

**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): **October 12, 2018**

**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 400**  
**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))

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 8.01 Other Events.**

As previously reported, on July 23, 2018, Veritex Holdings, Inc. (the "Company"), a Texas corporation and the parent holding company of Veritex Community Bank ("Veritex Bank"), MustMS, Inc. ("Merger Sub"), a Texas corporation and wholly owned subsidiary of Veritex, and Green Bancorp, Inc. ("Green"), a Texas corporation and the parent holding company of Green Bank, N.A. ("Green Bank"), entered into an Agreement and Plan of Reorganization (the "Agreement"), pursuant to which, subject to the terms and conditions of the Agreement, (i) Merger Sub will merge with and into Green, with Green continuing as the surviving corporation and a wholly owned subsidiary of Veritex, (ii) immediately thereafter, Green (as the surviving corporation) will merge with and into Veritex, with Veritex as the surviving corporation, and (iii) immediately thereafter, Green Bank will merge with and into Veritex Bank, with Veritex Bank continuing as the surviving bank. The transaction is subject to customary closing conditions, including, among others, receipt of required regulatory approvals and shareholder approvals by the Company and Green.

The Company has included with this filing certain historical audited and unaudited financial information with respect to Green, and certain additional unaudited pro forma financial information giving effect to the transactions as though they had been completed on the dates set forth in such

information.

## **Important Additional Information will be Filed with the SEC**

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval with respect to the proposed acquisition by Veritex of Green. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended, and no offer to sell or solicitation of an offer to buy shall be made in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the proposed transaction, Veritex has filed with the U.S. Securities and Exchange Commission (the “SEC”) a Registration Statement on Form S-4 (File No. 333-227161) containing a joint proxy statement of Veritex and Green and a prospectus of Veritex (the “Joint Proxy/Prospectus”), and each of Veritex and Green may file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy/Prospectus will be mailed to shareholders of Veritex and Green. **SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY/PROSPECTUS REGARDING THE TRANSACTION CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY VERITEX AND GREEN, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors will be able to obtain free copies of the Registration Statement and the Joint Proxy/Prospectus (when available) and other documents filed with the SEC by Veritex and Green through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Registration Statement and the Joint Proxy/Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225, or by directing a request to Green Bancorp, Inc., 4000 Greenbriar Street, Houston, Texas 77098.

## **Participants in the Solicitation**

Veritex, Green and their respective directors and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Green or Veritex in respect of the proposed transaction. Information regarding Veritex’s directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 3, 2018, and information regarding Green’s directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 13, 2018. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy/Prospectus and other relevant materials to be filed with the SEC when they become available. Free copies of this

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document may be obtained as described in the preceding paragraph.

## **Forward-looking Statements**

This Current Report on Form 8-K includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include, without limitation, statements relating to the impact Veritex expects its proposed acquisition of Green to have on the combined entity’s operations, financial condition, and financial results, and Veritex’s expectations about its ability to successfully integrate the combined businesses and the amount of cost savings and overall operational efficiencies Veritex expects to realize as a result of the proposed acquisition. The forward-looking statements also include statements about Veritex’s future financial performance, business and growth strategy, projected plans and objectives, as well as other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact economic trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “anticipates,” “intends,” “projects,” “estimates,” “plans” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could” are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing. Further, certain factors that could affect future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the possibility that the proposed acquisition does not close when expected or at all because required regulatory, shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all, the failure to close for any other reason, changes in Veritex’s share price before closing, that the businesses of Veritex and Green will not be integrated successfully, that the cost savings and any synergies from the proposed acquisition may not be fully realized or may take longer to realize than expected, disruption from the proposed acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex or Green have business relationships, diversion of management time on merger-related issues, risks relating to the potential dilutive effect of shares of Veritex common stock to be issued in the transaction, the reaction to the transaction of the companies’ customers, employees and counterparties and other factors, many of which are beyond the control of Veritex and Green. We refer you to the “Risk Factors” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” sections of Veritex’s Annual Report on Form 10-K for the year ended December 31, 2017, the Annual Report on Form 10-K filed by Green for the year ended December 31, 2017 and any updates to those risk factors set forth in Veritex’s and Green’s Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings, which have been filed with the SEC and are available on the SEC’s website at [www.sec.gov](http://www.sec.gov). If one or more events related to these or other risks or uncertainties materialize, or if Veritex’s underlying assumptions prove to be incorrect, actual results may differ materially from what Veritex or Green anticipates. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. Neither Veritex nor Green undertakes any obligation, and specifically declines any obligation, to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise. All forward-looking statements, expressed or implied, included in this Current Report on Form 8-K are expressly qualified in their entirety by the cautionary statements contained or referred to herein.

