UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (date of earliest event reported): May 6, 2019

VERITEX HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

Texas	**001-36682**	**27-0973566**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification Number)

8214 Westchester Drive, Suite 800
Dallas, Texas 75225
(Address of principal executive offices)

(972) 349-6200
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock	VBTX	NASDAQ

Item 7.01 Regulation FD Disclosure

The attached presentation contains information that the members of Veritex Holdings, Inc. (the "Company" or "Veritex") management will use during visits with investors, analysts, and other interested parties to assist their understanding of the Company from time to time throughout the second quarter of 2019.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Presentation materials, dated May 6, 2019

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Veritex Holdings, Inc.

By:	/s/ C. Malcolm Holland, III
	C. Malcolm Holland, III
	Chairman and Chief Executive Officer
Date:	May 6, 2019

VERITEX

Investor Presentation

May 6, 2019

Safe Harbor

Forward-looking statements

This presentation contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various facts and derived utilizing assumptions, current expectations, estimates and projections and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include, without limitation, statements relating to the impact Veritex expects its recently completed acquisition of Green to have on its operations, financial condition and financial results and Veritex's expectations about its ability to successfully integrate the combined businesses of Veritex and Green and the amount of cost savings and overall operational efficiencies Veritex expects to realize as a result of the recently completed acquisition of Green. The forward-looking statements in this presentation also include statements about Veritex's future financial performance, business and growth strategy, projected plans and objectives, as well as other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact broader economic and industry trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans" and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing words. Further, certain factors that could affect future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the possibility that the businesses of Veritex and Green will not be integrated successfully, that the cost savings and any synergies from the acquisition may not be fully realized or may take longer to realize than expected, disruption from the acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex has (or Green had) business relationships, diversion of management time on integration-related issues, the reaction to the acquisition by Veritex's and Green's customers, employees and counterparties and other factors, many of which are beyond the control of Veritex. We refer you to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Veritex's Annual Report on Form 10-K for the year ended December 31, 2018 and any updates to those risk factors set forth in Veritex's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available on the SEC's website at www.sec.gov. If one or more events related to these or other risks or uncertainties materialize, or if Veritex's underlying assumptions prove to be incorrect, actual results may differ materially from what Veritex anticipates. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. Veritex does not undertake any obligation, and specifically declines any obligation, to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise. All forward-looking statements, expressed or implied, included in this presentation are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Veritex or persons acting on Veritex's behalf may issue.

This presentation includes industry and trade association data, forecasts and information that Veritex has prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys, government agencies and other information publicly available to Veritex, which information may be specific to particular markets or geographic locations. Some data is also based on Veritex's good faith estimates, which are derived from management's knowledge of the industry and independent sources. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Although Veritex believes these sources are reliable, Veritex has not independently verified the information contained therein. While Veritex is not aware of any misstatements regarding the industry data presented in this presentation, Veritex's estimates involve risks and uncertainties and are subject to change based on various factors. Similarly, Veritex believes that its internal research is reliable, even though such research has not been verified by independent sources.

Non-GAAP Financial Measures

Veritex reports its results in accordance with United States generally accepted accounting principles ("GAAP"). However, management believes that certain supplemental non-GAAP financial measures used in managing its business provide meaningful information to investors about underlying trends in its business. Management uses these non-GAAP measures to assess the Company's operating performance and believes that these non-GAAP measures provide information that is important to investors and that is useful in understanding Veritex's results of operations. However, non-GAAP financial measures are supplemental and should be viewed in addition to, and not as an alternative for, Veritex's reported results prepared in accordance with GAAP. The following are the non-GAAP measures used in this presentation:

- Tangible book value per common share;
- Tangible common equity to tangible assets;
- Returns on average tangible common equity;
- Operating net income;
- Pre-tax, pre-provision operating earnings
- Diluted operating earnings per share;
- Operating return on average assets;
- Operating return on average tangible common equity; and
- Operating efficiency ratio.

Please see "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for reconciliations to the most directly comparable financial measures calculated in accordance with GAAP.

Company Snapshot

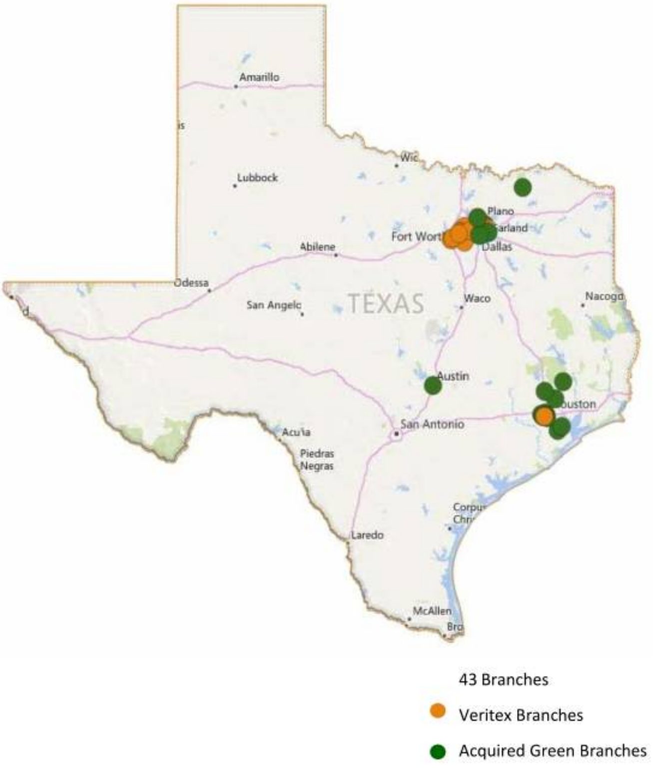
Overview

- Headquartered in Dallas, Texas
- Commenced banking operations in 2010; completed IPO in 2014
- Focused on relationship-driven commercial and private banking across a variety of industries, predominantly in Texas

Company Highlights

Listing	NASDAQ: VBTX
Market Cap (May 1, 2019)	$1.44 B
Total Branches	43
Balance Sheet – Quarter Ended March 31, 2019	
Total Assets	$7,932
Total Loans	$5,786
Total Deposits	$6,298
Tangible Book Value Per Common Share[1]	$13.84
Asset Quality – Quarter Ended March 31, 2019	
NPAs / Total Assets	0.29%
ALLL + PD / Total Loans	1.82%
Profitability – Quarter Ended March 31, 2019[1]	
ROAA	1.69%
ROATCE	18.81%
Efficiency Ratio	43.54%

Overview



[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Investment Thesis

Strong Core Earnings Profile	• 1Q19 pre-tax, pre-provision ("PTPP") operating earnings of $46.4 million, representing an annualized PTPP return on average assets of 2.40% vs. 1.95% for 4Q18 • 1Q19 operating ROTCE of 18.81% • Branch light business model
Attractive Core Markets	• Attractive commercial footprint supported by deposit base held in Texas • Well positioned for growth: core markets of Dallas-Fort Worth ("DFW") and Houston rank[1] in the Top 5 MSAs in the nation for both estimated 2018-2023 population growth and in the Top 10 for total MSA deposits
Well Positioned for Growth	• Scalable platform to support significant growth • Highly skilled bankers in Dallas and Houston metro areas with capacity to drive growth • Significant liquidity and capital to support growth initiatives
Capable Strategic Acquirer	• Track record of disciplined acquisitions and successful integrations • Acquisitions have provided significant strategic benefits and opportunities
Diversified Loan Portfolio	• Limited downside risk in the loan portfolio with 56.5% of the total portfolio credit marked in the last 6 quarters • ALLL plus remaining purchase discount to total loan portfolio is 1.82%
Experienced Management Team	• Management team with significant experience driving efficiency, growth and culture • Track record of successful strategic acquisitions, proactive management of credit resulting in limited credit losses and building out origination teams to support growth

[1] Represents Dallas and Houston rank amongst the Top 25 largest U.S. MSAs by population.

