Holdings, LLC ("First Southwest"). Hilltop Securities is a broker-dealer registered with the SEC and FINRA and a member of the New York Stock Exchange ("NYSE"), HTS Independent Network is an introducing broker-dealer that is also registered with the SEC and FINRA, and First Southwest Asset Management, LLC, a wholly-owned subsidiary of First Southwest, is a registered investment adviser under the Investment Advisers Act of 1940. As discussed above, prior to January 22, 2016, Securities Holdings' subsidiaries also included FSC, First Southwest's principal subsidiary and formerly a broker-dealer registered with the SEC and FINRA and a member of the NYSE.

Hilltop also owns 100% of NLC, which operates through its wholly owned subsidiaries, National Lloyds Insurance Company ("NLIC") and American Summit Insurance Company ("ASIC").

The consolidated financial statements include the accounts of the above-named entities. Intercompany transactions and balances have been eliminated. Noncontrolling interests have been recorded for minority ownership in entities that are not wholly owned and are presented in compliance with the provisions of Noncontrolling Interest in Subsidiary Subsections of the ASC.

Certain reclassifications have been made to the prior period consolidated financial statements to conform with the current period presentation. In preparing these consolidated financial statements, subsequent events were evaluated through the time the financial statements were issued. Financial statements are considered issued when they are widely distributed to all stockholders and other financial statement users, or filed with the SEC.

Acquisition Accounting

Acquisitions are accounted for under the acquisition method of accounting. Purchased assets, including identifiable intangible assets, and assumed liabilities are recorded at their respective acquisition date fair values. If the fair value of net assets purchased exceeds the consideration given, a bargain purchase gain is recognized. If the consideration given exceeds the fair value of the net assets received, goodwill is recognized.

Securities Purchased Under Agreements to Resell

Securities purchased under agreements to resell (reverse repurchase agreements or reverse repos) are treated as collateralized financings and are carried at the amounts at which the securities will subsequently be resold as specified in the agreements. The Company is in possession of collateral with a fair value equal to or in excess of the contract amounts.

Securities

Management classifies securities at the time of purchase and reassesses such designation at each balance sheet date. Transfers between categories from these reassessments are rare. Securities held for resale to facilitate principal transactions with customers are classified as trading, and are carried at fair value, with changes in fair value reflected in the consolidated statements of operations. Hilltop reports interest income on trading securities as interest income on securities and other changes in fair value as other noninterest income.

Securities held but not intended to be held to maturity or on a long-term basis are classified as available for sale. Securities included in this category are those that management intends to use as part of its asset/liability management strategy and that may be sold in response to changes in interest rates, resultant prepayment risk, and other factors related to interest rate and resultant prepayment risk changes. Securities available for sale are carried at fair value. Unrealized holding gains and losses on securities available for sale, net of taxes, are reported in other comprehensive income (loss) until realized. Premiums and discounts are recognized in interest income using the effective interest method and consider any optionality that may be embedded in the security.

Purchases and sales (and related gain or loss) of securities are recorded on the trade date, based on specific identification. Declines in the fair value of available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses to the extent the other-than-temporary impairment ("OTTI") is related to credit losses.

The amount of the OTTI related to other factors is recognized in other comprehensive income (loss). In estimating OTTI, management considers in developing its best estimate of cash flows, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer, (iii) the historic and implied volatility of the security, (iv) failure of the issuer to make scheduled interest payments and (v) changes to the rating of the security by a rating agency.

Loans Held for Sale

Loans held for sale consist primarily of single-family residential mortgages funded through PrimeLending. These loans are generally on the consolidated balance sheet for no more than 30 days. Substantially all mortgage loans originated by PrimeLending are sold to various investors in the secondary market, the majority with servicing released. Mortgage loans held for sale are carried at fair value in accordance with the provisions of the Fair Value Option Subsections of the ASC (the "Fair Value Option"). Changes in the fair value of the loans held for sale are recognized in earnings and fees and costs associated with origination are recognized as incurred. The specific identification method is used to determine realized gains and losses on sales of loans, which are reported as net gains (losses) in noninterest income. Loans sold are subject to certain indemnification provisions with investors, including the repurchase of loans sold and repayment of certain sales proceeds to investors under certain conditions. In addition, certain mortgage loans guaranteed by U.S. Government agencies and sold into Government National Mortgage Association ("GNMA") pools may, under certain conditions specified in the government programs, become subject to repurchase by PrimeLending. Such loans subject to repurchase no longer qualify for sale accounting and are reported as loans held for sale in the consolidated balance sheets.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the amount of unpaid principal reduced by unearned income, net unamortized deferred fees and an allowance for loan losses. Unearned income on installment loans and interest on other loans is recognized using the effective interest method. Net fees received for providing loan commitments and letters of credit that result in loans are deferred and amortized to interest income over the life of the related loan, beginning with the initial borrowing. Net fees on commitments and letters of credit that are not expected to be funded are amortized to noninterest income over the commitment period. Income on direct financing leases is recognized on a basis that achieves a constant periodic rate of return on the outstanding investment.

Impaired loans include non-accrual loans, troubled debt restructurings, purchased credit impaired ("PCI") loans and partially charged-off loans. The accrual of interest on impaired loans is discontinued when, in management's opinion, there is a clear indication that the borrower's cash flow may not be sufficient to meet principal and interest payments, which is generally when a loan is 90 days past due unless the asset is both well secured and in the process of collection. When a loan is placed on non-accrual status, all previously accrued and unpaid interest is charged against income. If the ultimate collectability of principal, wholly or partially, is in doubt, any payment received on a loan on which the accrual of interest has been suspended is applied to reduce principal to the extent necessary to eliminate such doubt. Once the collection of the remaining recorded loan balance is fully expected, interest income is recognized on a cash basis.

The Bank originates loans to customers primarily in Texas. Although the Bank has diversified loan and leasing portfolios and, generally, holds collateral against amounts advanced to customers, its debtors' ability to honor their contracts is substantially dependent upon the general economic conditions of the region and of the industries in which its debtors operate, which consist primarily of agribusiness, construction, energy, real estate and wholesale/retail trade. PrimeLending originates mortgage loans to customers in its offices, which are located throughout the United States. Substantially all mortgage loans originated by PrimeLending are sold to various investors in the secondary market, the majority with servicing released, although PrimeLending does retain servicing in certain circumstances. The Hilltop Broker-Dealers make loans to customers and correspondents through margin transactions originated by both employees and independent retail representatives throughout the United States. The Hilltop Broker-Dealers control or controlled risk by requiring customers to maintain margin collateral in compliance with various regulatory and internal guidelines, which may vary based upon market conditions. Securities owned by customers and held as collateral for margin loans are not included in the consolidated financial statements.

Management has defined the loans acquired in a business combination as acquired loans. Acquired loans are recorded at estimated fair value on their purchase date with no carryover of the related allowance for loan losses. Acquired loans were segregated between those considered to be credit impaired and those without credit impairment at acquisition. To make this determination, management considered such factors as past due status, nonaccrual status and credit risk ratings. The fair value of acquired performing loans was determined by discounting expected cash flows, both principal and interest, at prevailing market interest rates. The difference between the fair value and principal balances due at acquisition date, the fair value discount, is accreted into income over the estimated life of each loan.

Loans acquired in the FDIC-assisted transaction whereby the Bank acquired certain assets and assumed certain liabilities of Edinburg, Texas-based First National Bank ("FNB") on September 13, 2013 (the "FNB Transaction") that are subject to a loss-share agreement are referred to as "covered loans" and reported separately in the consolidated balance sheets. Covered loans are reported exclusive of the cash flow reimbursements that may be received from the FDIC. Covered loans are discussed in more detail within Note 6 to the consolidated financial statements.

PCI loans acquired by the Company upon completion of the merger with PCC (the "PlainsCapital Merger") are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and SWS Merger are accounted for in pools as well as on an individual loan basis. The Company has established under its PCI accounting policy a framework to aggregate certain acquired loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing. The common risk characteristics used for the pooling of the FNB and SWS PCI loans are risk grade and loan collateral type.

PCI loans showed evidence of credit deterioration that makes it probable that all contractually required principal and interest payments will not be collected. Their fair value was initially based on an estimate of cash flows, both principal and interest, expected to be collected, discounted at prevailing market rates of interest. Management estimated cash flows using key assumptions such as default rates, loss severity rates assuming default, prepayment speeds and estimated collateral values. The excess of cash flows expected to be collected from a loan or pool over its estimated fair value at acquisition is referred to as the accretable yield and is recognized in interest income using an effective yield method over the remaining life of the loan or pool. Subsequent to acquisition, management must update these estimates of cash flows expected to be collected at each reporting date. These updates require the continued use of key assumptions and estimates, similar to those used in the initial estimate of fair value.

The Bank accretes the discount for PCI loans for which it can predict the timing and amount of cash flows. PCI loans for which a discount is accreted are considered performing.

Allowance for Loan Losses

The allowance for loan losses is a reserve established through a provision for loan losses charged to expense, which represents management's best estimate of probable losses inherent in the existing portfolio of loans at the balance sheet date. The allowance for loan losses includes allowance allocations calculated in accordance with the Interagency Policy Statement on the Allowance for Loan and Lease Losses and the Receivables and Contingencies Topics of the ASC. The level of the allowance reflects management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, present economic, political and regulatory conditions, and unidentified losses inherent in the current loan portfolio. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Bank's control, including the performance of the Bank's loan portfolio, the economy and changes in interest rates.

The Bank's allowance for loan losses consists of three elements: (i) specific valuation allowances established for probable losses on impaired loans; (ii) general historical valuation allowances calculated based on historical loan loss experience for homogenous loans with similar collateral; and (iii) valuation allowances to adjust general reserves based on recent economic conditions and other qualitative risk factors both internal and external to the Bank.

The Bank's methodology regarding the calculation of the allowance for loan losses is discussed in more detail within Note 5 to the consolidated financial statements.

Broker-Dealer and Clearing Organization Transactions

Amounts recorded in broker-dealer and clearing organization receivables and payables include securities lending activities, as well as amounts related to securities transactions for either customers of the Hilltop Broker-Dealers or for the accounts of the Hilltop Broker-Dealers. Securities-borrowed and securities-loaned transactions are generally reported as collateralized financings. Securities-borrowed transactions require the Hilltop Broker-Dealers to deposit cash, letters of credit, or other collateral with the lender. With respect to securities loaned, the Hilltop Broker-Dealers receive collateral in the form of cash or other assets in an amount generally in excess of the market value of securities loaned. The Hilltop Broker-Dealers monitor the market value of securities borrowed and loaned on a daily basis, with additional collateral obtained or refunded as necessary. Interest income and interest expense associated with collateralized financings is included in the accompanying consolidated statements of operations.

Insurance Premiums Receivable

Insurance premiums receivable include premiums written and not yet collected. NLC routinely evaluates the receivable balance to determine if an allowance for uncollectible amounts is necessary. At December 31, 2016 and 2015, NLC determined that no valuation allowance was necessary.

Deferred Policy Acquisition Costs

Costs of acquiring insurance vary with, and are primarily related to, the successful acquisition of new and renewal business, primarily consisting of commissions, premium taxes and underwriting expenses, and are deferred and amortized over the terms of the policies or reinsurance treaties to which they relate. Proceeds from reinsurance transactions that represent recovery of acquisition costs reduce applicable unamortized acquisition costs in such a manner that net acquisition costs are capitalized and charged to expense in proportion to net revenue recognized. Future investment income is considered in determining the recoverability of deferred policy acquisition costs. NLC regularly reviews the categories of acquisition costs that are deferred and assesses the recoverability of this asset. A premium deficiency and a corresponding charge to income is recognized if the sum of the expected loss and LAE, unamortized policy acquisition costs, and maintenance costs exceed related unearned insurance premiums and anticipated investment income. At December 31, 2016 and 2015, there was no premium deficiency.

Reinsurance

In the normal course of business, NLC seeks to reduce the loss that may arise from catastrophes or other events that could cause unfavorable underwriting results by reinsuring certain levels of risk in various areas of exposure with other insurance enterprises or reinsurers. Amounts recoverable from reinsurers are estimated in a manner consistent with the reinsured policy. NLC routinely evaluates the receivable balance to determine if any uncollectible balances exist.

Net insurance premiums earned, losses and LAE, and policy acquisition and other underwriting expenses are reported net of the amounts related to reinsurance ceded to other companies. Amounts recoverable from reinsurers related to the portions of the liability for losses and LAE and unearned insurance premiums ceded to them are included in other assets within the consolidated balance sheets. Reinsurance assumed from other companies, including assumed premiums written and earned, and losses and LAE, is accounted for in the same manner as direct insurance written.

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation and amortization computed principally on the straight-line method over the estimated useful lives of the assets, which range between 3 and 40 years. Gains or losses on disposals of premises and equipment are included in results of operations.

Other Real Estate Owned

Real estate acquired through foreclosure ("OREO") is included in other assets within the consolidated balance sheets and is carried at management's estimate of fair value, less estimated cost to sell. Any excess of recorded investment over fair value, less cost to sell, is charged against either the allowance for loan losses or the related PCI pool discount when property is initially transferred to OREO. Subsequent to the initial transfer to OREO, downward valuation adjustments are charged against earnings. Valuation adjustments, revenue and expenses from operations of the properties and resulting gains or losses on sale are included within the consolidated statements of operations in other noninterest income or expense, as appropriate.

Acquired OREO subject to FDIC loss-share agreements is referred to as "covered OREO" and reported separately in the consolidated balance sheets. Covered OREO is reported exclusive of expected reimbursement cash flows from the FDIC. Foreclosed covered loan collateral is transferred into covered OREO at the collateral's fair value, less selling costs. Covered OREO was initially recorded at its estimated fair value based on similar market comparable valuations, less estimated selling costs. Subsequently, loan collateral transferred to OREO is recorded at its net realizable value. Any subsequent valuation adjustments due to declines in fair value of the covered OREO will be charged to noninterest expense, while any recoveries of previous valuation decreases will be credited to noninterest expense.

FDIC Indemnification Asset

The Company has elected to account for the FDIC Indemnification Asset in accordance with the Business Combination Topic of the ASC. The FDIC Indemnification Asset is initially recorded at fair value, based on the discounted value of expected future cash flows under the loss-share agreements. The difference between the present value and the undiscounted cash flows the Bank expects to collect from the FDIC will be accreted into noninterest income within the consolidated statements of operations over the life of the FDIC Indemnification Asset. The FDIC Indemnification Asset is reviewed quarterly and the accretion rate is adjusted for changes in the timing of cash flows expected to be collected from the FDIC. Cumulative net losses over the life of the loss-share agreements of less than $240.4 million will reduce the value of the FDIC Indemnification Asset. Any amortization of changes in value of the FDIC Indemnification Asset is limited to the contractual term of the loss-share agreements. Changes to the FDIC Indemnification Asset are recorded as adjustments to other noninterest income or expense, as appropriate, within the consolidated statements of operations over the life of the loss-share agreements.

Debt Issuance Costs

The Company capitalizes debt issuance costs associated with financing of debt. These costs are amortized using the effective interest method over the repayment term of the debt. Unamortized debt issuance costs are presented in the consolidated balance sheets as a direct reduction from the associated debt liability. Debt issuance costs of $0.1 million and $0.4 million during 2016 and 2015 were amortized and included in interest expense within the consolidated statements of operations. In April 2015, debt issuance costs of $1.9 million were capitalized in connection with Hilltop's issuance of the 5% senior notes due 2025.

Goodwill

Goodwill, which represents the excess of cost over the fair value of the net assets acquired, is allocated to reporting units and tested for impairment annually, or whenever events or changes in circumstances indicate that the carrying amount should be assessed. The Company performs required annual impairment tests of its goodwill as of October 1st for each of its reporting units, which is one level below an operating segment. Goodwill is assigned to reporting units at the date the goodwill is initially recorded. Once goodwill has been assigned to reporting units, it no longer retains its association with a particular acquisition, and all of the activities within a reporting unit, whether acquired or internally generated, are available to support the value of the goodwill. Prior to testing goodwill for impairment, the Company has the option to assess on a qualitative basis whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If determined, based on its assessment of qualitative factors that it is more likely than not that fair value of a reporting unit is less than its carrying amount, the Company will proceed to test goodwill for impairment as a part of a two-step process. The first step, used to identify potential impairment, involves comparing each reporting unit's estimated fair value to its carrying value, including goodwill. If the carrying value exceeds the estimated fair value, there is an indication of potential impairment and the second step is performed to measure the amount of impairment. The second step involves calculating an implied fair value of goodwill for each reporting unit for which the first step indicated impairment. If the carrying amount of a reporting unit exceeds the implied fair value of the goodwill, an impairment charge is recorded for the excess. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation. The residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

Intangibles and Other Long-Lived Assets

Intangible assets are acquired assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset or liability. The Company’s intangible assets primarily consist of core deposits, trade names and customer relationships. Intangible assets with definite useful lives are generally amortized on the straight-line method over their estimated lives, although certain intangibles, including core deposits, and customer and agent relationships, are amortized on an accelerated basis. Amortization of intangible assets is recorded in other noninterest expense within the consolidated statements of operations. Intangible assets with indefinite useful lives are tested for impairment annually as of October 1st, or more often if events or circumstances indicate there may be impairment, and not amortized until their lives are determined to be definite. Intangible assets with definite useful lives, premises and equipment, and other long-lived assets are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Mortgage Servicing Rights

The Company determines its classes of residential mortgage servicing assets based on the asset type being serviced along with the methods used to manage the risk inherent in the servicing assets, which includes the market inputs used to value the servicing assets. The Company measures its servicing assets at fair value and reports changes in fair value through earnings.

The retained mortgage servicing rights (“MSR”) asset is measured at fair value as of the date of sale of the related mortgage loan. Subsequent fair value measurements of the MSR asset are determined by valuing the projected net servicing cash flows, which are then discounted to estimate fair value using a discounted cash flow model. Assumptions used include market discount rates, anticipated prepayment speeds, delinquency and foreclosure rates, and ancillary fee income.

The model assumptions and the MSR asset fair value estimates are compared to observable trades of similar portfolios as well as to MSR asset broker valuations and industry surveys, as available. The expected life of the loan can vary from management’s estimates due to prepayments by borrowers, especially when rates fall. Prepayments in excess of management’s estimates would negatively impact the recorded value of the MSR asset. The value of the MSR asset is also dependent upon the discount rate used in the model, which is based on current market rates that are reviewed by management on an ongoing basis. A significant increase in the discount rate would reduce the value of the MSR asset.

Derivative Financial Instruments

The Company’s hedging policies permit the use of various derivative financial instruments, including forward commitments, interest rate swaps and swaptions, and U.S. Treasury bond futures and options to manage interest rate risk or to hedge specified assets and liabilities. The Company’s derivative financial instruments also include interest rate lock commitments (“IRLCs”) executed with its customers that allow those customers to obtain a mortgage loan on a future date at an agreed-upon interest rate. The IRLCs, forward commitments, interest rate swaps and swaptions, and U.S. Treasury bond futures and options meet the definition of a derivative under the provisions of the Derivatives and Hedging Topic of the ASC.

Derivatives are recorded at fair value in the consolidated balance sheets. To qualify for hedge accounting, derivatives must be highly effective at reducing the risk associated with the exposure being hedged and must be designated as a hedge at the inception of the derivative contract. If derivative instruments are designated as hedges of fair values, the change in the fair value of both the derivative instrument and the hedged item are included in current earnings. Changes in the fair value of derivatives designated as hedges of cash flows are recorded in other comprehensive income (loss). Actual cash receipts and/or payments and related accruals on derivatives related to hedges are recorded as adjustments to the line item where the hedged item’s effect on earnings is recorded.

Reserve for Losses and Loss Adjustment Expenses

The liability for losses and LAE includes an amount determined from loss reports and individual cases and an amount, based on past experience, for losses incurred but not reported ("IBNR"). Such liabilities are based on estimates and, while management believes that the amount is adequate, the ultimate liability may be in excess of or less than the amounts provided. The methods for making such estimates and for establishing the resulting liability are continually reviewed, and any adjustments are reflected in earnings currently. The liability for losses and LAE has not been reduced for reinsurance recoverable.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated.

Stock-Based Compensation

Stock-based compensation expense for all share-based awards granted is based on the grant date fair value estimated in accordance with the provisions of the Stock Compensation Topic of the ASC. The Company recognizes these compensation costs for only those awards expected to vest over the service period of the award.

Advertising

Advertising costs are expensed as incurred. Advertising expense totaled $5.3 million, $4.6 million and $4.6 million during 2016, 2015 and 2014, respectively.

Income Taxes

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recorded for the estimated future tax effects of the temporary difference between the tax basis and book basis of assets and liabilities reported in the accompanying consolidated balance sheets. The provision for income tax expense or benefit differs from the amounts of income taxes currently payable because certain items of income and expense included in the consolidated financial statements are recognized in different time periods by taxing authorities. Interest and penalties incurred related to tax matters are charged to other interest expense or other noninterest expense, respectively.

Benefits from uncertain tax positions are recognized in the consolidated financial statements only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority having full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of cumulative benefit that is greater than fifty percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold are recognized in the reporting period in which that threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold are derecognized in the reporting period in which that threshold is no longer met. If the Company were to prevail on all uncertain tax positions, the effect would be a benefit to the Company's effective tax rate. Due to uncertainties in any tax audit outcome, estimates of the ultimate settlement of unrecognized tax positions may change and the actual tax benefits may differ significantly from the estimate.

Deferred tax assets, including net operating loss and tax credit carry forwards, are reduced by a valuation allowance when, in the opinion of management, it is more-likely-than-not that any portion of these tax attributes will not be realized. Periodic reviews of the carrying amount of deferred tax assets are made when it is more likely than not that all or a portion of a deferred tax asset will not be realized.

Cash Flow Reporting

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents are defined as the amount included in the consolidated balance sheet captions “Cash and due from banks” and “Federal funds sold”. Cash equivalents have original maturities of three months or less.

Repurchases of Common Stock

In accordance with Maryland law, the Company uses the par value method of accounting for its stock repurchases, whereby the par value of the shares is deducted from common stock. The excess of the cost of shares acquired over the par value is allocated to additional paid-in capital based on an estimated average sales price per issued share with the excess amounts charged to retained earnings.

Basic and Diluted Net Income Per Share

Nonvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents are participating securities and are included in the computation of earnings per share pursuant to the two-class method prescribed by the Earnings Per Share Topic of the ASC. The two-class method is an earnings allocation formula that determines earnings per share for each class of common stock and participating security according to dividends declared (or accumulated) and participation rights in undistributed earnings. Restricted Stock Awards are the only instruments issued by Hilltop which qualify as participating securities.

Net earnings, less any preferred dividends accumulated for the period (whether or not declared), is allocated between the common stock and participating securities pursuant to the two-class method. Basic earnings per common share is computed by dividing net earnings available to common stockholders by the weighted average number of common shares outstanding during the period, excluding participating nonvested restricted shares.

Diluted earnings per common share is computed in a similar manner, except that first the denominator is increased to include the number of additional common shares that would have been outstanding if potentially dilutive common shares, excluding the participating securities, were issued using the treasury stock method. During 2016, 2015 and 2014, stock options and restricted stock units (“RSUs”) are the only potentially dilutive non-participating instruments issued by Hilltop. Next, the Company determines and includes in the diluted earnings per common share calculation the more dilutive effect of the participating securities using the treasury stock method or the two-class method. Undistributed losses are not allocated to the nonvested share-based payment awards (the participating securities) under the two-class method as the holders are not contractually obligated to share in the losses of the Company.

2. Acquisition

SWS Merger

On January 1, 2015, Hilltop completed its acquisition of SWS in a stock and cash transaction, whereby each outstanding share of SWS common stock was converted into the right to receive 0.2496 shares of Hilltop common stock and $1.94 in cash, equating to $6.92 per share based on Hilltop’s closing price on December 31, 2014 and resulting in an aggregate purchase price of $349.1 million, consisting of 10.1 million shares of common stock, $78.2 million in cash and $70.3 million associated with Hilltop’s existing investment in SWS common stock. The operations acquired in the SWS Merger are included in the Company’s operating results beginning January 1, 2015. Such operating results include a bargain purchase gain of $81.3 million and are not necessarily indicative of future operating results. SWS’s results of operations prior to the acquisition date are not included in the Company’s consolidated operating results.

The SWS Merger was accounted for using the acquisition method of accounting, and accordingly, purchased assets, including identifiable intangible assets, and assumed liabilities were recorded at their respective acquisition date fair values. The components of the consideration paid are shown in the following table (in thousands).

Fair value of consideration paid:		
Common stock issued	$	200,626
Cash		78,217
Fair value of Hilltop's existing investment in SWS		70,282
Total consideration paid	$	349,125

The resulting fair values of the identifiable assets acquired, and liabilities assumed, in the SWS Merger at January 1, 2015 are summarized in the following table (in thousands).

Cash and due from banks	$	119,314
Federal funds sold and securities purchased under agreements to resell		44,741
Assets segregated for regulatory purposes		181,610
Securities		707,476
Non-covered loans, net		863,819
Broker-dealer and clearing organization receivables		1,221,793
Other assets		159,906
Total identifiable assets acquired		3,298,659
Deposits		(1,287,509)
Broker-dealer and clearing organization payables		(1,109,978)
Short-term borrowings		(164,240)
Securities sold, not yet purchased, at fair value		(140,409)
Notes payable		(76,643)
Other liabilities		(89,466)
Total liabilities assumed		(2,868,245)
Bargain purchase gain		(81,289)
		349,125
Less Hilltop existing investment in SWS		(70,282)
Net identifiable assets acquired	$	278,843

The bargain purchase gain represents the excess of the estimated fair value of the underlying net tangible assets and intangible assets over the merger consideration. The SWS Merger was a tax-free reorganization under Section 368(a) of the Internal Revenue Code, therefore no income taxes were recorded in connection with the bargain purchase gain. The Company used significant estimates and assumptions to value certain identifiable assets acquired and liabilities assumed. The bargain purchase gain was primarily driven by the Company's ability to realize acquired deferred tax assets through its consolidated core earnings and the decline in the price of the Company's common stock between the date the fixed conversion ratio was agreed upon and the closing date.