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## **Item 9.01 Financial Statements and Exhibits.**

**(a) Financial statements of business acquired.**

(i) The audited consolidated balance sheets of Green Bancorp, Inc. as of December 31, 2017 and 2016, and the related audited consolidated statements of income (loss), comprehensive income (loss), changes in shareholders' equity and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and report of the independent auditor thereto, are incorporated by reference to the Green Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2017 (File No. 001-36580), which was filed with the SEC on March 15, 2018.

(ii) The unaudited condensed consolidated balance sheet of Green Bancorp, Inc. as of June 30, 2018, and the related unaudited condensed consolidated statements of income and comprehensive income for the three and six months ended June 30, 2018 and 2017 and the changes in shareholders' equity and cash flows for the six months ended June 30, 2018 and 2017, and related notes thereto, are incorporated by reference to the Green Bancorp, Inc.'s Quarterly Report on Form 10-Q for the period ended June 30, 2018 (File No. 001-36580), which was filed with the SEC on August 8, 2018.

**(b) Pro forma financial information.**

(i) The unaudited pro forma condensed combined balance sheet as of June 30, 2018, and the unaudited pro forma condensed combined statements of income for the six months ended June 30, 2018 and the year ended December 31, 2017 are incorporated herein by reference to Exhibit 99.1.

**(c) Shell Company Transactions.**

(i) Not applicable.

**(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
23.1	<a href="#">Consent of Deloitte &amp; Touche LLP with respect to the audited financial statements of Green Bancorp, Inc.</a>
99.1	<a href="#">Unaudited Pro Forma Condensed Combined Financial Statements of Veritex Holdings, Inc.</a>

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**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: October 12, 2018

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Veritex Holdings, Inc. Registration Statements No. 333-222165 and No. 333-207932 on Form S-3 and No. 333-199223 on Form S-8 of our report dated March 15, 2018, relating to the consolidated financial statements of Green Bancorp, Inc. and subsidiaries for the year ended December 31, 2017, appearing in this Current Report on Form 8-K of Veritex Holdings, Inc.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas

October 12, 2018

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## UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements are based on the separate historical financial statements of Veritex and Green and give effect to the Veritex acquisition of Sovereign Bancshares, Inc., or Sovereign, on August 1, 2017, which we refer to as the Sovereign acquisition, including pro forma assumptions and adjustments related to the Sovereign acquisition, and the potential merger of Veritex and Green, including pro forma assumptions and adjustments related to the merger transactions, as described in the accompanying notes to the unaudited pro forma condensed combined financial statements. The unaudited pro forma condensed combined balance sheet as of June 30, 2018 is presented as if the merger transactions occurred on June 30, 2018. The unaudited pro forma condensed combined statements of earnings for the year ended December 31, 2017 and the six months ended June 30, 2018 are presented as if the merger transactions and the Sovereign acquisition each occurred on January 1, 2017. The historical consolidated financial information has been adjusted on a pro forma basis to reflect factually supportable items that are directly attributable to the merger transactions and the Sovereign acquisition and, with respect to the statements of earnings only, expected to have a continuing impact on consolidated results of operations.

The unaudited pro forma condensed combined financial statements have been prepared using the acquisition method of accounting for business combinations under GAAP. Veritex is the acquirer for accounting purposes. Certain reclassifications have been made to the historical financial statements of Green to conform to the presentation in Veritex's financial statements.

A final determination of the fair values of Green's assets and liabilities, which cannot be made prior to the completion of the merger transactions, will be based on the actual net tangible and intangible assets of Green that exist as of the date of completion of the merger transactions. Consequently, fair value adjustments and amounts preliminarily allocated to goodwill and identifiable intangibles could change significantly from those allocations used in the unaudited pro forma condensed combined financial statements presented herein and could result in a material change in amortization of acquired intangible assets. In addition, the value of the final merger consideration will be based on the closing price of Veritex common stock on the closing date of the merger. The closing price of Veritex common stock on August 27, 2018 was used for purposes of presenting the pro forma condensed combined financial information.