First Quarter 2019 Key Accomplishments

- Diluted EPS was $0.13 and diluted operating EPS was $0.59, or $32.7 million, up 25.5% compared to the prior quarter.
- ROATCE of 5.09% and operating ROATCE of 18.81% in Q1 compared to 11.52% and 13.37%, respectively, in Q4 2018.
- Return on average assets of 0.38% with operating return on average assets of 1.69% in Q1 compared to 1.40% in Q4 2018.
- Pre-tax, pre-provision ("PTPP") operating return on average assets increased to 2.40% in Q1 compared to 1.95% in Q4 2018.
- Efficiency ratio of 82.30% and operating efficiency ratio of 43.54%, down from 50.65% in Q4 2018.
- Book value per common share was $21.88 and tangible book value per common share was $13.76 in Q1 compared to $21.88 and $14.74, respectively, in Q4 2018, reflecting operating earnings, merger expenses, dividends, share repurchase activity and the impact of the merger with Green. Earnback of TBV dilution from merger occurring quicker than originally modeled.
- On April 22, 2019, declared quarterly cash dividend of $0.125 per common share payable in May 2019.

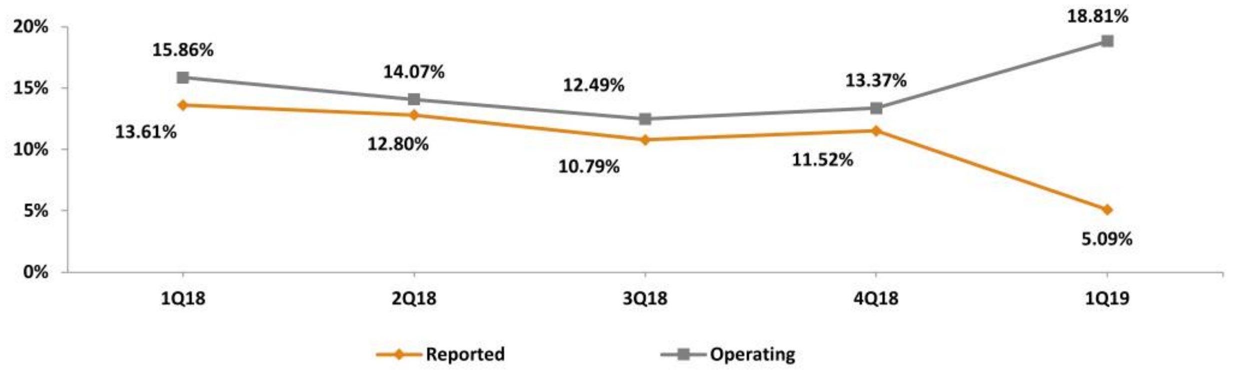
Green Bank Merger Update

- Closed merger on January 1, 2019
- Integration of people, processes and culture proceeding well and exceeding management expectations
- Cost savings are being realized faster than modeled
  - Core system conversion schedule for Q2
  - 3 branch closures and 1 branch divestiture planned for late Q2

Fully Diluted EPS and ROATCE[1]

Diluted Earnings Per Share[1]

ROATCE[1]



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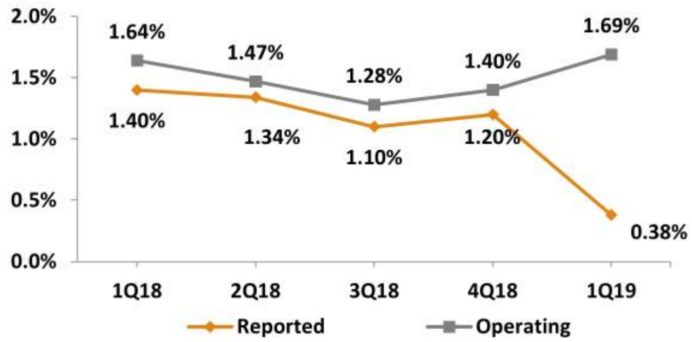
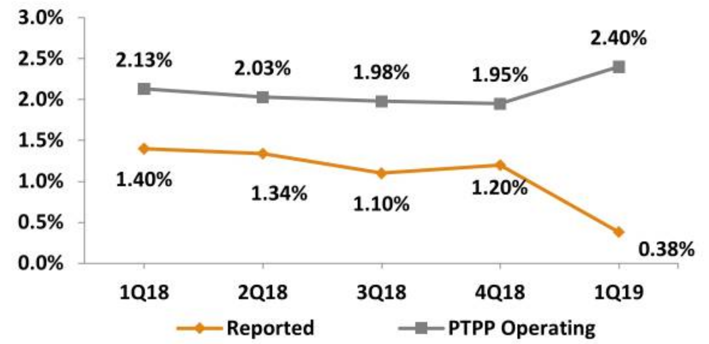
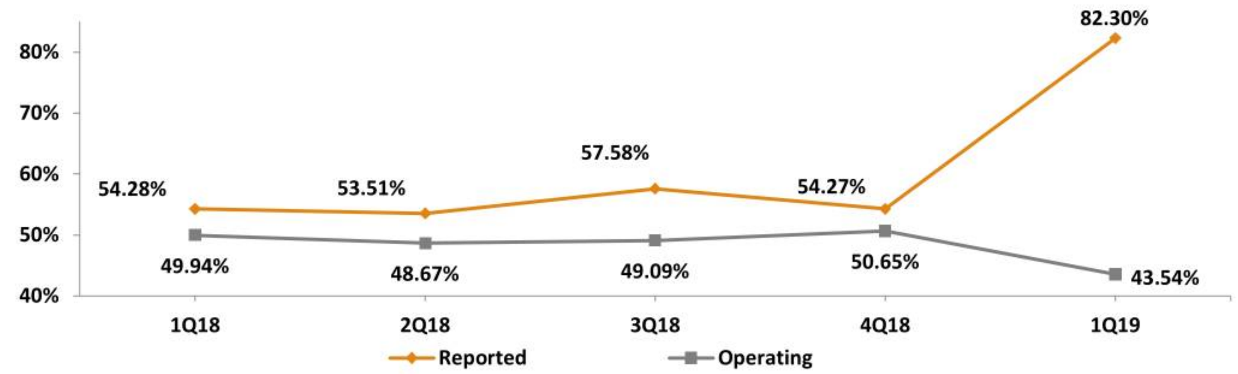
ROAA and Efficiency Ratio[1]

ROAA[1]





Efficiency Ratio[1]



