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): February 26, 2018

VERITEX HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

Texas	**001-36682**	**27-0973566**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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 2.02 Results of Operations and Financial Conditions

Item 7.01 Regulation FD Disclosure

On February 26, 2018, Veritex Holdings, Inc. (the "Company"), the holding company for Veritex Community Bank, a Texas state chartered bank, issued a press release amending its previously reported results of operations for the fourth quarter and year ended December 31, 2017. A copy of the press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

The Company also amended its slide presentation consisting of information regarding the Company's operating and growth strategies and financial performance, which has been posted on the Company's website as of February 26, 2018. The presentation materials are attached hereto as Exhibit 99.2, which is incorporated herein by reference.

As provided in General Instructions B.2 to Form 8-K, the information furnished in Items 2.02, 7.01, Exhibit 99.1 and Exhibit 99.2 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated February 26, 2018.
99.2	Presentation materials

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: February 26, 2018

VERITEX HOLDINGS, INC. AMENDS PREVIOUSLY REPORTED EARNINGS FOR THE FOURTH QUARTER AND YEAR-ENDED DECEMBER 31, 2017 AND EARNINGS PRESENTATION

Dallas, TX - February 26, 2018 - Veritex Holdings, Inc. (NASDAQ: VBTX) (“Veritex” or “the Company”), the holding company of Veritex Community Bank, previously announced its financial results on January 29, 2018, which reflected an initial provisional purchase price accounting estimate for Veritex's deferred taxes recorded for the acquisition of Liberty Bancshares, Inc. (“Liberty”) that closed on December 1, 2017. Subsequent to reporting earnings, and in accordance with accounting guidance, Veritex made an update to the provisional estimate for the deferred taxes of Liberty and re-measured the updated provisional estimate at December 31, 2017, using the new effective tax rate under the Tax Cuts and Jobs Act (the “Tax Act”). The re-measurement resulted in a decrease in total assets and a decrease in net income of $1.1 million for the fourth quarter and year-ended December 31, 2017, and a decrease in diluted earnings per share of $0.05 and $0.06 for the fourth quarter and year-ended December 31, 2017, respectively.

The measurement period for Veritex to determine the fair values of acquired identifiable assets and assumed liabilities is the earlier of (i) twelve months from the date of the acquisition or (ii) as soon as Veritex receives the information it was seeking about facts and circumstances that existed as of the acquisition date or learns that more information is not obtainable. As Veritex has only recorded provisional estimates for the Liberty and Sovereign Bancshares, Inc. acquisitions with respect to loans, bank premises, furniture and equipment, goodwill, intangible assets and deferred taxes, any changes to these provisional estimates and re-measurement of deferred taxes could potentially have a further impact on our earnings.

In addition, the Company also early adopted ASU No. 2018-02, “Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income” (ASU 2018-02). ASU 2018-02, issued in February 2018, provides for the reclassification of the effect of re-measuring deferred tax balances related to items within accumulated other comprehensive income (“AOCI") to retained earnings resulting from the Tax Act. Veritex early adopted ASU 2018-02 and reclassified $227 thousand from AOCI to retained earnings.

Veritex has included amended preliminary fourth quarter and year-ended December 31, 2017 results herein. Veritex has also amended its earnings presentation to reflect these amended results, which will be available on the Company’s website.

About Veritex Holdings, Inc.

Headquartered in Dallas, Texas, Veritex Holdings, Inc. is a bank holding company that conducts banking activities through its wholly-owned subsidiary, Veritex Community Bank, with currently twenty branch locations and one mortgage office throughout the Dallas-Fort Worth metroplex and one branch in the Houston 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