In connection with the plan to integrate the operations of Veritex and Green following the completion of the merger transactions, Veritex anticipates that nonrecurring charges, such as costs associated with systems implementation, severance and other costs related to exit or disposal activities, will be incurred. Veritex is not able to determine the timing, nature and amount of these charges as of the date of this Current Report on Form 8-K. However, these charges will affect the results of operations of Veritex and Green, as well as those of the combined company following the completion of the merger transactions, in the period in which they are recorded. The unaudited pro forma condensed combined statements of earnings do not include the effects of the costs associated with any restructuring or integration activities resulting from the merger transactions, as they are nonrecurring in nature and not factually supportable at this time. Additionally, the unaudited pro forma adjustments do not give effect to any nonrecurring or unusual restructuring charges that may be incurred as a result of the integration of Veritex and Green or any anticipated disposition of assets that may result from such integration.

The actual amounts recorded as of the completion of the merger transactions may differ materially from the information presented in these unaudited pro forma condensed combined financial statements as a result of:

- changes in the trading price for Veritex common stock;

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- net cash used or generated in Veritex's or Green's respective operations between the signing of the merger agreement and completion of the merger transactions;
  - changes in the fair values of Veritex's or Green's respective assets and liabilities;
  - other changes in Veritex's or Green's respective net assets that occur prior to the completion of the merger transactions, which could cause material changes in the information presented below; and
  - the actual financial results of the combined company.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only. The unaudited pro forma condensed combined financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the merger transactions been completed as of the dates indicated or that may be achieved in the future. The preparation of the unaudited pro forma condensed combined financial statements and related adjustments required management to make certain assumptions and estimates. The unaudited pro forma condensed combined financial statements should be read together with:

- the accompanying notes to the unaudited pro forma condensed combined financial statements;
  - Veritex's separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2017, included in Veritex's Annual Report on Form 10-K for the year ended December 31, 2017, incorporated by reference herein;
  - Green's separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2017, included in Green's Annual Report on Form 10-K for the year ended December 31, 2017, incorporated by reference herein;
  - Veritex's separate unaudited historical consolidated financial statements and accompanying notes as of and for the three and six months ended June 30, 2018, included in Veritex's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, incorporated by reference herein;
  - Green's separate unaudited historical consolidated financial statements and accompanying notes as of and for the three and six months ended June 30, 2018, included in Green's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, incorporated by reference herein; and
  - Sovereign's separate unaudited historical consolidated financial statements and accompanying notes as of the for the six months ended June 30, 2017, included in Veritex's Current Report on Form 8-K filed with the SEC on August 1, 2017, incorporated by reference herein.
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**VERITEX HOLDINGS, INC./GREEN BANCORP, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**  
**JUNE 30, 2018**  
(In thousands)