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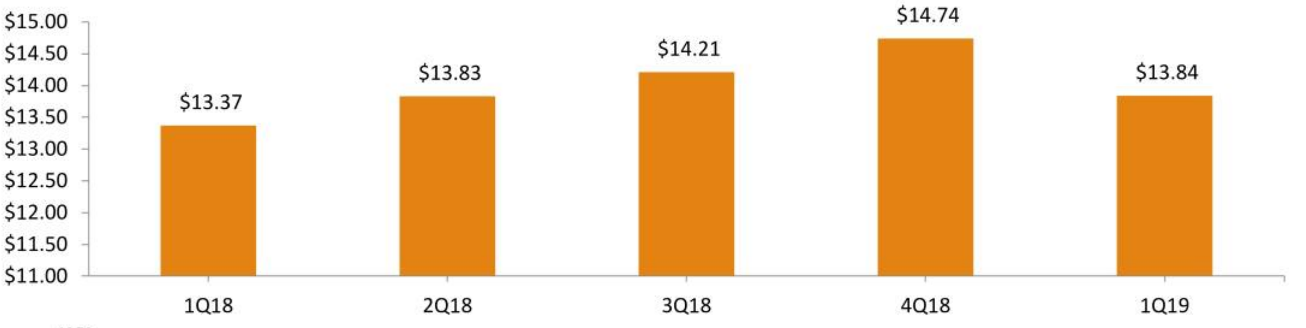
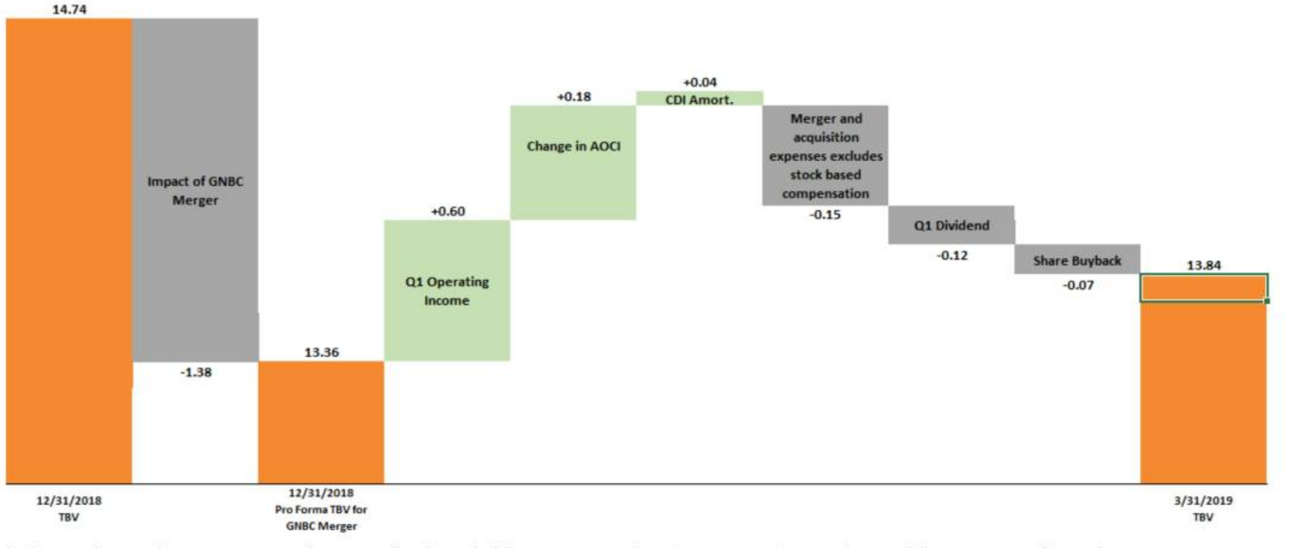
Tangible Book Value per Common Share

Tangible Book Value per Common Share[1]

