

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

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**FORM 8-K**

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**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 16, 2017**

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**VERITEX HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

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**Texas**

(State or other jurisdiction of  
incorporation or organization)

**001-36682**

(Commission File Number)

**27-0973566**

(I.R.S. Employer  
Identification Number)

**8214 Westchester Drive, Suite 400  
Dallas, Texas 75225**

(Address of principal executive offices)

**(972) 349-6200**

(Registrant's telephone number, including area code)

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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:

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

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.

**Item 7.01. Regulation FD Disclosure.**

On May 16, 2017, C. Malcolm Holland, III, Chairman and Chief Executive Officer, and Noreen Skelly, Chief Financial Officer, of Veritex Holdings, Inc. (the “Company”) are presenting at the Piper Jaffray Financial Institutions Conference. A copy of the materials for such presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

This information in this Item 7.01 and in Exhibit 99.1 hereto is being furnished, and shall not be deemed to be “filed,” with the Securities and Exchange Commission (the “SEC”). The information in Exhibit 99.1 shall not be incorporated by reference into any filing of the registrant with the SEC, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

**Item 8.01 Other Events**

The portions of the presentation materials that relate solely to the proposed merger between Spartan Merger Sub, Inc., a wholly-owned subsidiary of the Company, and Sovereign Bancshares, Inc. (“Sovereign”) are being filed herewith as Exhibit 99.1 to this Current Report on Form 8-K in compliance with Rule 425 of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Presentation materials for the Piper Jaffray Financial Institutions Conference, dated May 15-17, 2017.

**Cautionary Statement Regarding Forward-Looking Statements**

The information presented herein and in other documents filed with or furnished to the SEC, in press releases or other public shareholder communications, or in oral statements made with the approval of an authorized executive officer contains forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 giving the Company’s and Sovereign’s expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “target,” “estimate,” “continue,” “positions,” “prospects” or “potential,” by future conditional verbs such as “will,” “would,” “should,” “could” or “may”, or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and we assume no duty to update forward-looking statements.

You are cautioned not to place undue reliance on any forward-looking statements, which speak only as of the date such statements are made. These statements may relate to future financial performance, strategic plans or objectives, revenues or earnings projections, or other financial information. By their nature, these statements are subject to numerous uncertainties that could cause actual results to differ materially from those anticipated in the statements. Statements about the expected timing, completion and effects of the proposed transactions and all other statements in this communication other than historical facts constitute forward-looking statements.

In addition to factors previously disclosed in the Company’s reports filed with the SEC and those identified elsewhere in this communication, the following factors among others, could cause actual results to differ materially from forward-looking statements: delay in closing the Sovereign merger; difficulties and delays in integrating the Company and Sovereign businesses or fully realizing cost savings and other benefits; business disruption following the proposed transaction; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Board of Governors of the Federal Reserve System and legislative and regulatory actions and reforms.

## **Additional Information About the Proposed Transaction and Where to Find It**

This communication is being made in respect of the proposed merger transaction involving the Company and Sovereign. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Investors and security holders are urged to carefully review and consider the Company's public filings with the SEC, including but not limited to its Annual Reports on Form 10-K, its proxy statements, its Current Reports on Form 8-K and its Quarterly Reports on Form 10-Q. The documents filed by the Company with the SEC may be obtained free of charge from [www.veritexbank.com](http://www.veritexbank.com) under the Investor Relations tab or at the SEC's website at [www.sec.gov](http://www.sec.gov). Alternatively, these documents, when available, can be obtained free of charge from the Company upon written request to Veritex Holdings, Inc., Attn: Investor Relations, 8214 Westchester Drive, Suite 400, Dallas, Texas 75225 or by calling (972) 349-6200.

In connection with the proposed transaction, the Company has filed a registration statement on Form S-4 with the SEC which includes a joint proxy statement of Sovereign and the Company and a prospectus of the Company, and will file other documents regarding the proposed transaction with the SEC. **Before making any investment decision, investors and security holders of Sovereign and the Company are urged to carefully read the entire registration statement and joint proxy statement/prospectus, as well as any amendments or supplements to these documents and any other relevant documents filed with the SEC, because they will contain important information about the proposed transaction.** A definitive joint proxy statement/prospectus has been sent to the shareholders of each institution seeking the required shareholder approvals. Investors and security holders will be able to obtain the registration statement and the joint proxy statement/prospectus free of charge from the SEC's website or from the Company by writing to the address provided above.

