SEC Form 4

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| Bolin Pat S | Veritex Holdings, Inc. [ VBTX ] | X Director     10% Owner |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 05/21/2019 |     Officer (give title below)     Other (specify below) |
| C/O VERITEX HOLDINGS, INC. 8214 WESTCHESTER DRIVE, SUITE 800 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) |
| (Street) DALLAS TX 75225 | | X Form filed by One Reporting Person     Form filed by More than One Reporting Person |
| (City) (State) (Zip) | | |

### 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 | 05/21/2019 | | M | | 1,436 | A | (1) | 7,698 | 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 | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Units | (1) | 05/21/2019 | | A | | 5,747 | | (2) | (2) | Common Stock | 5,747 | $0 | 5,747 | D | |
| Restricted Stock Units | (1) | 05/21/2019 | | M | | | 1,436 | (2) | (2) | Common Stock | 1,436 | $0 | 4,311 | D | |

**Explanation of Responses:**

1. Each restricted stock unit ("RSU") represents a right to receive at settlement one share of common stock of the Company.

2. In a transaction approved by a committee of the board of directors of the Company, on January 1, 2019, the reporting person was granted 5,747 RSUs subject to shareholder approval. The RSUs vest in four equal installments on the last calendar day for each quarter during fiscal year 2019. On May 21, 2019, the RSUs granted to the reporting person received shareholder approval and 1,436 RSUs immediately vested based on the RSUs' vesting schedule.

**Remarks:**

/s/ C. Malcolm Holland, III, by power of attorney     05/23/2019

** Signature of Reporting Person     Date