

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **January 2, 2019 (January 1, 2019)**

GREEN BANCORP, INC.
(Exact name of registrant as specified in charter)

Texas
(State or other jurisdiction
of incorporation)

001-36580
(Commission File
Number)

42-1631980
(IRS Employer
Identification No.)

4000 Greenbriar
Houston, TX 77098
(Address of principal executive offices)

Registrant's telephone number, including area code **(713) 275-8220**

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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 2.01 Completion of Acquisition or Disposition of Assets.

On January 1, 2019, pursuant to the terms and conditions of that certain Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of July 23, 2018, by and among Veritex Holdings, Inc. ("Veritex"), a Texas corporation and the parent holding company of Veritex Community Bank ("Veritex Bank"), MustMS, Inc., a Texas corporation and wholly owned subsidiary of Veritex ("Merger Sub"), and Green Bancorp, Inc. ("Green"), a Texas corporation and the parent holding company of Green Bank, N.A. ("Green Bank"), (i) Merger Sub merged with and into Green (the "Merger"), with Green continuing as the surviving corporation in the Merger and a wholly owned subsidiary of Veritex, (ii) immediately thereafter, Green (as the surviving corporation in the Merger) merged with and into Veritex (together with the Merger, the "Holdco Mergers"), with Veritex being the surviving corporation and (iii) immediately thereafter, Green Bank merged with and into Veritex Bank, with Veritex Bank continuing as the surviving bank (together with the Holdco Mergers, the "Merger Transactions").

As a result of the Merger Transactions, Green ceased to exist as a separate corporation and Green Bank ceased to exist as a separate bank. Each share of Green common stock outstanding immediately prior to the Merger Transactions (except for certain shares held by Veritex, Green and their respective subsidiaries, which shares were cancelled without receipt of any consideration) was converted into the right to receive 0.79 shares of the common stock (the "Exchange Ratio") of Veritex with cash paid in lieu of fractional shares. Additionally, each outstanding option to purchase shares of Green common stock pursuant to Green's equity-based compensation plans was converted into an option to purchase a number of shares of Veritex common stock equal to the number of shares of Green common stock underlying the option immediately prior to the Merger Transactions multiplied by 0.79 (rounded down to the nearest whole share), at an exercise price equal to the exercise price in effect immediately before the Merger Transactions, divided by 0.79 (rounded up to the nearest whole cent).

The foregoing description of the Merger Agreement and the Merger Transactions does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

In anticipation of the completion of the Merger, on December 28, 2018, Green notified its principal trading market, the Nasdaq Global Select Market, that effective as of 12:01 a.m. Central Time on January 1, 2019, Green would be merged with and into Veritex and each share of Green common stock outstanding immediately prior to the Merger would be converted into the right to receive the merger consideration as set forth in the Merger Agreement (or, in the case of certain shares of Green common stock held by Green, Veritex or their respective subsidiaries, cancelled without receipt of any consideration). In connection with the Merger Transactions, the Nasdaq Global Select Market filed with the Securities and Exchange Commission a notification of removal from listing on Form 25 to report that the Green common stock is no longer listed on the Nasdaq Global Select Market.

The information disclosed in Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information disclosed in Items 2.01, 3.01 and 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.01 Changes in Control of Registrant.

The information disclosed in Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective upon completion of the Merger Transactions, all of the directors and executive officers of Green and all of the directors and officers of Green Bank ceased serving as directors and executive officers of Green and Green Bank, respectively, including Manuel J. Mehos (Green's Chief Executive Officer), Terry S. Early (Green's Chief Financial Officer), Donald Perschbacher (Green's Chief Credit Officer) and Geoffrey Greenwade (Green Bank's Chief Executive Officer).

As previously described in Green's definitive proxy statement in the section entitled "*The Merger Transactions-Interests of Green Directors and Executive Officers in the Merger Transactions-Individual Agreements with Executive Officers*" Terry

Earley, Donald Perschbacher and Geoff Greenwade have entered into employment agreements with Veritex to be effective upon completion of the Merger Transactions.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective upon completion of the Merger Transactions, the separate corporate existence of Green ceased. The articles of incorporation and bylaws of Veritex, as in effect immediately before the completion of the Merger Transactions, became the articles of incorporation and bylaws of the surviving corporation without change. Consequently, the articles of incorporation and bylaws of Green ceased to be in effect upon completion of the Merger Transactions.