Media Contact:
LaVonda Renfro
972-349-6200
lrenfro@veritexbank.com

Investor Relations:
Susan Caudle
972-349-6132
scaudle@veritexbank.com

This release contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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. Such forward-looking statements are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections about Veritex and its subsidiaries, any of which may change over time and some of which may be beyond Veritex's control. 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 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 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; difficult market conditions and unfavorable economic trends in the United States generally, and particularly in the market areas in which Veritex operates and in which its loans are concentrated, including the effects of declines in housing markets; an increase in unemployment levels and slowdowns in economic growth; Veritex's level of nonperforming assets and the costs associated with resolving any problem loans including litigation and other costs; changes in market interest rates may increase funding costs and reduce earning asset yields thus reducing margin; the impact of changes in interest rates and the credit quality and strength of underlying collateral and the effect of such changes on the market value of Veritex's investment securities portfolio; the credit risk associated with the substantial amount of commercial real estate, construction and land development, and commercial loans in our loan portfolio; the extensive federal and state regulation, supervision and examination governing almost every aspect of Veritex's operations including changes in regulations affecting financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations being issued in accordance with this statute and potential expenses associated with complying with such regulations; Veritex's ability to comply with applicable capital and liquidity requirements, including our ability to generate liquidity internally or raise capital on favorable terms, including continued access to the debt and equity capital markets; possible changes in trade, monetary and fiscal policies, laws and regulations and other activities of governments, agencies, and similar organizations; the effects of weather and natural disasters such as floods, droughts, wind, tornadoes and hurricanes as well as effects from geopolitical instability and manmade disasters including terrorist attacks; 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 Note Regarding Forward-Looking Statements" and "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 HOLDINGS, INC. AND SUBSIDIARY
Consolidated Financial Highlights - (Unaudited)
(Dollars in thousands)

	At and For the Three Months Ended				
	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
Selected Financial Data:					
Net income	$ 3,257	$ 5,182	$ 3,615	$ 3,098	$ 3,190
Net income available to common stockholders	3,257	5,140	3,615	3,098	3,190
Total assets	2,945,583	2,494,861	1,508,589	1,522,015	1,408,507
Total loans(1)	2,259,831	1,907,509	1,122,468	1,020,970	991,897
Provision for loan losses	2,529	752	943	890	440
Allowance for loan losses	12,808	10,492	9,740	8,816	8,524
Noninterest-bearing deposits(2)	652,218	495,627	337,057	338,226	327,614
Total deposits(2)	2,342,912	1,985,658	1,211,107	1,221,696	1,119,630
Total stockholders' equity	488,929	445,929	247,602	242,725	239,088
Summary Performance Ratios:					
Return on average assets(3)	0.48%	0.94%	0.97%	0.83%	0.97%
Return on average equity(3)	2.78	5.44	5.89	5.20	8.11
Net interest margin(4)	4.24	3.78	3.53	3.21	3.44
Efficiency ratio(5)	53.60	59.33	55.03	58.26	57.39
Noninterest expense to average assets(3)	2.22	2.26	2.08	1.99	2.16
Summary Credit Quality Data:					
Nonaccrual loans	$ 13,905	$ 1,856	$ 1,514	$ 1,686	$ 941
Accruing loans 90 or more days past due(6)	18	54	15	212	835
Other real estate owned	449	738	493	998	662
Nonperforming assets to total assets	0.49%	0.11%	0.13%	0.19%	0.17%
Nonperforming loans to total loans	0.62	0.10	0.14	0.19	0.18
Allowance for loan losses to total loans	0.57	0.55	0.87	0.86	0.86
Net charge-offs to average loans outstanding	0.01	—	—	0.06	0.03
Capital Ratios:					
Total stockholders' equity to total assets	16.60%	17.87%	16.41%	15.95%	16.97%
Tangible common equity to tangible assets	11.12	12.76	14.77	14.31	15.23
Tier 1 capital to average assets	12.92	15.26	15.09	14.65	16.82
Tier 1 capital to risk-weighted assets	12.48	14.17	18.17	19.94	20.72
Common equity tier 1 (to risk weighted assets)	11.41	13.65	17.92	19.66	20.42
Total capital to risk-weighted assets	13.16	14.87	19.37	21.20	22.02

(1) Total loans does not include loans held for sale and deferred fees. Loans held for sale were $0.8 million at December 31, 2017, $2.2 million at September 30, 2017, $4.1 million at June 30, 2017, $1.9 million at March 31, 2017, and $5.2 million at December 31, 2016. Deferred fees were $28 thousand at December 31, 2017, $28 thousand at September 30, 2016, $40 thousand at June 30, 2017, $48 thousand at March 31, 2017, and $55 thousand at December 31, 2016. Total loans include branch assets held for sale of $26.3 million at December 31, 2017.