	Six Months Ended June 30, 2018				Pro Forma 6/30/2018 Combined
	Veritex 6/30/2018 (as reported)	Green 6/30/2018 (as reported)	Pro Forma Adjustments	Notes	
<b>ASSETS</b>					
Cash and cash equivalents	\$ 146,740	\$ 231,251	\$ (41,163)	(A)	\$ 336,828
Investment securities	252,187	699,863	(537)	(B)	951,513
Loans held for sale	453	4,992	—		5,445
Loans, net	2,404,044	3,187,022	(28,203)	(C)	5,562,863
Accrued interest receivable	8,137	11,855	—		19,992
Bank-owned life insurance	21,767	56,066	—		77,833
Bank premises, furniture and equipment, net	76,348	29,178	(3,000)	(D)	102,526
Non-marketable equity securities	27,086	42,962	—		70,048
Investment in unconsolidated subsidiary	352	—	—		352
Other real estate owned and repossessed assets	—	802	(802)	(E)	—
Intangible assets, net	17,482	7,881	33,901	(F)	59,264
Goodwill	161,447	85,291	501,424	(G)	748,162
Other assets	15,831	34,514	10,922	(H)	61,267
Branch assets held for sale	\$ 1,753	\$ —	\$ —		\$ 1,753
<b>Total assets</b>	<b>\$ 3,133,627</b>	<b>\$ 4,391,677</b>	<b>\$ 472,542</b>		<b>\$ 7,997,846</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>					
Deposits:					
Noninterest-bearing	\$ 611,315	\$ 824,753	\$ —		\$ 1,436,068
Interest-bearing	1,879,103	2,601,297	6,979	(I)	4,487,379
<b>Total deposits</b>	<b>2,490,418</b>	<b>3,426,050</b>	<b>6,979</b>		<b>5,923,447</b>
Accounts payable and accrued expenses	4,130	9,669	—		13,799
Accrued interest payable and other liabilities	5,856	12,305	—		18,161
Securities sold under agreements to repurchase	—	4,141	—		4,141
Advances from Federal Home Loan Bank	108,092	412,000	—		520,092
Junior subordinated debentures	11,702	14,238	4,505	(J)	30,445
Subordinated notes	4,988	33,781	3,568	(K)	42,337
<b>Total liabilities</b>	<b>2,625,186</b>	<b>3,912,184</b>	<b>15,052</b>		<b>6,552,422</b>
Commitments and contingencies					
Stockholders' equity:					
Preferred stock	—	—	—		—
Common stock	242	375	(76)	(L)	541
Additional paid-in capital	447,234	392,010	565,950	(M)	1,405,194
Retained earnings	65,208	106,416	(127,692)	(N)	43,932
Unallocated Employee Stock Ownership Plan shares	(106)	—	—		(106)
Accumulated other comprehensive income (loss)	(4,067)	(18,055)	18,055	(O)	(4,067)
Treasury stock	(70)	(1,253)	1,253	(P)	(70)
<b>Total stockholders' equity</b>	<b>508,441</b>	<b>479,493</b>	<b>457,490</b>		<b>1,445,424</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 3,133,627</b>	<b>\$ 4,391,677</b>	<b>\$ 472,542</b>		<b>\$ 7,997,846</b>

**Balance Sheet Pro Forma Accounting Adjustments Notes as of June 30, 2018**

<b>(A)</b>	Adjustments to cash and cash equivalents:		
	To reflect Green's estimated transaction costs comprised of change in control and severance payments of \$8.7 million, investment banker fees of \$9.1 million and other transaction costs of \$3.8 million	\$	(21,626)
	To reflect Veritex's estimated transaction costs comprised of change in control and severance and retention payments of \$7.0 million, investment banker fees of \$6.3 million, and other transaction costs of \$5.2 million		(18,530)
	To reflect \$1.0 million cash portion of merger consideration		(1,007)
		<b>\$</b>	<b>(41,163)</b>
<b>(B)</b>	Adjustment to investment securities:		
	To reflect estimated fair value of held for sale investment securities		(537)
<b>(C)</b>	Adjustment to loans, net:		
	To eliminate Green's allowance for loan loss	\$	35,086
	To reflect estimated fair value of loan portfolio comprised of a credit mark of \$53.7 million and an interest rate mark of \$23.5 million		(77,152)
	To eliminate Green's ASC 310-20 fees and acquired loans net purchase discount		13,863
		<b>\$</b>	<b>(28,203)</b>
<b>(D)</b>	Adjustment to bank premises, furniture and equipment, net:		
	To reflect estimated fair value of bank premises, furniture and equipment	\$	(3,000)
<b>(E)</b>	Adjustment to other real estate owned and repossessed assets:		
	To reflect estimated fair value of other real estate owned and repossessed assets	\$	(802)
<b>(F)</b>	Adjustment to intangible assets, net:		

