

OMB APPROVAL	
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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>Riebe Michael Clayton</u>  (Last) (First) (Middle) C/O VERITEX HOLDINGS, INC. 8214 WESTCHESTER DRIVE, SUITE 800  (Street) DALLAS TX 75225  (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)  Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">Other (specify below)</span> <p style="text-align:center"><b>Chief Credit Officer</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) 11/05/2021	
	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	11/05/2021		M		10,000	A	\$42.53	34,593	D	
Common Stock	11/05/2021		F		10,000	D	\$42.53	24,593	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		Date Exercisable	Expiration Date						Amount or Number of Shares
Employee Stock Option (right to buy)	\$14.82	11/05/2021		M		10,000	(1)	03/30/2026	Common Stock	10,000	\$0	0	D	

**Explanation of Responses:**

1. On March 30, 2016, the reporting person was granted 10,000 stock options that vest in five equal annual installments beginning March 30, 2017.

**Remarks:**

The transactions reported above in Table I reflect the cashless exercise of stock options. The cashless exercise for each set of options is reported in two lines. The first line of the cashless exercise transaction is coded M in column 3 of Table I and reports in column 4 the number of shares issuable upon exercise of the options had cash been paid to exercise the options, together with the exercise price with Code A for acquired. The line coded F in column 3 of Table I relates to the same cashless exercise on the preceding line and reports in Column 4 the number of shares deducted from the total number of shares issuable to pay for the cashless exercise of such options with Code D for disposed. The transactions reported in Table II above, reflect the disposition of the same stock options whose cashless exercise is disclosed in Table I above.

/s/ C. Malcolm Holland, III, by 11/09/2021  
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.