Included within the fair value of other assets in the table above are identifiable intangible assets recorded in connection with the SWS Merger. The allocation to intangible assets is as follows (in thousands).

	Estimated Useful Life (Years)		Gross Intangible Assets
Customer relationships	14	$	7,300
Core deposits	4		160
		$	7,460

In connection with the SWS Merger, Hilltop acquired loans both with and without evidence of credit quality deterioration since origination. The acquired loans were initially recorded at fair value with no carryover of any allowance for loan losses. Acquired loans were segregated between those considered to be PCI loans and those without credit impairment at acquisition. The following table presents details on acquired loans at the acquisition date (in thousands).

	Loans, excluding PCI Loans	PCI Loans	Total Loans
Commercial and industrial	$ 178,603	$ 9,850	$ 188,453
Real estate	324,477	62,218	386,695
Construction and land development	14,708	1,391	16,099
Consumer	3,216	—	3,216
Broker-dealer [(1)]	269,356	—	269,356
Total	$ 790,360	$ 73,459	$ 863,819

(1) Acquired loans include margin loans to customers and correspondents of $269.4 million associated with acquired broker-dealer operations, none of which are PCI loans.

The following table presents information about the PCI loans at acquisition (in thousands).

Contractually required principal and interest payments	$ 120,078
Nonaccretable difference	32,040
Cash flows expected to be collected	88,038
Accretable difference	14,579
Fair value of loans acquired with a deterioration of credit quality	$ 73,459

The following table presents information about the acquired loans without credit impairment at acquisition (in thousands).

Contractually required principal and interest payments	$ 901,672
Contractual cash flows not expected to be collected	39,721
Fair value at acquisition	790,360

Unaudited Pro Forma Results of Operations

The results of operations acquired in the SWS Merger have been included in the Company’s consolidated financial results since January 1, 2015. The following table discloses the impact of the operations acquired in the SWS Merger on the Company’s results of operations. The table presents pro forma results had the SWS Merger taken place on January 1, 2014 and includes the estimated impact of purchase accounting adjustments (in thousands). The purchase accounting adjustments reflect the impact of recording the acquired loans at fair value, including the estimated accretion of the purchase discount on the loan portfolio. Accretion estimates were based on the acquisition date purchase discount on the loan portfolio, as it was not practicable to determine the amount of discount that would have been recorded based on economic conditions that existed on January 1, 2014. The pro forma results do not include any potential operating cost savings as a result of the SWS Merger. Further, certain costs associated with any integration activities are not reflected in the pro forma results. The pro forma results are not necessarily indicative of what would have occurred had the SWS Merger taken place on the indicated date.

	Year Ended December 31, 2014
Net interest income	$ 429,264
Other revenues	1,005,701
Net income	118,421

3. Fair Value Measurements

Fair Value Measurements and Disclosures

The Company determines fair values in compliance with The Fair Value Measurements and Disclosures Topic of the ASC (the “Fair Value Topic”). The Fair Value Topic defines fair value and establishes a framework for measuring fair value in GAAP. The Fair Value Topic defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. The Fair Value Topic assumes that transactions upon which fair value measurements are based occur in the principal market for the asset or liability being measured. Further, fair value measurements made under the Fair Value Topic exclude transaction costs and are not the result of forced transactions.

The Fair Value Topic includes a fair value hierarchy that classifies fair value measurements based upon the inputs used in valuing the assets or liabilities that are the subject of fair value measurements. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs, as indicated below.

- *Level 1 Inputs*: Unadjusted quoted prices in active markets for identical assets or liabilities that the Company can access at the measurement date.
- *Level 2 Inputs*: Observable inputs other than Level 1 prices. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, yield curves, prepayment speeds, default rates, credit risks and loss severities), and inputs that are derived from or corroborated by market data, among others.
- *Level 3 Inputs*: Unobservable inputs that reflect an entity’s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities. Level 3 inputs include pricing models and discounted cash flow techniques, among others.

Fair Value Option

The Company has elected to measure substantially all of PrimeLending’s mortgage loans held for sale and the retained MSR asset at fair value, under the provisions of the Fair Value Option. The Company elected to apply the provisions of the Fair Value Option to these items so that it would have the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. At December 31, 2016 and 2015, the aggregate fair value of PrimeLending’s mortgage loans held for sale accounted for under the Fair Value Option was $1.75 billion and $1.46 billion, respectively, and the unpaid principal balance of those loans was $1.71 billion and $1.41 billion, respectively. The interest component of fair value is reported as interest income on loans in the accompanying consolidated statements of operations.

On October 2, 2014, Hilltop exercised its warrant to purchase 8,695,652 shares of SWS common stock at an exercise price of $5.75 per share (the “SWS Warrant”) and paid the aggregate exercise price by the automatic elimination of the $50.0 million aggregate principal amount note due to Hilltop under its credit agreement with SWS. Following the exercise of the SWS Warrant, Hilltop owned approximately 21% of the outstanding shares of SWS common stock as of October 2, 2014. Contemporaneous with the exercise of the SWS Warrant, Hilltop changed the accounting method for its investment in SWS common stock and elected to account for its investment in accordance with the provisions of the Fair Value Option as permitted by GAAP. Hilltop had previously accounted for its investment in SWS common stock as an available for sale security. Under the Fair Value Option, Hilltop’s investment in SWS common stock is recorded at fair value effective October 2, 2014, with changes in fair value being recorded in other noninterest income within the consolidated statements of operations rather than as a component of other comprehensive income. Hilltop’s election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of $7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop’s investment in SWS common stock resulted in a loss of $1.2 million. In the aggregate, Hilltop recorded a $6.0 million net gain in other noninterest income within the consolidated statement of operations during 2014. At December 31, 2014, the fair value of Hilltop's investment in SWS common stock was $70.3 million and was included in other assets within the consolidated balance sheet.

The Company holds a number of financial instruments that are measured at fair value on a recurring basis, either by the application of the Fair Value Option or other authoritative pronouncements. The fair values of those instruments are determined primarily using Level 2 inputs, as further described below.

Trading Securities — Trading securities are reported at fair value primarily using either Level 1 or Level 2 inputs in the same manner as discussed below for available for sale securities.

Available For Sale Securities — Most securities available for sale are reported at fair value using Level 2 inputs. The Company obtains fair value measurements from independent pricing services. As the Company is responsible for the determination of fair value, control processes are designed to ensure that the fair values received from independent pricing services are reasonable and the valuation techniques and assumptions used appear reasonable and consistent with prevailing market conditions. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the financial instruments' terms and conditions, among other things. For public common and preferred equity stocks, the determination of fair value uses Level 1 inputs based on observable market transactions.

Loans Held for Sale — Mortgage loans held for sale are reported at fair value, as discussed above, using Level 2 inputs that consist of commitments on hand from investors or prevailing market prices. These instruments are held for relatively short periods, typically no more than 30 days. As a result, changes in instrument-specific credit risk are not a significant component of the change in fair value. The fair value of certain loans held for sale that cannot be sold through normal sale channels or are non-performing is measured using Level 3, or unobservable, inputs. The fair value of such loans is generally based upon estimates of expected cash flows using unobservable inputs, including listing prices of comparable assets, uncorroborated expert opinions, and/or management's knowledge of underlying collateral.

Derivatives — Derivatives, which are included in other assets and liabilities within the Company's consolidated balance sheets, are reported at fair value using either Level 2 or Level 3 inputs. PrimeLending and the Hilltop Broker-Dealers use dealer quotes to value forward purchase commitments and forward sale commitments, respectively, executed for both hedging and non-hedging purposes. PrimeLending also issues IRLCs to its customers and the Hilltop Broker-Dealers issue forward purchase commitments to its clients that are valued based on the change in the fair value of the underlying mortgage loan from inception of the IRLC or purchase commitment to the balance sheet date, adjusted for projected loan closing rates. PrimeLending determines the value of the underlying mortgage loan as discussed in "Loans Held for Sale", above. The Hilltop Broker-Dealers determine the value of the underlying mortgage loan from prices of comparable securities used to value forward sale commitments. Additionally, PrimeLending uses dealer quotes to value interest rate swaps and swaptions executed to hedge its MSR asset.

MSR Asset — The MSR asset, which is included in other assets within the Company's consolidated balance sheets, is reported at fair value using Level 3 inputs. The MSR asset is valued by projecting net servicing cash flows, which are then discounted to estimate the fair value. The fair value of the MSR asset is impacted by a variety of factors. Prepayment rates and discount rates, the most significant unobservable inputs, are discussed further in Note 10 to the consolidated financial statements.

Securities Sold, Not Yet Purchased — Securities sold, not yet purchased are reported at fair value primarily using either Level 1 or Level 2 inputs in the same manner as discussed above for trading and available for sale securities.

The following tables present information regarding financial assets and liabilities measured at fair value on a recurring basis (in thousands).

December 31, 2016	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	$ 9,481	$ 256,053	$ —	$ 265,534
Available for sale securities	19,840	578,167	—	598,007
Loans held for sale	—	1,712,697	35,801	1,748,498
Derivative assets	—	57,036	—	57,036
MSR asset	—	—	61,968	61,968
Securities sold, not yet purchased	60,715	93,174	—	153,889
Derivative liabilities	—	35,737	—	35,737

December 31, 2015	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
Trading securities	$ 21,807	$ 192,338	$ 1	$ 214,146
Available for sale securities	17,409	656,297	—	673,706
Loans held for sale	—	1,434,955	25,880	1,460,835
Derivative assets	—	35,676	—	35,676
MSR asset	—	—	52,285	52,285
Securities sold, not yet purchased	27,648	102,396	—	130,044
Derivative liabilities	—	5,426	—	5,426

The following table includes a rollforward for those financial instruments measured at fair value using Level 3 inputs (in thousands).

				Total Gains or Losses (Realized or Unrealized)		
	Balance at Beginning of Year	Purchases/ Additions	Sales/ Reductions	Included in Net Income	Included in Other Comprehensive Income (Loss)	Balance at End of Year
Year ended December 31, 2016						
Trading securities	$ 1	$ —	$ —	$ (1)	$ —	$ —
Loans held for sale	25,880	60,999	(39,637)	(11,441)	—	35,801
MSR asset	52,285	23,381	(7,586)	(6,112)	—	61,968
Total	$ 78,166	$ 84,380	$ (47,223)	$ (17,554)	$ —	$ 97,769
Year ended December 31, 2015						
Trading securities	$ —	$ 7,301	$ (3,397)	$ (3,903)	$ —	$ 1
Loans held for sale	9,017	52,800	(25,514)	(10,423)	—	25,880
MSR asset	36,155	24,974	—	(8,844)	—	52,285
Total	$ 45,172	$ 85,075	$ (28,911)	$ (23,170)	$ —	$ 78,166
Year ended December 31, 2014						
Available for sale securities	$ 60,053	$ —	$ (61,283)	$ 1,848	$ (618)	$ —
Loans held for sale	27,729	24,851	(44,597)	1,034	—	9,017
MSR asset	20,149	35,056	(11,387)	(7,663)	—	36,155
Derivative liabilities	(5,600)	(177)	6,827	(1,050)	—	—
Total	$ 102,331	$ 59,730	$ (110,440)	$ (5,831)	$ (618)	$ 45,172

All net realized and unrealized gains (losses) in the table above are reflected in the accompanying consolidated financial statements. The available for sale securities noted in the table above reflect Hilltop's note receivable from SWS and the SWS Warrant, which, as previously discussed, Hilltop exercised in full on October 2, 2014. Excluding these available for sale securities, trading securities sold, and derivative liabilities, the unrealized gains (losses) relate to financial instruments still held at December 31, 2016.

For Level 3 financial instruments measured at fair value on a recurring basis at December 31, 2016, the significant unobservable inputs used in the fair value measurements were as follows.

Financial instrument	Valuation Technique	Unobservable Inputs	Range (Weighted-Average)
Loans held for sale	Discounted cash flows / Market comparable	Projected price	93 - 97 % (97 %)
MSR asset	Discounted cash flows	Constant prepayment rate	10.47 %
		Discount rate	10.95 %

The Company had no transfers between Levels 1 and 2 during the periods presented.

The following table presents the changes in fair value for instruments that are reported at fair value under the Fair Value Option (in thousands).

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value	Net Gains (Losses)	Other Noninterest Income	Total Changes in Fair Value
Loans held for sale	$ (8,275)	$ —	$ (8,275)	$ (2,970)	$ —	$ (2,970)	$ 31,805	$ —	$ 31,805
Investment in SWS common stock	—	—	—	—	—	—	—	5,985	5,985
MSR asset	(6,112)	—	(6,112)	(8,844)	—	(8,844)	(7,663)	—	(7,663)

The Company also determines the fair value of certain assets and liabilities on a non-recurring basis. In particular, the fair value of all of the assets acquired and liabilities assumed in the PlainsCapital Merger and SWS Merger were determined at the respective acquisition date, while fair value of all assets acquired and liabilities assumed in the FNB Transaction was determined at the Bank Closing Date. In addition, facts and circumstances may dictate a fair value measurement when there is evidence of impairment. Assets and liabilities measured on a non-recurring basis include the items discussed below.

Impaired Loans — The Company reports impaired loans based on the underlying fair value of the collateral through specific allowances within the allowance for loan losses. PCI loans with a fair value of $172.9 million, $822.8 million and $73.5 million were acquired by the Company upon completion of the PlainsCapital Merger, the FNB Transaction and the SWS Merger, respectively (collectively, the “Bank Transactions”). Substantially all PCI loans acquired in the FNB Transaction are covered by FDIC loss-share agreements. The fair value of PCI loans was determined using Level 3 inputs, including estimates of expected cash flows that incorporated significant unobservable inputs regarding default rates, loss severity rates assuming default, prepayment speeds on acquired loans accounted for in pools (“Pooled Loans”), and estimated collateral values.

At December 31, 2016, estimates for these significant unobservable inputs were as follows.

	PCI Loans		
	PlainsCapital Merger	FNB Transaction	SWS Merger
Weighted average default rate	54 %	52 %	52 %
Weighted average loss severity rate	55 %	28 %	29 %
Weighted average prepayment speed	0 %	8 %	0 %

At December 31, 2016, the resulting weighted average expected loss on PCI loans associated with the PlainsCapital Merger, FNB Transaction and SWS Merger was 30%, 14% and 15%, respectively.

The Company obtains updated appraisals of the fair value of collateral securing impaired collateral dependent loans at least annually, in accordance with regulatory guidelines. The Company also reviews the fair value of such collateral on a quarterly basis. If the quarterly review indicates that the fair value of the collateral may have deteriorated, the Company orders an updated appraisal of the fair value of the collateral. Because the Company obtains updated appraisals when evidence of a decline in the fair value of collateral exists, it typically does not adjust appraised values.

Other Real Estate Owned — The Company determines fair value primarily using independent appraisals of OREO properties. The resulting fair value measurements are classified as Level 2 or Level 3 inputs, depending upon the extent to which unobservable inputs determine the fair value measurement. The Company considers a number of factors in determining the extent to which specific fair value measurements utilize unobservable inputs, including, but not limited to, the inherent subjectivity in appraisals, the length of time elapsed since the receipt of independent market price or appraised value, and current market conditions. At December 31, 2016, the most significant unobservable input used in the determination of fair value of OREO was a discount to independent appraisals for estimated holding periods of OREO properties. Level 3 inputs were used to determine the initial fair value at acquisition of a large group of smaller balance properties that were acquired in the FNB Transaction. In the FNB Transaction, the Bank acquired OREO of $135.2 million, all of which is covered by FDIC loss-share agreements. At December 31, 2016 and 2015, the estimated fair value of covered OREO was $51.6 million and $99.1 million, respectively, and the underlying fair value measurements utilize Level 2 and Level 3 inputs. The fair value of non-covered OREO at December 31, 2016 and 2015 was $4.5 million and $0.4 million, respectively, and is included in other assets within the consolidated balance sheets. During the reported periods, all fair value measurements for non-covered OREO subsequent to initial recognition utilized Level 2 inputs.

The following table presents information regarding certain assets and liabilities measured at fair value on a non-recurring basis for which a change in fair value has been recorded during reporting periods subsequent to initial recognition (in thousands).

					Total Gains (Losses) for the Year Ended December 31,		
December 31, 2016	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value	2016	2015	2014
Non-covered impaired loans	$ —	$ —	$ 52,392	$ 52,392	$ 2,487	$ (126)	$ (2,182)
Covered impaired loans	—	—	47,391	47,391	1,156	3,034	(3,652)
Non-covered other real estate owned	—	1,455	—	1,455	(555)	(28)	(372)
Covered other real estate owned	—	23,367	—	23,367	(18,481)	(16,555)	(19,672)

The Fair Value of Financial Instruments Subsection of the ASC requires disclosure of the fair value of financial assets and liabilities, including the financial assets and liabilities previously discussed. The methods for determining estimated fair value for financial assets and liabilities measured at fair value on a recurring or non-recurring basis are discussed above. For other financial assets and liabilities, the Company utilizes quoted market prices, if available, to estimate the fair value of financial instruments. Because no quoted market prices exist for a significant portion of the Company’s financial instruments, the fair value of such instruments has been derived based on management’s assumptions with respect to future economic conditions, the amount and timing of future cash flows, and estimated discount rates. Different assumptions could significantly affect these estimates. Accordingly, the estimates provided herein do not necessarily indicate amounts which could be realized in a current transaction. Further, as it is management’s intent to hold a significant portion of its financial instruments to maturity, it is not probable that the fair values shown below will be realized in a current transaction.

Because of the wide range of permissible valuation techniques and the numerous estimates which must be made, it may be difficult to make reasonable comparisons of the Company’s fair value information to that of other financial institutions. The aggregate estimated fair value amount should in no way be construed as representative of the underlying value of Hilltop and its subsidiaries. The following methods and assumptions are typically used in estimating the fair value disclosures for financial instruments:

Cash and Cash Equivalents — For cash and due from banks and federal funds sold, the carrying amount is a reasonable estimate of fair value.

Securities Purchased Under Agreements to Resell — Securities purchased under agreements to resell are carried at the amounts at which the securities will subsequently be resold as specified in the agreements. The carrying amounts approximate fair value due to their short-term nature.

Assets Segregated for Regulatory Purposes — Assets segregated for regulatory purposes may consist of cash and securities with carrying amounts that approximate fair value.

Held to Maturity Securities — For securities held to maturity, estimated fair value equals quoted market price, if available. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

Loans Held for Sale — Loans held for sale consist primarily of certain mortgage loans held for sale that are subject to purchase by related parties. Such loans are reported at fair value, as discussed above, using Level 2 inputs that consist of commitments on hand from investors or prevailing market prices.

Loans — The fair value of non-covered and covered loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings and for the same remaining maturities.

Broker-Dealer and Clearing Organization Receivables and Payables — The carrying amount approximates their fair value.

FDIC Indemnification Asset — The fair value of the FDIC Indemnification Asset is based on Level 3 inputs, including the discounted value of expected future cash flows under the loss-share agreements. The discount rate contemplates the credit worthiness of the FDIC as counterparty to this asset, and considers an incremental discount rate risk premium reflective of the inherent uncertainty associated with the timing of the cash flows.

Deposits — The estimated fair value of demand deposits, savings accounts and NOW accounts is the amount payable on demand at the reporting date. The fair value of fixed-maturity certificates of deposit is estimated using the rates currently offered for deposits of similar remaining maturities. The carrying amount for variable-rate certificates of deposit approximates their fair values.

Short-Term Borrowings — The carrying amounts of federal funds purchased, borrowings under repurchase agreements, Federal Home Loan Bank ("FHLB") and other short-term borrowings approximate their fair values.

Debt — The fair values are estimated using discounted cash flow analysis based on current incremental borrowing rates for similar types of borrowing arrangements.

Other Assets and Liabilities — Other assets and liabilities primarily consists of cash surrender value of life insurance policies and accrued interest receivable and payable with carrying amounts that approximate their fair values using Level 2 inputs. The fair value of certain other receivables and investments is based on Level 3 inputs.

The following tables present the carrying values and estimated fair values of financial instruments not measured at fair value on either a recurring or non-recurring basis (in thousands).

		Estimated Fair Value			
December 31, 2016	**Carrying Amount**	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total**
Financial assets:					
Cash and cash equivalents	$ 690,764	$ 690,764	$ —	$ —	$ 690,764
Securities purchased under agreements to resell	89,430	—	89,430	—	89,430
Assets segregated for regulatory purposes	180,993	180,993	—	—	180,993
Held to maturity securities	351,831	—	345,088	—	345,088
Loans held for sale	46,965	—	46,965	—	46,965
Non-covered loans, net	5,789,313	—	502,077	5,459,975	5,962,052
Covered loans, net	255,714	—	—	367,444	367,444
Broker-dealer and clearing organization receivables	1,497,741	—	1,497,741	—	1,497,741
FDIC indemnification asset	71,313	—	—	60,173	60,173
Other assets	62,904	—	58,697	4,207	62,904
Financial liabilities:					
Deposits	7,063,811	—	7,058,837	—	7,058,837
Broker-dealer and clearing organization payables	1,347,128	—	1,347,128	—	1,347,128
Short-term borrowings	1,417,289	—	1,417,289	—	1,417,289
Debt	384,924	—	378,822	—	378,822
Other liabilities	3,708	—	3,708	—	3,708

		Estimated Fair Value			
December 31, 2015	**Carrying Amount**	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total**
Financial assets:					
Cash and cash equivalents	$ 669,445	$ 669,445	$ —	$ —	$ 669,445
Securities purchased under agreements to resell	105,660	—	105,660	—	105,660
Assets segregated for regulatory purposes	158,613	158,613	—	—	158,613
Held to maturity securities	332,022	—	331,468	—	331,468
Loans held for sale	72,843	—	72,843	—	72,843
Non-covered loans, net	5,162,202	—	590,545	4,600,406	5,190,951
Covered loans, net	378,762	—	—	527,201	527,201
Broker-dealer and clearing organization receivables	1,362,499	—	1,362,499	—	1,362,499
FDIC indemnification asset	91,648	—	—	91,648	91,648
Other assets	68,786	—	53,214	15,572	68,786
Financial liabilities:					
Deposits	6,952,683	—	6,955,919	—	6,955,919
Broker-dealer and clearing organization payables	1,338,305	—	1,338,305	—	1,338,305
Short-term borrowings	947,373	—	947,373	—	947,373
Debt	305,728	—	299,257	—	299,257
Other liabilities	3,699	—	3,699	—	3,699

4. Securities

The fair value of trading securities are summarized as follows (in thousands).

	December 31, 2016	December 31, 2015
U.S. Treasury securities	$ 5,940	$ 20,481
U.S. government agencies:		
Bonds	36,303	36,244
Residential mortgage-backed securities	2,539	12,505
Commercial mortgage-backed securities	15,171	19,280
Collateralized mortgage obligations	5,607	264
Corporate debt securities	60,699	34,735
States and political subdivisions	89,946	58,588
Unit investment trusts	41,409	18,400
Private-label securitized product	4,292	12,324
Other	3,628	1,325
Totals	$ 265,534	$ 214,146

The Hilltop Broker-Dealers enter into transactions that represent commitments to purchase and deliver securities at prevailing future market prices to facilitate customer transactions and satisfy such commitments. Accordingly, the Hilltop Broker-Dealers' ultimate obligation may exceed the amount recognized in the financial statements. These securities, which are carried at fair value and reported as securities sold, not yet purchased in the consolidated balance sheets, had a value of $153.9 million and $130.0 million at December 31, 2016 and 2015, respectively.

The amortized cost and fair value of available for sale and held to maturity securities are summarized as follows (in thousands).

	Available for Sale			
December 31, 2016	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ 31,701	$ 144	$ (44)	$ 31,801
U.S. government agencies:				
Bonds	121,838	881	(67)	122,652
Residential mortgage-backed securities	135,371	708	(2,941)	133,138
Commercial mortgage-backed securities	8,771	2	(58)	8,715
Collateralized mortgage obligations	117,879	29	(3,206)	114,702
Corporate debt securities	76,866	2,354	(91)	79,129
States and political subdivisions	86,353	1,498	(336)	87,515
Commercial mortgage-backed securities	499	16	—	515
Equity securities	18,920	1,263	(343)	19,840
Totals	$ 598,198	$ 6,895	$ (7,086)	$ 598,007

December 31, 2015	Available for Sale Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ 44,430	$ 206	$ (33)	$ 44,603
U.S. government agencies:				
Bonds	297,448	1,135	(1,947)	296,636
Residential mortgage-backed securities	34,864	1,008	(19)	35,853
Commercial mortgage-backed securities	9,174	35	(2)	9,207
Collateralized mortgage obligations	54,297	48	(1,644)	52,701
Corporate debt securities	94,877	3,399	(326)	97,950
States and political subdivisions	116,246	2,581	(102)	118,725
Commercial mortgage-backed securities	498	33	—	531
Equity securities	18,169	574	(1,243)	17,500
Totals	$ 670,003	$ 9,019	$ (5,316)	$ 673,706

December 31, 2016	Held to Maturity Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ —	$ —	$ —	$ —
U.S. government agencies:				
Bonds	40,513	—	(1,287)	39,226
Residential mortgage-backed securities	19,606	13	(6)	19,613
Commercial mortgage-backed securities	31,767	102	(593)	31,276
Collateralized mortgage obligations	217,954	128	(3,372)	214,710
States and political subdivisions	41,991	70	(1,798)	40,263
Totals	$ 351,831	$ 313	$ (7,056)	$ 345,088

December 31, 2015	Held to Maturity Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
U.S. Treasury securities	$ 25,146	$ —	$ (30)	$ 25,116
U.S. government agencies:				
Bonds	69,379	145	(372)	69,152
Residential mortgage-backed securities	23,735	311	—	24,046
Commercial mortgage-backed securities	18,658	27	(92)	18,593
Collateralized mortgage obligations	167,541	302	(970)	166,873
States and political subdivisions	27,563	168	(43)	27,688
Totals	$ 332,022	$ 953	$ (1,507)	$ 331,468

Information regarding available for sale and held to maturities securities that were in an unrealized loss position is shown in the following tables (dollars in thousands).