The Company and Sovereign and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from their shareholders in connection with the proposed transaction. Information about the Company's participants may be found in the definitive proxy statement filed with the SEC on April 10, 2017. The definitive proxy statement can be obtained free of charge from the sources indicated above. Additional information regarding the interests of such participants is included in the joint proxy statement/prospectus and will be included in other relevant documents regarding the proposed merger transaction filed with the SEC when they become available, copies of which may also be obtained free of charge from the sources indicated above.

**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 16, 2017

**EXHIBIT INDEX**

**Exhibit No.**

**Description of Exhibit**

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99.1

Presentation materials for the Piper Jaffray Financial Institutions Conference, dated May 15-17, 2017.



# VERITEX

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*Piper Jaffray*

*Financial Institutions Conference*

*May 15-17, 2017*

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# Safe Harbor Statement

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## **ABOUT VERITEX HOLDINGS, INC.**

Headquartered in Dallas, Texas, Veritex Holdings, Inc. (“VBTX”, “Veritex” or the “Company”) is a bank holding company that conducts banking activities through its wholly-owned subsidiary, Veritex Community Bank, with locations throughout the Dallas metropolitan area. Veritex Community Bank is a Texas state chartered bank regulated by the Texas Department of Banking and the Board of Governors of the Federal Reserve System. For more information, visit [www.veritexbank.com](http://www.veritexbank.com).

## **NO OFFER OR SOLICITATION**

This communication does not constitute an offer to sell, a solicitation of an offer to sell, the solicitation or an offer to buy any securities or a solicitation of any vote or approval. There will be no sale of securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirement of Section 10 of the Securities Act of 1933, as amended.

## **ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT**

In connection with the proposed merger of Veritex and Sovereign Bancshares, Inc. (“Sovereign”), Veritex filed on January 20, 2017 with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 that includes a joint proxy statement of Veritex and Sovereign and a prospectus of Veritex, and will file other relevant documents concerning the proposed transaction. **WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE REGISTRATION STATEMENT ON FORM S-4, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT VERITEX, SOVEREIGN AND THE PROPOSED MERGER.** The joint proxy statement/prospectus has or will be sent to the shareholders of each institution seeking the required shareholder approvals. Investors and security holders may obtain free copies of the registration statement on Form S-4 and the related joint proxy statement/prospectus, as well as other documents filed with the SEC by Veritex through the web site maintained by the SEC at [www.sec.gov](http://www.sec.gov). Documents filed with the SEC by Veritex will also be available free of charge by directing a written request to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225 Attn: Investor Relations. Veritex’s telephone number is (972) 349-6200.

## **NON-GAAP FINANCIAL MEASURES**

Veritex reports its results in accordance with United States generally accepted accounting principles (“GAAP”). However, management believes that certain non-GAAP performance measures used in managing the business may provide meaningful information about underlying trends in its business. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Veritex’s reported results prepared in accordance with GAAP.

## **PARTICIPANTS IN THE TRANSACTION**

Veritex, Sovereign and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the respective shareholders of Veritex and Sovereign in connection with the proposed transaction. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, are included in the joint proxy statement/prospectus regarding the proposed transaction. Additional information about Veritex and its directors and officers may be found in the definitive proxy statement of Veritex relating to its 2017 Annual Meeting of Stockholders filed with the SEC on April 10, 2017. The definitive proxy statement can be obtained free of charge from the sources described above.



## Forward Looking Statements

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**“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995:** This release may contain certain forward-looking statements within the meaning of the securities laws that are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections about Veritex and its subsidiaries. Forward-looking statements include information regarding Veritex’s future financial performance, business and growth strategy, projected plans and objectives, and related transactions, integration of the acquired businesses, ability to recognize anticipated operational efficiencies, and other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact economic 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. Further, certain factors that could affect Veritex’s future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to whether Veritex can: successfully implement its growth strategy, including identifying acquisition targets and consummating suitable acquisitions; continue to sustain internal growth rate; provide competitive products and services that appeal to its customers and target market; continue to have access to debt and equity capital markets; and achieve its performance goals. For discussion of these and other risks that may cause actual results to differ from expectations, please refer to “Special Cautionary Notice Regarding Forward-Looking Statements” and “Item 1A. Risk Factors” in Veritex’s Annual Report on Form 10-K filed with the SEC on March 10, 2017 and any updates to those risk factors set forth in Veritex’s subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. 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, and Veritex does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New risks and uncertainties arise from time to time, and it is not possible for us to predict those events or how they may affect us. In addition, Veritex cannot assess the impact of each factor on Veritex’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements, expressed or implied, included in this communication 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. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.





