

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 23, 2017

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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.

On October 23, 2017, the Board of Directors (the “Board”) of Veritex Holdings, Inc. (the “Company”), the holding company for Veritex Community Bank, appointed Michael Bryan, age 60, in the newly-created role of Chief Information Officer (the “Appointment”), effective as of the date that Mr. Bryan commences employment with the Company. A copy of the press release announcing Mr. Bryan’s appointment is furnished herewith as Exhibit 99.1.

Prior to joining the Company, Mr. Bryan served as Executive Vice President, Chief Information Officer at BNC Bank from May 2010 to June 2017, Bank Technology/Operations Practice Principal at DD&F Consulting Group from November 2007 to April 2010, Global Account Manager at Fujitsu from January 2004 to January 2006, Principal Consultant at Hewlett Packard Enterprise from January 2001 to January 2004 and CEO/Owner of BancPro Systems, Inc. from January 1980 to December 2003.

Under the terms of a letter agreement between Mr. Bryan and the Company dated October 13, 2017 (the “Letter Agreement”) entered into in connection with the Appointment, Mr. Bryan is entitled to receive base salary payments at an annualized rate of \$285,000 and a discretionary bonus equal to 25% of his annual base salary. Mr. Bryan will also participate in the Company’s Long Term Incentive Plan with a target bonus of 35% of his annual base salary and will receive an initial grant of 10,000 stock options and 7,500 restricted stock units with a five-year vesting schedule.

The foregoing summary of the Letter Agreement is qualified in its entirety by reference to the full text of the Letter Agreement, a copy of which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following is furnished as an exhibit to this Current Report on Form 8-K:

<u>Exhibit Number</u>	<u>Description</u>
<u>10.1</u>	<u>Letter Agreement, dated October 13, 2017, between the Company and Michael Bryan.</u>
<u>99.1</u>	<u>Press Release, dated October 23, 2017.</u>

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 23, 2017

EXHIBIT INDEX

**Exhibit
Number**

Description of Exhibit

10.1

Letter Agreement, dated October 13, 2017, between the Company and Michael Bryan.

99.1

Press Release, dated October 23, 2017.



October 13, 2017

Michael Bryan

Dear Mike:

On behalf of Veritex Community Bank, I would like to formally extend to you the offer of EVP, Chief Information Officer. Veritex Bank is a financially strong, fast growing company that believes our future success depends upon continuing investments in new markets, products, technologies and great people. We are delighted about the opportunity to attract someone with your talents to Veritex!

- We are offering you compensation in the amount of \$11,875 per pay period (\$285,000 annual equivalent). Veritex Community Bank pays on a 24-week pay cycle.
- Participation in a discretionary bonus plan, beginning 1/1/2018 with a target of 25% of base salary.
- Participation in Long Term Incentive Plan (LTIP) beginning 1/1/2018, with a target of 35% of base salary.
- Initial grant of 10,000 stock options and 7,500 RSUs, both with 5 year vesting schedule.
- Paid cell phone expenses, as outlined in our Cell Phone Reimbursement Policy.
- 4 Weeks of vacation per year.

We are extending this offer with a desire for you to begin employment with Veritex Community Bank as soon as practical for you.

You will be scheduled to participate in New Employee Orientation soon after your first day of employment. I will contact you to schedule a convenient time. Orientation will provide you with a detailed description of the company's policies and employee benefits. Continued employment depends on the satisfactory completion of our routine background checks including, but not limited to, references, education verification and criminal background screening. This

document overrules all verbal commitments made prior to its receipt. Employment with Veritex Community Bank may be terminated at the discretion of the employee or the Bank, and nothing in this letter should be construed as creating an employment contract.

Mike, we look forward to you joining our winning team! Please sign and return one copy of this letter as confirmation of your acceptance of our offer. Feel free to contact me at 972-349-6135 or Malcolm Holland at 972-349-6131 if you have any questions or need additional information.

Sincerely,



Marie Reed
SVP, Human Resources Director
mreed@veritexbank.com

Michael Bryan

Date

CC: Malcolm Holland

VERITEX HOLDINGS, INC. ANNOUNCES NEW CHIEF INFORMATION OFFICER

Dallas, TX - October 23, 2017 - Veritex Holdings, Inc. (NASDAQ: VBTX) (“Veritex” or “the Company”), the parent holding company of Veritex Community Bank, today announced the appointment of Michael Bryan, age 60, in the newly-created role of Chief Information Officer (the “Appointment”), effective as of the date that Mr. Bryan commences employment with the Company. A copy of the press release announcing Mr. Bryan’s appointment is furnished herewith as Exhibit 99.1.

Prior to joining the Company, Mr. Bryan served as Executive Vice President, Chief Information Officer at BNC Bank from May 2010 to June 2017, Bank Technology/Operations Practice Principal at DD&F Consulting Group from November 2007 to April 2010, Global Account Manager at Fujitsu from January 2004 to January 2006, Principal Consultant at Hewlett Packard Enterprise from January 2001 to January 2004 and CEO/Owner of BancPro Systems, Inc. from January 1980 to December 2003.

Special Note Concerning Forward-Looking Statements

This press release may contain “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. These forward-looking statements reflect the current views of Veritex’s management with respect to, among other things, future events and Veritex’s financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “project,” “forecast,” “goal,” “target,” “would” and “outlook,” or the negative variations of those words or other comparable words of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about Veritex’s industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond Veritex’s control. Accordingly, Veritex cautions you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although Veritex believes that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from Veritex expectations include successfully implementing its growth strategy, including identifying acquisition targets and consummating suitable acquisitions; continuing to sustain internal growth rate; providing competitive products and services that appeal to its customers and target market; continuing to have access to debt and equity capital markets and achieving its performance goals. The foregoing list of factors is not exhaustive.

For discussion of these and other risks that may cause actual results to differ from expectations, please refer to “Special Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” in Veritex’s Annual Report on Form 10-K filed with the SEC on March 10, 2017 and any updates to those risk factors set forth in Veritex’s subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. 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 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, and Veritex does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New risks and uncertainties arise from time to time, and it is not possible for Veritex to predict those events or how they may affect it. In addition, Veritex cannot assess the impact of each factor on Veritex’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements, expressed or implied, included in this press release are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Veritex or persons acting on Veritex’s behalf may issue.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Source: Veritex Holdings, Inc.

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