

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): **September 21, 2016**

VERITEX HOLDINGS, INC.

(Exact name of Registrant as specified in its charter)

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)

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))

Item 7.01. Regulation FD Disclosure.

On September 21, 2016, C. Malcolm Holland, III, Chairman and CEO of Veritex Holdings, Inc. is presenting at the Stephens Inc. CEO Bank Forum. 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 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
Exhibit 99.1	Presentation materials for the Stephens Inc. CEO Bank Forum, dated September 21, 2016.

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: September 21, 2016

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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VERITEX

Stephens CEO Bank Forum

September 21, 2016

Forward Looking Statements

This presentation contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. You can identify forward-looking statements by the use of forward-looking terminology such as “may,” “could,” “should,” “would,” “believe,” “anticipate,” “estimate,” “expect,” “intend,” “plans,” “projects,” “outlook” and similar words or expressions that are predictions of or indicate future events or trends and that do not relate solely to historical matters. You can also identify forward-looking statements by discussions of strategy, plans or intentions. Forward-looking statements involve numerous risks and uncertainties and you should not rely on them as predictions of future events. Forward-looking statements depend on assumptions, data or methods that may be incorrect or imprecise and we may not be able to realize them. We do not guarantee that the transactions and events described will happen as described (or that they will happen at all). Certain factors that could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to whether the Company 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. Other risks include, but are not limited to: the possibility that credit quality could deteriorate; actions of competitors; changes in laws and regulations (including changes in governmental interpretations of regulations and changes in accounting standards); economic conditions, including currency rate fluctuations and interest rate fluctuations; and weather.

While forward-looking statements reflect our good-faith beliefs, they are not guarantees of future performance. All forward-looking statements are necessarily only estimates of future results. Accordingly, actual results may differ materially from those expressed in or contemplated by the particular forward-looking statement, and, therefore, you are cautioned not to place undue reliance on such statements. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events or circumstances, except as required by applicable law. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” and the forward-looking statement disclosure contained in Veritex’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 15, 2016.

NON-GAAP FINANCIAL MEASURES

This presentation includes certain non-GAAP financial measures intended to supplement, not substitute for, comparable GAAP measures. Reconciliations of non-GAAP financial measures to GAAP financial measures are provided at the end of the presentation. Numbers in this presentation may not sum due to rounding.

Unless otherwise referenced, all data presented is as of June 30, 2016.



Veritex – “Truth in Texas Banking”

Overview

- ★ Headquartered in Dallas, Texas
- ★ Eleven locations located within one of the fastest growing metropolitan areas in the U.S.
- ★ Strong core deposit mix with significant noninterest bearing deposits
- ★ Relationship-driven commercial banking to small and medium sized businesses and professionals

Financial Highlights

Balance Sheet

As of June 30, 2016

Total Assets	\$1,215
Total Loans	928
Total Deposits	1,028
Total Equity	139
Total Stockholders' Equity/Total Assets	11.42%

Asset Quality

As of June 30, 2016

NPAs / Assets	0.59%
NPLs / Loans	0.72
Allowance / Loans	0.85
NCOs / Average Loans Outstanding	0.03

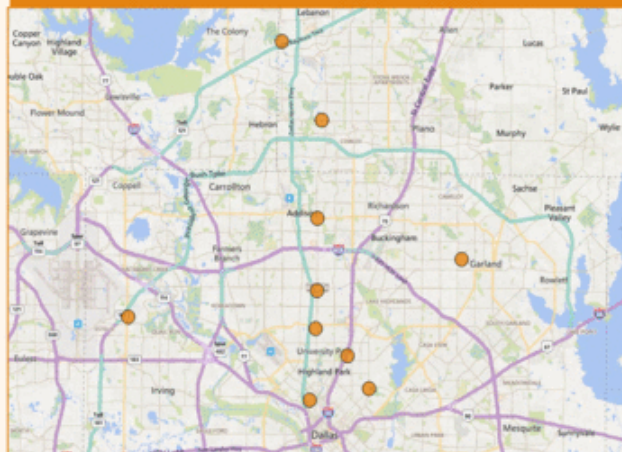
Profitability

For the Six Months Ended June 30, 2016

ROAA	1.09%
ROAE	8.94
Net Interest Margin	3.89
Efficiency Ratio	54.05

Note: Dollars in millions
(Unaudited)