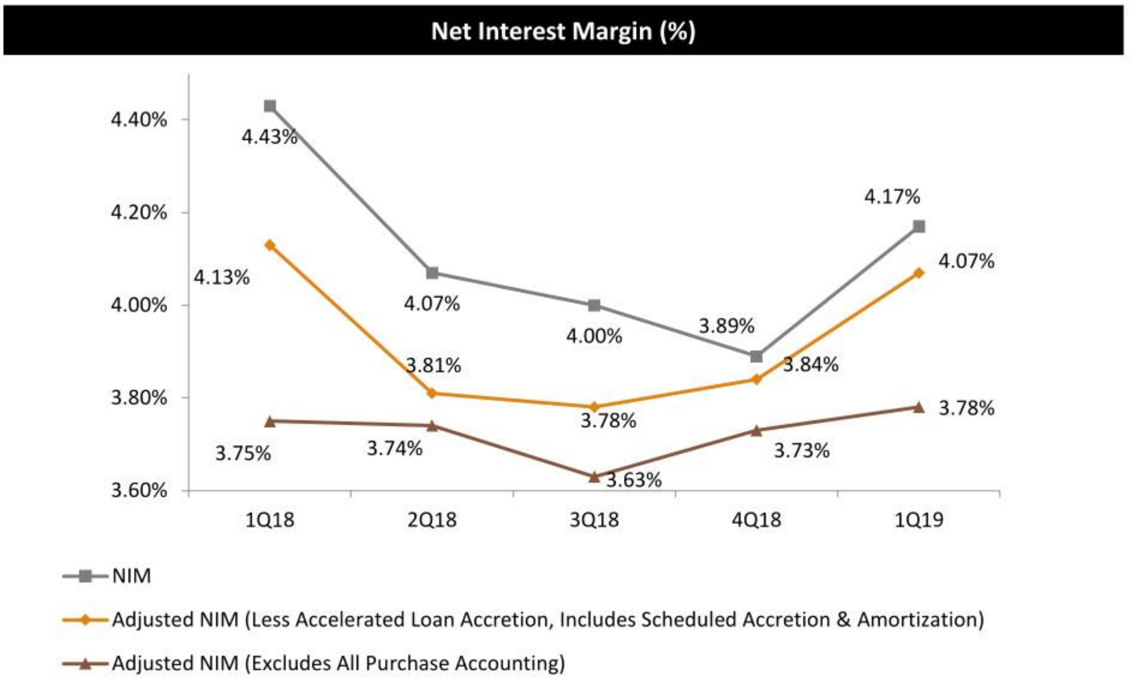




[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

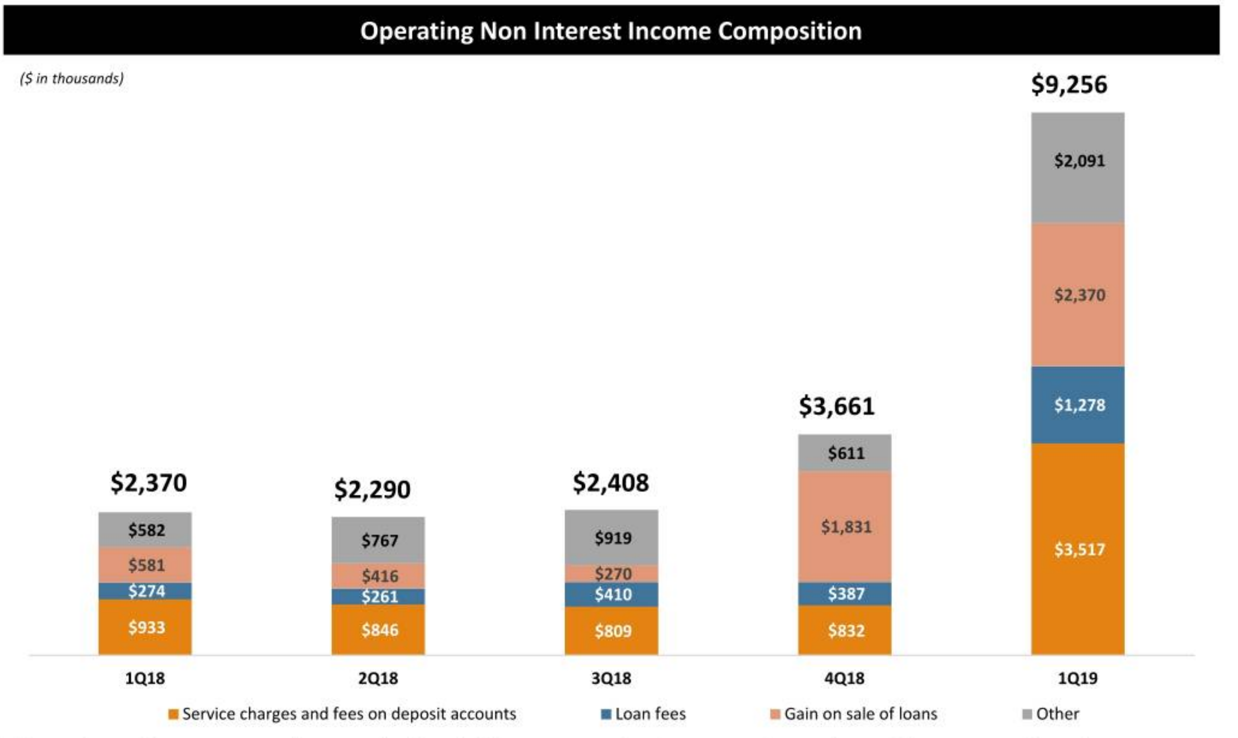
Net Interest Income

- Net interest margin ("NIM") increased to 4.17% in 1Q19 from 3.89% in 4Q18.
- Excluding all purchase accounting, the adjusted NIM expanded 5 bps to 3.78% reflecting the asset sensitive balance sheet.
- Mix of interest earning assets negatively impacted NIM given excess liquidity.



Non Interest Income (Operating)

- Non interest income totaled $8.5 million for the quarter ended March 31, 2019, a 134.4% increase over the prior quarter.
- Operating non-interest income totaled $9.3 million[1] for the quarter ended March 31, 2019, a 152.8% increase over the prior quarter.
- Strong quarter in the government guaranteed business with premiums increasing on $25.4 million of sold volumes.

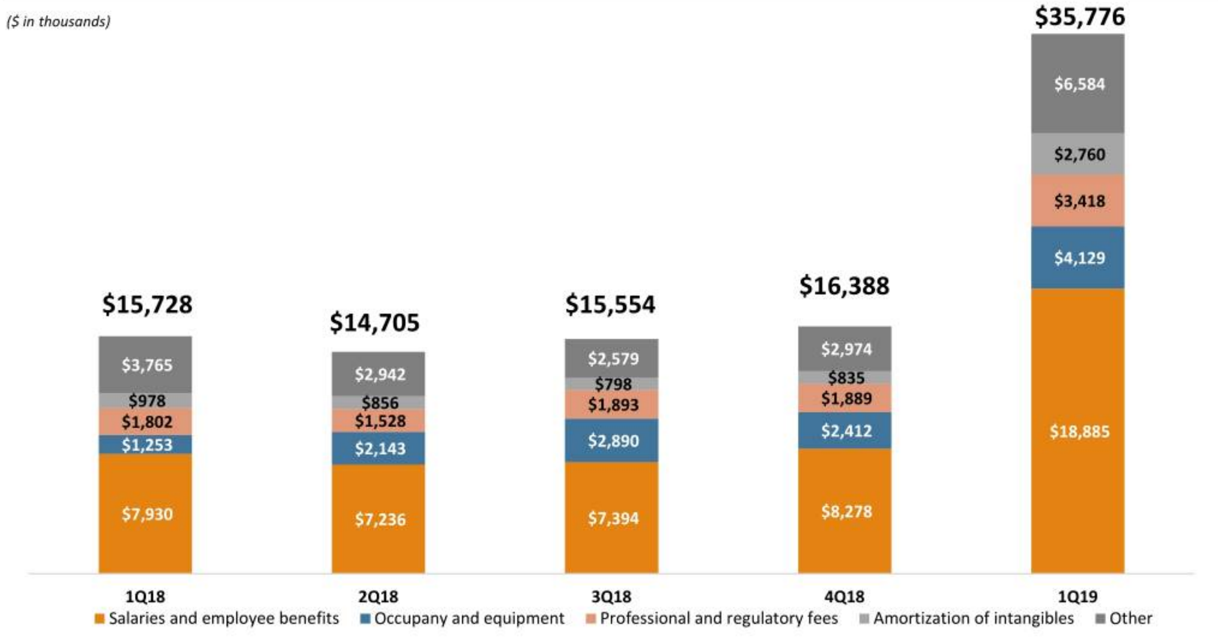


[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Non Interest Expense (Operating)

- Non interest expense totaled $67.0 million for the quarter ended March 31, 2019, a 282.0% increase over the prior quarter.
- Operating non-interest expense totaled $35.8 million[1] for the quarter ended March 31, 2019, a 118.3% increase over the prior quarter.
- Q2 expense initiatives include branch closures/divestitures, core conversion, planned employee departures offset by investments in new employees to support future growth.

Operating Non Interest Expense Composition



[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

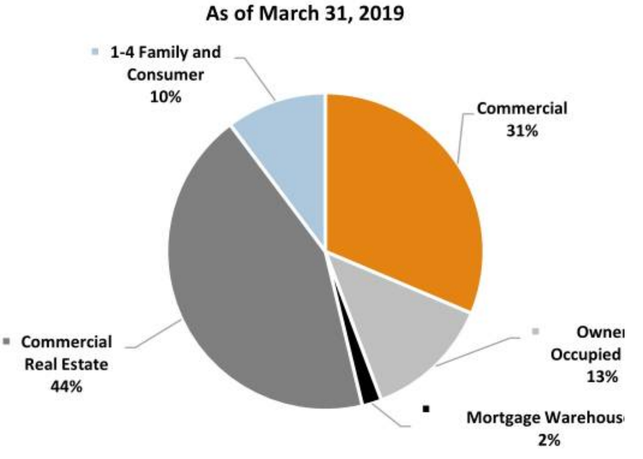
Loans

- Loans held for investment grew $3.2 billion, or 126.1%, as a result of our acquisition of Green and organic growth.
- Originated loans[1] increased $391 million, or 18.4%, for the quarter ended March 31, 2019.
- 56.5% of loan portfolio was credit marked in the last 6 quarters.

($ in millions)	For the Quarter Ended 4Q18	1Q19
Originated Loans[1]	2,121	2,512
Acquired Loans	435	3,266
Total Loans	2,556	5,778
Qtr / Qtr Change in Balance		
Originated Loans[1]	9.2%	18.4%
Acquired Loans	(14%)	650.8%
Total Loans	4.5%	126.1%

Loans Held for Investment

Loan Composition

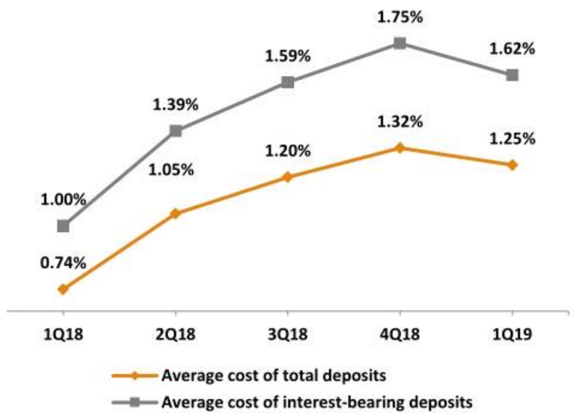


[1] Originated loans includes newly originated loans and purchased loans that have matured and renewed during the quarter.

