

**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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Fleming Ned N III</u>  (Last) (First) (Middle) <u>C/O SUNTX CAPITAL PARTNERS, TWO</u> <u>LINCOLN CENTER, 5420 LBJ FWY, # 1000</u>  (Street) <u>DALLAS TX 75240</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  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)  See Remarks Below
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/14/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	11/14/2017		S		9,549	D	\$26.03 <sup>(1)</sup>	96,032	I <sup>(2)</sup> (3)(4)	See Footnotes <sup>(2)</sup> (3)(4)
Common Stock	11/15/2017		S		83,162	D	\$26	12,870	I <sup>(2)</sup> (3)(4)	See Footnotes <sup>(2)</sup> (3)(4)

**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					

1. Name and Address of Reporting Person* <u>Fleming Ned N III</u>  (Last) (First) (Middle) <u>C/O SUNTX CAPITAL PARTNERS, TWO</u> <u>LINCOLN CENTER, 5420 LBJ FWY, # 1000</u>  (Street) <u>DALLAS TX 75240</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>SunTx Veritex Holdings, L.P.</u>  (Last) (First) (Middle) <u>C/O SUNTX CAPITAL PARTNERS TWO</u> <u>LINCOLN CENTER, 5420 LBJ FWY, # 1000</u>  (Street) <u>DALLAS TX 75240</u>  (City) (State) (Zip)
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**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions. The reported price for the share sales made on November 14, 2017 is based on prices ranging from a low of \$26.00 per share to a high of \$26.12 per share. The reporting persons undertake to provide to Veritex Holdings, Inc. (the "Issuer"), any security holder of the Issuer or the staff of the Securities

and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price set forth above.

2. Includes 12,370 shares of common stock of the Issuer held directly by SunTx Veritex Holdings, LP, a Delaware limited partnership and a Reporting Person (the "Fund"), after the sale of 92,711 shares of the Issuer's common stock as reported on this Form 4, and includes 125 shares of the Issuer's common stock received by Ned N. Fleming, III, a director on the board of directors of the Issuer and a Reporting Person, based on restricted stock units that vested on June 30, 2017, and also includes 375 shares of the Issuer's common stock received by Mr. Fleming based on restricted stock units that vested on September 30, 2017.

3. Mr. Fleming serves as director of SunTx Capital II Management Corp. (the "Fund GP Corp"), which acts as the general partner of SunTx Capital Partners II GP, LP (the "Fund GP"), the general partner of the Fund, and which serves as the investment manager to the Fund. As a result of this relationship, Mr. Fleming serves on the Issuer's board of directors as a representative of the Fund and received restricted stock units in such capacity. Pursuant to the offering documents of the Fund, the Fund is entitled to an indirect pecuniary interest in the 125 shares of the Issuer's common stock received by Mr. Fleming upon the vesting of certain restricted stock units on June 30, 2017 and the 375 shares of the Issuer's common stock received by Mr. Fleming upon the vesting of additional restricted stock units on September 30, 2017. (Continued in Footnote 4)

4. (Continued from Footnote 3) Solely as a result of his ownership interest in the Fund, including through the Fund GP Corp, Mr. Fleming may be deemed to have an indirect pecuniary interest in all 12,870 shares of the Issuer's common stock (i.e. no direct pecuniary interest) reported in Table I. Mr. Fleming disclaims beneficial ownership of these securities, except to the extent of Mr. Fleming's pecuniary interest in the securities.

**Remarks:**

SunTx Veritex Holdings, LP is a director by deputization of Veritex Holdings, Inc.

/s/ Ned N. Fleming, III                      11/15/2017  
SunTx Veritex Holdings, LP,  
By: SunTx Capital Partners II  
GP, LP, its general partner, By:  
SunTx Capital II Management              11/15/2017  
Corp., its general partner, /s/  
Ned N. Fleming, III

\*\* 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.**