	December 31, 2016			December 31, 2015		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Available for Sale						
U.S. treasury securities:						
Unrealized loss for less than twelve months	7	$ 21,694	$ 44	8	$ 33,791	$ 33
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	7	21,694	44	8	33,791	33
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	1	14,908	67	7	148,327	896
Unrealized loss for twelve months or longer	—	—	—	3	44,321	1,051
	1	14,908	67	10	192,648	1,947
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	12	109,398	2,941	3	3,407	5
Unrealized loss for twelve months or longer	—	—	—	1	982	14
	12	109,398	2,941	4	4,389	19
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	2	7,127	58	1	1,611	2
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	2	7,127	58	1	1,611	2
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	11	91,144	2,340	2	1,590	4
Unrealized loss for twelve months or longer	8	19,320	866	8	42,399	1,640
	19	110,464	3,206	10	43,989	1,644
Corporate debt securities:						
Unrealized loss for less than twelve months	3	5,899	91	16	16,635	277
Unrealized loss for twelve months or longer	—	—	—	1	1,949	49
	3	5,899	91	17	18,584	326
States and political subdivisions:						
Unrealized loss for less than twelve months	32	17,549	322	2	3,018	9
Unrealized loss for twelve months or longer	1	450	14	35	24,423	93
	33	17,999	336	37	27,441	102
Equity securities:						
Unrealized loss for less than twelve months	—	—	—	2	8,949	909
Unrealized loss for twelve months or longer	2	11,107	343	1	1,927	334
	2	11,107	343	3	10,876	1,243
Total available for sale:						
Unrealized loss for less than twelve months	68	267,719	5,863	41	217,328	2,135
Unrealized loss for twelve months or longer	11	30,877	1,223	49	116,001	3,181
	79	$ 298,596	$ 7,086	90	$ 333,329	$ 5,316

	December 31, 2016			December 31, 2015		
	Number of Securities	Fair Value	Unrealized Losses	Number of Securities	Fair Value	Unrealized Losses
Held to Maturity						
U.S. treasury securities:						
Unrealized loss for less than twelve months	—	$ —	$ —	1	$ 25,115	$ 30
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	—	—	—	1	25,115	30
U.S. government agencies:						
Bonds:						
Unrealized loss for less than twelve months	4	33,225	1,287	6	46,607	372
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	4	33,225	1,287	6	46,607	372
Residential mortgage-backed securities:						
Unrealized loss for less than twelve months	2	13,178	6	—	—	—
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	2	13,178	6	—	—	—
Commercial mortgage-backed securities:						
Unrealized loss for less than twelve months	5	18,891	588	7	16,098	92
Unrealized loss for twelve months or longer	1	1,401	5	—	—	—
	6	20,292	593	7	16,098	92
Collateralized mortgage obligations:						
Unrealized loss for less than twelve months	19	187,669	3,372	10	127,393	970
Unrealized loss for twelve months or longer	—	—	—	—	—	—
	19	187,669	3,372	10	127,393	970
States and political subdivisions:						
Unrealized loss for less than twelve months	71	29,862	1,790	18	7,900	35
Unrealized loss for twelve months or longer	1	462	8	1	2,664	8
	72	30,324	1,798	19	10,564	43
Total held to maturity:						
Unrealized loss for less than twelve months	101	282,825	7,043	42	223,113	1,499
Unrealized loss for twelve months or longer	2	1,863	13	1	2,664	8
	103	$ 284,688	$ 7,056	43	$ 225,777	$ 1,507

During 2016, 2015 and 2014, the Company did not record any OTTI. Factors considered in the Company's analysis include the reasons for the unrealized loss position, the severity and duration of the unrealized loss position, credit worthiness, and forecasted performance of the investee. While some of the securities held in the investment portfolio have decreased in value since the date of acquisition, the severity of loss and the duration of the loss position are not believed to be significant enough to warrant OTTI of the securities. The Company does not intend, nor is it likely that the Company will be required, to sell these securities before the recovery of the cost basis.

Expected maturities may differ from contractual maturities because certain borrowers may have the right to call or prepay obligations with or without penalties. The amortized cost and fair value of securities, excluding trading and available for sale equity securities, at December 31, 2016 are shown by contractual maturity below (in thousands).

	Available for Sale		Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	$ 136,871	$ 137,216	$ 3,798	$ 3,810
Due after one year through five years	93,926	95,706	4,333	4,326
Due after five years through ten years	49,969	51,616	26,293	25,563
Due after ten years	35,992	36,559	48,080	45,790
	316,758	321,097	82,504	79,489
Residential mortgage-backed securities	135,371	133,138	19,606	19,613
Collateralized mortgage obligations	117,879	114,702	217,954	214,710
Commercial mortgage-backed securities	9,270	9,230	31,767	31,276
	$ 579,278	$ 578,167	$ 351,831	$ 345,088

During 2016, 2015 and 2014, the Company realized net gains from its trading portfolio of $15.9 million, $12.8 million and $2.1 million, respectively. In addition, the Hilltop Broker-Dealers realized net gains from trading activities associated with its structured finance business of $109.8 million and $0.3 million during 2016 and 2015, respectively. All such realized net gains (losses) are recorded as a component of other noninterest income within the consolidated statements of operations.

Securities with a carrying amount of $695.1 million and $789.9 million (with a fair value of $688.1 million and $790.2 million, respectively) at December 31, 2016 and 2015, were pledged to secure public and trust deposits, federal funds purchased and securities sold under agreements to repurchase, and for other purposes as required or permitted by law. Substantially all of these pledged securities were included in our available for sale and held to maturity securities portfolios at December 31, 2016 and 2015.

Mortgage-backed securities and collateralized mortgage obligations consist principally of GNMA, Federal National Mortgage Association (“FNMA”) and Federal Home Loan Mortgage Corporation (“FHLMC”) pass-through and participation certificates. GNMA securities are guaranteed by the full faith and credit of the United States, while FNMA and FHLMC securities are fully guaranteed by those respective United States government-sponsored agencies, and conditionally guaranteed by the full faith and credit of the United States.

At both December 31, 2016 and 2015, NLC had investments on deposit in custody for various state insurance departments with carrying values of $9.2 million.

5. Non-Covered Loans and Allowance for Non-Covered Loan Losses

Non-covered loans refer to loans not covered by the FDIC loss-share agreements. Covered loans are discussed in Note 6 to the consolidated financial statements. Non-covered loans summarized by portfolio segment are as follows (in thousands).

	December 31, 2016	December 31, 2015
Commercial and industrial	$ 1,696,453	$ 1,552,805
Real estate	2,816,767	2,313,239
Construction and land development	786,850	705,356
Consumer	41,352	45,672
Broker-dealer (1)	502,077	590,545
	5,843,499	5,207,617
Allowance for non-covered loan losses	(54,186)	(45,415)
Total non-covered loans, net of allowance	$ 5,789,313	$ 5,162,202

(1) Represents margin loans to customers and correspondents associated with our broker-dealer segment operations.

The Bank has lending policies in place with the goal of establishing an asset portfolio that will provide a return on stockholders’ equity sufficient to maintain capital to assets ratios that meet or exceed established regulations. Loans are underwritten with careful consideration of the borrower’s financial condition, the specific purpose of the loan, the primary sources of repayment and any collateral pledged to secure the loan.

Underwriting procedures address financial components based on the size and complexity of the credit. The financial components include, but are not limited to, current and projected cash flows, shock analysis and/or stress testing, and trends in appropriate balance sheet and statement of operations ratios. The Bank’s loan policy provides specific underwriting guidelines by portfolio segment, including commercial and industrial, real estate, construction and land development, and consumer loans. The guidelines for each individual portfolio segment set forth permissible and impermissible loan types. With respect to each loan type, the guidelines within the Bank’s loan policy provide minimum requirements for the underwriting factors listed above. The Bank’s underwriting procedures also include an analysis of any collateral and guarantor. Collateral analysis includes a complete description of the collateral, as well as determined values, monitoring requirements, loan to value ratios, concentration risk, appraisal requirements and other information relevant to the collateral being pledged. Guarantor analysis includes liquidity and cash flow evaluation based on the significance with which the guarantors are expected to serve as secondary repayment sources.

The Bank maintains a loan review department that reviews credit risk in response to both external and internal factors that potentially impact the performance of either individual loans or the overall loan portfolio. The loan review process reviews the creditworthiness of borrowers and determines compliance with the loan policy. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel. Results of these reviews are presented to management and the Bank's board of directors.

In connection with the Bank Transactions, the Company acquired non-covered loans both with and without evidence of credit quality deterioration since origination. The following table presents the carrying values and the outstanding balances of the non-covered PCI loans (in thousands).

	December 31, 2016	December 31, 2015
Carrying amount	$ 51,432	$ 72,054
Outstanding balance	67,988	92,682

Changes in the accretable yield for the non-covered PCI loans were as follows (in thousands).

	Year Ended December 31, 2016	2015	2014
Balance, beginning of year	$ 17,744	$ 12,814	$ 17,601
Additions	—	14,579	—
Reclassifications from nonaccretable difference, net[(1)]	6,168	19,759	15,225
Disposals of loans	—	(2,371)	(4,927)
Accretion	(10,796)	(27,037)	(15,085)
Balance, end of year	$ 13,116	$ 17,744	$ 12,814

(1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts. Reclassifications to nonaccretable difference occur when accruing loans are moved to nonaccrual and expected cash flows are no longer predictable and the accretable yield is eliminated.

The remaining nonaccretable difference for non-covered PCI loans was $22.8 million and $28.5 million at December 31, 2016 and 2015, respectively.

Impaired loans exhibit a clear indication that the borrower's cash flow may not be sufficient to meet principal and interest payments, which is generally when a loan is 90 days past due unless the asset is both well secured and in the process of collection. Non-covered impaired loans include non-accrual loans, troubled debt restructurings ("TDRs"), PCI loans and partially charged-off loans.

The amounts shown in following tables include loans accounted for on an individual basis, as well as acquired Pooled Loans. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level. Non-covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

December 31, 2016	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 25,354	$ 3,234	$ 5,438	$ 8,672	$ 557
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	38,005	11,097	17,413	28,510	1,907
Secured by residential properties	13,606	7,401	3,088	10,489	200
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	5,780	1,391	2,076	3,467	377
Consumer	3,223	237	57	294	56
Broker-dealer	—	—	—	—	—
	85,968	23,360	28,072	51,432	3,097
Non-PCI					
Commercial and industrial:					
Secured	6,311	3,313	1,372	4,685	115
Unsecured	946	925	—	925	—
Real estate:					
Secured by commercial properties	10,134	10,000	—	10,000	—
Secured by residential properties	1,344	1,116	—	1,116	—
Construction and land development:					
Residential construction loans	28	28	—	28	—
Commercial construction loans and land development	738	48	679	727	167
Consumer	246	244	—	244	—
Broker-dealer	—	—	—	—	—
	19,747	15,674	2,051	17,725	282
	$ 105,715	$ 39,034	$ 30,123	$ 69,157	$ 3,379

December 31, 2015	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 32,597	$ 5,520	$ 7,830	$ 13,350	$ 1,341
Unsecured	2,572	—	—	—	—
Real estate:					
Secured by commercial properties	57,607	15,914	25,214	41,128	2,756
Secured by residential properties	15,278	8,957	2,690	11,647	175
Construction and land development:					
Residential construction loans	395	—	221	221	8
Commercial construction loans and land development	7,929	3,283	1,646	4,929	174
Consumer	4,162	734	45	779	32
Broker-dealer	—	—	—	—	—
	120,540	34,408	37,646	72,054	4,486
Non-PCI					
Commercial and industrial:					
Secured	21,222	6,736	6,017	12,753	1,380
Unsecured	224	47	—	47	—
Real estate:					
Secured by commercial properties	436	390	—	390	—
Secured by residential properties	1,229	918	—	918	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	131	114	—	114	—
Consumer	—	1	—	1	—
Broker-dealer	—	—	—	—	—
	23,242	8,206	6,017	14,223	1,380
	$ 143,782	$ 42,614	$ 43,663	$ 86,277	$ 5,866

Average investment in non-covered impaired loans is summarized by class in the following table (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Commercial and industrial:			
Secured	$ 19,730	$ 25,991	$ 30,626
Unsecured	486	104	802
Real estate:			
Secured by commercial properties	40,014	32,149	29,517
Secured by residential properties	12,085	7,769	2,984
Construction and land development:			
Residential construction loans	125	111	—
Commercial construction loans and land development	4,619	7,462	14,849
Consumer	659	1,459	3,324
Broker-dealer	—	—	—
	$ 77,718	$ 75,045	$ 82,102

Non-covered non-accrual loans, excluding those classified as held for sale, are summarized by class in the following table (in thousands).

	December 31, 2016	December 31, 2015
Commercial and industrial:		
Secured	$ 8,590	$ 17,717
Unsecured	925	47
Real estate:		
Secured by commercial properties	11,034	4,597
Secured by residential properties	1,197	999
Construction and land development:		
Residential construction loans	28	—
Commercial construction loans and land development	727	114
Consumer	244	7
Broker-dealer	—	—
	$ 22,745	$ 23,481

At December 31, 2016 and 2015, non-covered non-accrual loans included non-covered PCI loans of $5.0 million and $9.3 million, respectively, for which discount accretion has been suspended because the extent and timing of cash flows from these non-covered PCI loans can no longer be reasonably estimated. In addition to the non-covered non-accrual loans in the table above, $1.7 million and $1.6 million of real estate loans secured by residential properties and classified as held for sale were in non-accrual status at December 31, 2016 and 2015, respectively.

Interest income, including recoveries and cash payments, recorded on non-covered impaired loans was $0.2 million, $8.9 million and $3.3 million during 2016, 2015 and 2014, respectively. Except as noted above, non-covered PCI loans are considered to be performing due to the application of the accretion method.

The Bank classifies loan modifications as TDRs when it concludes that it has both granted a concession to a debtor and that the debtor is experiencing financial difficulties. Loan modifications are typically structured to create affordable payments for the debtor and can be achieved in a variety of ways. The Bank modifies loans by reducing interest rates and/or lengthening loan amortization schedules. The Bank also reconfigures a single loan into two or more loans (“A/B Note”). The typical A/B Note restructure results in a “bad” loan which is charged off and a “good” loan or loans the terms of which comply with the Bank’s customary underwriting policies. The debt charged off on the “bad” loan is not forgiven to the debtor.

Information regarding TDRs granted during 2016, 2015 and 2014, respectively, is shown in the following table (in thousands). At December 31, 2016 and 2015, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:									
Secured	1	$ 1,196	$ 944	1	$ 89	$ 82	1	$ 2,465	$ 2,465
Unsecured	—	—	—	—	—	—	—	—	—
Real estate:									
Secured by commercial properties	—	—	—	1	1,083	1,040	1	345	317
Secured by residential properties	—	—	—	—	—	—	1	262	248
Construction and land development:									
Residential construction loans	—	—	—	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	1	76	—	1	143	128
Consumer	—	—	—	—	—	—	—	—	—
	1	$ 1,196	$ 944	3	$ 1,248	$ 1,122	4	$ 3,215	$ 3,158

During 2016, 2015 and 2014, all of the non-covered loan modifications included in the table above involved payment term extensions. The Bank did not grant principal reductions on any restructured non-covered loans.

The following table presents information regarding TDRs granted during the twelve months preceding December 31, 2016 and 2015, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding December 31, 2016			Twelve Months Preceding December 31, 2015		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	1	$ 1,196	$ 944	—	$ —	$ —
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	—	—	—	1	1,083	1,040
Secured by residential properties	—	—	—	—	—	—
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	1	76	—
Consumer	—	—	—	—	—	—
	1	$ 1,196	$ 944	2	$ 1,159	$ 1,040

An analysis of the aging of the Bank's non-covered loan portfolio is shown in the following tables (in thousands).

December 31, 2016	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past Due 90 Days or More
Commercial and industrial:								
Secured	$ 4,727	$ 704	$ 6,770	$ 12,201	$ 1,576,239	$ 8,672	$ 1,597,112	$ 3,095
Unsecured	596	1	909	1,506	97,835	—	99,341	1
Real estate:								
Secured by commercial properties	550	9,417	1,492	11,459	1,915,126	28,510	1,955,095	—
Secured by residential properties	506	361	369	1,236	849,947	10,489	861,672	—
Construction and land development:								
Residential construction loans	—	28	—	28	128,624	—	128,652	—
Commercial construction loans and land development	2,500	1,784	48	4,332	650,399	3,467	658,198	—
Consumer	176	31	—	207	40,851	294	41,352	—
Broker-dealer	—	—	—	—	502,077	—	502,077	—
	$ 9,055	$ 12,326	$ 9,588	$ 30,969	$ 5,761,098	$ 51,432	$ 5,843,499	$ 3,096

December 31, 2015	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past Due 90 Days or More
Commercial and industrial:								
Secured	$ 14,869	$ 3,960	$ 8,414	$ 27,243	$ 1,406,537	$ 13,350	$ 1,447,130	$ 12
Unsecured	18	1	—	19	105,656	—	105,675	—
Real estate:								
Secured by commercial properties	1,008	964	293	2,265	1,528,084	41,128	1,571,477	—
Secured by residential properties	726	35	336	1,097	729,018	11,647	741,762	—
Construction and land development:								
Residential construction loans	343	—	—	343	103,819	221	104,383	—
Commercial construction loans and land development	733	1,845	114	2,692	593,352	4,929	600,973	—
Consumer	359	17	—	376	44,517	779	45,672	—
Broker-dealer	—	—	—	—	590,545	—	590,545	—
	$ 18,056	$ 6,822	$ 9,157	$ 34,035	$ 5,101,528	$ 72,054	$ 5,207,617	$ 12

In addition to the non-covered loans shown in the table above, $44.4 million and $50.8 million of loans included in loans held for sale (with an unpaid principal balance of $44.9 million and $51.1 million, respectively) were 90 days past due and accruing interest at December 31, 2016 and 2015, respectively. These loans are guaranteed by U.S. government agencies and include loans that are subject to repurchase, or have been repurchased, by PrimeLending.

Management tracks credit quality trends on a quarterly basis related to: (i) past due levels, (ii) non-performing asset levels, (iii) classified loan levels, (iv) net charge-offs, and (v) general economic conditions in the state and local markets.

The Company utilizes a risk grading matrix to assign a risk grade to each of the loans in its portfolio. A risk rating is assigned based on an assessment of the borrower's management, collateral position, financial capacity, and economic factors. The general characteristics of the various risk grades are described below.

Pass — "Pass" loans present a range of acceptable risks to the Company. Loans that would be considered virtually risk-free are rated Pass — low risk. Loans that exhibit sound standards based on the grading factors above and present a reasonable risk to the Company are rated Pass — normal risk. Loans that exhibit a minor weakness in one or more of the grading criteria but still present an acceptable risk to the Company are rated Pass — high risk.

Special Mention — "Special Mention" loans have potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in a deterioration of the repayment prospects for the loans and weaken the Company's credit position at some future date. Special Mention loans are not adversely classified and do not expose the Company to sufficient risk to require adverse classification.

Substandard — "Substandard" loans are inadequately protected by the current sound worth and paying capacity of the obligor or the collateral pledged, if any. Loans so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected. Many substandard loans are considered impaired.

PCI — "PCI" loans exhibited evidence of credit deterioration at acquisition that made it probable that all contractually required principal payments would not be collected.

The following tables present the internal risk grades of non-covered loans, as previously described, in the portfolio by class (in thousands).

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 1,531,895	$ 72	$ 56,473	$ 8,672	$ 1,597,112
Unsecured	97,646	—	1,695	—	99,341
Real estate:					
Secured by commercial properties	1,888,231	3,693	34,661	28,510	1,955,095
Secured by residential properties	846,420	—	4,763	10,489	861,672
Construction and land development:					
Residential construction loans	128,624	—	28	—	128,652
Commercial construction loans and land development	653,808	—	923	3,467	658,198
Consumer	40,789	6	263	294	41,352
Broker-dealer	502,077	—	—	—	502,077
	$ 5,689,490	$ 3,771	$ 98,806	$ 51,432	$ 5,843,499

December 31, 2015	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 1,372,671	$ —	$ 61,109	$ 13,350	$ 1,447,130
Unsecured	105,569	—	106	—	105,675
Real estate:					
Secured by commercial properties	1,517,049	1,536	11,764	41,128	1,571,477
Secured by residential properties	724,701	—	5,414	11,647	741,762
Construction and land development:					
Residential construction loans	104,162	—	—	221	104,383
Commercial construction loans and land development	594,614	—	1,430	4,929	600,973
Consumer	44,736	35	122	779	45,672
Broker-dealer	590,545	—	—	—	590,545
	$ 5,054,047	$ 1,571	$ 79,945	$ 72,054	$ 5,207,617

Allowance for Loan Losses

It is management's responsibility at the end of each quarter, or more frequently as deemed necessary, to analyze the level of the allowance for loan losses to ensure that it is appropriate for the estimated credit losses in the portfolio. Estimated credit losses are the probable current amount of loans that the Company will be unable to collect given facts and circumstances as of the evaluation date. When management determines that a loan or portion thereof is uncollectible, the loan, or portion thereof, is charged-off against the allowance for loan losses, or for acquired loans accounted for in pools, charged against the pool discount. Recoveries on charge-offs of loans acquired in the Bank Transactions that occurred prior to their acquisition represent contractual cash flows not expected to be collected and are recorded as accretion income. Recoveries on acquired loans charged-off subsequent to their acquisition are credited to the allowance for loan loss, except for recoveries on loans accounted for in pools, which are credited to the pool discount.

The Company has developed a methodology that seeks to determine an allowance within the scope of the Receivables and Contingencies Topics of the ASC. Each of the loans that has been determined to be impaired is within the scope of the Receivables Topic. Impaired loans that are equal to or greater than $0.5 million are individually evaluated using one of three impairment measurement methods as of the evaluation date: (1) the present value of expected future discounted cash flows on the loan, (2) the loan's observable market price, or (3) the fair value of the collateral if the loan is collateral dependent. Specific reserves are provided in the estimate of the allowance based on the measurement of impairment under these three methods, except for collateral dependent loans, which require the fair value method. All non-impaired loans are within the scope of the Contingencies Topic. Estimates of loss for the Contingencies Topic are calculated based on historical loss, adjusted for qualitative or environmental factors. The Bank uses a rolling three year average net loss rate to calculate historical loss factors. The analysis is conducted by call report loan category, and further disaggregates commercial and industrial loans by collateral type. The analysis uses net charge-off experience by considering charge-offs and recoveries in determining the loss rate. The historical loss calculation for the quarter is calculated by dividing the current quarter net charge-offs for each loan category by the quarter ended loan category balance. The Bank utilizes a weighted average loss rate to better represent recent trends. The Bank weights the most recent four quarter average at 120% versus the oldest four quarters at 80%.

While historical loss experience provides a reasonable starting point for the analysis, historical losses are not the sole basis upon which the Company determines the appropriate level for the allowance for loan losses. Management considers recent qualitative or environmental factors that are likely to cause estimated credit losses associated with the existing portfolio to differ from historical loss experience, including but not limited to:

- changes in the volume and severity of past due, nonaccrual and classified loans;
- changes in the nature, volume and terms of loans in the portfolio;
- changes in lending policies and procedures;
- changes in economic and business conditions and developments that affect the collectability of the portfolio;
- changes in lending management and staff;
- changes in the loan review system and the degree of oversight by the Bank's board of directors; and
- any concentrations of credit and changes in the level of such concentrations.

Changes in the volume and severity of past due, nonaccrual and classified loans, as well as changes in the nature, volume and terms of loans in the portfolio are key indicators of changes that could indicate a necessary adjustment to the historical loss factors. The magnitude of the impact of these factors on the qualitative assessment of the allowance for loan loss changes from quarter to quarter.

The loan review program is designed to identify and monitor problem loans by maintaining a credit grading process, requiring that timely and appropriate changes be made to reviewed loans and coordinating the delivery of the information necessary to assess the appropriateness of the allowance for loan losses. Loans are evaluated for impaired status when: (i) payments on the loan are delayed, typically by 90 days or more (unless the loan is both well secured and in the process of collection), (ii) the loan becomes classified, (iii) the loan is being reviewed in the normal course of the loan review scope, or (iv) the loan is identified by the servicing officer as a problem.

In connection with the Bank Transactions, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. PCI loans acquired in the PlainsCapital Merger are accounted for on an individual loan basis, while PCI loans acquired in each of the FNB Transaction and SWS Merger are accounted for in pools as well as on an individual loan basis. Cash flows expected to be collected are recast quarterly for each loan or pool. These evaluations require the continued use and updating of key assumptions and estimates such as default rates, loss severity given default and prepayment speed assumptions (similar to those used for the initial fair value estimate). Management judgment must be applied in developing these assumptions. If expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase, any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan.

Loans without evidence of credit impairment at acquisition are subsequently evaluated for any required allowance at each reporting date. An allowance for loan losses is calculated using a methodology similar to that described above for originated loans. The allowance as determined for each loan collateral type is compared to the remaining fair value discount for that loan collateral type. If greater, the excess is recognized as an addition to the allowance through a provision for loan losses. If less than the discount, no additional allowance is recorded. Charge-offs and losses first reduce any remaining fair value discount for the loan and once the discount is depleted, losses are applied against the allowance established for that loan.