(2) Total noninterest-bearings deposits and total deposits at December 31, 2017 include branch liabilities held for sale of $39.4 million and $64.3 million, respectively.

(3) We calculate our average assets and average equity for a period by dividing the sum of our total assets or total stockholders' equity, as the case may be, at the close of business on each day in the relevant period, by the number of days in the period. We have calculated our return on average assets and return on average equity for a period by dividing net income for that period by our average assets and average equity, as the case may be, for that period.

(4) Net interest margin represents net interest income, annualized on a fully tax equivalent basis, divided by average interest-earning assets.

(5) Efficiency ratio represents noninterest expense divided by the sum of net interest income and noninterest income.

(6) Accruing loans 90 or more days past due excludes $3.3 million of PCI loans acquired from Sovereign as of December 31, 2017 and September 30, 2017. No PCI loans were considered non-performing loans as of December 31, 2017.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Condensed Consolidated Balance Sheets - (Unaudited)
(In thousands)

	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
ASSETS					
Cash and due from banks	$ 38,243	$ 21,879	$ 28,687	$ 23,021	$ 15,631
Interest bearing deposits in other banks	110,801	129,497	144,459	262,714	219,160
Total cash and cash equivalents	149,044	151,376	173,146	285,735	234,791
Investment securities	228,117	204,788	134,708	138,698	102,559
Loans held for sale	841	2,179	4,118	1,925	5,208
Loans, net	2,220,682	1,896,989	1,112,688	1,012,106	983,318
Accrued interest receivable	7,676	6,387	3,333	2,845	2,907
Bank-owned life insurance	21,476	20,517	20,369	20,224	20,077
Bank premises, furniture and equipment, net	75,251	40,129	17,978	17,521	17,413
Non-marketable equity securities	13,732	10,283	7,407	7,375	7,366
Investment in unconsolidated subsidiary	352	352	93	93	93
Other real estate owned	449	738	493	998	662
Intangible assets, net	20,441	10,531	2,171	2,161	2,181
Goodwill	159,452	135,832	26,865	26,865	26,865
Other assets	14,518	14,760	5,220	5,469	5,067
Branch assets held for sale	33,552	—	—	—	—
Total assets	$ 2,945,583	$ 2,494,861	$ 1,508,589	$ 1,522,015	$ 1,408,507
LIABILITIES AND STOCKHOLDERS' EQUITY					
Deposits:					
Noninterest-bearing	$ 612,830	$ 495,627	$ 337,057	$ 338,226	$ 327,614
Interest-bearing	1,665,800	1,490,031	874,050	883,470	792,016
Total deposits	2,278,630	1,985,658	1,211,107	1,221,696	1,119,630
Accounts payable and accrued expenses	5,098	4,017	2,574	1,631	2,914
Accrued interest payable and other liabilities	5,446	4,368	1,032	9,655	534
Advances from Federal Home Loan Bank	71,164	38,200	38,235	38,271	38,306
Junior subordinated debentures	11,702	11,702	3,093	3,093	3,093
Subordinated notes	4,987	4,987	4,946	4,944	4,942
Other borrowings	15,000	—	—	—	—
Branch liabilities held for sale	64,627	—	—	—	—
Total liabilities	2,456,654	2,048,932	1,260,987	1,279,290	1,169,419
Commitments and contingencies					
Stockholders' equity:					
Common stock	241	227	152	152	152
Additional paid-in capital	445,517	404,900	211,901	211,512	211,173
Retained earnings	44,627	41,143	36,003	32,388	29,290
Unallocated Employee Stock Ownership Plan shares	(106)	(209)	(209)	(209)	(209)
Accumulated other comprehensive (loss)	(1,280)	(62)	(175)	(1,048)	(1,248)
Treasury stock, 10,000 shares at cost	(70)	(70)	(70)	(70)	(70)
Total stockholders' equity	488,929	445,929	247,602	242,725	239,088
Total liabilities and stockholders' equity	$ 2,945,583	$ 2,494,861	$ 1,508,589	$ 1,522,015	$ 1,408,507

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Condensed Consolidated Statements of Income - (Unaudited)
(In thousands, except per share data)