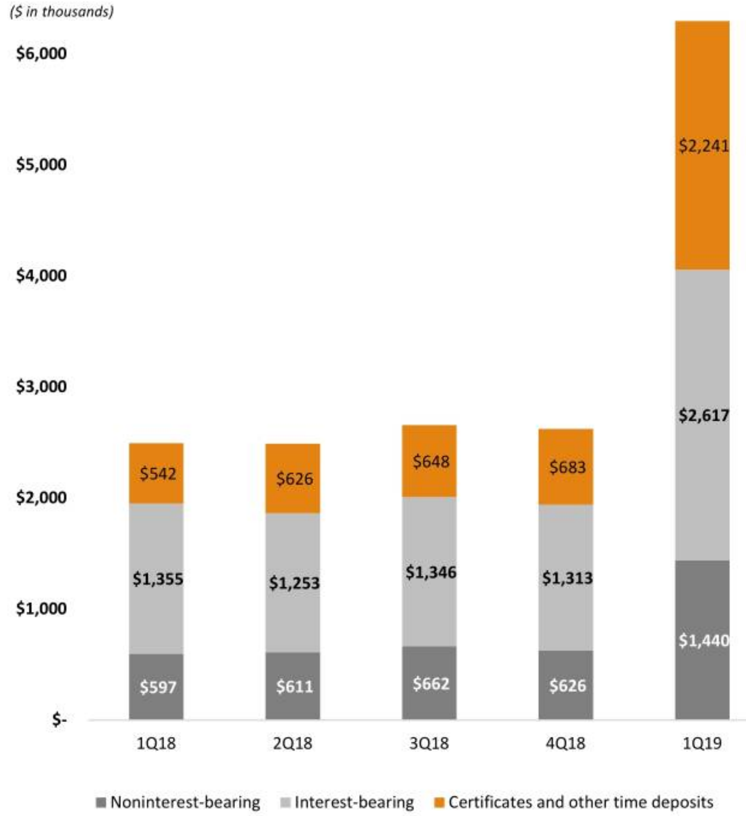
Deposits and Liquidity

- Noninterest-bearing deposits totaled $1.4 billion, which comprised 22.9% of total deposits as of March 31, 2019.
- Loan to deposit ratio decreased to 91.8% at March 31, 2019 from 97.4% at December 31, 2018.
- 1Q19 cost of deposits would have increased 10 bps over 4Q18 levels excluding the impact of purchase accounting
- Continued focus on cost-effective deposit growth with core client relationships.

Average Cost of Total Deposits



Deposits



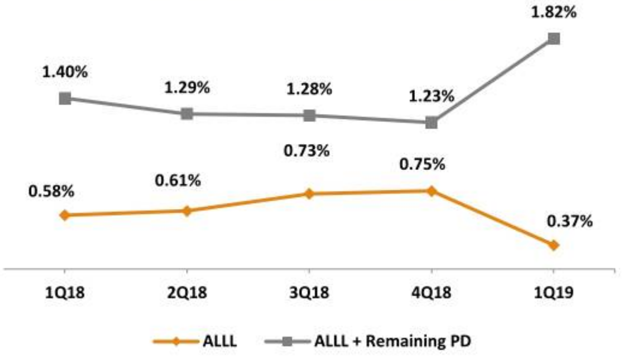
Strong Asset Quality

($ in thousands)	Non-Purchased Impaired	Purchased Impaired	Total
ALLL balance at 12/31/18	$ 17,953	$ 1,302	$ 19,255
Net charge-offs	(104)	(2,560)	(2,664)
Provisions for loan losses	3,455	1,557	5,012
ALLL balance at 3/31/19	$ 21,304	$ 299	$ 21,603
Remaining purchase discount ("PD") mark	29,244	54,121	83,365
Total ALLL + PD	$ 50,548	$ 54,420	$ 104,968
Loan balances	$ 5,612,853	$ 165,348	$ 5,778,201
ALLL percentange	0.38%	0.18%	0.37%
Remaining purchase discount mark percentage	0.52%	32.73%	1.44%
Effective reserve percentange	**0.90%**	**32.91%**	**1.82%**

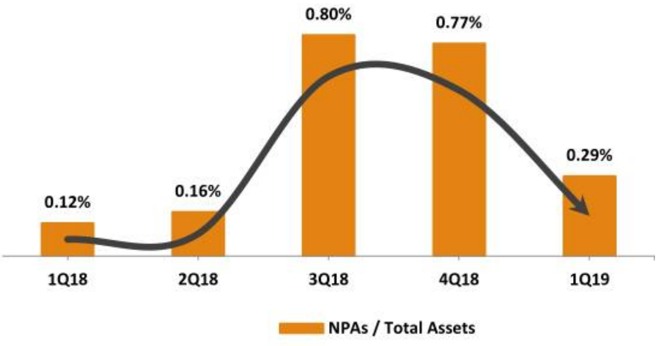
Net charge-offs – 5bps

Effective Reserve of 1.82% or $105.0 MM

Allowance for Loan Losses Ratio



NPAs / Total Assets



VHI Capital Ratios

	1Q18	4Q18	1Q19
Common equity Tier 1 ratio	12.04	11.80	11.06
Tier 1 capital ratio	12.48	12.18	11.50
Total risk-based capital ratio	13.17	12.98	12.45
Leverage ratio	11.84	12.04	10.57
Tangible common equity to tangible assets ratio[1]	11.17	11.78	10.02

2019 Capital Actions

- Repurchased $7.7 million in common stock (316,600 shares) in 1Q19
  - Share count reduced by 0.6%
- Returned $14.5 million to common shareholders during the quarter with repurchases of $7.7 million in common stock and $6.8 million in common dividends

[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Well Positioned in Attractive Texas Markets

Overview

- Texas remains one of the more attractive states in the U.S. from a demographic and commercial opportunity perspective:
  - Population growth expected to double U.S. average
  - If Texas were a sovereign nation, it would rank the 10th largest economy in the world based on GDP, ahead of Australia, Mexico, Spain, Russia and many others
  - Pro-business environment with no state income taxes
  - Behind Texas' strong economy are 50 Fortune 500 companies headquartered in Texas, more than 1,400 foreign companies and 2.4 million small businesses
  - Texas is the #1 exporting state in the nation for the 17th consecutive year, exporting $315 billion in goods in 2018
  - 13 million in the Texan workforce, representing the second largest civilian workforce in the U.S.
  - Texas marked its 107th consecutive month of job gains in March 2019

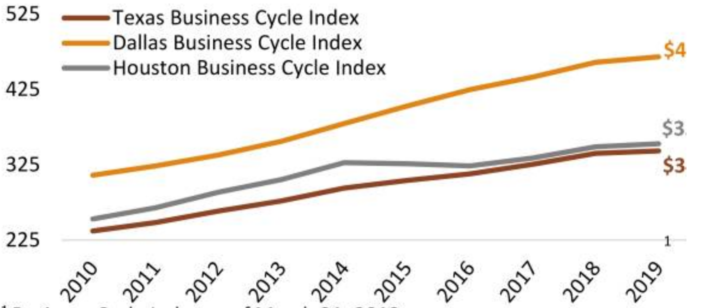
Source: Texas Office of the Governor (Economic Development and Tourism)