	To eliminate Green's core deposit intangible (CDI)	\$	(7,881)
	To reflect estimated fair value of CDI in the merger calculated using 2.00% of the acquired non-time deposits		41,782
		\$	33,901
<b>(G)</b>	Adjustment to goodwill:		
	To eliminate Green's historical goodwill	\$	(85,291)
	To reflect goodwill for amount of consideration assumed in excess of fair value of assets received and liabilities assumed		586,715
		\$	501,424
<b>(H)</b>	Adjustments to other assets:		
	To reflect Green's current tax recoverable from estimated transaction costs which is comprised of \$10.5 million of estimated non-facilitative transaction costs and a deductible \$6.4 million success-based investment banker fee using the 70% safe harbor election multiplied by a tax rate of 21%	\$	3,548
	To reflect Veritex's current tax recoverable from estimated transaction costs which is comprised of \$18.2 million of estimated non-facilitative transaction costs and a deductible \$3.2 million success-based investment banker fee using the 70% safe harbor election multiplied by a tax rate of 21%		4,499
	To reflect fair market value adjustment on deferred tax accounts		2,875
		\$	10,922
<b>(I)</b>	Adjustments to interest-bearing deposits:		
	To reflect estimated fair value of deposits based on current interest rates	\$	6,979
<b>(J)</b>	Adjustment to junior subordinated debentures:		
	To eliminate Green's discount on junior subordinated debentures	\$	7,928
	To reflect estimated fair value of junior subordinated debentures		(3,423)
		\$	4,505
<b>(K)</b>	Adjustment to subordinated notes:		
	To reflect estimated fair value of subordinated notes	\$	3,568
<b>(L)</b>	Adjustment to common stock:		
	To eliminate Green's common stock	\$	(375)
	To reflect issuance of 29,855,440 shares of Veritex common stock in the merger		299
		\$	(76)
<b>(M)</b>	Adjustment to additional paid-in capital:		
	To eliminate Green's additional paid-in capital	\$	(392,010)
	To reflect issuance of 29,855,440 shares of Veritex common stock in the merger		916,561
	To reflect 1,112,154 shares of Veritex common stock subject to stock options that Veritex is obligated to replace in the merger		34,154
	To reflect estimated accelerated stock-based compensation for Veritex's outstanding awards upon the change in control	\$	7,245
		\$	565,950
<b>(N)</b>	Adjustment to retained earnings:		
	To eliminate Green's retained earnings	\$	(88,338)
	To reflect Green's estimated transaction costs, net of tax		(18,078)
	To reflect Veritex's estimated transaction costs, net of tax		(21,276)
		\$	(127,692)
<b>(O)</b>	Adjustment to accumulated other comprehensive income:		
	To eliminate Green's accumulated other comprehensive income	\$	18,055
<b>(P)</b>	Adjustment to treasury stock:		
	To eliminate Green's treasury stock	\$	1,253

The following table summarizes the preliminary purchase price allocation to the estimated fair value of assets and liabilities assumed in the merger (in thousands, except for per share data):

Pro forma stock consideration:			
	Green common shares outstanding of 37,289,477 as of June 30, 2018 at exchange ratio of 0.79		29,458,687
	Green RSU awards outstanding of 502,181 as of June 30, 2018 at exchange ratio of 0.79		396,723
	Green stock options outstanding of 1,407,790 as of June 30, 2018 at exchange ratio of 0.79		1,112,154
	Price per share, based upon Veritex closing price as of August 27, 2018	\$	30.71
	Total pro forma stock consideration	\$	951,014
Pro forma cash consideration:			
	Green SAR awards outstanding of 41,500 as of June 30, 2018 at exchange ratio of 0.79		32,785
	Price per share, based upon Veritex closing price as of August 27, 2018	\$	30.71
	Total pro forma cash consideration	\$	1,007
	Total pro forma purchase price	\$	952,021
Assets of acquired bank:			
	Cash and cash equivalents	\$	209,625
	Investment securities		699,326
	Loans held for sale		4,992
	Loans		3,158,819
	Accrued interest receivable		11,855
	Bank-owned life insurance		56,066
	Bank premises, furniture and equipment		26,178

Non-marketable equity securities	42,962	
Other real estate owned	—	
Intangible assets	41,782	
Other assets	40,937	
Total assets acquired	4,292,542	
Liabilities of acquired bank:		
Deposits	3,433,029	
Accounts payable and accrued expenses	9,669	
Accrued interest payable and other liabilities	12,305	
Securities sold under agreements to repurchase	4,141	
Advances from Federal Home Loan Bank	412,000	
Junior subordinated debentures	18,743	
Subordinated debt	37,349	
Total liabilities acquired	3,927,236	
Net assets acquired		365,306
Preliminary pro forma goodwill		\$ 586,715

**VERITEX HOLDINGS, INC./GREEN BANCORP, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME**  
**SIX MONTHS ENDED JUNE 30, 2018**  
(In thousands, except per share information)

