

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Fleming Ned N III</u> <hr/> (Last) (First) (Middle) C/O SUNTX CAPITAL PARTNERS, TWO LINCOLN CENTER, 5420 LBJ FWY, #1000 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veritex Holdings, Inc. [ VBTX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See Remarks Below
	3. Date of Earliest Transaction (Month/Day/Year) 06/20/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	06/20/2017		A		875		(2)	(2)	Common Stock	875	\$0.00	875	1(3)(4)	See footnote(3)(4)

1. Name and Address of Reporting Person* <u>Fleming Ned N III</u> <hr/> (Last) (First) (Middle) C/O SUNTX CAPITAL PARTNERS, TWO LINCOLN CENTER, 5420 LBJ FWY, #1000 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SunTx Veritex Holdings, L.P.</u> <hr/> (Last) (First) (Middle) C/O SUNTX CAPITAL PARTNERS, TWO LINCOLN CENTER, 5420 LBJ FWY, #1000 <hr/> (Street) DALLAS TX 75240 <hr/> (City) (State) (Zip)

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive one share of common stock of Veritex Holdings, Inc. (the "Issuer").
- The restricted stock units vest in three quarterly installments of 14%, 43% and 43% beginning on June 30, 2017. On the date of vesting, Ned N. Fleming, III will receive shares of the Issuer's common stock, cash in an amount equal to the fair market value of such shares or any combination thereof based on the number of restricted stock units that vested on such date.
- Mr. Fleming serves as director of SunTx Capital II Management Corp. (the "Fund GP Corp"), which acts as the general partner of SunTx Capital Partners II GP, LP (the "Fund GP"), the general partner of

SunTx Veritex Holdings, LP, a Delaware limited partnership and a Reporting Person (the "Fund"). The Fund GP Corp also serves as the investment manager to the Fund. As a result of this relationship, Mr. Fleming serves on the Issuer's board of directors (the "Board") as a representative of the Fund. Pursuant to the offering documents of the Fund, the Fund is entitled to an indirect pecuniary interest in the restricted stock units granted to Mr. Fleming. Solely as a result of his ownership interest in the Fund, including through the Fund GP Corp, Mr. Fleming may be deemed to have an indirect pecuniary interest in the 875 restricted stock units (i.e. no direct pecuniary interest) as reported in Table II.

4. (continued from footnote 3) Mr. Fleming disclaims beneficial ownership of these securities, except to the extent of Mr. Fleming's pecuniary interest in the securities.

**Remarks:**

SunTx Veritex Holdings, LP is a director by deputization of Veritex Holdings, Inc.

/s/ Ned N. Fleming, III 06/22/2017

SunTx Veritex Holdings, LP,  
By: SunTx Capital Partners II  
GP, LP, its general partner, By: 06/22/2017  
SunTx Capital II Management  
Corp., its general partner, /s/  
Ned N. Fleming, III

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**