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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

| | | |
|---|---|---|
| 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) <p style="text-align: center;">Vice Chairman</p> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2017</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 01/01/2017 | | M | | 1,035 | A | \$0 | 33,204 | D | |
| Common Stock | 01/01/2017 | | M | | 1,484 | A | \$0 | 34,688 | D | |
| Common Stock | 01/01/2017 | | F | | 822 | D | \$26.71 | 33,866 | D | |
| Common Stock | | | | | | | | 152,949 | I | By William C. Murphy Pension & Profit Sharing Plan & Trust |

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 |
| Restricted Stock Units | (1) | 01/01/2017 | | M | | 1,035 | | (2) | (2) | Common Stock | 1,035 | \$0 | 1,038 | D | |
| Restricted Stock Units | (1) | 01/01/2017 | | M | | 1,484 | | (3) | (3) | Common Stock | 1,484 | \$0 | 2,970 | D | |

Explanation of Responses:

- Each restricted stock unit represents a right to receive at settlement one share of common stock of the Company.
- 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 and 1,035 were settled through the delivery of shares on January 1, 2016 and 2017, respectively.
- On January 1, 2016 the reporting person was granted an award of 4,454 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 4,454 restricted stock units. The restricted stock units vest in approximately three equal annual installments beginning January 1, 2017. Vested units of 1,484 were settled through the delivery of shares on January 1, 2017.

Remarks:

/s/ C. Malcolm Holland, III, by 01/04/2017
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.