The information disclosed in Item 2.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

On January 1, 2019, Veritex issued a press release announcing the completion of the Merger Transactions, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
<u>2.1</u>	<u>Agreement and Plan of Reorganization, dated as of July 23, 2018, by and among Veritex Holdings, Inc., MustMS, Inc. and Green Bancorp, Inc. (incorporated herein by reference to Annex A to the Registration Statement on Form S-4 filed by Veritex Holdings, Inc. on August 31, 2018 (File No. 333-227161)).</u>
<u>3.1</u>	<u>Second Amended and Restated Certificate of Formation of Veritex Holdings, Inc. (incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registration Statement of Veritex Holdings, Inc. on Form S-1 filed September 22, 2014 (File No. 333-198484)).</u>
<u>3.2</u>	<u>Third Amended and Restated Bylaws of Veritex Holdings, Inc., effective as of May 18, 2017 (incorporated by reference to Exhibit 3.2 of Veritex's Quarterly Report on Form 10-Q filed on July 25, 2017).</u>
<u>99.1</u>	<u>Press Release issued by Veritex Holdings, Inc. on January 1, 2019.</u>

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. (as successor-by-merger to Green Bancorp, Inc.)

By: /s/ Terry S. Earley

Terry S. Earley

Chief Financial Officer

Date: January 2, 2019

**VERITEX HOLDINGS, INC. COMPLETES ACQUISITION OF GREEN BANK AND IS NOW ONE OF THE 10 LARGEST BANKS
HEADQUARTERED IN TEXAS**

Dallas, TX - January 1, 2019 - Veritex Holdings, Inc. (NASDAQ: VBTX) (“Veritex” or “the Company”), the holding company for Veritex Community Bank, completed its acquisition of Houston-based Green Bancorp, Inc., the holding company for Green Bank, on January 1, 2019. This is Veritex’s seventh acquisition in its eight-year history, making it one of the ten largest banks headquartered in Texas. Veritex Bank now has 43 full-service branch locations in Texas, with a concentration in the DFW and Houston metroplexes.

Green Bancorp reported total assets of \$4.4 billion, total deposits of \$3.4 billion, and total equity capital of \$490.2 million, as of the end of the third quarter of 2018. The combined company will have approximately \$8 billion in assets.

“Our vision for Veritex Community Bank is to continue to build the highest quality community-focused business bank in Texas. The acquisition of Green aligns with our vision to acquire highly-profitable, quality Texas banks with talented management teams,” said Veritex Chairman and Chief Executive Officer C. Malcolm Holland. “This acquisition more than doubles our size in terms of employees, assets and branch locations, and enhances our value proposition to be the bank of choice for businesses in our markets.”

About Veritex Holdings, Inc.

Veritex Community Bank is a mid-sized community bank serving its customers with a full suite of banking products and services. Veritex bank has total assets of approximately \$8 billion. Veritex bank specializes in providing depository and credit services to retail and small- to mid-size businesses. The name “Veritex” is derived from the Latin word “veritas,” meaning truth, and “Texas.” Veritex bank was founded in 2010 and now has 43 branches located in Dallas, Fort Worth, Austin, Honey Grove and Houston and one located in Louisville, KY.

For more information, visit www.veritexbank.com

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Forward-Looking Statements

This press release includes “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include, without limitation, statements relating to the impact Veritex expects its acquisition of Green Bancorp to have on Veritex’s operations, financial condition, and financial results, and Veritex’s expectations about its ability to successfully integrate the combined businesses and the amount of cost savings and overall operational efficiencies Veritex expects to realize as a result of the acquisition. Forward-looking statements may also include statements about Veritex’s future financial performance, business and growth strategy, projected plans and objectives, as well as 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 future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the possibility that the businesses of Veritex and Green

will not be integrated successfully, that the cost savings and any synergies from the acquisition may not be fully realized or may take longer to realize than expected, disruption from the acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex has (or Green had) business relationships, diversion of management time on integration-related issues, the reaction to the transaction of the companies' customers, employees and counterparties and other factors, many of which are beyond the control of Veritex. We refer you to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Veritex's Annual Report on Form 10-K for the year ended December 31, 2017 and any updates to those risk factors set forth in Veritex's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings, which have been filed with the SEC and are available on the SEC's website at www.sec.gov. 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. Veritex does not undertake any obligation, and specifically declines any obligation, to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise. All forward-looking statements, expressed or implied, included in this press release are expressly qualified in their entirety by the cautionary statements contained or referred to herein.