The allowance for loan losses is subject to regulatory examinations and determinations as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and the size of the allowance.

During 2016, the Bank discovered irregularities in connection with a single loan that is currently in default. As a result, the Bank increased its provision for loan losses and recorded a $24.5 million charge-off during the second quarter of 2016, representing the entire outstanding principal balance of the loan. Changes in the allowance for non-covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Year Ended December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of year	$ 19,845	$ 18,983	$ 6,064	$ 314	$ 209	$ 45,415
Provision charged to (recapture from) operations	33,369	7,297	938	190	(53)	41,741
Loans charged off	(33,776)	(1,439)	—	(203)	(1)	(35,419)
Recoveries on charged off loans	1,931	395	—	123	—	2,449
Balance, end of year	$ 21,369	$ 25,236	$ 7,002	$ 424	$ 155	$ 54,186

Year Ended December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of year	$ 18,833	$ 11,131	$ 6,450	$ 461	$ 166	$ 37,041
Provision charged to (recapture from) operations	4,598	7,937	(386)	104	(80)	12,173
Loans charged off	(7,144)	(605)	—	(378)	—	(8,127)
Recoveries on charged off loans	3,558	520	—	127	123	4,328
Balance, end of year	$ 19,845	$ 18,983	$ 6,064	$ 314	$ 209	$ 45,415

Year Ended December 31, 2014	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Balance, beginning of year	$ 16,717	$ 8,331	$ 7,957	$ 88	$ 148	$ 33,241
Provision charged to (recapture from) operations	6,099	2,696	(1,692)	627	17	7,747
Loans charged off	(6,926)	(114)	—	(359)	—	(7,399)
Recoveries on charged off loans	2,943	218	185	105	1	3,452
Balance, end of year	$ 18,833	$ 11,131	$ 6,450	$ 461	$ 166	$ 37,041

The non-covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 4,508	$ 9,704	$ 727	$ 205	$ —	$ 15,144
Loans collectively evaluated for impairment	1,683,273	2,768,064	782,656	40,853	502,077	5,776,923
PCI Loans	8,672	38,999	3,467	294	—	51,432
	$ 1,696,453	$ 2,816,767	$ 786,850	$ 41,352	$ 502,077	$ 5,843,499

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 11,354	$ 97	$ —	$ —	$ —	$ 11,451
Loans collectively evaluated for impairment	1,528,101	2,260,367	700,206	44,893	590,545	5,124,112
PCI Loans	13,350	52,775	5,150	779	—	72,054
	$ 1,552,805	$ 2,313,239	$ 705,356	$ 45,672	$ 590,545	$ 5,207,617

The allowance for non-covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 115	$ —	$ 167	$ —	$ —	$ 282
Loans collectively evaluated for impairment	20,697	23,129	6,458	368	155	50,807
PCI Loans	557	2,107	377	56	—	3,097
	$ 21,369	$ 25,236	$ 7,002	$ 424	$ 155	$ 54,186

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Consumer	Broker-Dealer	Total
Loans individually evaluated for impairment	$ 1,380	$ —	$ —	$ —	$ —	$ 1,380
Loans collectively evaluated for impairment	17,124	16,052	5,882	282	209	39,549
PCI Loans	1,341	2,931	182	32	—	4,486
	$ 19,845	$ 18,983	$ 6,064	$ 314	$ 209	$ 45,415

6. Covered Assets and Indemnification Asset

The Bank acquired certain assets and assumed certain liabilities of FNB in connection with an FDIC-assisted transaction on September 13, 2013 (the "Bank Closing Date"). As part of the Purchase and Assumption Agreement by and among the FDIC (as receiver of FNB), the Bank and the FDIC (the "P&A Agreement"), the Bank and the FDIC entered into loss-share agreements covering future losses incurred on certain acquired loans and OREO. The Company refers to acquired commercial and single family residential loan portfolios and OREO that are subject to the loss-share agreements as "covered loans" and "covered OREO", respectively, and these assets are presented as separate line items in the Company's consolidated balance sheets. Collectively, covered loans and covered OREO are referred to as "covered assets". Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for 5 years and 10 years, respectively, from the Bank Closing Date, and the loss recovery provisions to the FDIC are in effect for 8 years and 10 years, respectively, from the Bank Closing Date. The asset arising from the loss-share agreements, referred to as the "FDIC Indemnification Asset," is measured separately from the covered loan portfolio because the agreements are not contractually embedded in the covered loans and are not transferable should the Bank choose to dispose of the covered loans.

In accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if its actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the P&A Agreement. At December 31, 2016, the Bank has recorded a related "true-up" payment accrual of $14.2 million based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements.

Covered Loans and Allowance for Covered Loan Losses

Loans acquired in the FNB Transaction that are subject to a loss-share agreement are referred to as "covered loans" and reported separately in the consolidated balance sheets. Covered loans are reported exclusive of the cash flow reimbursements that may be received from the FDIC.

The Bank's portfolio of acquired covered loans had a fair value of $1.1 billion as of the Bank Closing Date, with no carryover of any allowance for loan losses. Acquired covered loans were preliminarily segregated between those considered to be PCI loans and those without credit impairment at acquisition.

In connection with the FNB Transaction, the Bank acquired loans both with and without evidence of credit quality deterioration since origination. The Company's accounting policies for acquired covered loans, including covered PCI loans, are consistent with the accounting policies for acquired non-covered loans, as described in Note 5 to the consolidated financial statements. The Company has established under its PCI accounting policy a framework to aggregate certain acquired covered loans into various loan pools based on a minimum of two layers of common risk characteristics for the purpose of determining their respective fair values as of their acquisition dates, and for applying the subsequent recognition and measurement provisions for income accretion and impairment testing.

The following table presents the carrying value of the covered loans summarized by portfolio segment (in thousands).

	December 31, 2016	December 31, 2015
Commercial and industrial	$ 2,697	$ 8,801
Real estate	244,469	341,048
Construction and land development	8,961	30,445
	256,127	380,294
Allowance for covered loans	(413)	(1,532)
Total covered loans, net of allowance	$ 255,714	$ 378,762

The following table presents the carrying value and the outstanding contractual balance of the covered PCI loans (in thousands).

	December 31, 2016	December 31, 2015
Carrying amount	$ 133,754	$ 221,974
Outstanding balance	266,098	408,221

Changes in the accretable yield for the covered PCI loans were as follows (in thousands).

	Year Ended December 31, 2016	2015	2014
Balance, beginning of year	$ 176,719	$ 193,493	$ 156,548
Reclassifications from nonaccretable difference, net(1)	41,239	70,884	105,470
Transfer of loans to covered OREO(2)	(487)	(1,309)	7,703
Accretion	(73,740)	(86,349)	(76,228)
Balance, end of year	$ 143,731	$ 176,719	$ 193,493

(1) Reclassifications from nonaccretable difference are primarily due to net increases in expected cash flows in the quarterly recasts, but may also include the reclassification and immediate income recognition of nonaccretable difference due to the favorable resolution of loans accounted for individually. Reclassifications to nonaccretable difference occur when accruing loans are moved to nonaccrual and expected cash flows are no longer predictable and the accretable yield is eliminated.

(2) Transfer of loans to covered OREO is the difference between the value removed from the pool and the expected cash flows for the loan.

The remaining nonaccretable difference for covered PCI loans was $94.5 million and $172.2 million at December 31, 2016 and 2015, respectively. During 2016, 2015 and 2014, a combination of factors affecting the inputs to the Bank's quarterly recast process led to the reclassifications from nonaccretable difference to accretable yield. These transfers resulted from revised cash flows that reflect better-than-expected performance of the covered PCI loan portfolio as a result of the Bank's strategic decision to dedicate resources to the liquidation of covered loans during the noted periods.

Covered impaired loans include non-accrual loans, TDRs, PCI loans and partially charged-off loans. The amounts shown in the following tables include Pooled Loans, as well as loans accounted for on an individual basis. For Pooled Loans, the recorded investment with allowance and the related allowance consider impairment measured at the pool level.

Covered impaired loans, segregated between those considered to be PCI loans and those without credit impairment at acquisition, are summarized by class in the following tables (in thousands).

December 31, 2016	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 10,579	$ 1,024	$ 189	$ 1,213	$ 13
Unsecured	3,259	299	—	299	—
Real estate:					
Secured by commercial properties	143,934	26,415	26,222	52,637	271
Secured by residential properties	148,384	73,240	1,161	74,401	60
Construction and land development:					
Residential construction loans	766	—	—	—	—
Commercial construction loans and land development	23,522	5,204	—	5,204	—
	330,444	106,182	27,572	133,754	344
Non-PCI					
Commercial and industrial:					
Secured	52	52	—	52	—
Unsecured	—	—	—	—	—
Real estate:					
Secured by commercial properties	396	310	—	310	—
Secured by residential properties	4,175	3,537	—	3,537	—
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	24	20	—	20	—
	4,647	3,919	—	3,919	—
	$ 335,091	$ 110,101	$ 27,572	$ 137,673	$ 344

December 31, 2015	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance
PCI					
Commercial and industrial:					
Secured	$ 15,454	$ 3,312	$ 2,415	$ 5,727	$ 495
Unsecured	9,377	618	1,162	1,780	246
Real estate:					
Secured by commercial properties	211,145	67,540	29,388	96,928	245
Secured by residential properties	182,698	93,438	3,180	96,618	514
Construction and land development:					
Residential construction loans	1,225	121	—	121	—
Commercial construction loans and land development	55,947	20,800	—	20,800	—
	475,846	185,829	36,145	221,974	1,500
Non-PCI					
Commercial and industrial:					
Secured	78	68	—	68	—
Unsecured	—	1	—	1	—
Real estate:					
Secured by commercial properties	512	443	—	443	—
Secured by residential properties	3,745	3,031	—	3,031	—
Construction and land development:					
Residential construction loans	799	540	—	540	—
Commercial construction loans and land development	123	110	—	110	—
	5,257	4,193	—	4,193	—
	$ 481,103	$ 190,022	$ 36,145	$ 226,167	$ 1,500

Average investment in covered impaired loans is summarized by class in the following table (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Commercial and industrial:			
Secured	$ 3,530	$ 9,934	$ 21,296
Unsecured	1,040	4,293	8,347
Real estate:			
Secured by commercial properties	75,159	162,812	296,780
Secured by residential properties	88,794	121,069	170,931
Construction and land development:			
Residential construction loans	331	1,017	3,039
Commercial construction loans and land development	13,067	33,278	83,505
	$ 181,921	$ 332,403	$ 583,898

Covered non-accrual loans are summarized by class in the following table (in thousands).

	December 31,	
	2016	2015
Commercial and industrial:		
Secured	$ 52	$ 68
Unsecured	—	—
Real estate:		
Secured by commercial properties	730	442
Secured by residential properties	3,035	2,516
Construction and land development:		
Residential construction loans	—	541
Commercial construction loans and land development	19	5,411
	$ 3,836	$ 8,978

At December 31, 2016 and 2015, covered non-accrual loans included covered PCI loans of $0.4 million and $5.3 million, respectively, for which discount accretion has been suspended because the extent and timing of cash flows from these covered PCI loans can no longer be reasonably estimated.

Interest income, including recoveries and cash payments, recorded on covered impaired loans was $1.1 million and $17.2 million during 2016 and 2015, respectively. Interest income recorded on covered impaired loans during 2014 was nominal. Except as noted above, covered PCI loans are considered to be performing due to the application of the accretion method.

The Bank classifies loan modifications of covered loans as TDRs in a manner consistent with that of non-covered loans as discussed in Note 5 to the consolidated financial statements. Information regarding TDRs granted during 2016, 2015 and 2014 is shown in the following table (in thousands). Pooled Loans are not in the scope of the disclosure requirements for TDRs. At December 31, 2016 and 2015, the Bank had nominal unadvanced commitments to borrowers whose loans have been restructured in TDRs.

	Year Ended December 31, 2016			Year Ended December 31, 2015			Year Ended December 31, 2014		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:									
Secured	—	$ —	$ —	—	$ —	$ —	—	$ —	$ —
Unsecured	—	—	—	—	—	—	—	—	—
Real estate:									
Secured by commercial properties	—	—	—	1	573	—	—	—	—
Secured by residential properties	—	—	—	7	860	824	6	695	695
Construction and land development:									
Residential construction loans	—	—	—	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—	—	—	—
	—	$ —	$ —	8	$ 1,433	$ 824	6	$ 695	$ 695

During 2015 and 2014, the covered loan modifications included in the table above included two loans involving payment term extensions, six loans that involved an A/B Note restructure, and six loans that included interest rate adjustments. The Bank did not grant principal reductions on any restructured covered loans.

The following table presents information regarding TDRs granted during the twelve months preceding December 31, 2016 and 2015, respectively, for which a payment was at least 30 days past due (dollars in thousands).

	Twelve Months Preceding December 31, 2016			Twelve Months Preceding December 31, 2015		
	Number of Loans	Balance at Extension	Balance at End of Period	Number of Loans	Balance at Extension	Balance at End of Period
Commercial and industrial:						
Secured	—	$ —	$ —	—	$ —	$ —
Unsecured	—	—	—	—	—	—
Real estate:						
Secured by commercial properties	—	—	—	1	573	—
Secured by residential properties	—	—	—	1	280	248
Construction and land development:						
Residential construction loans	—	—	—	—	—	—
Commercial construction loans and land development	—	—	—	—	—	—
	—	$ —	$ —	2	$ 853	$ 248

An analysis of the aging of the Bank's covered loan portfolio is shown in the following tables (in thousands).

December 31, 2016	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past Due 90 Days or More
Commercial and industrial:								
Secured	$ —	$ 6	$ 96	$ 102	$ 1,083	$ 1,213	$ 2,398	$ 44
Unsecured	—	—	—	—	—	299	299	—
Real estate:								
Secured by commercial properties	96	229	—	325	19,132	52,637	72,094	—
Secured by residential properties	3,511	1,345	1,479	6,335	91,639	74,401	172,375	129
Construction and land development:								
Residential construction loans	—	—	—	—	—	—	—	—
Commercial construction loans and land development	15	—	—	15	3,742	5,204	8,961	—
	$ 3,622	$ 1,580	$ 1,575	$ 6,777	$ 115,596	$ 133,754	$ 256,127	$ 173

December 31, 2015	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due Loans	Current Loans	PCI Loans	Total Loans	Accruing Loans (Non-PCI) Past Due 90 Days or More
Commercial and industrial:								
Secured	$ 51	$ —	$ 68	$ 119	$ 1,175	$ 5,727	$ 7,021	$ —
Unsecured	—	—	—	—	—	1,780	1,780	—
Real estate:								
Secured by commercial properties	—	—	100	100	28,957	96,928	125,985	—
Secured by residential properties	3,399	418	1,104	4,921	113,524	96,618	215,063	—
Construction and land development:								
Residential construction loans	—	—	540	540	264	121	925	—
Commercial construction loans and land development	47	1	95	143	8,577	20,800	29,520	—
	$ 3,497	$ 419	$ 1,907	$ 5,823	$ 152,497	$ 221,974	$ 380,294	$ —

The Bank assigns a risk grade to each of its covered loans in a manner consistent with the existing loan review program and risk grading matrix used for non-covered loans, as described in Note 5 to the consolidated financial statements. The following tables present the internal risk grades of covered loans in the portfolio by class (in thousands).

December 31, 2016	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 592	$ —	$ 593	$ 1,213	$ 2,398
Unsecured	—	—	—	299	299
Real estate:					
Secured by commercial properties	17,996	—	1,461	52,637	72,094
Secured by residential properties	90,563	461	6,950	74,401	172,375
Construction and land development:					
Residential construction loans	—	—	—	—	—
Commercial construction loans and land development	2,281	—	1,476	5,204	8,961
	$ 111,432	$ 461	$ 10,480	$ 133,754	$ 256,127

December 31, 2015	Pass	Special Mention	Substandard	PCI	Total
Commercial and industrial:					
Secured	$ 758	$ —	$ 536	$ 5,727	$ 7,021
Unsecured	—	—	—	1,780	1,780
Real estate:					
Secured by commercial properties	24,070	—	4,987	96,928	125,985
Secured by residential properties	111,128	491	6,826	96,618	215,063
Construction and land development:					
Residential construction loans	264	—	540	121	925
Commercial construction loans and land development	6,847	—	1,873	20,800	29,520
	$ 143,067	$ 491	$ 14,762	$ 221,974	$ 380,294

The Bank's impairment methodology for the covered loans is consistent with that of non-covered loans as discussed in Note 5 to the consolidated financial statements. To the extent there is experienced or projected credit deterioration on the acquired covered loan pools subsequent to amounts estimated at the previous quarterly recast date and expected cash flows for a loan or pool decreases, an increase in the allowance for loan losses is made through a charge to the provision for loan losses. If expected cash flows for a loan or pool increase, any previously established allowance for loan losses is reversed and any remaining difference increases the accretable yield. This increase in accretable yield is taken into income over the remaining life of the loan. Additionally, provision for credit losses will be recorded on advances on covered loans subsequent to the acquisition date in a manner consistent with the allowance for non-covered loan losses.

Changes in the allowance for covered loan losses, distributed by portfolio segment, are shown below (in thousands).

Year Ended December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	$ 758	$ 774	$ —	$ 1,532
Provision recaptured from operations	(717)	(351)	(53)	(1,121)
Loans charged off	(6)	(62)	(51)	(119)
Recoveries on charged off loans	—	17	104	121
Balance, end of year	$ 35	$ 378	$ —	$ 413

Year Ended December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	$ 1,193	$ 3,334	$ 84	$ 4,611
Provision charged to operations	258	189	95	542
Loans charged off	(915)	(2,869)	(179)	(3,963)
Recoveries on charged off loans	222	120	—	342
Balance, end of year	$ 758	$ 774	$ —	$ 1,532

Year Ended December 31, 2014	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Balance, beginning of year	$ 1,053	$ 8	$ —	$ 1,061
Provision charged to operations	230	8,725	231	9,186
Loans charged off	(90)	(5,399)	(147)	(5,636)
Recoveries on charged off loans	—	—	—	—
Balance, end of year	$ 1,193	$ 3,334	$ 84	$ 4,611

The covered loan portfolio was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	1,185	117,431	3,757	122,373
PCI Loans	1,512	127,038	5,204	133,754
	$ 2,697	$ 244,469	$ 8,961	$ 256,127

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ 540	$ 540
Loans collectively evaluated for impairment	1,294	147,502	8,984	157,780
PCI Loans	7,507	193,546	20,921	221,974
	$ 8,801	$ 341,048	$ 30,445	$ 380,294

The allowance for covered loan losses was distributed by portfolio segment and impairment methodology as shown below (in thousands).

December 31, 2016	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	22	47	—	69
PCI Loans	13	331	—	344
	$ 35	$ 378	$ —	$ 413

December 31, 2015	Commercial and Industrial	Real Estate	Construction and Land Development	Total
Loans individually evaluated for impairment	$ —	$ —	$ —	$ —
Loans collectively evaluated for impairment	17	15	—	32
PCI Loans	741	759	—	1,500
	$ 758	$ 774	$ —	$ 1,532

Covered Other Real Estate Owned

A summary of the activity in covered OREO is as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	$ 99,090	$ 136,945	$ 142,833
Additions to covered OREO	13,876	50,465	64,934
Dispositions of covered OREO	(42,843)	(71,765)	(51,150)
Valuation adjustments in the period	(18,481)	(16,555)	(19,672)
Balance, end of year	$ 51,642	$ 99,090	$ 136,945

During 2016, 2015 and 2014, the Bank wrote down certain covered OREO assets to fair value to reflect new appraisals on certain OREO acquired in the FNB Transaction and OREO acquired from the foreclosure on certain FNB loans acquired in the FNB Transaction. Although the Bank recorded a fair value discount on the acquired assets upon acquisition, in some cases additional downward valuations were required.

These additional downward valuation adjustments reflect changes to the assumptions regarding the fair value of the OREO, including in some cases the intended use of the OREO due to the availability of more information, as well as the passage of time. The process of determining fair value is subjective in nature and requires the use of significant estimates and assumptions. Although the Bank makes market-based assumptions when valuing acquired assets, new information may come to light that causes estimates to increase or decrease. When the Bank determines, based on subsequent information, that its estimates require adjustment, the Bank records the adjustment. The accounting for such adjustments requires that the decreases to fair value be recorded at the time such new information is received, while increases to fair value are recorded when the asset is subsequently sold.

FDIC Indemnification Asset

A summary of the activity in the FDIC Indemnification Asset is as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	$ 91,648	$ 130,437	$ 188,291
FDIC Indemnification Asset accretion (amortization)	242	1,147	3,445
Transfers to due from FDIC and other	(20,577)	(39,936)	(61,299)
Balance, end of year	$ 71,313	$ 91,648	$ 130,437

As of December 31, 2016, the Bank had billed and collected $120.9 million from the FDIC, which represented reimbursable covered losses and expenses through September 30, 2016.

7. Cash and Due from Banks

Cash and due from banks consisted of the following (in thousands).

	December 31,	
	2016	2015
Cash on hand	$ 49,152	$ 55,168
Clearings and collection items	78,328	91,466
Deposits at Federal Reserve Bank	354,948	316,605
Deposits at Federal Home Loan Bank	4,237	3,514
Deposits in FDIC-insured institutions	182,692	185,283
	$ 669,357	$ 652,036

The amounts above include interest-bearing deposits of $479.3 million and $442.4 million at December 31, 2016 and 2015, respectively. Cash on hand and deposits at the Federal Reserve Bank satisfy regulatory reserve requirements at December 31, 2016.

8. Premises and Equipment

The components of premises and equipment are summarized as follows (in thousands).

	December 31,	
	2016	2015
Land and premises	$ 111,295	$ 122,221
Furniture and equipment	190,914	166,423
	302,209	288,644
Less accumulated depreciation and amortization	(111,848)	(88,026)
	$ 190,361	$ 200,618

The amounts shown above include gross assets recorded under capital leases of $8.4 million and $7.8 million, with accumulated amortization of $2.5 million and $1.8 million at December 31, 2016 and 2015, respectively.

Occupancy expense was reduced by rental income of $2.0 million, $2.2 million and $2.4 million during 2016, 2015 and 2014, respectively. Depreciation and amortization expense on premises and equipment, which includes amortization of capital leases, amounted to $35.4 million, $37.2 million and $30.7 million during 2016, 2015 and 2014, respectively.

9. Goodwill and Other Intangible Assets

At both December 31, 2016 and 2015, the carrying amount of goodwill of $251.8 million was comprised of $24.0 million recorded in connection with the acquisition of NLC and $227.8 million recorded in connection with the PlainsCapital Merger.

Other intangible assets of $44.7 million and $54.9 million at December 31, 2016 and 2015, respectively, include an indefinite lived intangible asset with an estimated fair value of $3.0 million related to state licenses acquired as a part of the NLC acquisition in January 2007.

The Company performed required annual impairment tests of its goodwill and other intangible assets having an indefinite useful life as of October 1st for each of its reporting units. At October 1, 2016, the Company determined that the estimated fair value of each of its reporting units exceeded its carrying value. The Company estimated the fair values of its reporting units based on both a market and income approach using historic, normalized actual and forecast results. Based on this evaluation, the Company concluded that the goodwill and other identifiable intangible assets were fully realizable.

The Company's evaluation includes multiple assumptions, including estimated discounted cash flows and other estimates that may change over time. If future discounted cash flows become less than those projected by the Company, future impairment charges may become necessary that could have a materially adverse impact on the Company's results of operations and financial condition. As quoted market prices in active stock markets are relevant evidence of fair value, a significant decline in the Company's common stock trading price may indicate an impairment of goodwill.

The carrying value of intangible assets subject to amortization was as follows (in thousands).

December 31, 2016	Estimated Useful Life (Years)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
Core deposits	4 - 12	$ 38,930	$ (22,255)	$ 16,675
Trademarks and trade names	15 - 20	20,000	(6,877)	13,123
Noncompete agreements	4 - 6	11,650	(9,306)	2,344
Customer contracts and relationships	12 - 14	21,400	(12,097)	9,303
Agent relationships	13	3,600	(3,350)	250
		$ 95,580	$ (53,885)	$ 41,695

December 31, 2015	Estimated Useful Life (Years)	Gross Intangible Assets	Accumulated Amortization	Net Intangible Assets
Core deposits	4 - 12	$ 38,930	$ (17,497)	$ 21,433
Trademarks and trade names	15 - 20	20,000	(5,894)	14,106
Noncompete agreements	4 - 6	11,650	(7,095)	4,555
Customer contracts and relationships	12 - 14	21,400	(10,038)	11,362
Agent relationships	13	3,600	(3,188)	412
		$ 95,580	$ (43,712)	$ 51,868

Amortization expense related to intangible assets during 2016, 2015 and 2014 was $10.2 million, $12.4 million and $11.1 million, respectively.

The estimated aggregate future amortization expense for intangible assets at December 31, 2016 is as follows (in thousands).

2017	$ 8,262
2018	7,235
2019	5,192
2020	4,356
2021	3,607
Thereafter	13,043
	$ 41,695

10. Mortgage Servicing Rights

The following tables present the changes in fair value of the Company's MSR asset, as included in other assets within the consolidated balance sheets, and other information related to the serviced portfolio (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	$ 52,285	$ 36,155	$ 20,149
Additions	23,381	24,974	35,056
Sales	(7,586)	—	(11,387)
Changes in fair value:			
Due to changes in model inputs or assumptions (1)	(153)	(2,150)	(5,267)
Due to customer payoffs	(5,959)	(6,694)	(2,396)
Balance, end of year	$ 61,968	$ 52,285	$ 36,155

	December 31,	
	2016	2015
Mortgage loans serviced for others	$ 5,480,943	$ 5,051,884
MSR asset as a percentage of serviced mortgage loans	1.13 %	1.03 %

(1) Primarily represents normal customer payments, changes in discount rates and prepayment speed assumptions, which are primarily affected by changes in interest rates and the refinement of other MSR model assumptions.