	Six Months Ended June 30, 2018				Pro Forma 6/30/2018 Combined
	Veritex 6/30/2018 (as reported)	Green 6/30/2018 (as reported)	Pro Forma Adjustments	Notes	
<b>Interest income:</b>					
Interest and fees on loans	\$ 64,358	\$ 86,278	\$ 4,932	(A)	\$ 155,568
Interest on investment securities	2,975	9,292	—		12,267
Interest on deposits in other banks	1,300	1,152	—		2,452
Interest on other	9	641	—		650
<b>Total interest income</b>	<u>68,642</u>	<u>97,363</u>	<u>4,932</u>		<u>170,937</u>
<b>Interest expense:</b>					
Interest on deposit accounts	10,745	14,270	(4,839)	(B)	20,176
Interest on borrowings	1,171	5,090	(342)	(C)	5,919
<b>Total interest expense</b>	<u>11,916</u>	<u>19,360</u>	<u>(5,181)</u>		<u>26,095</u>
<b>Net interest income</b>	<u>56,726</u>	<u>78,003</u>	<u>10,113</u>		<u>144,842</u>
Provision for loan losses	2,182	11,560	—		13,742
<b>Net interest income after provision for loan losses</b>	<u>54,544</u>	<u>66,443</u>	<u>10,113</u>		<u>131,100</u>
<b>Noninterest income:</b>					
Service charges and fees on deposit and loan accounts	1,779	6,802	—		8,581
Gain on sales of investment securities	12	66	—		78
Gain on sales of loans	997	2,053	—		3,050
Loss on sales of other assets owned	—	—	—		—
Bank-owned life insurance	381	764	—		1,145
Other	2,204	958	—		3,162
<b>Total noninterest income</b>	<u>5,373</u>	<u>10,643</u>	<u>—</u>		<u>16,016</u>
<b>Noninterest expense:</b>					
Salaries and employee benefits	15,832	27,241	—		43,073
Occupancy and equipment	5,377	4,285	—		9,662
Professional fees	3,505	3,349	—		6,854
Data processing and software expense	1,904	3,025	—		4,929
FDIC assessment fees	538	1,084	—		1,622
Marketing	907	433	—		1,340
Other assets owned expenses and write-downs	172	16	—		188
Amortization of intangibles	1,834	623	3,175	(D)	5,632
Telephone and communications	840	449	—		1,289
Other	2,566	4,193	—		6,759
<b>Total noninterest expense</b>	<u>33,475</u>	<u>44,698</u>	<u>3,175</u>		<u>81,348</u>
<b>Net income from operations</b>	<u>26,442</u>	<u>32,388</u>	<u>6,938</u>		<u>65,768</u>
Income tax expense	5,861	6,605	1,456	(E)	13,922
<b>Net income</b>	<u>20,581</u>	<u>25,783</u>	<u>5,482</u>		<u>51,846</u>
Basic earnings per share	<u>\$ 0.85</u>				<u>\$ 0.96</u>
Diluted earnings per share	<u>\$ 0.84</u>				<u>\$ 0.94</u>
Weighted-average shares outstanding for basic EPS	24,139		29,855	(F)	53,994
Adjusted weighted-average shares outstanding for diluted EPS	24,527		30,627	(F)	55,154



<b>(A)</b>	Adjustments to interest and fees on loans:		
	To eliminate Green's accretion on acquired loans	\$	(2,943)
	To eliminate Green's interest income recognized on estimated purchased credit impaired loans	\$	(731)
	To reflect the interest income for accretion on purchased performing acquired loans based on estimated fair market value adjustment	\$	7,277
	To reflect the interest income for accretion on purchased credit impaired loans based on estimated fair market value adjustment	\$	1,329
		\$	<u>4,932</u>
<b>(B)</b>	Adjustments to interest on deposit accounts:		
	To reflect the accretion of the deposit premium based on estimated fair value market value adjustments	\$	(4,839)
<b>(C)</b>	Adjustments to interest on borrowings:		
	To eliminate Green's amortization of the discount on Green's junior subordinated debentures and subordinated debt	\$	(210)
	To reflect the amortization of the discount on Green's junior subordinated debentures and subordinated debt	\$	(132)
		\$	<u>(342)</u>
<b>(D)</b>	Adjustment to amortization of intangibles:		
	To eliminate Green's amortization of CDI	\$	(623)
	To reflect the estimated amortization of CDI based on a 10 year life using an accelerated method	\$	3,798
		\$	<u>3,175</u>
<b>(E)</b>	Adjustment to income tax expense:		
	To reflect the tax adjustment related to other pro forma adjustments calculated at a 21% rate	\$	1,456
<b>(F)</b>	Adjustment to weighted-average shares:		
	To reflect the increase in the weighted-average shares in connection with the issuance of 29,855,440 shares of Veritex common stock in the merger (comprised of 29.5 million shares that reflect outstanding Green common stock plus 0.4 million shares that reflect Green RSU awards that fully vest upon closing of the merger)		29,855
	To reflect the dilution effect of 772 thousand shares of Veritex common stock subject to stock options that Veritex is obligated to replace in the merger		30,627