Franchise Footprint

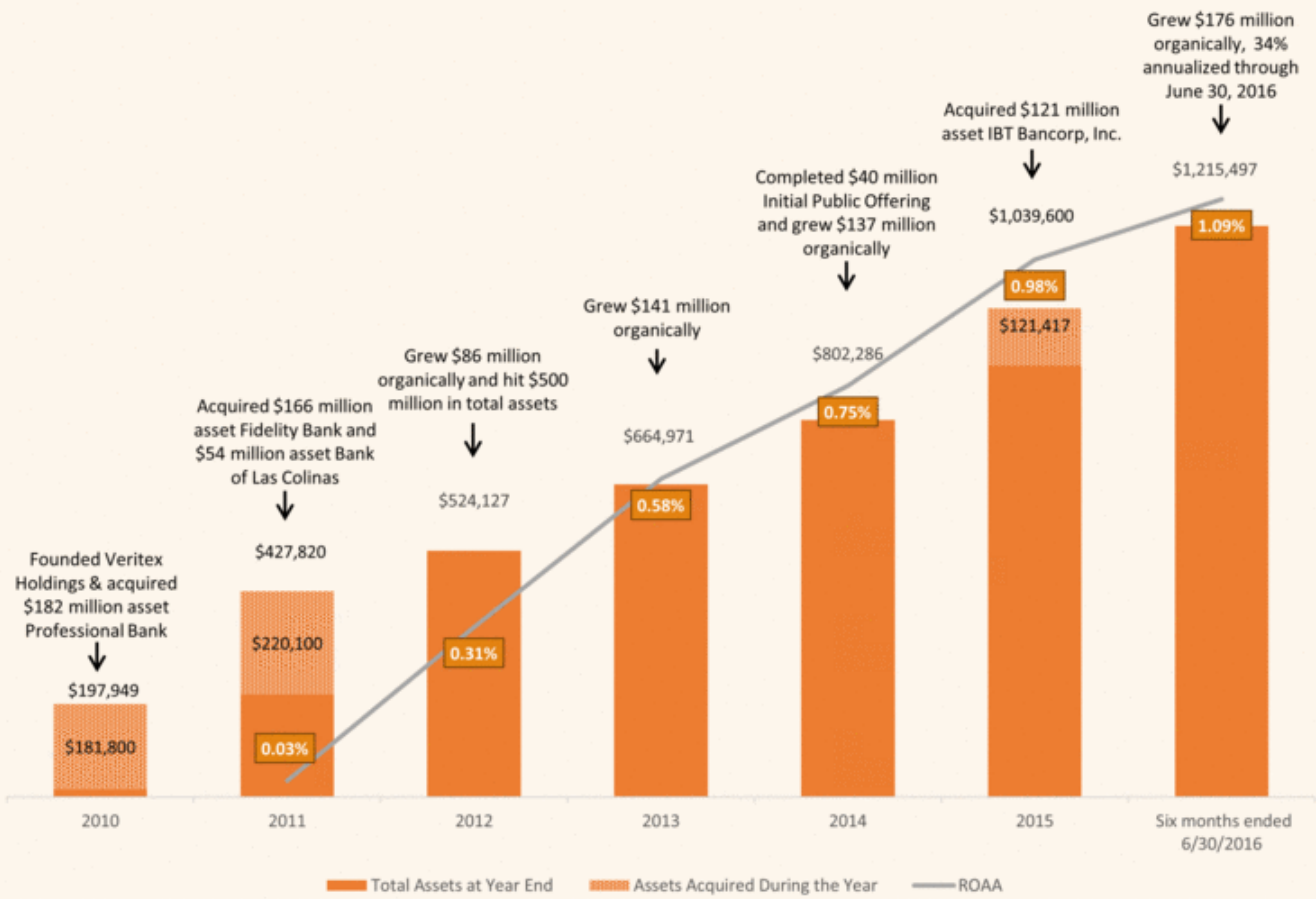


Other Highlights

- ★ Dallas Morning News Top 100 Places to Work 2015
- ★ Ranked #9 out of 40 top banks in the country in American Banker's 2015 "Best Banks to Work For"
- ★ Ranked #2 in Texas and #13 in the nation in S&P Global Market Intelligence's ranking of the top-performing community banks between \$1 billion - \$10 billion for 2015.