The key assumptions used in measuring the fair value of the Company's MSR asset were as follows.

	December 31,	
	2016	2015
Weighted average constant prepayment rate	10.47 %	11.51 %
Weighted average discount rate	10.95 %	10.92 %
Weighted average life (in years)	6.9	6.5

A sensitivity analysis of the fair value of the Company's MSR asset to certain key assumptions is presented in the following table (in thousands).

	December 31,	
	2016	2015
Constant prepayment rate:		
Impact of 10% adverse change	$ (2,297)	$ (2,177)
Impact of 20% adverse change	(4,471)	(4,195)
Discount rate:		
Impact of 10% adverse change	(2,539)	(2,073)
Impact of 20% adverse change	(4,882)	(3,989)

This sensitivity analysis presents the effect of hypothetical changes in key assumptions on the fair value of the MSR asset. The effect of such hypothetical change in assumptions generally cannot be extrapolated because the relationship of the change in one key assumption to the change in the fair value of the MSR asset is not linear. In addition, in the analysis, the impact of an adverse change in one key assumption is calculated independent of any impact on other assumptions. In reality, changes in one assumption may change another assumption.

Contractually specified servicing fees, late fees and ancillary fees earned of $23.8 million, $19.6 million and $13.3 million during 2016, 2015 and 2014, respectively, were included in other noninterest income within the consolidated statements of operations.

11. Deposits

Deposits are summarized as follows (in thousands).

	December 31, 2016	December 31, 2015
Noninterest-bearing demand	$ 2,199,483	$ 2,235,436
Interest-bearing:		
NOW accounts	1,252,832	1,077,576
Money market	1,626,218	1,500,780
Brokered - money market	125,272	133,380
Demand	384,847	380,214
Savings	279,911	273,390
Time	1,145,859	1,325,342
Brokered - time	49,389	26,565
	$ 7,063,811	$ 6,952,683

At December 31, 2016, deposits include $625.3 million of time deposit accounts that meet or exceed the FDIC insurance limit of $250,000. Scheduled maturities of interest-bearing time deposits at December 31, 2016 are as follows (in thousands).

2017	$ 774,014
2018	214,122
2019	133,890
2020	60,791
2021 and thereafter	12,431
	$ 1,195,248

12. Short-term Borrowings

Short-term borrowings are summarized as follows (in thousands).

	December 31, 2016	December 31, 2015
Federal funds purchased	$ 87,125	$ 58,925
Securities sold under agreements to repurchase	195,164	217,748
Federal Home Loan Bank	1,000,000	600,000
Short-term bank loans	135,000	70,700
	$ 1,417,289	$ 947,373

Federal funds purchased and securities sold under agreements to repurchase generally mature daily, on demand, or on some other short-term basis. The Bank and the Hilltop Broker-Dealers execute transactions to sell securities under agreements to repurchase with both customers and broker-dealers. Securities involved in these transactions are held by the Bank, the Hilltop Broker-Dealers or a third-party dealer.

Information concerning federal funds purchased and securities sold under agreements to repurchase is shown in the following tables (dollars in thousands).

	Year Ended December 31, 2016	2015	2014
Average balance during the year	$ 368,102	$ 315,904	$ 319,806
Average interest rate during the year	0.58 %	0.33 %	0.17 %
Maximum month-end balance during the year	520,715	514,776	535,232

	December 31,	
	2016	2015
Average interest rate at end of year	0.42 %	0.26 %
Securities underlying the agreements at end of year:		
Carrying value	$ 209,877	$ 250,981
Estimated fair value	$ 206,641	$ 250,045

FHLB short-term borrowings mature over terms not exceeding 365 days and are collateralized by FHLB Dallas stock, nonspecified real estate loans and certain specific commercial real estate loans. At December 31, 2016, the Bank had available collateral of $2.0 billion, substantially all of which was blanket collateral. Other information regarding FHLB short-term borrowings is shown in the following tables (dollars in thousands).

	Year Ended December 31,		
	2016	2015	2014
Average balance during the year	$ 361,475	$ 294,959	$ 261,550
Average interest rate during the year	0.46 %	0.27 %	0.18 %
Maximum month-end balance during the year	$ 1,000,000	$ 600,000	$ 575,000

	December 31,	
	2016	2015
Average interest rate at end of year	0.55 %	0.35 %

The Hilltop Broker-Dealers use short-term bank loans periodically to finance securities owned, margin loans to customers and correspondents, and underwriting activities. Interest on the borrowings varies with the federal funds rate. The weighted average interest rate on the borrowings at December 31, 2016 and 2015 was 1.59% and 1.26%, respectively.

13. Notes Payable

Notes payable consisted of the following (in thousands).

	December 31,	
	2016	2015
Senior Notes due April 2025, net of discount of $1,689 and $1,826, respectively	$ 148,311	$ 148,174
Federal Home Loan Bank notes, net of premium of $627 and $948, respectively, with maturities ranging from April 2017 to June 2030 and interest payable monthly	102,596	36,042
Insurance company note payable due March 2035, three-month LIBOR plus 3.40% (4.38% at December 31, 2016) with interest payable quarterly	20,000	20,000
NLIC note payable due May 2033, three-month LIBOR plus 4.10% (5.08% at December 31, 2016) with interest payable quarterly	10,000	10,000
NLIC note payable due September 2033, three-month LIBOR plus 4.05% (5.03% at December 31, 2016) with interest payable quarterly	10,000	10,000
ASIC note payable due April 2034, three-month LIBOR plus 4.05% (5.03% at December 31, 2016) with interest payable quarterly	7,500	7,500
Insurance company line of credit due December 30, 2017, 3.25% plus a calculated index rate (4.00% at December 31, 2016) with interest payable quarterly	3,000	7,000
Ventures line of credit due August 2017	16,505	—
	$ 317,912	$ 238,716

Senior Notes

On April 9, 2015, Hilltop completed an offering of $150.0 million aggregate principal amount of its 5% senior notes due 2025 (“Senior Unregistered Notes”) in a private offering that was exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Senior Unregistered Notes were offered within the United States only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and to persons outside of the United States under Regulation S under the Securities Act. The Senior Unregistered Notes were issued pursuant to an indenture, dated as of April 9, 2015, by and between Hilltop and U.S. Bank National Association, as trustee. The net proceeds from the offering, after deducting estimated fees and expenses and the initial purchasers' discounts, were approximately $148 million. Hilltop used the net proceeds of the offering to redeem all of Hilltop's outstanding Non-Cumulative Perpetual Preferred Stock, Series B at an aggregate liquidation value of $114.1 million, plus accrued but unpaid dividends of $0.4 million, and Hilltop utilized the remainder for general corporate purposes. Unamortized debt issuance costs presented as a reduction from the Senior Notes are discussed further in Note 1 to the consolidated financial statements.

In connection with the issuance of the Senior Unregistered Notes, on April 9, 2015, the Company entered into a registration rights agreement with the initial purchasers of the Senior Unregistered Notes. Under the terms of the registration rights agreement, the Company agreed to offer to exchange the Senior Unregistered Notes for notes registered under the Securities Act (the "Senior Registered Notes"). The terms of the Senior Registered Notes are substantially identical to the Senior Unregistered Notes for which they were exchanged (including principal amount, interest rate, maturity and redemption rights), except that the Senior Registered Notes generally are not subject to transfer restrictions. On May 22, 2015 and subject to the terms and conditions set forth in the Senior Registered Notes prospectus, the Company commenced an offer to exchange the Senior Unregistered Notes for Senior Registered Notes. Substantially all of the Senior Unregistered Notes were tendered in the exchange offer, and on June 22, 2015, the Company fulfilled its requirements under the registration rights agreement for the Senior Unregistered Notes by issuing Senior Registered Notes in exchange for the tendered Senior Unregistered Notes. The Senior Registered Notes and the Senior Unregistered Notes that remain outstanding are collectively referred to as the "Senior Notes."

The Senior Notes bear interest at a rate of 5% per year, payable semi-annually in arrears in cash on April 15 and October 15 of each year, commencing on October 15, 2015. The Senior Notes will mature on April 15, 2025, unless Hilltop redeems the Senior Notes, in whole at any time or in part from time to time, on or after January 15, 2025 (three months prior to the maturity date of the Senior Notes) at its election at a redemption price equal to 100% of the principal amount of the Senior Notes to be redeemed plus accrued and unpaid interest to, but excluding, the redemption date.

The indenture contains covenants that limit the Company's ability to, among other things and subject to certain significant exceptions: (i) dispose of or issue voting stock of certain of the Company's bank subsidiaries or subsidiaries that own voting stock of the Company's bank subsidiaries, (ii) incur or permit to exist any mortgage, pledge, encumbrance or lien or charge on the capital stock of certain of the Company's bank subsidiaries or subsidiaries that own capital stock of the Company's bank subsidiaries and (iii) sell all or substantially all of the Company's assets or merge or consolidate with or into other companies. The indenture also provides for certain events of default, which, if any of them occurs, would permit or require the principal amount, premium, if any, and accrued and unpaid interest on the then outstanding Senior Notes to be declared immediately due and payable.

Federal Home Loan Bank notes

The FHLB notes, assumed by the Bank in the SWS Merger, have interest rates ranging from 0.77% to 5.70%, with a weighted average interest rate of 1.14% at December 31, 2016. The FHLB notes, as well as other borrowings from the FHLB, are collateralized by FHLB stock, a blanket lien on commercial and real estate loans, as well as by the amount of securities that are in safekeeping at the FHLB, the value of which was $3.2 billion at December 31, 2016.

NLIC, ASIC and Insurance Company Notes Payable

The NLIC and ASIC notes payable to unaffiliated companies are each subordinated in right of payment to all policy claims and other indebtedness of NLIC and ASIC, respectively. Further, all payments of principal and interest require the prior approval of the Insurance Commissioner of the State of Texas and are only payable to the extent that the statutory surplus of NLIC exceeds $30 million and ASIC exceeds $15 million.

The NLIC, ASIC and Insurance Company loan agreements relating to the notes payable contain various covenants pertaining to limitations on additional debt, dividends, officer and director compensation, and minimum capital requirements. The Company was in compliance with the covenants at December 31, 2016.

NLC has entered into an indenture relating to the NLIC, ASIC and Insurance Company notes payable which provides that (i) if a person or group becomes the beneficial owner directly or indirectly of 50% or more of its equity securities and (ii) if NLC's ratings are downgraded by a nationally recognized statistical rating organization (as defined in the Securities Exchange Act of 1934, as amended (the "Exchange Act"), then each holder of the notes governed by such indenture has the right to require that NLC purchase such holder's notes in whole or in part at a price equal to 100% of the outstanding principal amount.

Insurance Company Line of Credit

The Company's insurance subsidiary has a line of credit with a financial institution which allows for borrowings by NLC of up to $7.5 million and is collateralized by substantially all of NLC's assets. The loan agreements relating to the line of credit contain various financial and other covenants which must be maintained until all indebtedness to the financial institution is repaid. The Company was in compliance with the covenants at December 31, 2016.

Ventures Management Lines of Credit

PrimeLending's subsidiaries, Ventures and Mutual, have access to separate lines of credit with financial institutions that allow for borrowings by each of up to $20.0 million, and are collateralized by mortgage notes. The loan agreements relating to the lines of credit contain various financial and other covenants which must be maintained until all indebtedness to the financial institution is repaid. The Company was in compliance with the covenants at December 31, 2016.

Scheduled Maturities

Scheduled maturities for notes payable outstanding at December 31, 2016 are as follows (in thousands).

2017	$ 99,202
2018	12,921
2019	2,183
2020	3,687
2021	551
Thereafter	200,430
	$ 318,974

14. Junior Subordinated Debentures and Trust Preferred Securities

PCC has four statutory Trusts, three of which were formed under the laws of the state of Connecticut and one of which, PCC Statutory Trust IV, was formed under the laws of the state of Delaware. The Trusts were created for the sole purpose of issuing and selling preferred securities and common securities, using the resulting proceeds to acquire junior subordinated debentures issued by PCC (the "Debentures"). Accordingly, the Debentures are the sole assets of the Trusts, and payments under the Debentures are the sole revenue of the Trusts. All of the common securities are owned by PCC; however, PCC is not the primary beneficiary of the Trusts. Accordingly, the Trusts are not included in the Company's consolidated financial statements.

The Trusts have issued $65,000,000 of floating rate preferred securities and $2,012,000 of common securities and have invested the proceeds from the securities in floating rate Debentures of PCC.

Information regarding the PCC Debentures is shown in the following table (in thousands).

Investor	Issue Date	Amount
PCC Statutory Trust I	July 31, 2001	$ 18,042
PCC Statutory Trust II	March 26, 2003	$ 18,042
PCC Statutory Trust III	September 17, 2003	$ 15,464
PCC Statutory Trust IV	February 22, 2008	$ 15,464

The stated term of the Debentures is 30 years with interest payable quarterly. The rate on the Debentures, which resets quarterly, is 3-month LIBOR plus an average spread of 3.22%. The total average interest rate at December 31, 2016 was 4.18%. The term, rate and other features of the preferred securities are the same as the Debentures. PCC's obligations under the Debentures and related documents, taken together, constitute a full and unconditional guarantee of the Trust's obligations under the preferred securities.

15. Income Taxes

The significant components of the income tax provision are as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Current:			
Federal	$ 82,970	$ 49,570	$ 85,303
State	10,181	3,969	3,087
	93,151	53,539	88,390
Deferred:			
Federal	(6,732)	17,295	(21,851)
State	(2,958)	81	(931)
	(9,690)	17,376	(22,782)
	$ 83,461	$ 70,915	$ 65,608

The income tax provision differs from the amount that would be computed by applying the statutory Federal income tax rate of 35% to income before income taxes as a result of the following (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Computed tax at federal statutory rate	$ 80,992	$ 99,223	$ 62,358
Tax effect of:			
Non-taxable acquisition gain	—	(33,426)	—
Share-based compensation benefit	(2,391)	—	—
Nondeductible transaction costs	2,608	3,969	102
Nondeductible expenses	3,301	3,215	2,201
State income taxes	4,708	2,632	1,401
Tax-exempt income, net	(2,850)	(2,563)	(2,085)
Valuation allowance	(2,094)	(1,889)	1,889
Other	(813)	(246)	(258)
	$ 83,461	$ 70,915	$ 65,608

The components of the tax effects of temporary differences that give rise to the net deferred tax asset included in other assets within the consolidated balance sheets are as follows (in thousands).

	December 31, 2016	December 31, 2015
Deferred tax assets:		
Net operating and built-in loss carryforward	$ 21,381	$ 23,937
Covered loans	43,512	58,236
Purchase accounting adjustment - loans	10,682	15,689
Allowance for loan losses	20,703	17,462
Compensation and benefits	44,368	41,702
Legal and other reserves	15,985	11,269
Foreclosed property	16,486	13,219
Other	19,297	21,979
	192,414	203,493
Deferred tax liabilities:		
Premises and equipment	21,013	26,518
FDIC Indemnification Asset	21,600	35,636
Intangible assets	17,392	20,945
Derivatives	8,581	9,861
Net unrealized change in securities and other investments	168	1,432
Loan servicing	23,187	19,363
Other	18,700	16,734
	110,641	130,489
Total net deferred tax asset	81,773	73,004
Less valuation allowance	—	(2,195)
Net deferred tax asset	$ 81,773	$ 70,809

The Company's effective tax rate was 36.1%, 25.0% and 36.8% during 2016, 2015 and 2014, respectively. The effective tax rate during 2016 was relatively consistent with the statutory rate, but did include effects related to non-deductible transaction costs associated with the SWS Merger, offset by the reversal of a valuation allowance of $2.2 million previously established on a deferred tax asset associated with the SWS Merger and the recognition of excess tax benefits on share-based payment awards as a result of the Company's adoption of the provisions of Accounting Standards Update ("ASU") 2016-09 as of January 1, 2016 as discussed in Note 33 to the consolidated financial statements. The lower effective tax rate during 2015 was primarily due to no income taxes being recorded during 2015 in connection with the bargain purchase gain of $81.3 million associated with the SWS Merger because the acquisition was a tax-free reorganization under Section 368(a) of the Internal Revenue Code. In addition, during 2015, the Company recorded an income tax benefit of $2.1 million as a result of the SWS Merger to reverse the deferred tax liability for the difference between book and tax basis on Hilltop's investment in SWS common stock and also reversed a valuation allowance of $1.9 million previously established on a deferred tax asset for a capital loss carryforward.

At December 31, 2016 and 2015, the Company had net operating loss carryforwards for Federal income tax purposes of $37.8 million and $46.5 million, respectively (or $13.2 million and $16.2 million, respectively, on a tax effected basis). The net operating loss carryforwards are subject to an annual Section 382 limitation on their usage. These net operating loss carryforwards expire in 2032 and later years. The Company expects to realize its current deferred tax asset for these net operating loss carryforwards through the implementation of certain tax planning strategies, core earnings, and reversal of timing differences. At December 31, 2016, the Company also had a recognized built-in loss ("RBIL") carryover of $20.5 million from the ownership change resulting from the SWS Merger. These RBILs, if recognized during a five year recognition period before January 1, 2020, are subject to the annual Section 382 limitation rules similar to the Company's net operating loss carryforwards. The RBIL's are expected to be fully realized prior to any expiration. The Company's remaining net unrealized built-in loss of $11.3 million, if recognized during a five year recognition period before January 1, 2020, would also be subject to the Section 382 limitation.

Based on the Company's evaluation of its deferred tax assets, management determined that no valuation allowance was necessary at December 31, 2016 against its gross deferred tax assets, compared with a valuation allowance of $2.2 million at December 31, 2015. This year-over-year decrease in the valuation allowance of $2.2 million was a result of the resolution of a contingent obligation that would have resulted in a capital loss from an investment acquired in the SWS Merger. The Company has no valuation allowance on the remainder of its deferred tax assets at December 31, 2016 or 2015.

GAAP requires the measurement of uncertain tax positions. Uncertain tax positions are the difference between a tax position taken, or expected to be taken in a tax return, and the benefit recognized for accounting purposes. At December 31, 2016 and 2015, the total amount of gross unrecognized tax benefits was $1.7 million and $0.6 million, respectively, of which $1.1 million and $0.4 million, respectively, if recognized, would favorably impact the Company's effective tax rate. The aggregate changes in gross unrecognized tax benefits, which excludes interest and penalties, are as follows (in thousands).

	Year Ended December 31,		
	2016	**2015**	**2014**
Balance, beginning of year	$ 644	$ 644	$ —
Increases related to tax positions taken during a prior year	844	—	322
Increases related to tax positions taken during the current year	216	—	322
Balance, end of year	$ 1,704	$ 644	$ 644

The Company believes that it is reasonably possible that certain state matters may be concluded in the next twelve months. Specific positions that may be resolved include issues involving apportionment and various other matters. At December 31, 2016, the unrecognized tax benefit is recorded as taxes receivable, which is included in other assets within the consolidated balance sheet.

The Company files income tax returns in U.S. federal and numerous state jurisdictions. The Company is subject to tax audits in numerous jurisdictions in the United States until the applicable statute of limitations expires. The Company is no longer subject to U.S. federal tax examinations for tax years prior to 2013. The Company is open for various state tax audits for tax years 2012 and later. The Company is currently under income tax examination by several state authorities for tax years 2013 and 2014. As of December 31, 2016, the state authorities have not proposed any significant adjustments to the Company's tax positions for which the Company does not have adequate reserves.

16. Employee Benefits

Hilltop and its subsidiaries have benefit plans that provide for elective deferrals by employees under Section 401(k) of the Internal Revenue Code. Employee contributions are determined by the level of employee participation and related salary levels per Internal Revenue Service regulations. Hilltop and its subsidiaries match a portion of employee contributions based on the amount of eligible employees' contributions and salaries. In addition, Hilltop, PCC and the Bank made additional contributions to employees' 401(k) accounts based on achievement of certain corporate objectives through December 31, 2015. The amount charged to operating expense for these matching contributions totaled $15.1 million, $12.6 million and $8.8 million during 2016, 2015 and 2014, respectively.

Effective upon the completion of the PlainsCapital Merger, the Company recorded a liability of $8.9 million associated with separate retention agreements entered into between Hilltop and two executive officers. At December 31, 2016 and 2015, the recorded liability, including interest, was $9.0 million.

The Bank purchased $15.0 million of flexible premium universal life insurance in 2001 to help finance the annual expense incurred in providing various employee benefits. At December 31, 2016 and 2015, the carrying value of the policies included in other assets was $24.8 million and $24.2 million, respectively. During 2016, 2015 and 2014, the Bank recorded income of $0.6 million, $0.8 million and $0.4 million, respectively, related to the policies that was reported in other noninterest income within the consolidated statement of operations.

Deferred Compensation Plan

As a result of the SWS Merger, the Company assumed a deferred compensation plan (the "SWS Plan") that allows former SWS eligible officers and employees to defer a portion of their bonus compensation and commissions. The SWS Plan matched 15% of the deferrals made by participants up to a predetermined limit through matching contributions that vest ratably over four years. Pursuant to the terms of the SWS Plan, the trustee periodically purchased the former SWS common stock in the open market. As a result of the SWS Merger, the former SWS common shares were converted into Hilltop common stock based on the terms of the merger agreement. No further contributions can be made to this plan.

The assets of the SWS Plan are held in a rabbi trust and primarily include investments in company-owned life insurance ("COLI") and Hilltop common stock. These assets are consolidated with those of the Company. Investments in COLI are carried at the cash surrender value of the insurance policies and recorded in other assets within the consolidated balance sheet at December 31, 2016 and 2015, respectively. Investments in Hilltop common stock, which are carried at cost and accounted for in a manner similar to treasury stock, and the corresponding liability related to the deferred compensation plan are presented as components of stockholders' equity as employee stock trust and deferred compensation employee stock trust, net, respectively, at December 31, 2016 and 2015, respectively.

17. Related Party Transactions

Pursuant to a Sublease Agreement, Diamond A Administration Company LLC ("Diamond A Admin"), an affiliate of Gerald J. Ford, the current Chairman of the Board of Hilltop and the beneficial owner of 15.8% of Hilltop common stock at December 31, 2016, currently provides office space to Hilltop at a cost of $24 thousand per month. This Sublease Agreement continues in effect until July 31, 2018 or such earlier date that the base lease expires.

Jeremy B. Ford, a director and the President and Co-Chief Executive Officer of Hilltop, is the beneficiary of a trust that owns a 49% limited partnership interest in Diamond A Financial, L.P. Diamond A Financial, L.P. owned 15.8% of the outstanding Hilltop common stock at December 31, 2016. He also is a director and the Secretary of Diamond A Admin, which provides office space to Hilltop as described the preceding paragraph. Diamond A Admin is owned by Hunter's Glen/Ford, Ltd., a limited partnership in which a trust for the benefit of Jeremy B. Ford is a 46% limited partner.

Jeremy B. Ford is the son of Gerald J. Ford. Corey G. Prestidge, Hilltop's General Counsel and Secretary, is the son-in-law of Gerald J. Ford. Accordingly, Messrs. Jeremy Ford and Corey Prestidge are brothers-in-law.

In the ordinary course of business, the Bank has granted loans to certain directors, executive officers and their affiliates (collectively referred to as related parties) totaling $27.3 million and $34.2 million at December 31, 2016 and 2015, respectively. These loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other unaffiliated persons and do not involve more than normal risk of collectability. For such loans during 2016, total principal additions were $5.2 million and total principal payments were $12.1 million.

At December 31, 2016 and 2015, the Bank held deposits of related parties of $154.8 million and $61.5 million, respectively.

A related party is the lessor in an operating lease with the Bank. The Bank's minimum payment under the lease is $0.5 million annually through 2028, for an aggregate remaining obligation of $6.0 million at December 31, 2016.

The Bank purchases loans from a company for which a related party serves as a director, president and chief executive officer. At December 31, 2016 and 2015, the outstanding balance of the purchased loans was $3.0 million and $3.9 million, respectively. The loans were purchased with recourse to the company in the ordinary course of business and the related party had no direct financial interest in the transactions.

PlainsCapital Equity, LLC is a limited partner in certain limited partnerships that have received loans from the Bank. The Bank made those loans in the normal course of business, using underwriting standards and offering terms that are substantially the same as those used or offered to non-affiliated borrowers. At December 31, 2016, the Bank had no outstanding loans in which PlainsCapital Equity, LLC had a limited partnership interest, while at December 31, 2015, outstanding loans were $0.1 million. The investment of PlainsCapital Equity, LLC in these limited partnerships was $3.6 million and $3.8 million at December 31, 2016 and 2015, respectively.

18. Commitments and Contingencies

The Bank acts as agent on behalf of certain correspondent banks in the purchase and sale of federal funds that aggregated $19.0 million and $23.0 million at December 31, 2016 and 2015, respectively.

Legal Matters

The Company is subject to loss contingencies related to litigation, claims, investigations and legal and administrative cases and proceedings arising in the ordinary course of business. The Company evaluates these contingencies based on information currently available, including advice of counsel. The Company establishes accruals for those matters when a loss contingency is considered probable and the related amount is reasonably estimable. Any accruals are periodically reviewed and may be adjusted as circumstances change. A portion of the Company's exposure with respect to loss contingencies may be offset by applicable insurance coverage. In determining the amounts of any accruals or estimates of possible loss contingencies, the Company does not take into account the availability of insurance coverage, other than that provided by reinsurers in the insurance segment. When it is practicable, the Company estimates loss contingencies for possible litigation and claims, whether or not there is an accrued probable loss. When the Company is able to estimate such possible losses, and when it estimates that it is reasonably possible it could incur losses, in excess of amounts accrued, the Company is required to make a disclosure of the aggregate estimation. As available information changes, however, the matters for which the Company is able to estimate, as well as the estimates themselves will be adjusted, accordingly.

