

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL

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1. Name and Address of Reporting Person * <u>Skelly Noreen E</u>  (Last) (First) (Middle) <u>C/O VERITEX HOLDINGS, INC.</u> <u>8214 WESTCHESTER DRIVE, SUITE 400</u>  (Street) <u>DALLAS TX 75225</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veritex Holdings, Inc. [ VBTX ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2018</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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>  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
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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		993	A	\$0	8,235	D	
Common Stock	01/01/2018		M		1,087	A	\$0	9,322	D	
Common Stock	01/01/2018		M		851	A	\$0	10,173	D	
Common Stock	01/01/2018		F		956	D	\$27.59	9,217	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			993	(2)	(2)	Common Stock	993	\$0	0	D	
Restricted Stock Units	(1)	01/01/2018		M			1,087	(3)	(3)	Common Stock	1,087	\$0	1,089	D	
Restricted Stock Units	(1)	01/01/2018		A		2,555		(4)	(4)	Common Stock	2,555	\$0	2,555	D	
Restricted Stock Units	(1)	01/01/2018		M			851	(4)	(4)	Common Stock	851	\$0	1,704	D	
Employee Stock Option (right to buy)	\$27.59	01/01/2018		A		5,987		(5)	01/01/2028	Common Stock	5,987	\$0	5,987	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 2,978 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 2,978 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2016. Vested units of 993, 992, and 993 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 3,263 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 3,263 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2017. Vested units of 1,087 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 2,555 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 2,555 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2018. Vested units of 851 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 01/03/2018  
power of attorney

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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