## FORM 4

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

| OMB APPROVAL             |     |  |  |  |  |  |  |  |
|--------------------------|-----|--|--|--|--|--|--|--|
| OMB Number: 3235-0287    |     |  |  |  |  |  |  |  |
| Estimated average burden |     |  |  |  |  |  |  |  |
| hours per response:      | 0.5 |  |  |  |  |  |  |  |

| 0 | Check this box if no longer subject<br>to Section 16. Form 4 or Form 5<br>obligations may continue. See<br>Instruction 1(b). |
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|---|--|

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| 1. Name and Ad<br>Kesler Jef | ddress of Reporting                   | ) Person <sup>*</sup>                | 2. Issuer Name <b>and</b> Ticker or Trading Sy<br><u>Veritex Holdings, Inc.</u> [VB7 |                        | heck all applicable)<br>Director              | Director 10% Owner  |        |  |  |
|------------------------------|---------------------------------------|--------------------------------------|--|------------------------|---|---|--------|--|--|
|                              | (First)<br>EX HOLDINGS<br>CHESTER DRI | (Middle)<br>5, INC.<br>VE, SUITE 800 | 3. Date of Earliest Transaction (Month/D<br>09/11/2020                               | ay/Year)               | below)  | below<br>ding Officer   | below) |  |  |
| (Street)<br>DALLAS           | TX                                    | 75225                                | 4. If Amendment, Date of Original Filed  | Month/Day/Year) 6. Lin | ne)<br>X Form filed by On<br>Form filed by Mo | Form filed by One Reporting Person<br>Form filed by More than One Reporting |        |  |  |
| (City)                       | (State)                               | (Zip)                                |  |                        | Person  |   |        |  |  |
|                              |                                       | Table I - Non-Der                    | ivative Securities Acquired, Disp  | osed of, or Beneficia  | ally Owned                                    |   |        |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   | 4. Securities<br>Disposed Of<br>5) |               |         | Securities<br>Beneficially         | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|------------------------------------|---------------|---------|------------------------------------|---|---|
|                                 |  |   | Code                        | v | Amount                             | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4) |   | (1150. 4)   |
| Common Stock                    | 09/11/2020                                 |   | S                           |   | 10,000                             | D             | \$17.93 | 49,963                             | <b>D</b> <sup>(1)</sup>   |   |

|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned   (e.g., puts, calls, warrants, options, convertible securities) |  |   |                              |   |   |     |  |                    |   |  |   |  |  |  |
|---|--|--|---|------------------------------|---|---|-----|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative<br>Security (Instr.<br>3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |

Explanation of Responses:

1. 10,000 shares are held in the name of Security State Bank, as custodian for a personal IRA.

**Remarks:** 

| /s/ C. Malcolm Holland, III, |
|------------------------------|
| by power of attorney         |

09/14/2020

\*\* Signature of Reporting Person Date

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

 $^{\ast}$  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.