# Veritex – “Truth in Texas Banking”

## Overview

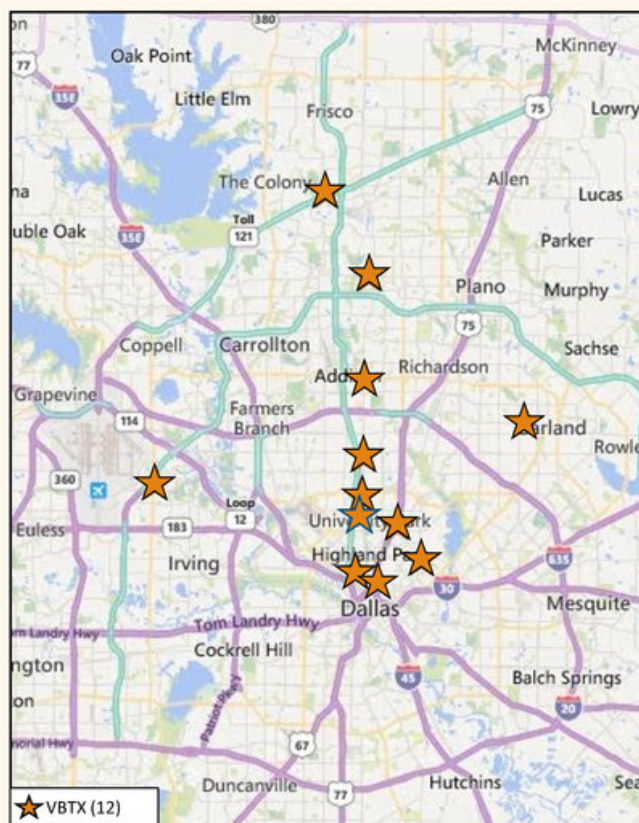
- ★ Headquartered in Dallas, Texas
- ★ Established in 2010
- ★ Twelve locations within one of the fastest growing metropolitan areas in the U.S.
- ★ Strong core deposit mix and commercial lending focus
- ★ Significant organic growth profile complemented by disciplined M&A

## Financial Highlights

*(Dollars in Millions, Except Per Share)*

Total Assets	\$ 1,522
Net Income	\$ 3,098
Earnings Per Share	\$ 0.20
ROAA (LTM)	0.99%
NPAs/ Assets	0.19%

## Franchise Footprint



*Source: SNL Financial and Company documents; financial data as of 03/31/17.*

*Note: ROAA LTM is calculated by dividing net income for the 12 months beginning April 1, 2016 through March 31, 2017 by average assets for this same period.*



## First Quarter 2017 Highlights

### Acquisitions<sup>a</sup>

- ★ Merger with Sovereign Bancorp on track for a second quarter closing
- ★ Expansion into Fort Worth, Austin, and Houston markets
- ★ Positive EPS and TBVPS accretion anticipated with realization of expense savings and inclusive of all estimated one-time deal related charges

### Strategic Investments

- ★ Addition of new lending teams expanded the scope and sophistication of the C&I and CRE lending functions
- ★ Opened new branch in the attractive Turtle Creek area of Dallas, adding to our network of relationship-driven banking center targeting private client and small to medium-sized businesses.