**VERITEX HOLDINGS, INC./GREEN BANCORP, INC.**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME**  
**YEAR ENDED DECEMBER 31, 2017**  
(In thousands, except per share information)

	Year Ended December 31, 2017							
	Veritex	Sovereign		Notes	Green		Notes	Pro Forma
	12/31/2017 (as reported)	7/31/2017	Adjustments		12/31/2017 (as reported)	Adjustments		12/31/2017 Combined
<b>Interest income:</b>								
Interest and fees on loans	\$ 73,795	\$ 22,198	\$ 3,930	(A)	\$ 154,266	\$ 8,310	(H)	\$ 262,499
Interest on investment securities	3,462	2,665	—		15,294	—		21,421
Interest on deposits in other banks	2,287	112	—		1,843	—		4,242
Interest on other	8	50	—		847	—		905
<b>Total interest income</b>	<u>79,552</u>	<u>25,025</u>	<u>3,930</u>		<u>172,250</u>	<u>8,310</u>		<u>289,067</u>
<b>Interest expense:</b>								
Interest on deposit accounts	9,878	3,265	274	(B)	24,750	(6,228)	(I)	31,939
Interest on borrowings	1,166	725	—		6,453	(684)	(J)	7,660
<b>Total interest expense</b>	<u>11,044</u>	<u>3,990</u>	<u>274</u>		<u>31,203</u>	<u>(6,912)</u>		<u>39,599</u>
<b>Net interest income</b>	<u>68,508</u>	<u>21,035</u>	<u>3,656</u>		<u>141,047</u>	<u>15,222</u>		<u>249,468</u>
Provision for loan losses	5,114	281	—		14,360	—		19,755
<b>Net interest income after provision for loan losses</b>	<u>63,394</u>	<u>20,754</u>	<u>3,656</u>		<u>126,687</u>	<u>15,222</u>		<u>229,713</u>
<b>Noninterest income:</b>								
Service charges and fees on deposit and loan accounts	2,502	362	—		12,618	—		15,482
Gain (loss) on sales of investment securities	222	—	—		(38)	—		184
Gain on sales of loans	3,141	95	—		3,447	—		6,683
Loss on sales of other real estate owned	—	—	—		—	—		—
Bank-owned life insurance	753	—	—		917	—		1,670
Other	958	397	—		1,568	—		2,923
<b>Total noninterest income</b>	<u>7,576</u>	<u>854</u>	<u>—</u>		<u>18,512</u>	<u>—</u>		<u>26,942</u>
<b>Noninterest expense:</b>								
Salaries and employee benefits	20,828	21,023	(12,606)	(C)	52,542	—		81,787
Occupancy and equipment	5,618	1,865	—		8,105	—		15,588
Professional fees	5,672	2,771	(1,960)	(D)	6,231	—		12,714
Data processing and software expense	2,217	858	—		5,115	—		8,190
FDIC assessment fees	1,177	412	—		2,637	—		4,226
Marketing	1,293	—	—		775	—		2,068
Other assets owned expenses and write-downs	182	495	—		—	—		677
Amortization of intangibles	964	—	469	(E)	1,472	6,125	(K)	9,030
Telephone and communications	720	503	—		809	—		2,032
Other	4,118	3,459	(2,324)	(F)	6,413	—		11,666
<b>Total noninterest expense</b>	<u>42,789</u>	<u>31,386</u>	<u>(16,421)</u>		<u>84,099</u>	<u>6,125</u>		<u>147,978</u>
<b>Net income from operations</b>	<u>28,181</u>	<u>(9,778)</u>	<u>20,077</u>		<u>61,100</u>	<u>9,097</u>		<u>108,677</u>
Income tax expense	13,029	(3,365)	6,652	(G)	26,964	1,910	(L)	45,190
<b>Net income</b>	<u>15,152</u>	<u>(6,413)</u>	<u>13,425</u>		<u>34,136</u>	<u>7,187</u>		<u>63,487</u>
Preferred stock dividends	42	—	—		—	—		42
Net income available to common stockholders	\$ 15,110	\$ (6,413)	\$ 13,425		\$ 34,136	\$ 7,187		\$ 63,445
Basic earnings per share	\$ 0.82							\$ 1.31
Diluted earnings per share	\$ 0.80							\$ 1.28
Weighted-average shares outstanding for basic EPS	18,404					29,855	(M)	48,259
Adjusted weighted-average shares outstanding for	18,810					30,627	(M)	49,437