Favorable Demographics

	MSA Deposits ($ in billion) (Top 25 Rank[1])	2018-2023 Est. Pop. Growth (Top 25 Rank[1])	2018-2023 Est. HHI Growth (Top 25 Rank[1])
Houston, TX	$246 (#12)	8.3% (#1)	7.7% (#24
DFW	$275 (#9)	7.7% (#4)	9.8% (#16
Texas	$840	7.1%	9.5%
United States	**$12,308**	**3.5%**	**8.9%**

Source: FDIC, S&P Global Market Intelligence, [1]Represents Houston and DFW rank amongst the Top 25 largest U.S. MSAs by population

Continued Strengthening in Texas Economy



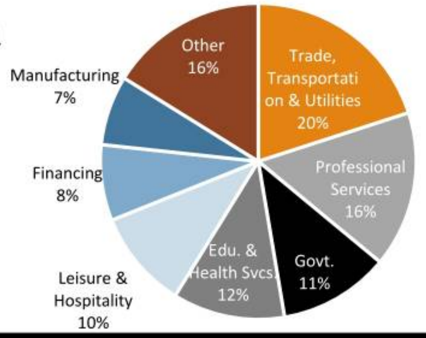
[1] Business Cycle Index as of March 31, 2019.
Source: Federal Reserve Bank of Dallas

Well Positioned in Attractive Texas Markets

DFW

- 4th most populous MSA in the U.S. (7.5 million residents), adding more than $1 million people in an eight-year period
- 3rd most headquartered location for Fortune 500 companies (24 companies)

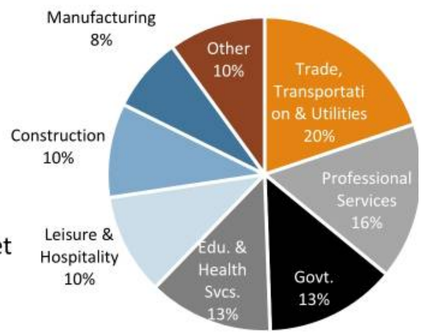
DFW Employment



Houston

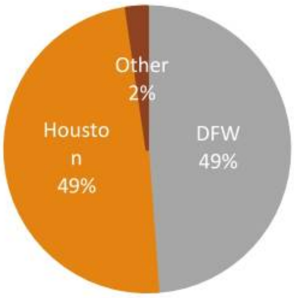
- 5th most populous MSA in the U.S. (7.0 million residents)
- 4th most headquartered location for Fortune 500 companies (21 companies)
- Largest export market in the U.S., with a diverse economy

Houston Employment



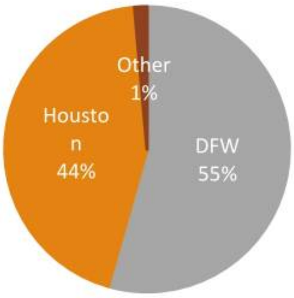
Veritex Regional Distribution as of March 31, 2019

Branches



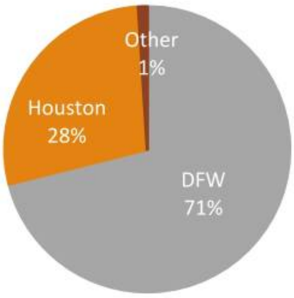
Total Branches: 43

Loans



Total Loans: $5,786

Deposits



Total Deposits: $6,298

Source: Texas Workforce Commission, Greater Houston Partnership

Scalable Platform with Attractive Growth Profile

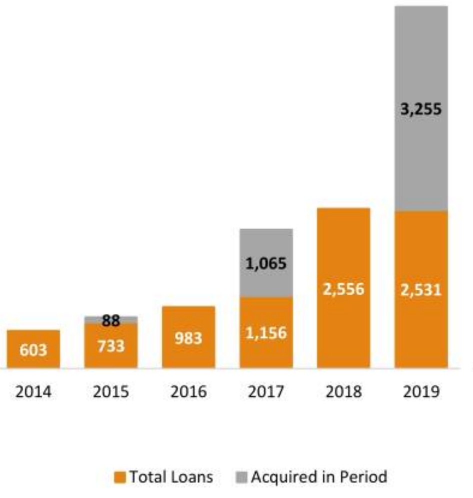
Organic Growth

- Highly productive origination teams actively generating loans and deposits and serving as the primary point of contact for our customers
  - Private and business bankers focus on emerging and small business customers
  - Commercial and specialty bankers focus on C&I, real estate, mortgage warehouse and SBA loans
- Continue to drive increasing productivity of existing bankers through tailored incentive plans
  - "Inspect what you expect"
  - Weighted toward deposit generation
- Strong organic growth has been a major focus of management since inception

Strategic Acquisitions

- Strategic M&A has been an important growth driver
- Disciplined acquisition strategy to supplement organic growth
- Since 2010:
  - Completed 7 whole-bank transactions
  - Acquired $4.4 billion in loans
  - Acquired $4.7 billion in deposits