### Successful Organic Growth

	1 Q 2017 Ending Balances	1 Q 2017 Annualized Growth
Assets	\$1.5 billion	32%
Loans	\$1.0 billion	12%
Deposits	\$1.2 billion	36%

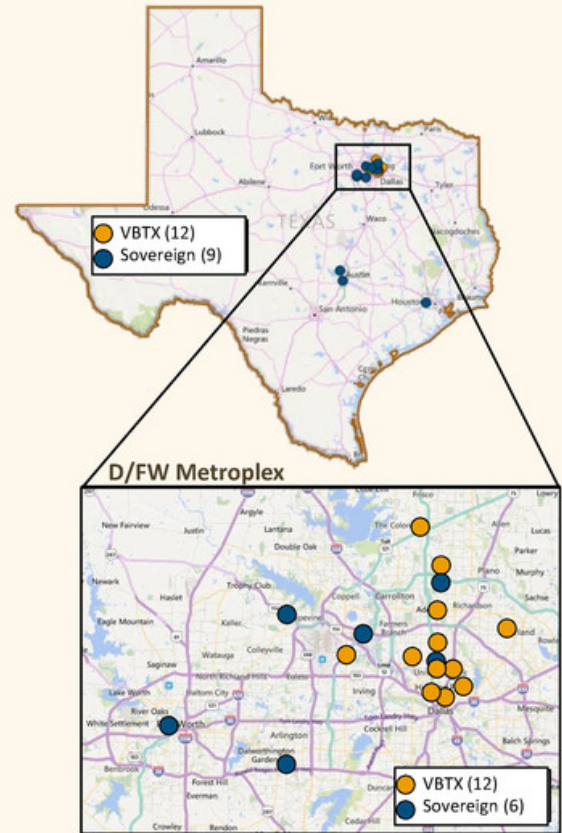


# Announced Acquisition of Sovereign Bancshares

## Combined Franchise

- ★ Offices: 21
- ★ Assets: \$2.5 Billion
- ★ Loans: \$1.9 Billion
- ★ Deposits: \$2.0 Billion
- ★ Compelling transaction between two established Dallas-based banks
- ★ Increases deposit market share rank to #17 in D/FW metroplex
- ★ Addition of two Sovereign insiders to VBTX board of directors
- ★ Financially attractive with double-digit EPS accretion and limited TBVPS dilution

## Combined Texas Footprint



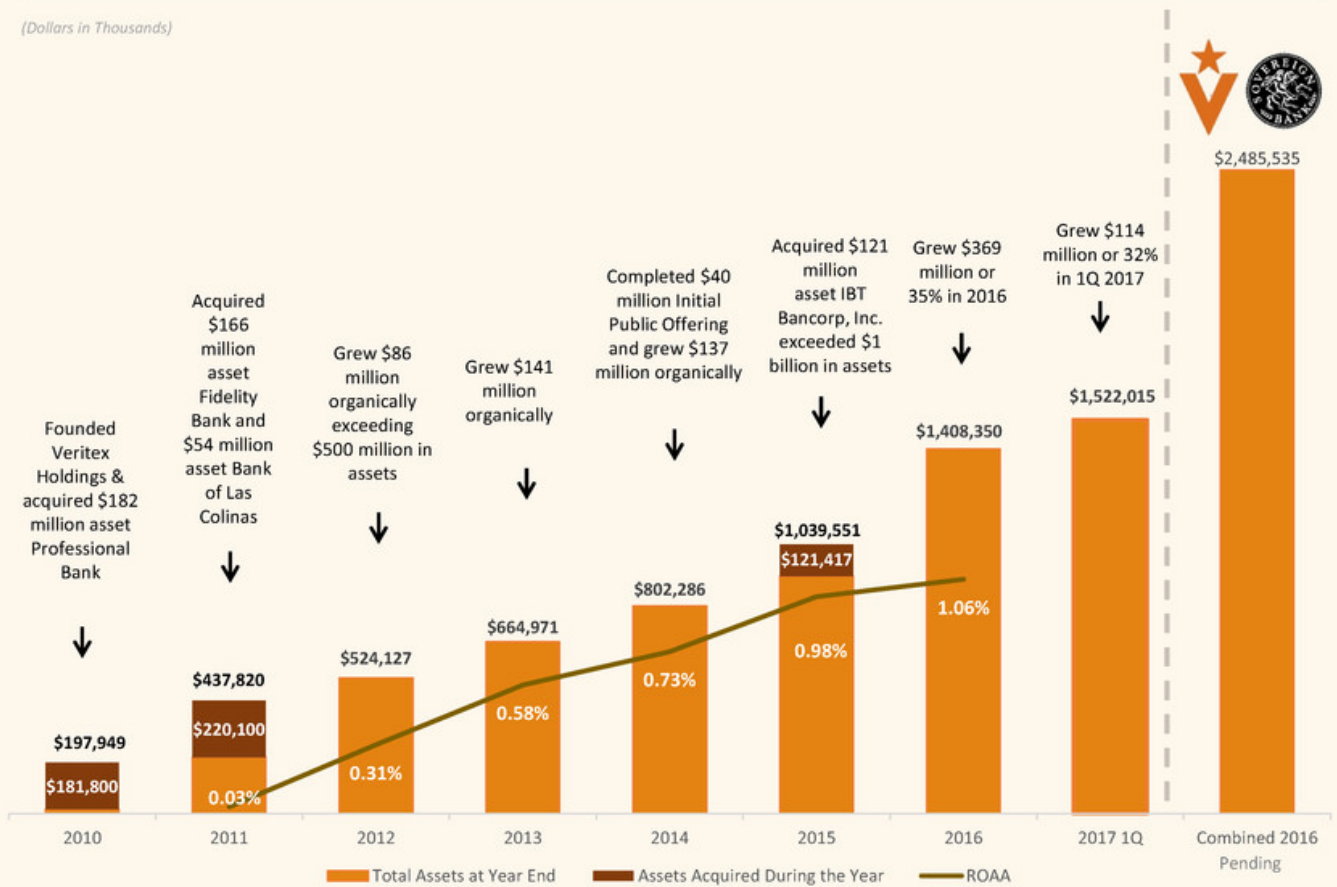
Source: SNL Financial and Company documents as of 12/31/16.