Assessments of litigation and claims exposures are difficult due to many factors that involve inherent unpredictability. Those factors include the following: the varying stages of the proceedings, particularly in the early stages; unspecified, unsupported, or uncertain damages; damages other than compensatory, such as punitive damages; a matter presenting meaningful legal uncertainties, including novel issues of law; multiple defendants and jurisdictions; whether discovery has begun or is complete; whether meaningful settlement discussions have commenced; and whether the claim involves a class action and if so, how the class is defined. As a result of some of these factors, the Company may be unable to estimate reasonably possible losses with respect to some or all of the pending and threatened litigation and claims asserted against the Company.

Following completion of Hilltop's acquisition of SWS, several purported holders of shares of SWS common stock filed petitions in the Court of Chancery of the State of Delaware seeking appraisal for their shares pursuant to Section 262 of the Delaware General Corporation Law. These petitions were consolidated as *In re SWS Group, Inc.*, C.A. No. 10554-VCG. The consolidated matter represents a total of approximately 5.2 million shares of SWS common stock. The Company intends to vigorously defend this matter.

On or about November 2, 2012, FSC was named in a lawsuit pending in the state of Rhode Island Superior Court styled *Rhode Island Economic Development Corporation v. Wells Fargo Securities, LLC, et al*. The lawsuit relates to FSC's role as financial advisor to the State of Rhode Island, specifically in connection with the Rhode Island Economic Development Corporation's issuance of $75 million in bonds to finance a loan to 38 Studios, LLC. 38 Studios, LLC ultimately failed to repay the loan and the Rhode Island Economic Development Corporation sought recovery to repay the bonds it issued to make such loan. During the first quarter of 2017, Hilltop Securities entered into a settlement agreement with the Rhode Island Commerce Corporation (formerly known as Rhode Island Economic Development Corporation). Under the settlement agreement, Hilltop Securities will pay $16.0 million to settle any and all claims in connection with the bonds, including the litigation related thereto. As of December 31, 2016, Hilltop Securities had fully reserved for this settlement amount.

The Company is involved in information-gathering requests and investigations (both formal and informal), as well as reviews, examinations and proceedings (collectively, "Inquiries") by various governmental regulatory agencies, law enforcement authorities and self-regulatory bodies regarding certain of its businesses, business practices and policies, as well as the conduct of persons with whom it does business. Additional Inquiries will arise from time to time. In connection with those Inquiries, the Company receives document requests, subpoenas and other requests for information. The Inquiries, including the Inquiry described below, could develop into administrative, civil or criminal proceedings or enforcement actions that could result in consequences that have a material effect on the Company's consolidated financial position, results of operations or cash flows as a whole. Such consequences could include adverse judgments, findings, settlements, penalties, fines, orders, injunctions, restitution, or alterations in the Company's business practices, and could result in additional expenses and collateral costs, including reputational damage.

As a part of an industry-wide inquiry, PrimeLending received a subpoena from the Office of Inspector General of the U.S. Department of Housing and Urban Development regarding mortgage-related practices, including those relating to origination practices for loans insured by the Federal Housing Administration (the "FHA"). On August 20, 2014, PrimeLending received a Civil Investigative Demand from the United States Department of Justice (the "DOJ") related to this Inquiry. According to the Civil Investigative Demand, the DOJ is conducting an investigation to determine whether PrimeLending has violated the False Claims Act in connection with originating and underwriting single-family residential mortgage loans insured by the FHA. No claims or demands have been asserted against PrimeLending. PrimeLending cannot predict the ultimate outcome of this investigation, and cannot make a reasonable estimate of potential liability, if any, at this time. PrimeLending continues to cooperate with the investigation.

While the final outcome of litigation and claims exposures or of any Inquiries is inherently unpredictable, management is currently of the opinion that the outcome of pending and threatened litigation and Inquiries will not have a material effect on the Company's business, consolidated financial position, results of operations or cash flows as a whole. However, in the event of unexpected future developments, it is reasonably possible that an adverse outcome in any of the matters discussed above could be material to the Company's business, consolidated financial position, results of operations or cash flows for any particular reporting period of occurrence.

Other Contingencies

The mortgage origination segment may be responsible for errors or omissions relating to its representations and warranties that each loan sold meets certain requirements, including representations as to underwriting standards and the validity of certain borrower representations in connection with the loan. If determined to be at fault, the mortgage origination segment either repurchases the affected loan from the investor or reimburses the investor's losses. The mortgage origination segment has established an indemnification liability reserve for such probable losses.

Generally, the mortgage origination segment first becomes aware that an investor believes a loss has been incurred on a sold loan when it receives a written request from the investor to repurchase the loan or reimburse the investor's losses. Upon completing its review of the investor's request, the mortgage origination segment establishes a specific claims reserve for the loan if it concludes its obligation to the investor is both probable and reasonably estimable.

An additional reserve has been established for probable investor losses that may have been incurred, but not yet reported to the mortgage origination segment based upon a reasonable estimate of such losses. Factors considered in the calculation of this reserve include, but are not limited to, the total volume of loans sold exclusive of specific investor requests, actual investor claim settlements and the severity of estimated losses resulting from future claims, and the mortgage origination segment's history of successfully curing defects identified in investor claim requests. While the mortgage origination segment's sales contracts typically include borrower early payment default repurchase provisions, these provisions have not been a primary driver of investor claims to date, and therefore, are not a primary factor considered in the calculation of this reserve.

At December 31, 2016 and 2015, the mortgage origination segment's indemnification liability reserve totaled $18.2 million and $16.6 million, respectively. The provision for indemnification losses was $4.6 million, $4.0 million and $3.1 million during 2016, 2015 and 2014, respectively.

The following tables provide for a roll-forward of claims activity for loans put-back to the mortgage origination segment based upon an alleged breach of a representation or warranty with respect to a loan sold and related indemnification liability reserve activity (in thousands).

	Representation and Warranty Specific Claims Activity - Origination Loan Balance		
	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	$ 57,298	$ 53,906	$ 51,912
Claims made	21,410	71,783	50,558
Claims resolved with no payment	(19,696)	(38,862)	(29,257)
Repurchases	(4,164)	(14,884)	(15,439)
Indemnification payments	(14,179)	(14,645)	(3,868)
Balance, end of year	$ 40,669	$ 57,298	$ 53,906

	Indemnification Liability Reserve Activity		
	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	$ 16,640	$ 17,619	$ 21,121
Additions for new sales	4,638	4,006	3,109
Repurchases	(392)	(1,420)	(1,593)
Early payment defaults	(241)	(64)	(143)
Indemnification payments	(2,482)	(3,027)	(1,708)
Change in estimate	76	(474)	(3,167)
Balance, end of year	$ 18,239	$ 16,640	$ 17,619

	December 31,	
	2016	2015
Reserve for Indemnification Liability:		
Specific claims	$ 1,661	$ 5,210
Incurred but not reported claims	16,578	11,430
Total	$ 18,239	$ 16,640

Although management considers the total indemnification liability reserve to be appropriate, there may be changes in the reserve over time to address incurred losses, due to unanticipated adverse changes in the economy and historical loss patterns, discrete events adversely affecting specific borrowers or industries, and/or actions taken by institutions or investors. The impact of such matters is considered in the reserving process when probable and estimable.

In connection with the FNB Transaction, the Bank entered into two loss-share agreements with the FDIC that collectively cover $1.2 billion of loans and OREO acquired in the FNB Transaction. Pursuant to the loss-share agreements, the FDIC has agreed to reimburse the Bank the following amounts with respect to the covered assets: (i) 80% of net losses on the first $240.4 million of net losses incurred; (ii) 0% of net losses in excess of $240.4 million up to and including $365.7 million of net losses incurred; and (iii) 80% of net losses in excess of $365.7 million of net losses incurred. Net losses are defined as book value losses plus certain defined expenses incurred in the resolution of assets, less subsequent recoveries. Under the loss-share agreement for commercial assets, the amount of subsequent recoveries that are reimbursable to the FDIC for a particular asset is limited to book value losses and expenses actually billed plus any book value charge-offs incurred prior to the Bank Closing Date. There is no limit on the amount of subsequent recoveries reimbursable to the FDIC under the loss-share agreement for single family residential assets. The loss-share agreements for commercial and single family residential assets are in effect for 5 years and 10 years, respectively, from the Bank Closing Date and the loss recovery provisions to the FDIC are in effect for 8 years and 10 years, respectively, from the Bank Closing Date. As discussed in Note 6 to the consolidated financial statements, and in accordance with the loss-share agreements, the Bank may be required to make a "true-up" payment to the FDIC approximately ten years following the Bank Closing Date if its actual net realized losses over the life of the loss-share agreements are less than the FDIC's initial estimate of losses on covered assets. The "true-up" payment is calculated using a defined formula set forth in the P&A Agreement. While the ultimate amount of any "true-up" payment is unknown at this time and will vary based upon the amount of future losses or recoveries within our covered loan portfolio, the Bank has recorded a related "true-up" payment accrual of $14.2 million at December 31, 2016 based on the current estimate of aggregate realized losses on covered assets over the life of the loss-share agreements. The initial estimate of the FDIC Indemnification Asset at the Bank Closing Date was recorded at the present value of 80% of $240.4 million. As of December 31, 2016, the Bank projects that the sum of actual plus projected covered losses and reimbursable expenses subject to the loss-share agreements will be less than $240.4 million. As of December 31, 2016, the Bank had billed $151.1 million of covered net losses to the FDIC, of which 80%, or $120.9 million, were reimbursable under the loss-share agreements. As of December 31, 2016, the Bank had received aggregate reimbursements of $120.9 million from the FDIC, which represented reimbursable covered losses and expenses through September 30, 2016.

As discussed in Note 16 to the consolidated financial statements, effective upon completion of the PlainsCapital Merger, Hilltop entered into separate retention agreements with two executive officers, one having an initial term of three years (with automatic one-year renewals at the end of two years and each anniversary thereof) and the other having an initial term of two years (with automatic one-year renewals at the end of the first year and each anniversary thereof). Each of these retention agreements provides for severance pay benefits if the executive officer's employment is terminated without "cause".

In addition to these retention agreements, Hilltop and its subsidiaries maintain employment contracts with certain officers that provide for benefits in the event of a "change in control" as defined in these agreements.

Hilltop and its subsidiaries lease space, primarily for branch facilities and automated teller machines, under noncancelable operating leases with remaining terms, including renewal options, of 1 to 12 years and under capital leases with remaining terms of 8 to 12 years. Rental expense under the operating leases was $41.9 million, $40.3 million and $31.4 million in 2016, 2015 and 2014, respectively.

Future minimum lease payments under these agreements follow (in thousands).

	Operating Leases	Capital Leases
2017	$ 34,800	$ 1,129
2018	31,514	1,167
2019	25,109	1,187
2020	20,177	1,198
2021	13,872	1,213
Thereafter	41,357	5,914
Total minimum lease payments	$ 166,829	11,808
Amount representing interest		(4,778)
Present value of minimum lease payments		$ 7,030

19. Financial Instruments with Off-Balance Sheet Risk

The Bank is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit that involve varying degrees of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. Such financial instruments are recorded in the consolidated financial statements when they are funded or related fees are incurred or received. The contract amounts of those instruments reflect the extent of involvement (and therefore the exposure to credit loss) the Bank has in particular classes of financial instruments.

Commitments to extend credit are agreements to lend to a customer provided that the terms established in the contract are met. Commitments generally have fixed expiration dates and may require payment of fees. Because some commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Standby letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These letters of credit are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan commitments to customers.

In the aggregate, the Bank had outstanding unused commitments to extend credit of $1.8 billion at December 31, 2016 and outstanding financial and performance standby letters of credit of $34.8 million at December 31, 2016.

The Bank uses the same credit policies in making commitments and standby letters of credit as it does for on-balance sheet instruments. The amount of collateral obtained, if deemed necessary, in these transactions is based on management's credit evaluation of the borrower. Collateral held varies but may include real estate, accounts receivable, marketable securities, interest-bearing deposit accounts, inventory, and property, plant and equipment.

In the normal course of business, the Hilltop Broker-Dealers execute, settle, and finance various securities transactions that may expose the Hilltop Broker-Dealers to off-balance sheet risk in the event that a customer or counterparty does not fulfill its contractual obligations. Examples of such transactions include the sale of securities not yet purchased by customers or for the accounts of the Hilltop Broker-Dealers, use of derivatives to support certain non-profit housing organization clients, clearing agreements between the Hilltop Broker-Dealers and various clearinghouses and broker-dealers, secured financing arrangements that involve pledged securities, and when-issued underwriting and purchase commitments.

20. Stock-Based Compensation

Pursuant to the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "2012 Plan"), the Company may grant nonqualified stock options, stock appreciation rights, restricted stock, RSUs, performance awards, dividend equivalent rights and other awards to employees of the Company, its subsidiaries and outside directors of the Company. Upon the approval by stockholders and effectiveness of the 2012 Plan in September 2012, no additional awards were permissible under the 2003 Equity Incentive Plan (the "2003 Plan"). In the aggregate, 4,000,000 shares of common stock may be delivered pursuant to awards granted under the 2012 Plan. At December 31, 2016, 1,964,716 shares of common stock remain available for issuance pursuant to the 2012 Plan, including shares that may be delivered pursuant to outstanding awards. Compensation expense related to the 2012 Plan and the 2003 Plan was $10.5 million, $8.6 million and $4.9 million during 2016, 2015 and 2014, respectively.

During 2016, 2015 and 2014, Hilltop granted 21,224, 13,631 and 9,519 shares of common stock, respectively, to certain non-employee members of the Company's board of directors for services rendered to the Company pursuant to the 2012 Plan.

Restricted Stock Awards

The Compensation Committee of the board of directors of the Company has issued restricted shares of Hilltop common stock ("Restricted Stock Awards") pursuant to the 2012 Plan. The Restricted Stock Awards generally cliff vest on the third anniversary of the grant date and are subject to service conditions set forth in the award agreements, with associated costs recognized on a straight-line basis over the respective vesting periods. The award agreements governing the Restricted Stock Awards provide for accelerated vesting under certain conditions.

Prior to the completion of the SWS Merger and in accordance with the SWS merger agreement, on August 20, 2014, SWS granted restricted shares of SWS common stock to certain of its executive officers and key employees. On January 1, 2015, the effective time of the SWS Merger, these restricted shares of SWS common stock converted into the right to receive an aggregate of 62,994 Restricted Stock Awards based on the value of the merger consideration, and their vesting schedule did not accelerate. Such Restricted Stock Awards generally have begun to vest in three equal annual installments commencing on August 20, 2015, and are subject to service conditions set forth in the award agreements, with associated costs recognized on a straight-line basis over the respective vesting periods.

At December 31, 2016, unrecognized compensation expense related to outstanding Restricted Stock Awards of $33 thousand is expected to be recognized over a weighted average period of 0.64 years.

Restricted Stock Units

The Compensation Committee of the board of directors of the Company has issued RSUs pursuant to the 2012 Plan. Certain RSUs are subject to time-based vesting conditions and generally provided for a cliff vest on the third anniversary of the grant date, while other RSUs provided for vesting based upon the achievement of certain performance goals over a three-year period service conditions set forth in the award agreements, with associated costs generally recognized on a straight-line basis over the respective vesting periods. The RSUs are not transferable, and the shares of common stock issuable upon conversion of vested RSUs may be subject to transfer restrictions for a period of one year following conversion, subject to certain exceptions. In addition, the applicable RSU award agreements provide for accelerated vesting under certain conditions.

At December 31, 2016, 1,171,197 of the outstanding RSUs are subject to time-based vesting conditions and generally cliff vest on the third anniversary of the grant date, and 284,398 outstanding RSUs vest based upon the achievement of certain performance goals over a three-year period. At December 31, 2016, unrecognized compensation expense related to outstanding RSUs of $12.9 million is expected to be recognized over a weighted average period of 1.42 years.

The following table summarizes information about nonvested Restricted Stock Award and RSU activity for the noted periods (shares in thousands).

	Restricted Stock Awards		RSUs	
	Outstanding	Weighted Average Grant Date Fair Value	Outstanding	Weighted Average Grant Date Fair Value
Balance, December 31, 2013	471	$ 13.32	-	$ -
Granted	-	$ -	444	$ 23.16
Vested/Released	(2)	$ 13.25	(1)	$ 24.06
Forfeited	(3)	$ 13.25	(8)	$ 23.74
Balance, December 31, 2014	466	$ 13.32	435	$ 23.14
Granted	63	$ 19.95	491	$ 19.61
Vested/Released	(54)	$ 19.58	(12)	$ 22.45
Forfeited	(22)	$ 13.25	(39)	$ 21.93
Balance, December 31, 2015	453	$ 13.50	875	$ 21.22
Granted	-	$ -	598	$ 17.78
Vested/Released	(447)	$ 13.41	(7)	$ 22.22
Forfeited	(2)	$ 19.72	(10)	$ 20.70
Balance, December 31, 2016	4	$ 19.95	1,456	$ 19.83

Vested/Released Restricted Stock Awards and RSUs include an aggregate of 130,529 shares withheld to satisfy employee statutory tax obligations during 2016, 2015 and 2014. Pursuant to certain RSU award agreements, an aggregate of 8,247 vested RSUs at December 31, 2016 require deferral of the settlement in shares and statutory tax obligations to a future date.

Stock Options

Stock options granted on November 2, 2011 to two senior executives pursuant to the 2003 Plan to purchase an aggregate of 600,000 shares of the Company’s common stock (the “Stock Option Awards”) at an exercise price of $7.70 per share were fully vested and exercisable at November 2, 2015. As of December 31, 2016, all Stock Option Awards have been exercised.

21. Regulatory Matters

Banking and Hilltop

PlainsCapital and Hilltop are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory — and possibly additional discretionary — actions by regulators that, if undertaken, could have a direct, material effect on the consolidated financial statements. The regulations require PlainsCapital and Hilltop to meet specific capital adequacy guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices.

In January 2015, the comprehensive capital framework ("Basel III") for U.S. banking organizations became effective for PlainsCapital and Hilltop for reporting periods beginning after January 1, 2015 (subject to a phase-in period through January 2019). Under Basel III, total capital consists of two tiers of capital, Tier 1 and Tier 2. Tier 1 capital is further composed of common equity Tier 1 capital and additional Tier 1 capital. Total capital is the sum of Tier 1 capital and Tier 2 capital. The Company performs reviews of the classification and calculation of risk-weighted assets to ensure accuracy and compliance with the Basel III regulatory capital requirements. The capital classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Quantitative measures established by regulation to ensure capital adequacy require the companies to maintain minimum amounts and ratios (set forth in the following table) of Tier 1 capital (as defined in the regulations) to total average assets (as defined), and minimum ratios of common equity Tier 1, Tier 1 and total capital (as defined) to risk-weighted assets (as defined).

In order to avoid limitations on capital distributions, including dividend payments, stock repurchases and certain discretionary bonus payments to executive officers, Basel III also implemented a capital conservation buffer, which requires a banking organization to hold a buffer above its minimum risk-based capital requirements. This buffer will help to ensure that banking organizations conserve capital when it is most needed, allowing them to better weather periods of economic stress. The buffer is measured relative to risk-weighted assets. The phase-in of the capital conservation buffer requirements began on January 1, 2016 for Hilltop and PlainsCapital. Based on the actual ratios as shown in the table below, Hilltop and PlainsCapital exceed each of the capital conservation buffer requirements in effect as of December 31, 2016, as well as the fully phased-in requirements through 2019.

In addition, under the final rules, bank holding companies with less than $15 billion in assets as of December 31, 2009 are allowed to continue to include junior subordinated debentures in Tier 1 capital, subject to certain restrictions. However, if an institution grows to above $15 billion in assets as a result of an acquisition, or organically grows to above $15 billion in assets and then makes an acquisition, the combined trust preferred issuances must be phased out of Tier 1 and into Tier 2 capital (75% in 2015 and 100% in 2016). All of the debentures issued to the Trusts, less the common stock of the Trusts, qualified as Tier 1 capital as of December 31, 2016, under guidance issued by the Board of Governors of the Federal Reserve System.

The following table shows PlainsCapital's and Hilltop's actual capital amounts and ratios in accordance with Basel III compared to the regulatory minimum capital requirements including conservation buffer in effect at the end of the period and on a fully phased-in basis as if such requirements were currently in effect as measured at December 31, 2016 and 2015, respectively (dollars in thousands). Based on the actual capital amounts and ratios shown in the following table, PlainsCapital's ratios place it in the "well capitalized" (as defined) capital category under regulatory requirements.

	Actual		Minimum Capital Requirements Including Conservation Buffer		
			In Effect at End of Period	Fully Phased In	To Be Well Capitalized
	Amount	Ratio	Ratio	Ratio	Ratio
December 31, 2016					
Tier 1 capital (to average assets):					
PlainsCapital	$ 1,108,484	12.35 %	4.0 %	4.0 %	5.0 %
Hilltop	1,652,101	13.51 %	4.0 %	4.0 %	N/A
Common equity Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,108,484	14.64 %	5.125 %	7.0 %	6.5 %
Hilltop	1,602,400	18.30 %	5.125 %	7.0 %	N/A
Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,108,484	14.64 %	6.625 %	8.5 %	8.0 %
Hilltop	1,652,101	18.87 %	6.625 %	8.5 %	N/A
Total capital (to risk-weighted assets):					
PlainsCapital	1,164,767	15.38 %	8.625 %	10.5 %	10.0 %
Hilltop	1,693,240	19.34 %	8.625 %	10.5 %	N/A
December 31, 2015					
Tier 1 capital (to average assets):					
PlainsCapital	$ 1,064,212	13.22 %	4.0 %	4.0 %	5.0 %
Hilltop	1,520,514	12.65 %	4.0 %	4.0 %	N/A
Common equity Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,063,041	16.23 %	4.5 %	7.0 %	6.5 %
Hilltop	1,469,642	17.87 %	4.5 %	7.0 %	N/A
Tier 1 capital (to risk-weighted assets):					
PlainsCapital	1,064,212	16.25 %	6.0 %	8.5 %	8.0 %
Hilltop	1,520,514	18.48 %	6.0 %	8.5 %	N/A
Total capital (to risk-weighted assets):					
PlainsCapital	1,112,654	16.99 %	8.0 %	10.5 %	10.0 %
Hilltop	1,553,867	18.89 %	8.0 %	10.5 %	N/A

A reconciliation of equity capital to common equity Tier 1, Tier 1 and total capital (as defined) is as follows (in thousands).

	December 31, 2016		December 31, 2015	
	PlainsCapital	Hilltop	PlainsCapital	Hilltop
Total equity capital	$ 1,337,746	$ 1,870,509	$ 1,293,327	$ 1,736,954
Add:				
Net unrealized holding losses (gains) on securities available for sale and held in trust	2,303	(485)	(567)	(2,629)
Deduct:				
Goodwill and other disallowed intangible assets	(231,565)	(267,624)	(229,656)	(264,683)
Other	—	—	(63)	—
Common equity Tier 1 capital (as defined)	1,108,484	1,602,400	1,063,041	1,469,642
Add: Tier 1 capital				
Trust preferred securities	—	65,000	—	65,000
Minority interests	—	—	1,171	1,171
Deduct:				
Additional Tier 1 capital deductions	—	(15,299)	—	(15,299)
Tier 1 capital (as defined)	1,108,484	1,652,101	1,064,212	1,520,514
Add: Allowable Tier 2 capital				
Allowance for loan losses	56,283	56,438	48,442	48,652
Net unrealized holding losses on equity securities	—	—	—	—
Deduct:				
Additional Tier 2 capital deductions	—	(15,299)	—	(15,299)
Total capital (as defined)	$ 1,164,767	$ 1,693,240	$ 1,112,654	$ 1,553,867

Broker-Dealer

Pursuant to the net capital requirements of the Exchange Act, Hilltop Securities elected to determine its net capital requirement using the alternative method. Accordingly, Hilltop Securities is required to maintain minimum net capital, as defined in Rule 15c3-1 promulgated under the Exchange Act, equal to the greater of $250,000 and 1,000,000, respectively, or 2% of aggregate debit balances, as defined in Rule 15c3-3 promulgated under the Exchange Act. Additionally, the net capital rule of the NYSE provides that equity capital may not be withdrawn or cash dividends paid if resulting net capital would be less than 5% of the aggregate debit items. HTS Independent Network follows the primary (aggregate indebtedness) method, as defined in Rule 15c3-1 promulgated under the Exchange Act, which requires the maintenance of the larger of minimum net capital of $250,000 or 1/15 of aggregate indebtedness.

At December 31, 2016, the net capital position of each of the Hilltop Broker-Dealers was as follows (in thousands).

	Hilltop Securities	HTS Independent Network
Net capital	$ 135,079	$ 3,019
Less required net capital	9,563	250
Excess net capital	$ 125,516	$ 2,769
Net capital as a percentage of aggregate debit items	28.3 %	
Net capital in excess of 5% aggregate debit items	$ 111,172	

Under certain conditions, the Hilltop Broker-Dealers may be required to segregate cash and securities in a special reserve account for the benefit of customers under Rule 15c3-3 promulgated under the Exchange Act. Assets segregated under the provisions of the Exchange Act are not available for general corporate purposes. At December 31, 2016 and 2015, the Hilltop Broker-Dealers held cash of $181.0 million and $158.6 million, respectively, segregated in special reserve bank accounts for the benefit of customers. The Hilltop Broker-Dealers were not required to segregate cash or securities in special reserve accounts for the benefit of proprietary accounts of introducing broker-dealers at December 31, 2016 and 2015. The fair values of these segregated assets included in special reserve accounts were determined using Level 1 inputs.