	For the Year Ended December 31, 2017	For the Year Ended December 31, 2016
Interest income:		
Interest and fees on loans	$ 73,795	$ 44,681
Interest on investment securities	3,462	1,409
Interest on deposits in other banks	2,287	503
Interest on other	8	2
Total interest income	79,552	46,595
Interest expense:		
Interest on deposit accounts	9,878	4,988
Interest on borrowings	1,166	652
Total interest expense	11,044	5,640
Net interest income	68,508	40,955
Provision for loan losses	5,114	2,050
Net interest income after provision for loan losses	63,394	38,905
Noninterest income:		
Service charges and fees on deposit accounts	2,502	1,846
Gain on sales of investment securities	222	15
Gain on sales of loans and other assets owned	3,141	3,288
Bank-owned life insurance	753	771
Other	958	583
Total noninterest income	7,576	6,503
Noninterest expense:		
Salaries and employee benefits	20,828	14,332
Occupancy and equipment	5,618	3,667
Professional fees	5,672	2,804
Data processing and software expense	2,217	1,158
FDIC assessment fees	1,177	661
Marketing	1,293	983
Other assets owned expenses and write-downs	182	163
Amortization of intangibles	964	380
Telephone and communications	720	402
Other	4,118	1,840
Total noninterest expense	42,789	26,390
Net income from operations	28,181	19,018
Income tax expense	13,029	6,467
Net income	$ 15,152	$ 12,551
Preferred stock dividends	$ 42	$ —
Net income available to common stockholders	$ 15,110	$ 12,551
Basic earnings per share	$ 0.82	$ 1.16
Diluted earnings per share	$ 0.80	$ 1.13
Weighted average basic shares outstanding	18,404	10,849
Weighted average diluted shares outstanding	18,810	11,153

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Condensed Consolidated Statements of Income - (Unaudited)
(In thousands, except per share data)

	For the Three Months Ended				
	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
Interest income:					
Interest and fees on loans	$ 28,182	$ 20,706	$ 13,024	$ 11,883	$ 11,684
Interest on investment securities	1,211	941	735	575	396
Interest on deposits in other banks	500	629	548	610	200
Interest on other	4	3	—	1	1
Total interest income	29,897	22,279	14,307	13,069	12,281
Interest expense:					
Interest on deposit accounts	3,677	2,812	1,742	1,647	1,600
Interest on borrowings	470	338	189	169	161
Total interest expense	4,147	3,150	1,931	1,816	1,761
Net interest income	25,750	19,129	12,376	11,253	10,520
Provision for loan losses	2,529	752	943	890	440
Net interest income after provision for loan losses	23,221	18,377	11,433	10,363	10,080
Noninterest income:					
Service charges and fees on deposit accounts	769	669	555	509	537
Gain on sales of investment securities	17	205	—	—	—
Gain on sales of loans and other assets owned	882	705	807	747	970
Bank-owned life insurance	192	188	186	187	194
Other	438	210	218	92	123
Total noninterest income	2,298	1,977	1,766	1,535	1,824
Noninterest expense:					
Salaries and employee benefits	7,357	5,921	3,642	3,908	3,650
Occupancy and equipment	1,996	1,596	1,015	1,011	949
Professional fees	1,713	1,973	1,188	798	943
Data processing and software expense	766	719	372	360	308
FDIC assessment fees	116	410	393	258	213
Marketing	388	436	225	244	279
Other assets owned expenses and write-downs	73	71	13	25	24
Amortization of intangibles	551	223	95	95	95
Telephone and communications	282	230	106	102	107
Other	1,793	943	733	649	516
Total noninterest expense	15,035	12,522	7,782	7,450	7,084
Net income from operations	10,484	7,832	5,417	4,448	4,820
Income tax expense	7,227	2,650	1,802	1,350	1,630
Net income	$ 3,257	$ 5,182	$ 3,615	$ 3,098	$ 3,190
Preferred stock dividends	$ —	$ 42	$ —	$ —	$ —
Net income available to common stockholders	$ 3,257	$ 5,140	$ 3,615	$ 3,098	$ 3,190
Basic earnings per share	$ 0.14	$ 0.26	$ 0.24	$ 0.20	$ 0.28
Diluted earnings per share	$ 0.14	$ 0.25	$ 0.23	$ 0.20	$ 0.27
Weighted average basic shares outstanding	23,124	19,976	15,211	15,200	11,299
Weighted average diluted shares outstanding	23,524	20,392	15,637	15,632	11,653

