

**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

1. Name and Address of Reporting Person* <u>Murphy William C</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>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/09/2014</u>	
	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 <input type="checkbox"/> 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	10/14/2014		A		7,692	A	\$13	567,554	D <sup>(1)</sup>	

**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
Employee Stock Option (right to buy)	\$10.85	10/09/2014		D/K		35,000		(2)	03/23/2021	Common Stock	35,000	(3)	0	D	
Restricted Stock Units	(4)	10/09/2014		A/K		5,636		(3)	10/09/2024	Common Stock	5,636	(3)	5,636	D	

**Explanation of Responses:**

- 39,951 of these shares are held directly by the reporting person, 65,000 are held indirectly by William C. Murphy Pension & Profit Sharing Plan & Trust, and 462,603 of these shares are held indirectly by WCM Parkway, Ltd.
- 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 35,000 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 5,636 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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