Mortgage Origination

As a mortgage originator, PrimeLending and its subsidiaries are subject to minimum net worth and liquidity requirements established by the United States Department of Housing and Urban Development ("HUD") and the GNMA, as applicable. On an annual basis, PrimeLending and its subsidiaries submit audited financial statements to HUD and GNMA, as applicable, documenting their respective compliance with minimum net worth and liquidity requirements. As of December 31, 2016, PrimeLending and its subsidiaries' net worth and liquidity exceeded the amounts required by both HUD and GNMA, as applicable.

Insurance

The statutory financial statements of the Company's insurance subsidiaries, which are domiciled in the State of Texas, are presented on the basis of accounting practices prescribed or permitted by the Texas Department of Insurance. Texas has adopted the statutory accounting practices of the National Association of Insurance Commissioners' ("NAIC") as the basis of its statutory accounting practices with certain differences that are not significant to the insurance company subsidiaries' statutory equity.

A summary of statutory capital and surplus and statutory net income of each insurance subsidiary is as follows (in thousands).

	December 31,	
	2016	2015
Capital and surplus:		
National Lloyds Insurance Company	$ 131,328	$ 121,750
American Summit Insurance Company	30,462	30,592

	Year Ended December 31,		
	2016	2015	2014
Statutory net income:			
National Lloyds Insurance Company	$ 13,043	$ 9,000	$ 14,893
American Summit Insurance Company	2,124	1,611	2,554

Regulations of the Texas Department of Insurance require insurance companies to maintain minimum levels of statutory surplus to ensure their ability to meet their obligations to policyholders. At December 31, 2016, the Company's insurance subsidiaries had statutory surplus in excess of the minimum required.

The NAIC has adopted a risk based capital ("RBC") formula for insurance companies that establishes minimum capital requirements indicating various levels of available regulatory action on an annual basis relating to insurance risk, asset credit risk, interest rate risk and business risk. The RBC formula is used by the NAIC and certain state insurance regulators as an early warning tool to identify companies that require additional scrutiny or regulatory action. At December 31, 2016, the Company's insurance subsidiaries' RBC ratio exceeded the level at which regulatory action would be required.

22. Stockholders' Equity

The Bank is subject to certain restrictions on the amount of dividends it may declare without prior regulatory approval. At December 31, 2016, $220.9 million of its earnings was available for dividend declaration without prior regulatory approval.

At December 31, 2016, the maximum aggregate dividend that may be paid to NLC from its insurance company subsidiaries without regulatory approval was $16.1 million.

Dividend Declaration

On January 26, 2017, the Company announced that its board of directors declared a quarterly cash dividend of $0.06 per common share, payable on February 28, 2017, to all common stockholders of record as of the close of business on February 15, 2017.

Stock Repurchase Programs

During the second quarter of 2015, the Company's board of directors approved a stock repurchase program under which it authorized the Company to repurchase, in the aggregate, up to $30.0 million of its outstanding common stock. Under the stock repurchase program authorized, the Company could repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of September 30, 2015, the Company had repurchased an aggregate of $30.0 million of its outstanding common stock. The extent to which the Company repurchased its shares and the timing of such repurchases depended upon market conditions and other corporate considerations, as determined by Hilltop's management team. During 2015, the Company paid $30.0 million to repurchase and retire an aggregate of 1,390,977 shares of common stock at an average price of $21.56 per share. These retired shares were returned to the Company's pool of authorized but unissued shares of common stock. The purchases were funded from available cash balances. This stock repurchase program terminated effective December 31, 2015.

The Company's board of directors reauthorized the stock repurchase program originally approved during the second quarter of 2016 through January 2018, under which the Company may to repurchase, in the aggregate, up to $50.0 million of its outstanding common stock. Under the stock repurchase program authorized, the Company could repurchase shares in open-market purchases or through privately negotiated transactions as permitted under Rule 10b-18 promulgated under the Exchange Act. As of December 31, 2016, the Company had not repurchased any shares of its outstanding common stock under this stock repurchase program. The extent to which the Company repurchases its shares and the timing of such repurchases depends upon market conditions and other corporate considerations, as determined by Hilltop's management team.

Series B Preferred Stock

As a result of the PlainsCapital Merger, the outstanding shares of PCC's Non-Cumulative Perpetual Preferred Stock, Series C, all of which were held by the U.S. Treasury, were converted on a one-for-one basis into 114,068 shares of Hilltop Non-Cumulative Perpetual Preferred Stock, Series B ("Hilltop Series B Preferred Stock"). The terms of the Hilltop Series B Preferred Stock provided for the payment of non-cumulative dividends on a quarterly basis. The dividend rate, as a percentage of the liquidation amount, fluctuated until December 31, 2013 based upon changes in the level of "qualified small business lending" ("QSBL") by the Bank. The shares of Hilltop Series B Preferred Stock were senior to shares of Hilltop common stock with respect to dividends and liquidation preference, and qualified as Tier 1 Capital for regulatory purposes.

The dividend rate on the Hilltop Series B Preferred Stock had been fixed at 5.0% since January 1, 2014, based upon the level of QSBL at September 30, 2013. On April 28, 2015, as discussed in Note 13 to the consolidated financial statements, Hilltop used the net proceeds of the offering of Senior Notes to redeem all shares of Hilltop Series B Preferred Stock at an aggregate liquidation value of $114.1 million, plus accrued but unpaid dividends of $0.4 million.

23. Other Noninterest Income and Expense

The following tables show the components of other noninterest income and expense (in thousands).

	Year Ended December 31, 2016	2015	2014
Other noninterest income:			
Net gains from Hilltop Broker-Dealer structured finance activities	$ 86,383	$ 44,042	$ 16,228
Net gains from trading securities portfolio	15,926	12,796	2,126
Service charges on depositor accounts	14,162	15,169	16,730
Trust fees	6,782	7,113	6,330
Direct bill fees and insurance service fee income	4,818	5,329	5,719
Revenue from check and stored value cards	5,036	7,110	7,614
Commission and insurance agency income	4,206	3,819	3,380
Rent and other income from other real estate owned	1,461	3,559	5,703
FDIC indemnification asset accretion	242	1,147	3,445
Net gain on investment in SWS common stock	—	—	5,985
Other	15,248	6,381	6,281
	$ 154,264	$ 106,465	$ 79,541
Other noninterest expense:			
Professional services	$ 86,518	$ 58,892	$ 44,557
Data processing	35,722	35,986	23,096
Unreimbursed loan closing costs	31,234	35,253	32,669
Marketing	31,127	26,957	21,372
Mortgage servicing-related costs	10,505	8,380	5,032
Amortization of intangible assets	10,174	12,375	11,138
Printing, stationery and supplies	9,008	7,949	4,902
FDIC "true-up"	8,750	5,475	—
Telecommunications	7,899	7,324	11,249
Acquisition costs	7,476	13,400	1,406
Funding fees	7,451	5,865	2,521
Repossession and foreclosure	7,042	14,385	17,621
Other	82,402	76,043	56,016
	$ 335,308	$ 308,284	$ 231,579

24. Derivative Financial Instruments

The Company uses various derivative financial instruments to mitigate interest rate risk. The Bank's interest rate risk management strategy involves effectively managing the re-pricing characteristics of certain assets and liabilities to mitigate potential adverse impacts from changes in interest rates on the net interest margin. PrimeLending has interest rate risk relative to IRLCs and its inventory of mortgage loans held for sale. PrimeLending is exposed to such interest rate risk from the time an IRLC is made to an applicant to the time the related mortgage loan is sold. To mitigate interest rate risk, PrimeLending executes forward commitments to sell mortgage-backed securities ("MBSs"). Additionally, PrimeLending has interest rate risk relative to its MSR asset. During the third quarter of 2014, PrimeLending began using derivative instruments, including interest rate swaps and swaptions, and U.S. Treasury bond futures and options to hedge this risk. The Hilltop Broker-Dealers use forward commitments to both purchase and sell MBSs to facilitate customer transactions and as a means to hedge related exposure to interest rate risk in certain inventory positions.

Non-Hedging Derivative Instruments and the Fair Value Option

As discussed in Note 3 to the consolidated financial statements, the Company has elected to measure substantially all mortgage loans held for sale at fair value under the provisions of the Fair Value Option. The election provides the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without applying complex hedge accounting provisions. The fair values of PrimeLending's IRLCs, forward commitments, and interest rate swaps and swaptions, and U.S. Treasury bond futures and options are recorded in other assets or other liabilities, as appropriate, and changes in the fair values of these derivative instruments are recorded as a component of net gains from sale of loans and other mortgage production income. The fair value of PrimeLending's derivative instruments increased $8.0 million and $17.3 million during 2016 and 2015, respectively, compared with a decrease of $16.3 million during 2014. Changes in fair value are attributable to changes in the volume of IRLCs, mortgage loans held for sale, commitments to purchase and sell MBSs and MSR assets, and changes in market interest rates. Changes in market interest rates also conversely affect the value of PrimeLending's mortgage loans held for sale and its MSR asset, which are measured at fair value under the Fair Value Option. The effect of the change in market interest rates on PrimeLending's loans held for sale and MSR asset is discussed in Note 3 to the consolidated financial statements. The fair values of the Hilltop Broker-Dealers' derivative instruments are recorded in other assets or other liabilities, as appropriate, and the fair values of the Hilltop Broker-Dealers' derivatives decreased $23.4 million during 2016, compared with increases of $43.7 million and $16.2 million 2015 and 2014, respectively. The changes in fair value were recorded as a component of other noninterest income.

Derivative positions are presented in the following table (in thousands).

	December 31, 2016		December 31, 2015	
	Notional Amount	Estimated Fair Value	Notional Amount	Estimated Fair Value
Derivative instruments:				
IRLCs	$ 944,550	$ 23,269	$ 944,942	$ 23,762
Commitments to purchase MBSs	3,616,922	(1,155)	3,151,862	8,350
Commitments to sell MBSs	5,609,250	(532)	5,038,565	(2,352)
Interest rate swaps and swaptions	32,452	(283)	409,982	490
U.S. Treasury bond futures and options [1]	297,000	—	—	—

(1) Changes in the fair value of these contracts are settled daily with PrimeLending's counterparty.

PrimeLending has a payable totaling $19.1 million on its net liability derivative position on its commitments to sell MBSs at December 31, 2016, compared to cash collateral advances totaling $0.8 million to offset net liability derivative positions on its commitments to sell MBSs at December 31, 2015. In addition, PrimeLending advanced cash collateral totaling $3.2 million on its U.S. Treasury bond futures and options at December 31, 2016 and $6.4 million in initial margin on its interest rate swaps and swaptions at December 31, 2015. These amounts are included in other assets within the consolidated balance sheets.

25. Balance Sheet Offsetting

Certain financial instruments, including resale and repurchase agreements, securities lending arrangements and derivatives, may be eligible for offset in the consolidated balance sheets and/or subject to master netting arrangements or similar agreements. The following tables present the assets and liabilities subject to enforceable master netting arrangements, repurchase agreements, or similar agreements with offsetting rights (in thousands).

	Gross Amounts of Recognized Assets	Gross Amounts Offset in the Balance Sheet	Net Amounts of Assets Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet: Financial Instruments	Gross Amounts Not Offset in the Balance Sheet: Cash Collateral Pledged	Net Amount
December 31, 2016						
Securities borrowed:						
Institutional counterparties	$ 1,436,069	$ —	$ 1,436,069	$ (1,385,664)	$ —	$ 50,405
Reverse repurchase agreements:						
Institutional counterparties	89,430	—	89,430	(89,369)	—	61
Forward MBS derivatives:						
Institutional counterparties	21,366	(3,893)	17,473	(9,012)	—	8,461
	$ 1,546,865	$ (3,893)	$ 1,542,972	$ (1,484,045)	$ —	$ 58,927
December 31, 2015						
Securities borrowed:						
Institutional counterparties	$ 1,307,741	$ —	$ 1,307,741	$ (1,307,741)	$ —	$ —
Interest rate swaps and swaptions:						
Institutional counterparties	1,526	(393)	1,133	—	—	1,133
Reverse repurchase agreements:						
Institutional counterparties	105,660	—	105,660	(105,412)	—	248
Forward MBS derivatives:						
Institutional counterparties	1,377	—	1,377	(1,377)	—	—
	$ 1,416,304	$ (393)	$ 1,415,911	$ (1,414,530)	$ —	$ 1,381

	Gross Amounts of Recognized Liabilities	Gross Amounts Offset in the Balance Sheet	Net Amounts of Liabilities Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet: Financial Instruments	Gross Amounts Not Offset in the Balance Sheet: Cash Collateral Pledged	Net Amount
December 31, 2016						
Securities loaned:						
Institutional counterparties	$ 1,283,676	$ —	$ 1,283,676	$ (1,237,868)	$ —	$ 45,808
Interest rate swaps and swaptions:						
Institutional counterparties	297	(14)	283	(3,000)	—	(2,717)
Repurchase agreements:						
Institutional counterparties	39,970	—	39,970	(39,970)	—	—
Customer counterparties	155,194	—	155,194	(155,194)	—	—
Forward MBS derivatives:						
Institutional counterparties	19,159	—	19,159	(19,159)	—	—
	$ 1,498,296	$ (14)	$ 1,498,282	$ (1,455,191)	$ —	$ 43,091
December 31, 2015						
Securities loaned:						
Institutional counterparties	$ 1,235,466	—	1,235,466	(1,235,466)	—	—
Interest rate swaps and swaptions:						
Institutional counterparties	643	—	643	(2,519)	—	(1,876)
Repurchase agreements:						
Institutional counterparties	69,748	—	69,748	(69,748)	—	—
Customer counterparties	148,000	—	148,000	(148,000)	—	—
Forward MBS derivatives:						
Institutional counterparties	4,385	(1,769)	2,616	(1,420)	—	1,196
	$ 1,458,242	$ (1,769)	$ 1,456,473	$ (1,457,153)	$ —	$ (680)

Secured Borrowing Arrangements

Secured Borrowings (Repurchase Agreements) — The Company participates in transactions involving securities sold under repurchase agreements, which are secured borrowings and generally mature within one to thirty days from the transaction date. Securities sold under repurchase agreements are reflected at the amount of cash received in connection with the transactions. The Company may be required to provide additional collateral based on the fair value of the underlying securities, which is monitored on a daily basis.

Securities Lending Activities — The Company's securities lending activities include lending securities for other broker-dealers, lending institutions and its own clearing and retail operations. These activities involve lending securities to other broker-dealers to cover short sales, to complete transactions in which there has been a failure to deliver securities by the required settlement date and as a conduit for financing activities.

When lending securities, the Company receives cash or similar collateral and generally pays interest (based on the amount of cash deposited) to the other party to the transaction. Securities lending transactions are executed pursuant to written agreements with counterparties that generally require securities loaned to be marked-to-market on a daily basis. The Company receives collateral in the form of cash in an amount generally in excess of the fair value of securities loaned. The Company monitors the fair value of securities loaned on a daily basis, with additional collateral obtained or refunded, as necessary. Collateral adjustments are made on a daily basis through the facilities of various clearinghouses. The Company is a principal in these securities lending transactions and is liable for losses in the event of a failure of any other party to honor its contractual obligation. Management sets credit limits with each counterparty and reviews these limits regularly to monitor the risk level with each counterparty. The Company is subject to credit risk through its securities lending activities if securities prices decline rapidly because the value of the Company's collateral could fall below the amount of the indebtedness it secures. In rapidly appreciating markets, credit risk increases due to short positions. The Company's securities lending business subjects the Company to credit risk if a counterparty fails to perform or if collateral securing its obligations is insufficient. In securities transactions, the Company is subject to credit risk during the period between the execution of a trade and the settlement by the customer.

The following tables present the remaining contractual maturities of repurchase agreement and securities lending transactions accounted for as secured borrowings (in thousands). The Company had no repurchase-to-maturity transactions outstanding at both December 31, 2016 or 2015.

	Remaining Contractual Maturities				
December 31, 2016	**Overnight and Continuous**	**Up to 30 Days**	**30-90 Days**	**Greater Than 90 Days**	**Total**
Repurchase agreement transactions:					
U.S. Treasury and agency securities	$ 195,164	$ —	$ —	$ —	$ 195,164
Securities lending transactions:					
Corporate securities	14,816	—	—	—	14,816
Equity securities	1,268,860	—	—	—	1,268,860
Total	$ 1,478,840	$ —	$ —	$ —	$ 1,478,840
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					$ 1,478,840
Amount related to agreements not included in offsetting disclosure above					$ —

	Remaining Contractual Maturities				
December 31, 2015	**Overnight and Continuous**	**Up to 30 Days**	**30-90 Days**	**Greater Than 90 Days**	**Total**
Repurchase agreement transactions:					
U.S. Treasury and agency securities	$ 201,090	$ 16,658	$ —	$ —	$ 217,748
Securities lending transactions:					
U.S. Treasury and agency securities	12,646	—	—	—	12,646
Corporate securities	5,993	—	—	—	5,993
Equity securities	1,216,827	—	—	—	1,216,827
Total	$ 1,436,556	$ 16,658	$ —	$ —	$ 1,453,214
Gross amount of recognized liabilities for repurchase agreement and securities lending transactions in offsetting disclosure above					$ 1,453,214
Amount related to agreements not included in offsetting disclosure above					$ —

26. Broker-Dealer and Clearing Organization Receivables and Payables

Broker-dealer and clearing organization receivables and payables consisted of the following (in thousands).

	December 31, 2016	December 31, 2015
Receivables:		
Securities borrowed	$ 1,436,069	$ 1,307,741
Securities failed to deliver	33,834	25,087
Clearing organizations	—	16,701
Trades in process of settlement	10,223	5,707
Other	17,615	7,263
	$ 1,497,741	$ 1,362,499
Payables:		
Securities loaned	$ 1,283,676	$ 1,235,466
Correspondents	31,040	69,046
Securities failed to receive	31,724	28,352
Trades in process of settlement	—	1,311
Clearing organizations and other	688	4,130
	$ 1,347,128	$ 1,338,305

27. Deferred Policy Acquisition Costs

Policy acquisition expenses, primarily commissions, premium taxes and underwriting expenses related to the successful issuance of a new or renewal policy incurred by NLC are deferred and charged against income ratably over the terms of the related policies. A summary of the activity in deferred policy acquisition costs is as follows (in thousands).

	Year Ended December 31, 2016	2015	2014
Balance, beginning of year	$ 19,874	$ 20,416	$ 20,991
Acquisition expenses capitalized	37,231	39,716	41,034
Amortization charged to income	(38,502)	(40,258)	(41,609)
Balance, end of year	$ 18,603	$ 19,874	$ 20,416

Amortization is included in policy acquisition and other underwriting expenses in the accompanying consolidated statements of operations.

28. Reserve for Losses and Loss Adjustment Expenses

A summary of NLC's reserve for unpaid losses and LAE, as included in other liabilities within the consolidated balance sheets, is as follows (in thousands).

	December 31, 2016	December 31, 2015
Reserve for unpaid losses and allocated LAE balance, net	$ 25,203	$ 29,522
Reinsurance recoverables on unpaid losses	9,434	13,502
Unallocated LAE	1,189	1,333
Reserve for unpaid losses and LAE balance, gross	$ 35,826	$ 44,357

A summary of claims loss reserve development activity as of December 31, 2016 is presented in the following table (in thousands).

Accident Year	Year Ended December 31, 2016 Paid	Year Ended December 31, 2016 Incurred	December 31, 2016 Total of IBNR Reserves Plus Expected Development on Reported Claims	December 31, 2016 Cumulative Number of Reported Claims
2012	$ 112,062	$ 114,517	$ 38	16,555
2013	109,662	111,011	90	15,569
2014	81,684	84,221	392	12,927
2015	82,940	88,477	3,314	14,723
2016	71,543	84,771	7,150	20,336
Total	457,891	$ 482,997		
	97	All outstanding reserves prior to 2012, net of reinsurance		
	$ 25,203	Reserve for unpaid losses and allocated LAE, net of reinsurance		

29. Reinsurance Activity

NLC limits the maximum net loss that can arise from large risks or risks in concentrated areas of exposure by reinsuring (ceding) certain levels of risk. Substantial amounts of business are ceded, and these reinsurance contracts do not relieve NLC from its obligations to policyholders. Such reinsurance includes quota share, excess of loss, catastrophe, and other forms of reinsurance on essentially all property and casualty lines of insurance. Net insurance premiums earned, losses and LAE and policy acquisition and other underwriting expenses are reported net of the amounts related to reinsurance ceded to other companies. Amounts recoverable from reinsurers related to the portions of the liability for losses and LAE and unearned insurance premiums ceded to them are reported as assets. Failure of reinsurers to honor their obligations could result in losses to NLC; consequently, allowances are established for amounts deemed uncollectible as NLC evaluates the financial condition of its reinsurers and monitors concentrations of credit risk arising from similar geographic regions, activities, or economic characteristics of the reinsurers to minimize its exposure to significant losses from reinsurer insolvencies. At December 31, 2016, reinsurance receivables have a carrying value of $13.7 million, which is included in other assets within the consolidated balance sheet. There was no allowance for uncollectible accounts at December 31, 2016, based on NLC's quality requirements.

Reinsurers with a balance in excess of 5% of the Company's outstanding reinsurance receivables at December 31, 2016 are listed below (in thousands).

	Balances Due From Reinsurers	A.M. Best Rating
Federal Emergency Management Agency	$ 3,439	N/A
Partner Reinsurance Co.	1,696	A
Aspen Bermuda	1,630	A
R&V Versicherung AG	1,269	N/A
Everest Re	1,239	A+
General Reinsurance Corporation	1,062	A++
Lloyd's Syndicate #2791	759	N/A
Lloyd's Syndicate #2001	718	A+
	$ 11,812	

The effects of reinsurance on premiums written and earned are summarized as follows (in thousands).

	Year Ended December 31,					
	2016		2015		2014	
	Written	Earned	Written	Earned	Written	Earned
Premiums from direct business	$ 152,970	$ 159,884	$ 167,025	$ 169,334	$ 172,464	$ 173,496
Reinsurance assumed	11,338	11,024	10,714	10,283	9,746	8,960
Reinsurance ceded	(14,962)	(15,363)	(17,170)	(17,535)	(17,845)	(17,932)
Net premiums	$ 149,346	$ 155,545	$ 160,569	$ 162,082	$ 164,365	$ 164,524

The effects of reinsurance on incurred losses are as follows (in thousands).

	Year Ended December 31,		
	2016	2015	2014
Loss and LAE incurred	$ 113,494	$ 123,017	$ 97,011
Reinsurance recoverables	(24,251)	(23,951)	(2,582)
Net loss and LAE incurred	$ 89,243	$ 99,066	$ 94,429

Catastrophic coverage

NLC's liabilities for losses and LAE include liabilities for reported losses, liabilities for IBNR losses and liabilities for LAE less a reduction for reinsurance recoverables related to those liabilities. The amount of liabilities for reported claims is based primarily on a claim-by-claim evaluation of coverage, liability, injury severity or scope of property damage, and any other information considered relevant to estimating exposure presented by the claim. The amounts of liabilities for IBNR losses and LAE are estimated on the basis of historical trends, adjusted for changes in loss costs, underwriting standards, policy provisions, product mix and other factors. Estimating the liability for unpaid losses and LAE is inherently judgmental and is influenced by factors that are subject to significant variation. Liabilities for LAE are intended to cover the ultimate cost of settling claims, including investigation and defense of lawsuits resulting from such claims. Based upon the contractual terms of the reinsurance agreements, reinsurance recoverables offset, in part, NLC's gross liabilities.

Effective July 1, 2015, NLC renewed its catastrophic excess of loss reinsurance coverage for a two year period. At December 31, 2016, NLC had catastrophic excess of loss reinsurance coverage of losses per event in excess of $8 million retention by NLIC and $1.5 million retention by ASIC. ASIC maintained an underlying layer of coverage, providing $6.5 million in excess of its $1.5 million retention to bridge to the primary program. The reinsurance in excess of $8 million is comprised of four layers of protection: $17 million in excess of $8 million retention and/or loss; $25 million in excess of $25 million loss; $25 million in excess of $50 million loss and $50 million in excess of $75 million loss. NLIC and ASIC retain no participation in any of the layers, beyond the first $8 million and $1.5 million, respectively. At December 31, 2016, total retention for any one catastrophe that affects both NLIC and ASIC was limited to $8 million in the aggregate.

Effective January 1, 2017, NLC renewed its underlying excess of loss contract that provides $10.0 million aggregate coverage in excess of NLC's per event retention and aggregate retention for sub-catastrophic events. NLC retains no participation beyond the first $1 million, which is consistent with 2016 and down from 9% participation in this coverage during 2015.

During 2016, 2015 and 2014, NLC experienced no significant catastrophes that resulted in losses in excess of retention at NLIC or ASIC. There were 15 tornado, hail and wind storms during 2016 that fit the coverage criteria for the underlying excess of loss contract providing aggregate coverage for sub-catastrophic events. These events had a gross incurred loss total of $44.0 million, which developed a reinsured recoverable of $10.0 million at the 100% subscription level. During 2015, the 11 tornado, hail and wind storms that exceeded retention had incurred losses of $35.3 million, which developed a reinsured recoverable of $9.1 million at the 91% subscription level. During 2014, the eight tornado, hail and wind storms that exceeded retention had incurred losses of $21.7 million, which developed a reinsured recoverable of $1.8 million at the 66% subscription level. These losses have no effect on net loss and LAE incurred beyond retention because the catastrophic events exceeded retention levels and are fully recoverable. The primary financial effect beyond the reinsurance retention is additional reinstatement premium payable to the affected reinsurers. Reinstatement premiums during 2016, 2015 and 2014 of $0.6 million, $0.2 million and $0.2 million, respectively, were recorded as ceded premiums.