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures - (Unaudited)
(In thousands, except per share data and percentages)

The following table reconciles, at the dates set forth below, GAAP net income available to common stockholders to core (non-GAAP) net income available to common stockholders, core diluted earnings per share, core efficiency ratio and core net interest margin:

	For the Three Months Ended				
	December 31, 2017	**September 30, 2017**	**June 30, 2017**	**March 31, 2017**	**December 31, 2016**
Net interest income (as reported)	$ 25,750	$ 19,129	$ 12,376	$ 11,253	$ 10,520
Adjustment:					
Income recognized on acquired loans	2,955	637	135	55	61
Core net interest income	22,795	18,492	12,241	11,198	10,459
Provision for loan losses (as reported)	2,529	752	943	890	440
Noninterest income (as reported)	2,298	1,977	1,766	1,535	1,824
Noninterest expense (as reported)	15,035	12,522	7,782	7,450	7,084
Adjustment:					
Merger and acquisition ("M&A") costs	(1,018)	(1,391)	(193)	(89)	(279)
Core noninterest expense	14,017	11,131	7,589	7,361	6,805
Core net income from operations	8,547	8,586	5,475	4,482	5,038
Income tax expense (as reported)	7,227	2,650	1,802	1,350	1,630
Adjustments:					
Tax impact of adjustments	(678)	264	20	12	76
Tax Act re-measurement	(3,051)	—	—	—	—
Other M&A discrete tax items	(398)	—	—	—	—
Core income tax expense	3,100	2,914	1,822	1,362	1,706
Core net income	$ 5,447	$ 5,672	$ 3,653	$ 3,120	$ 3,332
Preferred stock dividends (as reported)	—	42	— —	—	—
Core net income available to common stockholders	$ 5,447	$ 5,630	$ 3,653	$ 3,120	$ 3,332
Weighted average diluted shares outstanding	23,524	20,392	15,637	15,632	11,653
Diluted earnings per share (as reported)	0.14	0.25	0.23	0.20	0.27
Core diluted earnings per share[1]	0.23	0.28	0.23	0.20	0.29
Efficiency Ratio					
Efficiency ratio (as reported)	53.60%	59.33%	55.03%	58.26%	57.39%
Core efficiency ratio[2]	55.86%	54.38%	54.18%	57.81%	55.40%
Net Interest Margin					
Net interest margin (as reported)	4.24%	3.78%	3.53%	3.21%	3.44%
Core net interest margin[3]	3.75%	3.66%	3.49%	3.19%	3.42%

(1) Core diluted earnings per share is defined as core net income available to common stockholders divided by weighted average diluted shares outstanding. Excluded from net income available to common stockholders are income recognized on acquired loans, merger and acquisition costs, the tax impact of the adjustments to core net interest income and core noninterest expense, the re-measurement of our deferred tax asset as a result of the Tax Act and the tax impact of other M&A discrete tax items.

(2) We calculate core efficiency ratio as core noninterest expense divided by the sum of core net interest income and noninterest income (as reported).

(3) Core net interest margin is equal to core net interest income divided by average interest-earning assets.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures - (Unaudited)
(In thousands, except per share data and percentages)

The following table reconciles, at the dates set forth below, GAAP net income available to common stockholders to core (non-GAAP) net income available to common stockholders, core diluted earnings per share, core efficiency ratio and core net interest margin:

	For the Years Ended	
	December 31, 2017	December 31, 2016
Net interest income (as reported)	$ 68,508	$ 40,955
Adjustment:		
Income recognized on acquired loans	3,782	425
Core net interest income	64,726	40,530
Provision for loan losses (as reported)	5,114	2,050
Noninterest income (as reported)	7,576	6,503
Noninterest expense (as reported)	42,789	26,390
Adjustment:		
Merger and acquisition costs	(2,691)	(472)
Core noninterest expense	40,098	25,918
Core net income from operations	27,090	19,065
Income tax expense (as reported)	13,029	6,467
Adjustment:		
Tax impact of adjustments	(382)	16
Tax Act re-measurement	(3,051)	—
Other M&A discrete tax items	(398)	—
Core income tax expense	9,198	6,483
Core net income	$ 17,892	$ 12,582
Preferred stock dividends (as reported)	42	—
Core net income available to common stockholders	$ 17,850	$ 12,582
Weighted average diluted shares outstanding	18,810	11,153
Diluted earnings per share (as reported)	0.80	1.13
Core diluted earnings per share	0.95	1.13
Efficiency Ratio		
Efficiency ratio (as reported)	56.24%	55.61%
Core efficiency ratio	55.46%	55.11%
Net Interest Margin		
Net interest margin (as reported)	3.77%	3.72%
Core net interest margin	3.56%	3.68%

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures - (Unaudited)
(In thousands, except per share data and percentages)

The following table reconciles, at the dates set forth below, total stockholders' equity to tangible common equity and total assets to tangible assets and presents our book value per common share to our tangible book value per share:

	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
Tangible Common Equity					
Total stockholders' equity	$ 488,929	$ 445,929	$ 247,602	$ 242,725	$ 239,088
Adjustments:					
Goodwill	(159,452)	(135,832)	(26,865)	(26,865)	(26,865)
Intangible assets[1]	(22,165)	(10,531)	(2,171)	(2,161)	(2,181)
Total tangible common equity	$ 307,312	$ 299,566	$ 218,566	$ 213,699	$ 210,042
Tangible Assets					
Total assets	$ 2,945,583	$ 2,494,861	$ 1,508,589	$ 1,522,015	$ 1,408,507
Adjustments:					
Goodwill	(159,452)	(135,832)	(26,865)	(26,865)	(26,865)
Intangible assets[1]	(22,165)	(10,531)	(2,171)	(2,161)	(2,181)
Total tangible assets	$ 2,763,966	$ 2,348,498	$ 1,479,553	$ 1,492,989	$ 1,379,461
Tangible Common Equity to Tangible Assets[2]	11.12%	12.76%	14.77%	14.31%	15.23%
Common shares outstanding	24,110	22,644	15,233	15,229	15,195
Book value per common share[3]	$ 20.28	$ 19.69	$ 16.25	$ 15.94	$ 15.73
Tangible book value per common share[4]	$ 12.75	$ 13.23	$ 14.35	$ 14.03	$ 13.82

(1) Intangible assets as of December 31, 2017 include branch intangible assets held for sale of $1.7 million.

(2) We calculate tangible common equity as total stockholders' equity less goodwill and other intangible assets, net of accumulated amortization, and we calculate tangible assets as total assets less goodwill and other intangible assets, net of accumulated amortization.

(3) We calculate book value per common share as total stockholders' equity at the end of the relevant period divided by the outstanding number of shares of our common stock at the end of the relevant period.

(4) We calculate tangible book value per common share as total tangible common equity, divided by the outstanding number of shares of our common stock at the end of the relevant period.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Net Interest Margin - (Unaudited)
(In thousands, except percentages)

	For the Three Months Ended								
	December 31, 2017			September 30, 2017			December 31, 2016		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate
Assets									
Interest-earning assets:									
Total loans(1)(4)	$ 2,030,587	$ 28,182	5.51%	$ 1,643,077	$ 20,706	5.00%	$ 971,977	$ 11,684	4.78%
Securities available for sale	233,244	1,211	2.06	191,265	941	1.95	96,814	396	1.63
Interest-earning deposits in financial institutions	145,099	500	1.37	171,461	629	1.46	147,974	200	0.54
Investment in subsidiary	352	4	4.51	265	3	4.49	93	1	4.28
Total interest-earning assets	2,409,282	29,897	4.92	2,006,068	22,279	4.41	1,216,858	12,281	4.02
Allowance for loan losses	(10,658)			(9,910)			(8,353)		
Noninterest-earning assets(4)	292,664			202,352			98,379		
Total assets	$ 2,691,288			$ 2,198,510			$ 1,306,884		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities:									
Interest-bearing deposits(4)	$ 1,569,950	3,677	0.93%	$ 1,294,187	$ 2,812	0.86%	$ 784,778	1,600	0.81%
Advances from FHLB	74,589	213	1.13	53,222	160	1.19	38,328	58	0.60
Other borrowings	25,398	257	4.01	13,793	178	5.12	8,078	103	5.07
Total interest-bearing liabilities	1,669,937	4,147	0.98	1,361,202	3,150	0.92	831,184	1,761	0.84
Noninterest-bearing liabilities:									
Noninterest-bearing deposits(4)	542,918			452,426			315,988		
Other liabilities(4)	13,819			6,898			3,153		
Total noninterest-bearing liabilities	556,737			459,324			319,141		
Stockholders' equity	464,614			377,984			156,559		
Total liabilities and stockholders' equity	$ 2,691,288			$ 2,198,510			$ 1,306,884		
Net interest rate spread(2)			3.94%			3.49%			3.18%
Net interest income		$ 25,750			$ 19,129			$ 10,520	
Net interest margin(3)			4.24%			3.78%			3.44%