Total Loans



Total Deposits

Proven Track Record as a Strategic Acquirer

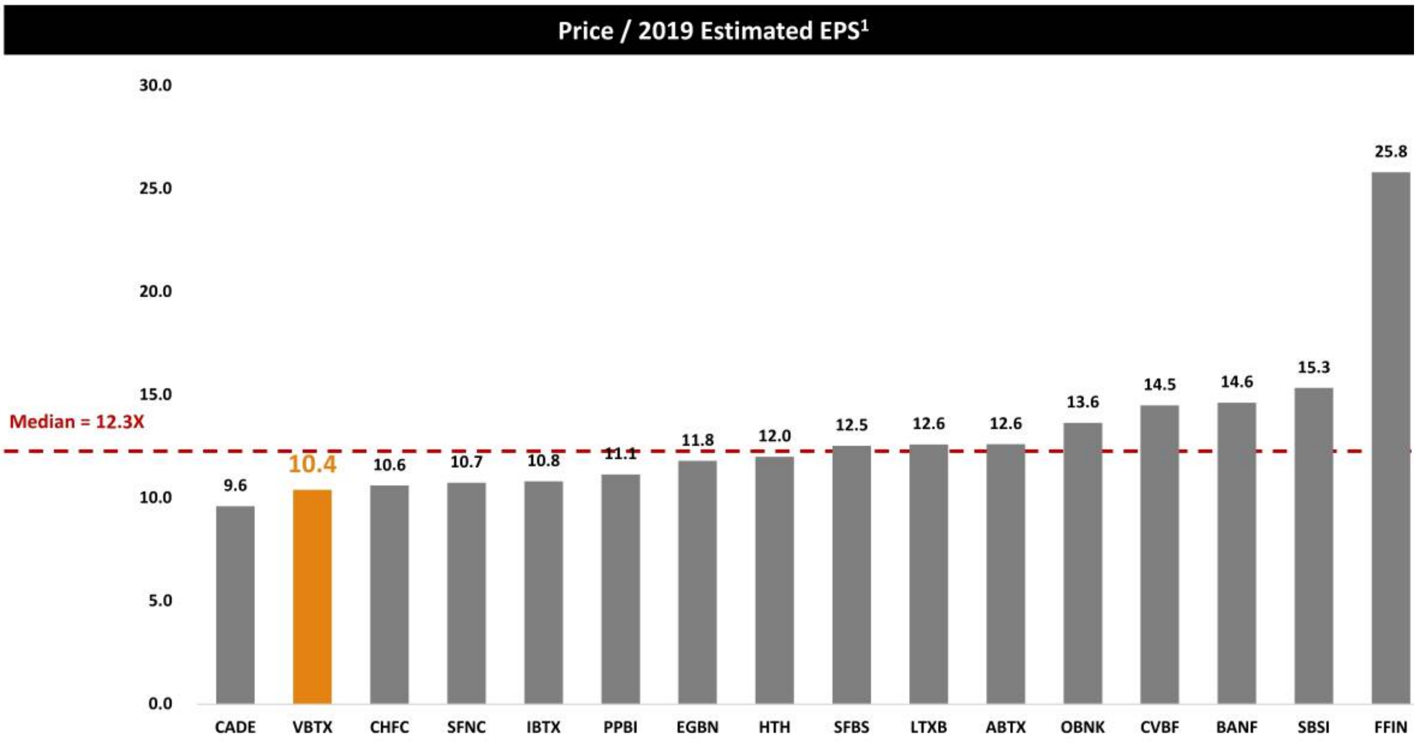
Overview

- Selective use of strategic acquisitions to augment growth and efficient scale
- Focused on well-managed banks in our target markets with:
  - Favorable market share
  - Low-cost deposit funding
  - Compelling fee income generating business
  - Growth potential
  - Other unique attractive characteristics
- Key metrics used when evaluating acquisitions:
  - EPS accretion
  - TBVPS earn-back
  - IRR
- Reputation as an experienced acquirer
- We expect to maintain discipline in pricing and pursue transactions expected to produce attractive risk adjusted returns
- We strive to build, maintain and support Veritex culture during integrations

Acquisition History

Date	Target	Loans	Branches
Sept. 2010	Professional	$91.7	3
Mar. 2011	Fidelity	$108.1	3
Oct. 2011	Bank of Las Colinas	$40.4	1
July 2015	Independent Bank	$88.5	2
Aug. 2017	Sovereign	$752.5	9
Dec. 2017	Liberty	$312.6	5
Jan. 2019	Green	$3,254.9	21

Attractive Valuation



[1] Mean consensus EPS estimates as compiled by FactSet.

Source: SNL Financial. Peers comprised of major exchange traded U.S. banks in VBTX custom peer group.
Trading multiples based on closing prices as of May 1, 2019.

What The Analysts Are Saying

VBTX | Outperform; A Nice 1Q19 with GNBC Included, Modestly Increasing EPS Estimates
Brady Gailey, CFA; Keefe, Bruyette & Woods

"We like 1Q19s EPS beat, modest level of buybacks, successful closing of the attractive GNBC deal and the expanded NIM. Consider VBTX a top idea trading at only 1.9x current TBV (relative to its core forward ROTCE of 17-18%) 10.2x '19E and 9.6x '20E. We believe VBTX is a very attractive franchise that could one day attract the eye of multiple buyers wanting additional Texas exposure given its size, geography and improving profitability…"

VBTX | Fine-Tuning Ests; Some Clean Quarters Should Get This One More Love
Brett Rabatin, CFA; Piper Jaffray Co.

"There is no change to our $34 PT; we think a few quarters absent the noise from a sizable combination of two banks will result in better visibility of high profitability and earning power. We still like this name, and our revised estimates may end up proving conservative on growth or NIM. Out of the gate the quarter looked great given a better NIM than expected and overall revenue trends."

VBTX | 1Q19 EPS: Positive Initial Trends Following Large Acquisition
Gary Tenner, CFA; D. A. Davidson Co.

"VBTX reported a solid first quarter following the acquisition of Green Bancorp, with strong NIM expansion, higher fees, and lower operating expenses than projected. We view VBTX as being well-positioned to benefit from growth opportunities in both Houston and Dallas. Maintain BUY rating and $33 PT."

VBTX | EPS Beat Driven by Cost Controls and Fees; Maintain OW & $32 PT
Matt Olney, CFA; Stephens Inc.

"We're encouraged to see solid results from VBTX in 1Q19; results that represent the first full quarter impact with the Green Bancorp acquisition. Cost savings from the acquisition have come quicker than expected which helped drive a 1Q19 EPS beat. We expect VBTX's capital levels to build quickly which could present unique optionality in late 2019."

VBTX | Earnings Review; Maintain Buy Rating
Brad Milsaps, CFA; Sandler O'Neill Partners

"VBTX remains a "show me" story that must execute on the merger, and we feel encouraged by what we saw in 1Q19 results. We continue to view the risk/reward of owning a bank producing a pre-provision ROAA of 2.5% and a ROA above 1.65% as attractive at less than 10x our 2020 estimate especially considering that 56.5% of the loan book has been marked over the last six quarters. As a result, we are sticking with our BUY rating and think investors should utilize the underperformance to add to or establish positions."

VBTX | Green Deal Progress Better Than Expected; Reiterate Outperform, $29 PT
Michael Rose; Raymond James & Associates

"All in, continue to see the merits of its transformative deal with Green Bank and believe the company is well-positioned in attractive growth markets. Net-net, we believe the current approximately 2.5 turn '20E P/E multiple discount to peers is unwarranted and continue to view risk-reward positively given the company's solid growth prospects and improving profitability outlook."

Analyst Recommendations

Firm	Rating	Price Target	2019 Estimate	2020 Estimate
Keefe Bruyette & Woods Inc.	Outperform	$34.00	$2.55	$2.70
Piper Jaffray Co.	Overweight	$34.00	$2.48	$2.69
D.A. Davidson & Co.	Buy	$33.00	$2.59	$2.73
Stephens Inc.	Overweight	$32.00	$2.51	$2.63
Sandler O'Neill & Partners LP	Buy	$32.00	$2.45	$2.70
Raymond James & Associates	Outperform	$29.00	$2.51	$2.60
Consensus		$32.33	$2.52	$2.68

Closing Remarks

- Build and maintain Veritex culture during integration
- Multiple significant 2019 hires, including new Houston president, Head of mortgage warehouse lending, Chief Technology Officer and President of our Mortgage Division
- Branch-light business model located in attractive major metropolitan markets in Texas
- Scalable platform to accommodate organic growth and enhance profitability
- CRE growth capacity supports expectations for loan production and growth
- Demonstrated ability to grow both loans and deposits organically
- Strong operating earnings profile, highlighted by 1Q19 annualized PTPP return on average assets of 2.40%, operating ROAA of 1.69%, operating ROTCE of 18.81% and an operating efficiency ratio of 43.54%
- Significant liquidity and capital levels to support future growth
- Limited credit downside given that 56.5% of the loan portfolio was credit marked in the last 6 months
- Continue to return excess capital to shareholders through share repurchase and common stock dividends.

VERITEX

Reconciliation of Non-GAAP Financial Measures

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
	(Dollars in thousands, except per share data)				
Tangible Common Equity					
Total stockholders' equity	$ 1,193,705	$ 530,638	$ 517,212	$ 508,441	$ 497,433
Adjustments:					
Goodwill	(368,268)	(161,447)	(161,447)	(161,447)	(161,685)
Core deposit intangibles[1]	(74,916)	(11,675)	(12,107)	(12,538)	(12,970)
Tangible common equity	$ 750,521	$ 357,516	$ 343,658	$ 334,456	$ 322,778
Common shares outstanding	54,236	24,254	24,192	24,181	24,149
Book value per common share	$ 21.88	$ 21.88	$ 21.38	$ 21.03	$ 20.60
Tangible book value per common share	$ 13.84	$ 14.74	$ 14.21	$ 13.83	$ 13.37