Multi-line excess of loss coverage

Through December 31, 2015, in addition to the catastrophe reinsurance noted above, both NLIC and ASIC participated in an excess of loss program placed with various reinsurers. This program was limited to each risk with respect to property and liability in the amount of $500,000 for each of NLIC and ASIC. Each of NLIC and ASIC retained $500,000 in this program. Effective January 1, 2016, NLC did not renew its multi-line excess of loss coverage.

30. Segment and Related Information

The Company currently has four reportable business segments that are organized primarily by the core products offered to the segments' respective customers. These segments reflect the manner in which operations are managed and the criteria used by the Company's chief operating decision maker function to evaluate segment performance, develop strategy and allocate resources. The chief operating decision maker function consists of the Company's President and Co-Chief Executive Officer and the Company's Vice Chairman and Co-Chief Executive Officer.

The banking segment includes the operations of the Bank and, since January 1, 2015, the operations of the former SWS FSB acquired in the SWS Merger. The broker-dealer segment includes the operations of FSC and, since January 1, 2015, the broker-dealer operations acquired in the SWS Merger. The mortgage origination segment is composed of PrimeLending, while the insurance segment is composed of NLC.

Corporate includes certain activities not allocated to specific business segments. These activities include holding company financing and investing activities, and management and administrative services to support the overall operations of the Company including, but not limited to, certain executive management, corporate relations, legal, finance and acquisition costs.

Balance sheet amounts not discussed previously and the elimination of intercompany transactions are included in "All Other and Eliminations." The following tables present certain information about reportable business segment revenues, operating results, goodwill and assets (in thousands).

Year Ended December 31, 2016	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 363,083	$ 31,172	$ (11,589)	$ 3,164	$ (7,257)	$ 18,958	$ 397,531
Provision for loan losses	40,673	(53)	—	—	—	—	40,620
Noninterest income	52,579	385,766	704,126	164,841	2	(20,349)	1,286,965
Noninterest expense	244,715	377,524	614,741	146,601	29,938	(1,048)	1,412,471
Income (loss) before income taxes	$ 130,274	$ 39,467	$ 77,796	$ 21,404	$ (37,193)	$ (343)	$ 231,405

Year Ended December 31, 2015	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 369,493	$ 32,971	$ (10,423)	$ 3,187	$ (5,109)	$ 18,464	$ 408,583
Provision for loan losses	12,795	(80)	—	—	—	—	12,715
Noninterest income	62,639	334,495	597,163	171,185	81,289	(19,129)	1,227,642
Noninterest expense	243,926	367,812	539,257	158,720	31,926	(1,625)	1,340,016
Income (loss) before income taxes	$ 175,411	$ (266)	$ 47,483	$ 15,652	$ 44,254	$ 960	$ 283,494

Year Ended December 31, 2014	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
Net interest income (expense)	$ 334,377	$ 12,144	$ (12,591)	$ 3,672	$ 5,219	$ 18,320	$ 361,141
Provision for loan losses	16,916	17	—	—	—	—	16,933
Noninterest income	67,438	119,451	456,776	173,577	5,985	(23,916)	799,311
Noninterest expense	245,790	124,715	431,820	151,541	13,878	(2,391)	965,353
Income (loss) before income taxes	$ 139,109	$ 6,863	$ 12,365	$ 25,708	$ (2,674)	$ (3,205)	$ 178,166

	Banking	Broker-Dealer	Mortgage Origination	Insurance	Corporate	All Other and Eliminations	Hilltop Consolidated
December 31, 2016							
Goodwill	$ 207,741	$ 7,008	$ 13,071	$ 23,988	$ —	$ —	$ 251,808
Total assets	$ 9,527,518	$ 2,777,849	$ 2,042,458	$ 347,252	$ 2,032,749	$ (3,989,764)	$ 12,738,062
December 31, 2015							
Goodwill	$ 207,741	$ 7,008	$ 13,071	$ 23,988	$ —	$ —	$ 251,808
Total assets	$ 8,707,433	$ 2,673,455	$ 1,737,843	$ 349,259	$ 1,905,547	$ (3,506,536)	$ 11,867,001

31. Earnings per Common Share

The following table presents the computation of basic and diluted earnings per common share (in thousands, except per share data).

	Year Ended December 31,		
	2016	2015	2014
Basic earnings per share:			
Income applicable to Hilltop common stockholders	$ 145,894	$ 209,119	$ 105,947
Less: income applicable to participating shares	(6)	(952)	(547)
Net earnings available to Hilltop common stockholders	$ 145,888	$ 208,167	$ 105,400
Weighted average shares outstanding - basic	98,404	99,074	89,710
Basic earnings per common share	$ 1.48	$ 2.10	$ 1.18
Diluted earnings per share:			
Income applicable to Hilltop common stockholders	$ 145,894	$ 209,119	$ 105,947
Weighted average shares outstanding - basic	98,404	99,074	89,710
Effect of potentially dilutive securities	225	888	863
Weighted average shares outstanding - diluted	98,629	99,962	90,573
Diluted earnings per common share	$ 1.48	$ 2.09	$ 1.17

32. Condensed Financial Statements of Parent

Condensed financial statements of Hilltop (parent only) follow (in thousands). Investments in subsidiaries are determined using the equity method of accounting.

Condensed Statements of Operations and Comprehensive Income

	Year Ended December 31,		
	2016	2015	2014
Dividends from bank and bank holding company subsidiaries	$ 87,826	$ —	$ —
Investment income	382	445	5,219
Interest expense	7,639	5,554	—
Net gain on investment in SWS common stock	—	—	5,985
Bargain purchase gain	—	81,289	—
Other income	2	—	—
General and administrative expense	29,938	31,926	13,878
Income (loss) before income taxes, equity in undistributed earnings of subsidiaries and preferred stock activity	50,633	44,254	(2,674)
Income tax benefit	(10,077)	(9,562)	(592)
Equity in undistributed earnings of subsidiaries	87,234	158,763	114,640
Net income	$ 147,944	$ 212,579	$ 112,558
Other comprehensive income (loss), net	(2,144)	1,978	35,514
Comprehensive income	$ 145,800	$ 214,557	$ 148,072

Condensed Balance Sheets

	December 31, 2016	2015	2014
Assets:			
Cash and cash equivalents	$ 118,290	$ 55,542	$ 145,948
Investment in subsidiaries:			
Bank and bank holding company subsidiaries	1,304,917	1,271,581	1,074,274
Nonbank subsidiaries	609,539	545,502	143,908
Investment in SWS common stock	—	—	70,282
Other assets	3	32,922	88,243
Total assets	$ 2,032,749	$ 1,905,547	$ 1,522,655
Liabilities and Stockholders' Equity:			
Accounts payable and accrued expenses	$ 13,929	$ 20,419	$ 62,203
Notes payable	148,311	148,174	—
Stockholders' equity	1,870,509	1,736,954	1,460,452
Total liabilities and stockholders' equity	$ 2,032,749	$ 1,905,547	$ 1,522,655

Condensed Statements of Cash Flows

	Year Ended December 31, 2016	2015	2014
Operating Activities:			
Net income	$ 147,944	$ 212,579	$ 112,558
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in undistributed earnings of subsidiaries	(87,234)	(158,763)	(114,640)
Bargain purchase gain	—	(81,289)	—
Deferred income taxes	(2,063)	12,429	156
Net gain on investment in SWS common stock	—	—	(5,985)
Other, net	20,812	2,443	(1,379)
Net cash provided by (used in) operating activities	79,459	(12,601)	(9,290)
Investing Activities:			
Advance to (reimbursement from) nonbank subsidiaries	6,000	—	(6,000)
Capital contribution to nonbank subsidiaries	(20,000)	—	—
Cash paid for acquisition	—	(78,217)	—
Other, net	(98)	(31)	—
Net cash used in investing activities	(14,098)	(78,248)	(6,000)
Financing Activities:			
Proceeds from issuance of common stock	4,139	—	—
Payments to repurchase common stock	—	(30,028)	—
Proceeds from issuance of notes payable	—	148,078	—
Dividends paid on common stock	(5,801)	—	—
Dividends paid on preferred stock	—	(3,539)	(5,619)
Redemption of preferred stock	—	(114,068)	—
Other, net	(951)	—	3,001
Net cash provided by (used in) financing activities	(2,613)	443	(2,618)
Net change in cash and cash equivalents	62,748	(90,406)	(17,908)
Cash and cash equivalents, beginning of year	55,542	145,948	163,856
Cash and cash equivalents, end of year	$ 118,290	$ 55,542	$ 145,948
Supplemental Schedule of Non-Cash Activities:			
Common stock issued in acquisition	$ —	$ 200,626	$ —
Conversion of available for sale investment in SWS common stock	$ —	$ —	$ 71,502

As discussed in Note 3 to the consolidated financial statements, Hilltop's investment in SWS common stock was accounted for under the provisions of the Fair Value Option effective October 2, 2014. Hilltop had previously accounted for its investments in SWS as available for sale securities. Under the Fair Value Option, Hilltop's investment in SWS common stock was recorded at fair value, with changes in fair value being recorded in other noninterest income within Hilltop's condensed statement of operations rather than as a component of other comprehensive income. Hilltop's election to apply the provisions of the Fair Value Option resulted in Hilltop recording those unrealized gains previously associated with its investment in SWS common stock of $7.2 million. For the period from October 3, 2014 through December 31, 2014, the change in fair value of Hilltop's investment in SWS common stock resulted in a loss of $1.2 million. In the aggregate, Hilltop recorded a $6.0 million net gain in income within Hilltop's condensed statement of operations during 2014.

During 2015, as further discussed in Note 13 to the consolidated financial statements, Hilltop completed an offering of $150.0 million aggregate principal amount of its 5% Senior Notes due 2025 and used the net proceeds of the offering to redeem all Hilltop's outstanding Series B Preferred Stock at an aggregate liquidation value of $114.1 million, plus accrued but unpaid dividends of $0.4 million, and utilized the remainder for general corporate purposes.

During October 2016, the Company announced that its board of directors declared a quarterly cash dividend of $0.06 per common share, or $5.8 million, paid on November 30, 2016. In addition, during the fourth quarter of 2016, Hilltop's subsidiaries declared and paid $37.8 million to the parent.

33. Recently Issued Accounting Standards

In January 2017, FASB issued ASU 2017-04 as part of its simplification initiative which removes Step 2 from the goodwill impairment test. The amendment eliminates the determination of goodwill impairment through calculation of the implied fair value when the carrying amount of a reporting unit exceeds its fair value. The amendment is effective for annual or interim goodwill impairment tests performed in annual periods beginning after December 15, 2019, using the prospective method. Early adoption is permitted for such goodwill impairment tests performed after January 1, 2017. As permitted within the amendment, the Company elected to early adopt and prospectively apply the provisions of this amendment as of January 1, 2017.

In January 2017, FASB issued ASU 2017-01 which provides guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017, using the prospective method. Early adoption is permitted. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In December 2016, FASB issued ASU 2016-19 which includes numerous technical corrections and clarifications to GAAP that are designed to remove inconsistencies in accounting guidance. Several provisions in this accounting guidance were effective immediately and did not have an impact on the Company's consolidated financial statements. Additional provisions, including disclosure requirements for financial instruments, are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2016. The Company has adopted the prospective provisions of the amendment as of January 1, 2017, which are not expected to have a significant effect on the Company's consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16 which addresses improvement in accounting for income tax consequences of intra-equity transfers of assets other than inventory. The amendment requires that an entity recognize the income tax consequences of the intra-equity transfer of an asset other than inventory when the transfer occurs. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017, using the modified retrospective transaction method. Early adoption is permitted. The Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In August 2016, FASB issued ASU 2016-15 to add or clarify guidance on the classification of certain cash receipts and payments in the statement of cash flows and to eliminate the diversity in practice related to such classifications. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after

December 15, 2017 using a retrospective transition method. Early adoption is permitted. The Company does not intend to adopt the provisions of the amendment early and does not expect such provisions to have a significant effect on the Company's consolidated financial statements.

In June 2016, FASB issued ASU 2016-13 which sets forth a "current expected credit loss" (CECL) model which requires entities to measure all credit losses expected over the life of an exposure (or pool of exposures) for financial instruments held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. This replaces the existing incurred loss model and is applicable to the measurement of credit losses on financial assets measured at amortized cost and applies to some off-balance sheet credit exposures. The amendment also requires enhanced disclosures to help financial statement users better understand significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an entity's portfolio. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2019 with a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption. Early adoption is permitted no earlier than the first quarter of 2019. The Company does not intend to adopt the provisions of the amendment early and is currently evaluating the provisions of the amendment and the impact on its future consolidated financial statements. The extent of the change in allowance for loan losses will be impacted by the portfolio composition and quality at the adoption date as well as economic conditions and forecasts at that time.

In March 2016, FASB issued ASU 2016-09 as part of its simplification initiative and affects all entities that issue share-based payment awards to their employees. The amendments in this update cover such areas as the recognition of excess tax benefits and deficiencies, the classification of those excess tax benefits on the statement of cash flows, an accounting policy election for forfeitures, the amount an employer can withhold to cover income taxes and still qualify for equity classification and the classification of those taxes paid on the statement of cash flows. The amendments are effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2016 using either the prospective, retrospective or modified retrospective transition method, depending on the area covered in this update. As permitted within the amendment, the Company elected to early adopt and prospectively apply the provisions of this amendment as of January 1, 2016.

In February 2016, FASB issued ASU 2016-02 related to leases. The new standard is intended to increase transparency and comparability among organizations and require lessees to record a right-to-use asset and liability representing the obligation to make lease payments for long-term leases. Accounting by lessors will remain largely unchanged. The amendments are effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2018. Early adoption is permitted. Adoption will require a modified retrospective transition where the lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented. The Company does not intend to adopt the provisions of the amendment early. The Company is currently evaluating the provisions of the amendment on its consolidated financial statements, but upon adoption, expects to report higher assets and liabilities as a result of including additional leases on the consolidated balance sheets.

In January 2016, FASB issued ASU 2016-01 related to financial instruments. This amendment requires that most equity investments be measured at fair value, with subsequent changes in fair value recognized in net income. The amendment also impacts financial liabilities under the Fair Value Option and the presentation and disclosure requirements for financial instruments. The amendment is effective for annual periods, and interim periods within those annual periods, beginning after December 15, 2017. Adoption of the amendment is not expected to have a significant effect on the Company's consolidated financial statements.

In July 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 by one year, to clarify the principles for recognizing revenue from contracts with customers. The amendment outlines a single comprehensive model for entities to depict the transfer of goods or services to customers in amounts that reflect the payment to which a company expects to be entitled in exchange for those goods or services. The amendment also requires additional disclosure about the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts, including significant judgments and changes in judgments and assets recognized from costs incurred to obtain or fulfill a contract. The amendment is effective for annual periods, and interim reporting periods within those annual periods, beginning after December 15, 2017 and may be adopted using either a full retrospective transition method or a modified, cumulative-effect approach wherein the guidance is applied only to existing contracts as of the date of initial application and to new contracts entered into thereafter. The Company does not intend to adopt the provisions of the amendment early and expects to adopt using the cumulative-effect approach. The Company is currently in the process of gathering an inventory of contracts with customers and performing an in-depth assessment. The preliminary assessment suggests that the revenue recognition policies within the Company's broker-dealer and banking segments are most likely to be effected when adopted. However, there are many aspects of this new accounting guidance that are still being interpreted to clarify and address certain implementation issues. The Company will continue to evaluate the impact on its future consolidated financial statements of both current and newly issued guidance associated with the amendment.

In May 2015, the FASB issued ASU 2015-09 requiring enhanced disclosures for insurers relating to short-duration insurance contract claims and the unpaid claims liability rollforward for long and short-duration contracts. The amendment is effective for annual periods beginning after December 15, 2015 and interim reporting periods thereafter. The Company adopted the amendment as of January 1, 2016 and has included the enhanced disclosures in this Annual Report on Form 10-K for the year ended December 31, 2016.

34. Selected Quarterly Financial Information (Unaudited)

Selected quarterly financial information is summarized as follows (in thousands, except per share data).

	Year Ended December 31, 2016				
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Full Year
Interest income	$ 118,335	$ 115,263	$ 114,202	$ 108,154	$ 455,954
Interest expense	14,211	16,093	13,805	14,314	58,423
Net interest income	104,124	99,170	100,397	93,840	397,531
Provision for loan losses	4,347	3,990	28,876	3,407	40,620
Noninterest income	309,127	354,458	346,005	277,375	1,286,965
Noninterest expense	355,784	364,133	367,365	325,189	1,412,471
Income before income taxes	53,120	85,505	50,161	42,619	231,405
Income tax expense	17,582	33,017	18,439	14,423	83,461
Net income	35,538	52,488	31,722	28,196	147,944
Less: Net income attributable to noncontrolling interest	217	556	648	629	2,050
Income attributable to Hilltop	$ 35,321	$ 51,932	$ 31,074	$ 27,567	$ 145,894
Earnings per common share:					
Basic	$ 0.36	$ 0.53	$ 0.32	$ 0.28	$ 1.48
Diluted	$ 0.36	$ 0.53	$ 0.32	$ 0.28	$ 1.48
Cash dividends declared per common share	$ 0.06	$ —	$ —	$ —	$ 0.06

	Year Ended December 31, 2015				
	Fourth Quarter	Third Quarter	Second Quarter	First Quarter	Full Year
Interest income	$ 115,962	$ 130,545	$ 115,662	$ 107,669	$ 469,838
Interest expense	16,649	15,334	14,995	14,277	61,255
Net interest income	99,313	115,211	100,667	93,392	408,583
Provision for loan losses	4,277	5,593	158	2,687	12,715
Noninterest income	276,927	296,469	301,400	352,846	1,227,642
Noninterest expense	338,721	333,502	353,317	314,476	1,340,016
Income before income taxes	33,242	72,585	48,592	129,075	283,494
Income tax expense	12,020	25,338	18,137	15,420	70,915
Net income	21,222	47,247	30,455	113,655	212,579
Less: Net income attributable to noncontrolling interest	495	353	405	353	1,606
Income attributable to Hilltop	$ 20,727	$ 46,894	$ 30,050	$ 113,302	$ 210,973
Dividends on preferred stock	—	—	428	1,426	1,854
Income applicable to Hilltop common stockholders	$ 20,727	$ 46,894	$ 29,622	$ 111,876	$ 209,119
Earnings per common share:					
Basic	$ 0.21	$ 0.47	$ 0.30	$ 1.12	$ 2.10
Diluted	$ 0.21	$ 0.47	$ 0.30	$ 1.11	$ 2.09

Schedule I – Insurance Incurred and Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance
(in thousands)

	Incurred Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance					December 31, 2016	
	Year Ended December 31, 2016						
Accident Year	2012 Unaudited	2013 Unaudited	2014 Unaudited	2015 Unaudited	2016	Total of Incurred But Not Reported Reserves Plus Development On Reported Claims	Cumulative Number of Reported Claims
2012	$ 107,873	$ 108,753	$ 114,031	$ 114,067	$ 114,517	$ 38	16,555
2013		107,793	108,951	111,006	111,011	90	15,569
2014			83,784	85,037	84,221	392	12,927
2015				89,646	88,477	3,314	14,723
2016					84,771	7,150	20,336
					$ 482,997		

	Cumulative Paid Losses and Allocated Loss Adjustment Expenses, Net of Reinsurance				
	Year Ended December 31, 2016				
Accident Year	2012 Unaudited	2013 Unaudited	2014 Unaudited	2015 Unaudited	2016
2012	$ 89,603	$ 101,968	$ 107,126	$ 110,782	$ 112,062
2013		94,238	104,938	108,099	109,662
2014			70,831	79,713	81,684
2015				71,820	82,940
2016					71,543
				Total	$ 457,891
All outstanding reserves prior to 2012 , net of reinsurance					97
Reserve for unpaid losses and allocated loss adjustment expenses, net of reinsurance					$ 25,203

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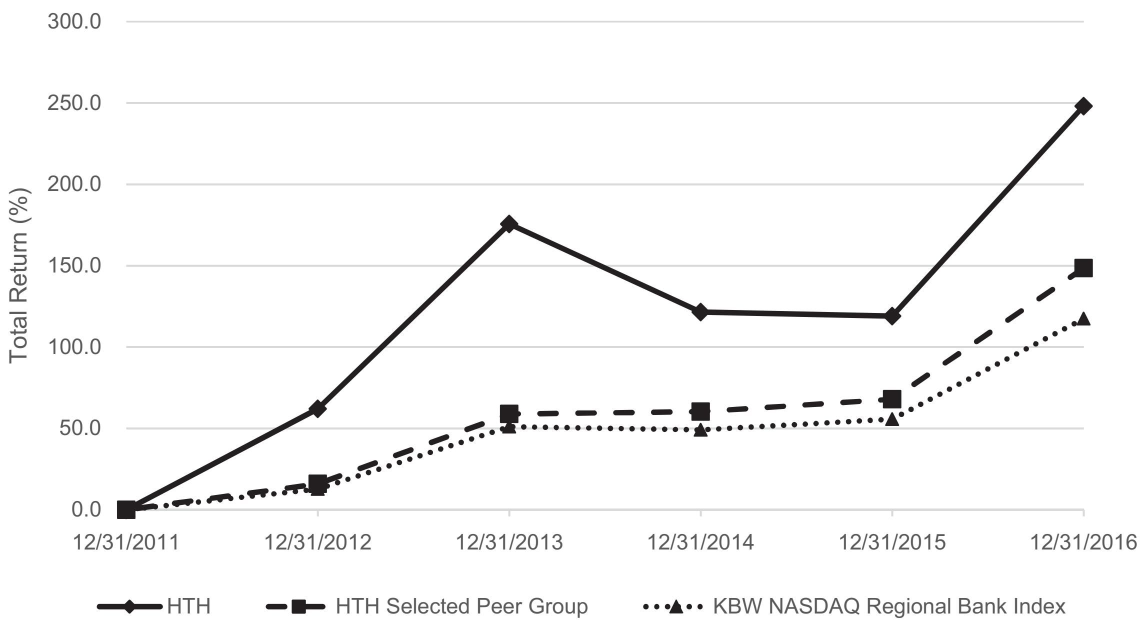
STOCK PERFORMANCE GRAPH

Our common stock is listed on the New York Stock Exchange under the symbol "HTH." The following graph assumes $100 invested on December 31, 2011, and compares (a) the yearly percentage change in the cumulative total stockholder return on our common stock (as measured by dividing (i) the sum of (A) the cumulative amount of dividends, assuming dividend reinvestment, during the period commencing on the first day of trading, and ending on December 31, 2016, and (B) the difference between our share price at the end and the beginning of the periods presented by (ii) the share price at the beginning of the periods presented) with (b) the KBW NASDAQ Regional Banking Index, and (c) our selected peer group of the following institutions: 1st Source Corporation; BancFirst Corporation; Banner Corporation; Capital Bank; Financial Corp.; Community Trust Bancorp, Inc.; First Financial Bankshares, Inc.; First Midwest Bancorp, Inc.; IBERIABANK Corporation; International Banchares Corp.; MB Financial, Inc.; Old National Bancorp; Park National Corporation; Pinnacle Financial Partners, Inc.; Texas Capital Bancshares, Inc.; Southside Bancshares, Inc.; Westamerica Bancorporation; Trustmark Corporation; and Umpqua Holdings Corporation.



Date	HTH	HTH Selected Peer Group	KBW NASDAQ Regional Bank Index
12/31/2016	248.1	148.5	117.5
12/31/2015	119.0	68.0	55.7
12/31/2014	121.4	60.4	49.1
12/31/2013	175.6	58.8	51.1
12/31/2012	62.0	16.0	12.8

CORPORATE INFORMATION

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Transfer Agent and Registrar

American Stock Transfer & Trust Company
New York, New York
Toll free: (800) 937-5449
Telephone: (718) 921-8124

Independent Registered Public Accounting Firm

PricewaterhouseCoopers LLP
Dallas, Texas

Stock Symbol

Common Stock: HTH
New York Stock Exchange

Available Information

Hilltop Holdings Inc. makes available, free of charge, its annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, press releases, the Code of Business Conduct and Ethics and other company information. Such information will be furnished upon written request to:

Hilltop Holdings Inc.
200 Crescent Court, Suite 1330
Dallas, Texas 75201
Attn: Investor Relations

This information also is available on our website, www.hilltop-holdings.com. Reports we file with the Securities and Exchange Commission also are available at www.sec.gov.

Board of Directors

Gerald J. Ford – Chairman
Alan B. White – Vice Chairman
Charlotte Jones Anderson
Rhodes Bobbitt
Tracy A. Bolt
W. Joris Brinkerhoff
J. Taylor Crandall
Charles R. Cummings
Hill A. Feinberg
Jeremy B. Ford
J. Markham Green
William T. Hill, Jr.
James R. Huffines
Lee Lewis
Andrew J. Littlefair
W. Robert Nichols, III
C. Clifton Robinson
Kenneth D. Russell
A. Haag Sherman
Robert C. Taylor, Jr.
Carl B. Webb

Executive Officers

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President and Co-Chief Executive Officer

Alan B. White
Vice Chairman and Co-Chief Executive Officer

William B. Furr
Executive Vice President and Chief Financial Officer

Corey G. Prestidge
Executive Vice President, General Counsel and Secretary

James R. Huffines
Executive Vice President and Chief Operating Officer of Subsidiaries

Darren E. Parmenter
Executive Vice President and Chief Administrative Officer

John A. Martin
Executive Vice President and Chief Accounting Officer

Jerry L. Schaffner
President and Chief Executive Officer of PlainsCapital Bank

Todd L. Salmans
Chief Executive Officer of PrimeLending

Hill A. Feinberg
Chairman and Chief Executive Officer of Hilltop Securities Inc

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