

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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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

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|---|---|--|
| 1. Name and Address of Reporting Person* <u>Skelly Noreen E</u> (Last) (First) (Middle) C/O VERITEX HOLDINGS, INC. 8214 WESTCHESTER DRIVE, SUITE 400 (Street) DALLAS TX 75225 (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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) 10/09/2014 | |
| | 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 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 | Amount or Number of Shares | | | | |
| Employee Stock Option (right to buy) | \$10 | 10/09/2014 | | D/K | | 20,000 | | (1) | 01/01/2021 | Common Stock | 20,000 | (2) | 0 | D | |
| Restricted Stock Units | (3) | 10/09/2014 | | A/K | | 3,533 | | (2) | 10/09/2024 | Common Stock | 3,533 | (2) | 3,533 | D | |

Explanation of Responses:

- Performance-based option vests and becomes exercisable as to (i) 35% upon the occurrence of a change of control; (ii) 35% upon the occurrence of a change of control and the receipt of persons acquiring shares in March 2010 having received either a 20% internal rate of return or 2.5 times their original investment of \$10.00 per share; and (iii) the remaining 30% upon the occurrence of a change of control and the receipt of persons acquiring shares in March 2010 having received either a 30% internal rate of return or 2.5 times their original investment of \$10.00 per share.
- On October 9, 2014, the issuer canceled performance-based option to purchase 20,000 shares of VBTX common stock granted to the reporting person on January 1, 2011. In exchange for the canceled performance-based option, the reporting person received 3,533 restricted stock units. Each restricted stock unit represents a contingent right to receive one share of VBTX common stock.
- The restricted stock units vest in five equal installments beginning October 9, 2015. Vested shares will be settled in either, cash, shares of VBTX common stock or a combination thereof, immediately following lapse of restrictions but in any event, no later than March 15 of the calendar year immediately following the lapse of the restrictions.

/s/ C. Malcolm Holland, III, by 10/14/2014
power of attorney.

** 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.

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