SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

1. Name and Address of Reporting Person*

Kesler Jeff

(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

Veritex Holdings, Inc. [VBTX]

3. Date of Earliest Transaction (Month/Day/Year)

01/01/2018

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director		10% Owner
X	Officer (give title below)		Other (specify below)

Chief Lending Officer

6. Individual or Joint/Group Filing (Check Applicable Line)

X 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			
Common Stock	01/01/2018		M		1,038	A	$0	24,757	D	
Common Stock	01/01/2018		M		1,156	A	$0	25,913	D	
Common Stock	01/01/2018		M		917	A	$0	26,830	D	
Common Stock	01/01/2018		F		1,015	D	$27.59	25,815	D	

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				
Restricted Stock Units	(1)	01/01/2018		M			1,038	(2)	(2)	Common Stock	1,038	$0	0	D	
Restricted Stock Units	(1)	01/01/2018		M			1,156	(3)	(3)	Common Stock	1,156	$0	1,158	D	
Restricted Stock Units	(1)	01/01/2018		A		2,753		(4)	(4)	Common Stock	2,753	$0	2,753	D	
Restricted Stock Units	(1)	01/01/2018		M			917	(4)	(4)	Common Stock	917	$0	1,836	D	
Employee Stock Option (right to buy)	$27.59	01/01/2018		A		6,513		(5)	01/01/2028	Common Stock	6,513	$0	6,513	D	

Explanation of Responses:

1. Each restricted stock unit represents a right to receive at settlement one share of common stock of the Company.

2. On January 1, 2015, the reporting person was granted an award of 3,110 restricted stock units subject to certain terms and conditions that was not required to be reported. The number of restricted stock units eligible for vesting was based on certain performance objectives and market conditions as of December 31, 2015 and determined on January 1, 2016. The performance objectives and market conditions were met for 2015, resulting in the eligibility for vesting of all 3,110 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2016. Vested units of 1,037, 1,035, and 1,038 were settled through the delivery of shares on January 1, 2016, 2017, and 2018, respectively.

3. On January 1, 2016, the reporting person was granted an award of 3,470 restricted stock units subject to certain terms and conditions that was not required to be reported. The number of restricted stock units eligible for vesting was based on certain performance objectives and market conditions as of December 31, 2016 and determined on January 1, 2017. The performance objectives and market conditions were met for 2016, resulting in the eligibility for vesting of all 3,470 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2017. Vested units of 1,156 were settled through the delivery of shares on January 1, 2017 and 2018.

4. On January 1, 2017, the reporting person was granted an award of 2,753 restricted stock units subject to certain terms and conditions that was not required to be reported. The number of restricted stock units eligible for vesting was based on certain performance objectives and market conditions as of December 31, 2017 and determined on January 1, 2018. The performance objectives and market conditions were met for 2017, resulting in the eligibility for vesting of all 2,753 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2018. Vested units of 917 were settled through the delivery of shares on January 1, 2018.

5. The option vests in three equal annual installments beginning January 1, 2019.

Remarks:

/s/ C. Malcolm Holland, III, by power of attorney   01/03/2018