[1] The Company previously adjusted tangible common equity by excluding the impact of all other intangible assets. The Company has modified the metric to solely adjust for core deposit intangibles in order to align with industry peers for comparability purposes.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
	(Dollars in thousands)				
Tangible Common Equity					
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Adjustments:					
Goodwill	(368,268)	(161,447)	(161,447)	(161,447)	(161,685)
Core deposit intangibles[1]	(74,916)	(11,675)	(12,107)	(12,538)	(12,970)
Tangible common equity	$ 750,521	$ 357,516	$ 343,658	$ 334,456	$ 322,778
Tangible Assets					
Total assets	$ 7,931,747	$ 3,208,550	$ 3,275,846	$ 3,133,627	$ 3,063,319
Adjustments:					
Goodwill	(368,268)	(161,447)	(161,447)	(161,447)	(161,685)
Core deposit intangibles[1]	(74,916)	(11,675)	(12,107)	(12,538)	(12,970)
Tangible Assets	$ 7,488,563	$ 3,035,428	$ 3,102,292	$ 2,959,642	$ 2,888,664
Tangible Common Equity to Tangible Assets	10.02%	11.78%	11.08%	11.30%	11.17%

[1] The Company previously adjusted tangible common equity by excluding the impact of all other intangible assets. The Company has modified the metric to solely adjust for core deposit intangibles in order to align with industry peers for comparability purposes.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
	(Dollars in thousands)				
Net income available for common stockholders adjusted for amortization of core deposit intangibles					
Net income	$ 7,407	$ 9,825	$ 8,935	$ 10,193	$ 10,388
Adjustments:					
Plus: Amortization of core deposit intangibles[1]	2,477	432	431	432	387
Less: Tax benefit at the statutory rate	520	91	91	91	81
Net income available for common stockholders adjusted for amortization of intangibles	$ 9,364	$ 10,166	$ 9,275	$ 10,534	$ 10,694
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,190,266	$ 523,590	$ 514,876	$ 504,328	$ 492,869
Adjustments:					
Average goodwill	(366,795)	(161,447)	(161,447)	(161,433)	(159,272)
Average core deposit intangibles[1]	(76,727)	(11,932)	(12,354)	(12,807)	(14,978)
Average tangible common equity	$ 746,744	$ 350,211	$ 341,075	$ 330,088	$ 318,619
Return on Average Tangible Common Equity (Annualized)	5.09%	11.52%	10.79%	12.80%	13.61%

[1] The Company previously adjusted tangible common equity by excluding the impact of all other intangible assets. The Company has modified the metric to solely adjust for core deposit intangibles in order to align with industry peers for comparability purposes.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
	(Dollars in thousands)				
Operating Earnings					
Net income	$ 7,407	$ 9,825	$ 8,935	$ 10,193	$ 10,388
Plus: Loss on sale of securities available for sale, net	772	42	—	—	—
Less: Gain on sale of disposed branch assets	—	—	—	—	(388)
Plus: Lease exit costs, net[1]	—	—	—	—	1,071
Plus: Branch closure expenses	—	—	—	—	172
Plus: One-time issuance of shares to all employees	—	—	—	421	—
Plus: Merger and acquisition expenses	31,217	1,150	2,692	1,043	335
Operating pre-tax income	39,396	11,017	11,627	11,657	11,578
Less: Tax impact of adjustments[2]	6,717	(440)	538	293	242
Plus: Tax Act re-measurement	—	—	(688)	(127)	820
Plus: Other M&A discrete tax items	—	—	—	—	—
Net operating earnings	$ 32,679	$ 11,457	$ 10,401	$ 11,237	$ 12,156
Weighted average diluted shares outstanding	55,439	24,532	24,613	24,546	24,539
Diluted EPS	$ 0.13	$ 0.40	$ 0.36	$ 0.42	$ 0.42
Diluted operating EPS	0.59	0.47	0.42	0.46	0.50

[1] Lease exit costs, net for the three months ended March 31, 2018 includes a $1.5 million consent fee and $240 thousand in professional services paid in January 2018 to separately assign and sublease two of our branch leases that the Company ceased using in 2017 offset by the reversal of the corresponding assigned lease cease-use liability totaling $669 thousand.

[2] During the fourth quarter of 2018, the Company initiated a transaction cost study, which through December 31, 2018 resulted in $727 thousand of expenses paid that are non-deductible merger and acquisition expenses. As such, the $727 thousand of non-deductible expenses are reflected in the three months ended and year-ended December 31, 2018 tax impact of adjustments amounts reported. All other non-merger related adjustments to operating earnings are taxed at the statutory rate.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2019	Dec 31, 2018	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018
	(Dollars in thousands)				
Pre-Tax, Pre-Provision Operating Earnings					
Net income	$ 7,407	$ 9,825	$ 8,935	$ 10,193	$ 10,388
Plus: Provision for income taxes	1,989	3,587	1,448	2,350	3,511
Pus: Provision for loan losses	5,012	1,364	3,057	1,504	678
Plus: Loss on sale of securities available for sale, net	772	42	—	—	—
Plus: Loss (gain) on sale of disposed branch assets	—	—	—	—	(388)
Plus: Lease exit costs, net[1]	—	—	—	—	1,071
Plus: Branch closure expenses	—	—	—	—	172
Plus: One-time issuance of shares to all employees	—	—	—	421	—
Plus: Merger and acquisition expenses	31,217	1,150	2,692	1,043	335
Net pre-tax, pre-provision operating earnings	$ 46,397	$ 15,968	$ 16,132	$ 15,511	$ 15,767
Average total assets	$ 7,841,267	$ 3,243,168	$ 3,233,214	$ 3,059,456	$ 3,006,429
Pre-tax, pre-provision operating return on average assets[2]	2.40%	1.95%	1.98%	2.03%	2.13%
Average total assets	$ 7,841,267	$ 3,243,168	$ 3,233,214	$ 3,059,456	$ 3,006,429
Return on average assets[2]	0.38%	1.20%	1.10%	1.34%	1.40%
Operating return on average assets[2]	1.69	1.40	1.28	1.47	1.64
Operating earnings adjusted for amortization of intangibles					
Net operating earnings	$ 32,679	$ 11,457	$ 10,401	$ 11,237	$ 12,156
Adjustments:					
Plus: Amortization of core deposit intangibles[3]	2,477	432	431	432	387
Less: Tax benefit at the statutory rate	520	91	91	91	81
Operating earnings adjusted for amortization of intangibles	$ 34,636	$ 11,798	$ 10,741	$ 11,578	$ 12,462
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,190,266	$ 523,590	$ 514,876	$ 504,328	$ 492,869
Adjustments:					
Average goodwill	(366,795)	(161,447)	(161,447)	(161,433)	(159,272)
Average core deposit intangibles[3]	(76,727)	(11,932)	(12,354)	(12,807)	(14,978)
Average tangible common equity	$ 746,744	$ 350,211	$ 341,075	$ 330,088	$ 318,619
Operating Return on average tangible common equity[2]	18.81%	13.37%	12.49%	14.07%	15.86%
Efficiency ratio	82.30%	54.27%	57.58%	53.51%	54.28%
Operating efficiency ratio	43.54%	50.65%	49.09%	48.67%	49.94%

[1] Lease exit costs, net for the three months ended March 31, 2018 includes a $1.5 million consent fee and $240 thousand in professional services paid in January 2018 to separately assign and sublease two of our branch leases that the Company ceased using in 2017 offset by the reversal of the corresponding assigned lease cease-use liability totaling $669 thousand.

[2] Annualized ratio.

[3] The Company previously adjusted tangible common equity by excluding the impact of all other intangible assets. The Company has modified the metric to solely adjust for core deposit intangibles in order to align with industry peers for comparability purposes.