Note: Market share rank based on FDIC data as of 6/30/16. Combined figures for Veritex and Sovereign as of 12/31/16.



# Successful Organic Growth and M&A Strategy

(Dollars in Thousands)



Source: SNL Financial and Company documents

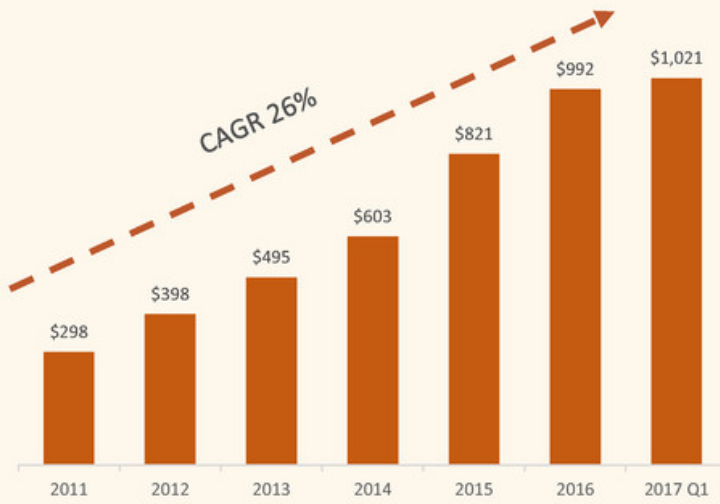
Note: Combined Pending financials represent combined assets for Veritex and Sovereign as of 12/31/2016



# Diversified and Growing Loan Portfolio

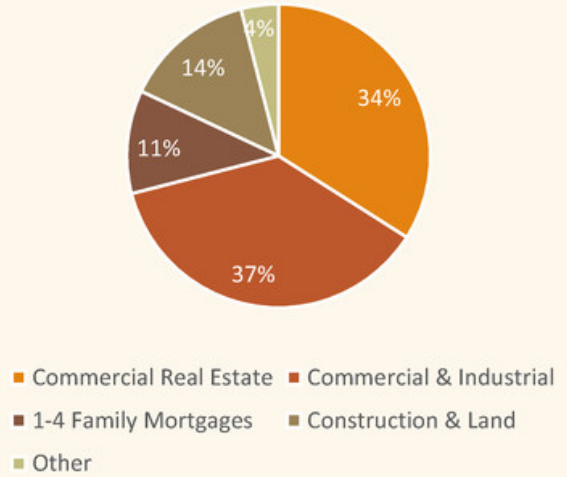
(Dollars in Millions)