Veritex History



Note: Dollars in thousands, unless otherwise noted (Unaudited)



Dallas Market Outlook

- ★ Dallas-Fort Worth market is one of the fastest growing in the U.S. with approximately 400 people moving to the area daily.¹
- ★ Dallas-Fort Worth economy continues to expand, performing better than other Texas and national markets.²
- ★ Dallas-Fort Worth employment grew an annualized 2.6 percent outpacing the state's 1.1 percent and the nation's 1.6 percent in April.²
- ★ Major companies including Toyota, FedEx, State Farm, Liberty Mutual and JP Morgan Chase recently announced significant relocations and/or expansions in Dallas-Fort Worth as a result of the market's rapidly growing population, affordable cost of living, and pro-business climate.
- ★ DFW serves as the corporate headquarters for numerous Fortune 500 companies across many varied industries including ExxonMobil, AT&T, American Airlines, Texas Instruments, Tenent Healthcare, Fluor, Kimberly-Clark, to name a few.

¹ United States Census Bureau release 03/24/2016

² Dallas Fed Regional Economic Indicators 05/24/2016



Veritex Plan for 2016

- ★ Continue pace of organic growth and growth in earnings.
- ★ Consider accretive acquisitions that strengthen our franchise and leverage our capabilities and strong management team.
- ★ Adhere to strong underwriting standards and maintenance of excellent credit quality.
- ★ Execute strategic plan by growing and thus increasing the bank's "scarcity value" related to banks above \$1 billion in Dallas/Fort Worth.
- ★ With a very seasoned executive management team in place, continue to build a platform capable of supporting growth in excess of \$2 billion.
- ★ Continue to add experienced commercial bankers resulting in the expansion of our C&I loan portfolio and correspondent banking group.
- ★ Continue to assess the addition of new line of business.
- ★ No loans secured by oil and gas assets and no plans to add any energy-related loans.



Experienced Leadership

Executive Management

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

- ★ 34 years of banking experience, all in the Dallas metropolitan area
- ★ 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

