FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

| 1. Name and Address of Reporting Person* WILLIAM FALLON | | | | | 2. Issuer Name and Ticker or Trading Symbol Veritex Holdings, Inc. [VBTX] | | | | | | | | | | 5. Relationship of Reporting Perso (Check all applicable)Director | | | | suer vner | | |
|---|---|---|--|---------|---|--|--------|---------------------------|------------|----------------------------------|--|--------------------|-------------------------------|--|--|---|--|-------------------------------------|--|--|--|
| (Last) | (F | irst) | (Middle) | | | 3. Date of Earliest Transaction (Month/Day/Year) 07/09/2024 | | | | | | | | | | | r (give title) | | Other (s below) | I | |
| 8214 WESTCHESTER DR. SUITE 800 | | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | | | | | | | | | | | | | | , | | orting Perso | | |
| DALLA | DALLAS TX 75225 | | | | | | | | | | | | | | | Form filed by More than One Reporting Person | | | | | |
| (City) (State) (Zip) | | | | | Rı | Rule 10b5-1(c) Transaction Indication | | | | | | | | | | | | | | | |
| | | | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | | | | | | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Sec | uritie | es Ac | cqu | ired, | Dis | posed (| of, or | r Ben | eficial | ly Owne | d | | | | |
| 1. Title of Security (Instr. 3) 2. Trans Date (Month/l | | | | | 2A. Deemed Execution Date if any (Month/Day/Yea | | | ransaction Code (Instr. | | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | | Benefic Owned | es Formally (D) of Following (I) (II) | | r Indirect r Indirect str. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | Reporte Transac (Instr. 3 | tion(s) | | | (Instr. 4) | |
| Common Stock | | | | | | | | | | | | | 17,735 | | | D | | | | | |
| Common | Stock | | | | | | | | | | | | | | | 3, | 000 | | I | IRA | |
| | | Т | | | | | | | | | | osed of onverti | | | | Owned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year | 3A. Deem Execution if any (Month/Da | Date, | 4. Transaction Code (Instr. 8) | | | | Exp | Date Exe piration onth/Day | Date | | Amor Secu Unde Deriv | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Numbe derivative Securities Beneficial Owned Following Reported Transactic (Instr. 4) | s Ily | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Dat Exe | te ercisable | | xpiration ate | Title | 1 | Amount or Number of Shares | | | | | | |
| Restricted Stock Unit | (1) | 07/09/2024 | | | Α | | 0 | | | (2) | | (2) | Comi | | 3,676 | \$0 | 3,676 | | 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. The reporting person was granted 3,676 restricted stock units which cliff vest on June 1, 2025.

Remarks:

/s/ C. Malcolm Holland, III, by 07/09/2024 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.

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.