**Income Statement Pro Forma Accounting Adjustments Notes for the Year Ended December 31, 2017**
**Sovereign Pro Forma Adjustments:**

<b>(A)</b>	Adjustment to interest and fees on loans:		
	To reflect the interest income for accretion on purchased performing acquired loans based on recorded fair market value adjustment	\$	1,965
	To reflect the interest income for accretion on purchased credit impaired loans based on recorded fair market value adjustment		1,965
		\$	<u>3,930</u>
<b>(B)</b>	Adjustment to interest on deposit accounts:		
	To reflect the amortization on time deposits based on recorded fair market value adjustment		274
<b>(C)</b>	Adjustment to salaries and employee benefits:		
	To reflect the change in control payments paid by Sovereign in connection with the Sovereign acquisition		(12,606)
<b>(D)</b>	Adjustment to professional fees:		
	To reflect the broker fees paid by Sovereign in connection with the Sovereign acquisition		(1,960)
<b>(E)</b>	Adjustment to amortization of intangibles:		
	To reflect the recorded amortization of CDI using an accelerated method		469
<b>(F)</b>	Adjustment to other non-interest expense:		
	To reflect the transaction costs paid by Sovereign in connection with the Sovereign acquisition		(2,324)
<b>(G)</b>	Adjustment to income tax expense:		
	To reflect the tax adjustment related to other pro forma adjustments calculated at a 35% rate including \$1.0 million of non-deductible success-based investment banker fees and transaction costs		6,652

**Green Pro Forma Adjustments:**

<b>(H)</b>	Adjustments to interest and fees on loans:		
	To eliminate Green's accretion on acquired loans	\$	(4,783)
	To eliminate Green's interest income recognized on estimated purchased credit impaired loans	\$	(2,029)
	To reflect the interest income for accretion on purchased performing acquired loans based on estimated fair market value adjustment	\$	12,465
	To reflect the interest income for accretion on purchased credit impaired loans based on estimated fair market value adjustment	\$	2,657
		\$	<u>8,310</u>
<b>(I)</b>	Adjustments to interest on deposit accounts:		
	To reflect the accretion of the deposit premium based on estimated fair value market value adjustments	\$	(6,228)
<b>(J)</b>	Adjustments to interest on borrowings:		
	To eliminate Green's amortization of the discount on Green's junior subordinated debentures and subordinated debt	\$	(420)
	To reflect the amortization of the discount on Green's junior subordinated debentures and subordinated debt	\$	(264)
		\$	<u>(684)</u>
<b>(K)</b>	Adjustment to amortization of intangibles:		
	To eliminate Green's amortization of CDI	\$	(1,472)
	To reflect the estimated amortization of acquired CDI based on a 10 year life using an accelerated method	\$	7,597
		\$	<u>6,125</u>

<b>(L)</b>	Adjustment to income tax expense:		
	To reflect the tax adjustment related to other pro forma adjustments calculated at a 35% rate	\$	1,910
<b>(M)</b>	Adjustment to weighted-average shares:		
	To reflect the increase in the weighted-average shares in connection with the issuance of 29,855,440 shares of Veritex common stock in the merger (comprised of 29.5 million shares that reflect outstanding Green common stock plus 0.4 million shares that reflect Green RSU awards that fully vest upon closing of the merger)		29,855
	To reflect the dilution effect of 772 thousand shares of Veritex common stock subject to stock options that Veritex is obligated to replace in the merger		30,627