- ★ 29 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



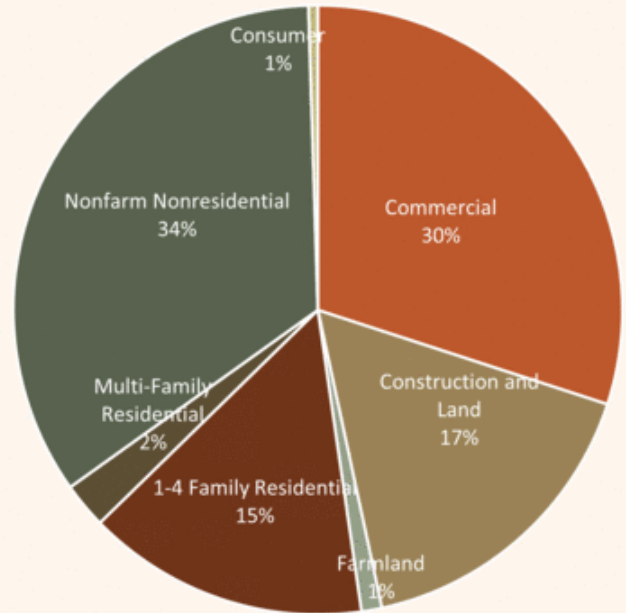
Loan Growth

Gross Loans



Loan Composition

As of June 30, 2016

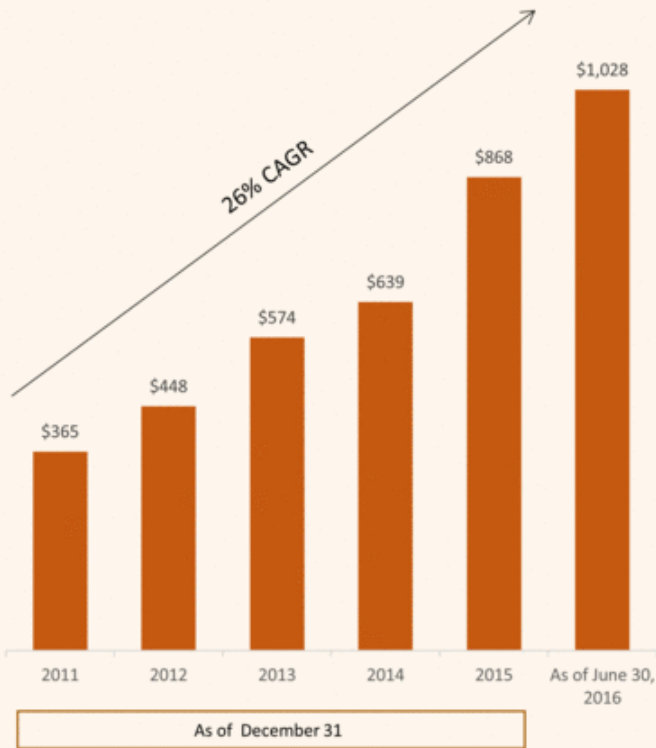


Note: Dollars in millions



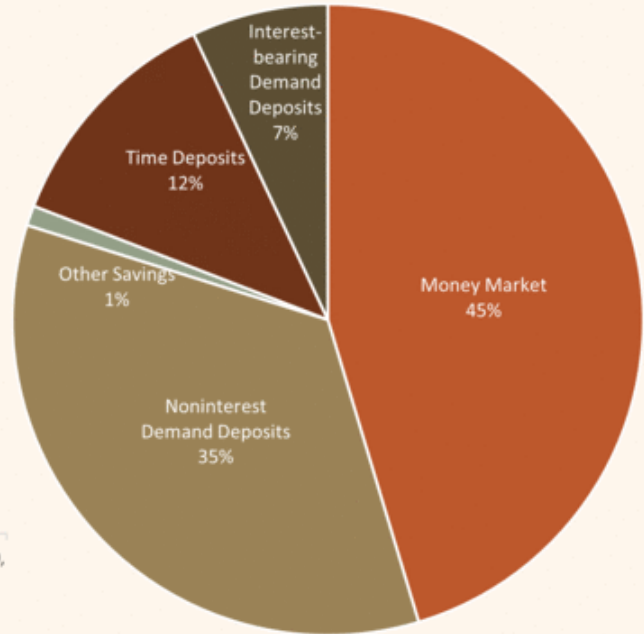
Deposit Growth

Deposits



Deposit Composition

As of June 30, 2016



Note: Dollars in millions

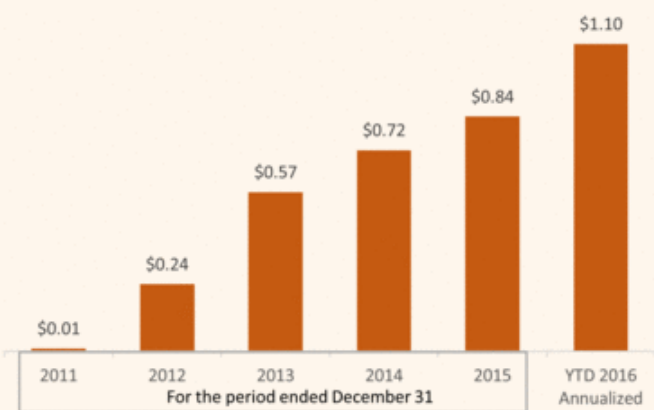


Track Record of Growth & Performance

Tangible Book Value Per Common Share



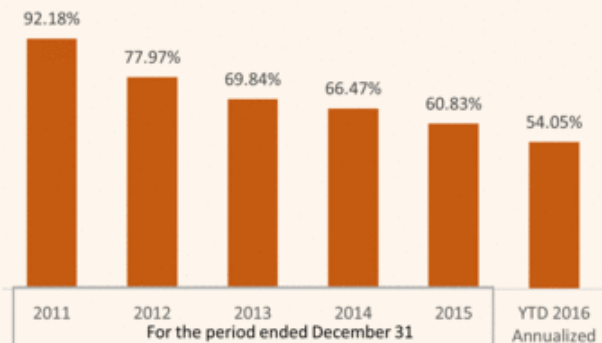
Diluted Earnings Per Share



Return on Average Assets



Efficiency Ratio



Reconciliation of non-GAAP financial measures can be found at the end of the presentation (Unaudited)



Reconciliation of Non-GAAP Measures

The Company's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance including tangible book value per common share. The Company has included in this presentation information related to this non-GAAP financial measure for the applicable periods presented. Reconciliation of this non-GAAP financial measure to the most directly comparable GAAP financial measures is presented in the table below.

<i>Amounts in thousands, except per share data</i>	As of December 31,					As of
	2011	2012	2013	2014	2015	6/30/2016
Total Stockholders' Equity	\$58,676	\$61,860	\$66,239	\$113,312	\$132,046	\$138,850
Preferred Stock	(8,000)	(8,000)	(8,000)	(8,000)	-	-
Common Equity	50,676	53,860	58,239	105,312	132,046	138,850
Goodwill	(19,148)	(19,148)	(19,148)	(19,148)	(26,865)	(26,865)
Intangible Assets	(2,183)	(1,875)	(1,567)	(1,261)	(2,410)	(2,264)
Tangible Common Equity	29,345	32,837	37,524	84,903	102,771	109,721
Common Shares Outstanding	5,554	5,694	5,805	9,471	10,712	10,728
Tangible Book Value per Share	\$5.28	\$5.77	\$6.46	\$8.96	\$9.59	\$10.23

