

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

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

Date of Report (date of earliest event reported): May 18, 2023

**VERITEX HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**001-36682**  
(Commission File Number)

**27-0973566**  
(I.R.S. Employer  
Identification Number)

**8214 Westchester Drive, Suite 800  
Dallas, Texas 75225**  
(Address of principal executive offices)

**(972) 349-6200**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	VBTX	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

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

On May 18, 2023, Veritex Holdings, Inc. (the "Company") held the 2023 annual meeting of shareholders, at which a quorum was present, to consider and act upon the following matters:

**Proposal 1** - The election of thirteen nominees to serve as directors until the 2024 annual meeting of shareholders, and until each of their successors is duly elected and qualified or until their earlier resignation or removal. The table below contains a summary of the number of votes for, votes withheld and broker non-votes for each nominated director:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
C. Malcolm Holland, III	43,671,613	883,029	3,575,002
Arcilia Acosta	43,347,648	1,206,994	3,575,002
Pat S. Bolin	43,198,132	1,356,510	3,575,002
April Box	43,344,828	1,209,814	3,575,002
Blake Bozman	43,495,289	1,059,353	3,575,002
William D. Ellis	44,079,087	475,555	3,575,002
William E. Fallon	43,646,724	907,918	3,575,002
Mark C. Griega	42,447,863	2,106,779	3,575,002
Gordon Huddleston	44,300,258	254,384	3,575,002
Steven D. Lerner	43,972,736	581,906	3,575,002
Manuel J. Mehos	44,097,920	456,722	3,575,002
Gregory B. Morrison	37,208,750	7,345,892	3,575,002
John T. Sughrue	42,717,385	1,837,257	3,575,002

**Proposal 2** - A non-binding advisory vote on the compensation of the Company's named executive officers for the year ended December 31, 2022. The table below contains a summary of the number of votes for, votes against, votes abstained and broker non-votes for this proposal:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
5,721,458	38,770,033	63,151	3,575,002

**Proposal 3** - Ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2023. The table below contains a summary of the number of votes for, votes against, votes abstained and broker non-votes for this proposal:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
47,973,716	149,504	6,424	—

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**SIGNATURE**

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

Veritex Holdings, Inc.

By: /s/ C. Malcolm Holland, III

C. Malcolm Holland, III

Chairman and Chief Executive Officer

Date: May 18, 2023