### Loan Growth



Includes held for sale loans

### Percentage by Loan Type

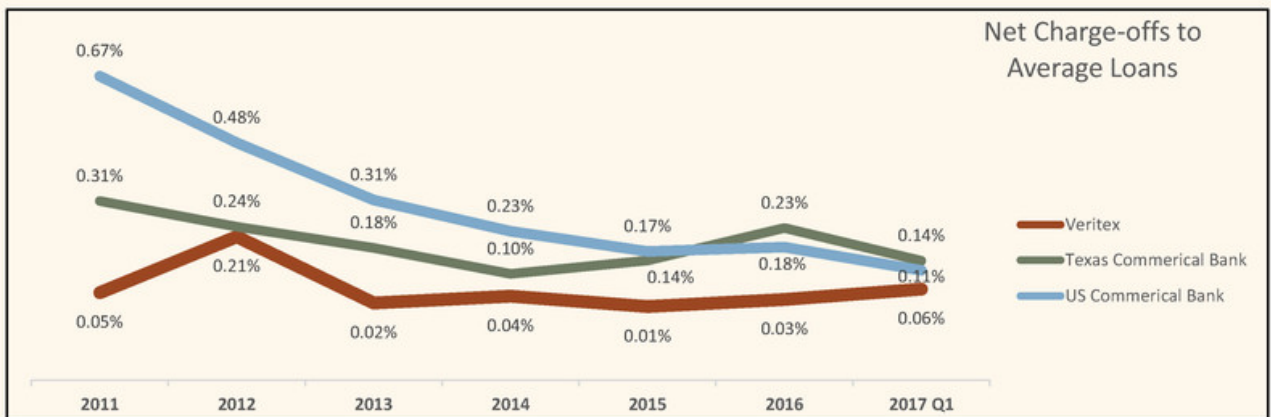
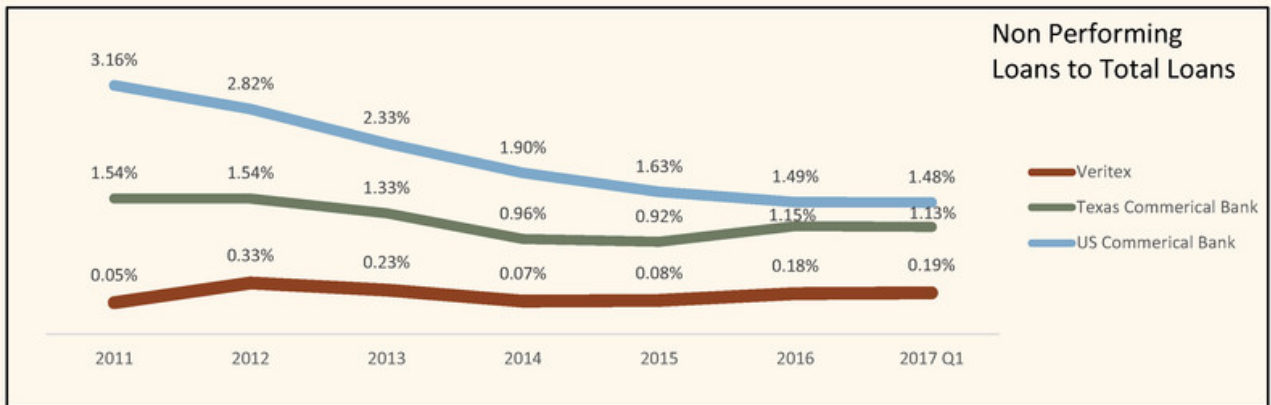


**YTD 2017 Yield on loans 4.78%**

Source: Company documents; information as of and for the year ended unless otherwise noted.



# Strong Credit Culture



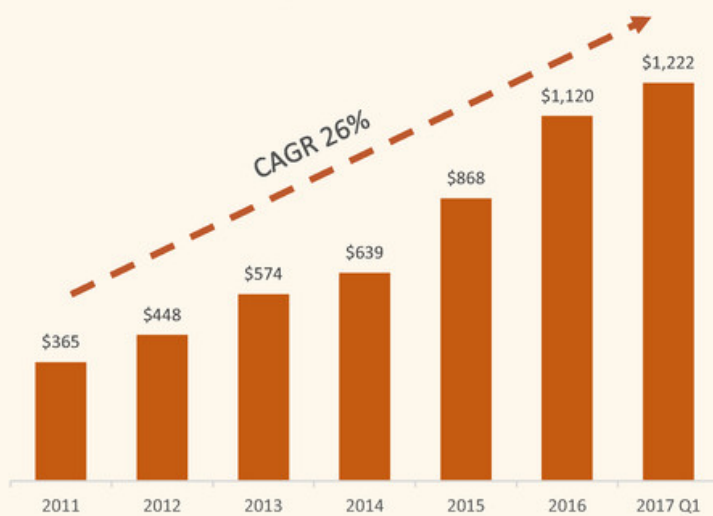
Source: SNL Financial and Company documents; information as of and for the year ended unless otherwise noted.



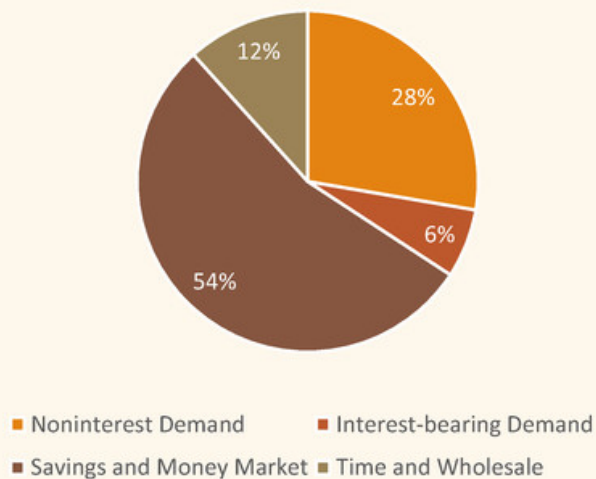
# Core Funded Deposit Base

(Dollars in Millions)

### Deposit Growth



### Percentage by Deposit Type



YTD 2017 Cost of Deposits 0.54%

YTD 2017 Cost of Interest-bearing Deposits 0.78%

Source: Company documents; information as of and for the year ended unless otherwise noted.



## *Veritex Plan for 2017*

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- ★ Focus on seamless integration of the Sovereign acquisition
- ★ Maintain strong underwriting standards and excellent credit quality
- ★ Continue strong pace of organic growth in loans and EPS
- ★ Add experienced bankers to enhance our growth profile
- ★ Seek accretive acquisitions that strengthen our presence in new and existing markets

We are committed to the significant ongoing expansion of Veritex and expect the robust pace of our growth and momentum to continue





## Experienced Leadership

### Executive Management

C. Malcolm Holland, III  
*Chairman of the Board,  
Chief Executive Officer*

- ★ 35 years of banking experience in Texas
- ★ Former CEO of Texas region for Colonial Bank, which grew from \$625 million to \$1.6 billion
- ★ Former President of First Mercantile Bank

William C. Murphy  
*Vice Chairman*

- ★ 45 years of banking experience
- ★ Former Chairman or CEO of several Dallas community banks
- ★ Has led 25 financial institution transactions

Noreen E. Skelly  
*Chief Financial Officer*

- ★ 30 years of banking experience
- ★ Former CFO of Highlands Bancshares, Inc.
- ★ Former SVP and Retail line of business chief finance officer for Comerica and LaSalle Banks

Jeff Kesler  
*Chief Lending Officer*

- ★ 16 years of banking experience
- ★ Former president of Dallas and Austin markets for Colonial Bank

Clay Riebe  
*Chief Credit Officer*

- ★ 30 years of banking experience
- ★ Former Chief Lending Officer of American Momentum Bank
- ★ Former market president of Citibank's Bryan/College Station markets

LaVonda Renfro  
*Chief Retail Officer*

- ★ 32 years of banking experience
- ★ Former Retail Executive of Colonial Bank/BB&T
- ★ Former Senior Vice President, District Manager for Bank of America's Austin and San Antonio markets

Angela Harper  
*Chief Risk Officer*

- ★ 25 years of banking experience
- ★ Former Senior Vice President, Credit Administration Officer and Risk Management Officer for the Texas Region of Colonial Bank





VERITEX

COMMUNITY BANK

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TRUTH IN TEXAS BANKING