(1) Includes average outstanding balances of loans held for sale of $3,155, $1,553, and $5,517 for three months ended December 31, 2017, September 30, 2017, and December 31, 2016, respectively.

(2) Net interest rate spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.

(3) Net interest margin is equal to net interest income divided by average interest-earning assets.

(4) Includes average outstanding balances of branch assets and liabilities held for sale in total loans, noninterest-bearing assets, interest-bearing deposits, noninterest-bearing deposits and other liabilities.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Net Interest Margin - (Unaudited)
(In thousands, except percentages)

	For the Year Ended December 31,					
	2017			2016		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate
Assets						
Interest-earning assets:						
Total loans[1][2]	$ 1,441,295	$ 73,795	5.12%	$ 924,465	$ 44,681	4.83%
Securities available for sale	170,253	3,462	2.03%	84,558	1,409	1.67%
Interest-earning deposits in financial institutions	202,314	2,287	1.13%	93,199	503	0.54%
Investment in subsidiary	202	8	3.96%	93	2	2.15%
Total interest-earning assets	1,814,064	79,552	4.39%	1,102,315	46,595	4.23%
Allowance for loan losses	(9,567)			(7,743)		
Noninterest-earning assets[2]	176,471			94,199		
Total assets	$ 1,980,968			$ 1,188,771		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing deposits[2]	$ 1,151,033	9,878	0.86%	$ 688,978	4,988	0.72%
Advances from FHLB	51,196	531	1.04%	43,649	260	0.60%
Other borrowings	13,878	635	4.58%	8,077	392	4.85%
Total interest-bearing liabilities	1,216,107	11,044	0.91%	740,704	5,640	0.76%
Noninterest-bearing liabilities:						
Noninterest-bearing deposits[2]	425,124			302,548		
Other liabilities[2]	6,802			2,937		
Total noninterest-bearing liabilities	431,926			305,485		
Stockholders' equity	332,935			142,582		
Total liabilities and stockholders' equity	$ 1,980,968			$ 1,188,771		
Net interest rate spread			3.48%			3.47%
Net interest income		$ 68,508			$ 40,955	
Net interest margin			3.77%			3.72%

(1) Includes average outstanding balances of loans held for sale of $2,493 and $5,078 for the twelve months ended December 31, 2017 and 2016, respectively.

(2) Includes average outstanding balances of branch assets and liabilities held for sale in total loans, noninterest-bearing assets, interest-bearing deposits, noninterest-bearing deposits and other liabilities.

VERITEX

Earnings Presentation

Fourth Quarter 2017

Revised as of February 26, 2018

Safe Harbor Statement

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.

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 financial measures used in managing its business may provide meaningful information to investors 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 and management uses these non-GAAP measures to measure the Company's performance and believes that these non-GAAP measures provide a greater understanding of ongoing operations, enhance comparability of results of operations with prior periods and show the effects of significant gains and charges in the periods presented without the impact of unusual items or events that may obscure trends in the Company's underlying performance. These disclosures should not be viewed as a substitute for financial measures determined in accordance with GAAP. The following are the non-GAAP measures used in this presentation:

- core net interest income adjusts net interest income as determined in accordance with GAAP to exclude income recognized on acquired loans
- core noninterest expense adjusts noninterest expense as determined in accordance with GAAP to exclude merger and acquisition costs
- core income tax expense adjusts income tax expense as determined in accordance with GAAP to exclude the tax impact of the adjustments to core net interest income and core noninterest expense, the re-measurement of our deferred tax asset as a result of the Tax Act and the tax impact of other M&A discrete items
- core net income adjusts net income as determined in accordance with GAAP to exclude the impact of income recognized on acquired loans, merger and acquisition costs and the tax impact of the adjustments to core net interest income and core noninterest expense, exclude the re-measurement of our deferred tax asset as a result of the Tax Act and exclude the tax impact of other M&A discrete items
- Core diluted earnings per share (EPS) divides (i) core net income by (ii) weighted average diluted shares of common stock outstanding for the applicable period
- Core efficiency ratio is determined by dividing core noninterest expense by the sum of core net interest income and noninterest income
- Tangible common equity is defined as total stockholders' equity less goodwill and other intangible assets
- Tangible assets is defined as total assets less goodwill and other intangible assets
- Tangible common equity to tangible assets is a ratio that is determined by dividing tangible common equity by tangible assets
- Tangible book value per common share is determined by dividing tangible common equity by common shares outstanding

Please see Reconciliation of Non-GAAP Financial Measures at the end of this presentation for a reconciliation to the nearest GAAP financial measure.

FORWARD LOOKING STATEMENTS

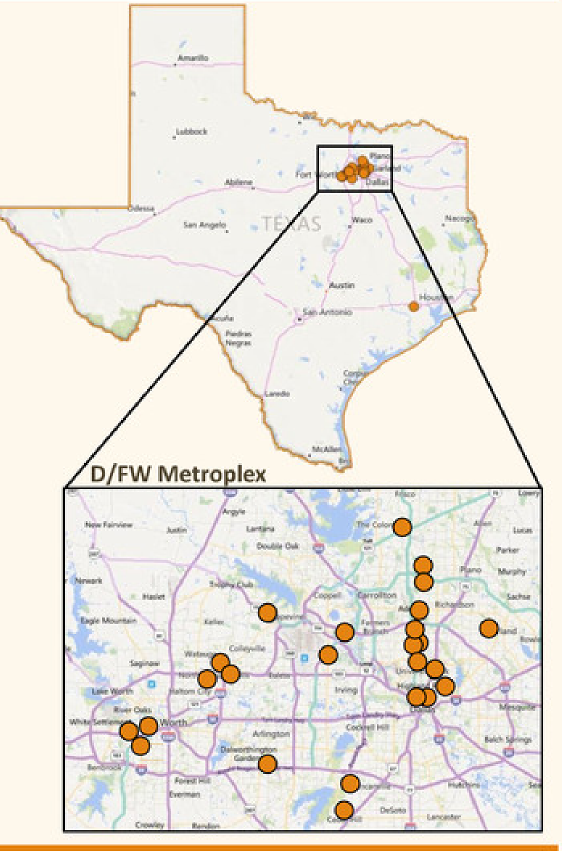
This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include information regarding the Company's future financial performance, business and growth strategy, projected plans and objectives, 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. Such forward-looking statements are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections about the Company and its subsidiaries, any of which may change over time and some of which may be beyond the Company's control. 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 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; difficult market conditions and unfavorable economic trends in the United States generally, and particularly in the market areas in which the Company operates and in which its loans are concentrated, including the effects of declines in housing markets; an increase in unemployment levels and slowdowns in economic growth; the Company's level of nonperforming assets and the costs associated with resolving any problem loans including litigation and other costs; changes in market interest rates may increase funding costs and reduce earning asset yields thus reducing margin; the impact of changes in interest rates and the credit quality and strength of underlying collateral and the effect of such changes on the market value of the Company's investment securities portfolio; the credit risk associated with the substantial amount of commercial real estate, construction and land development, and commercial loans in our loan portfolio; the extensive federal and state regulation, supervision and examination governing almost every aspect of the Company's operations including changes in regulations affecting financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act and the rules and regulations being issued in accordance with this statute and potential expenses associated with complying with such regulations; the Company's ability to comply with applicable capital and liquidity requirements, including our ability to generate liquidity internally or raise capital on favorable terms, including continued access to the debt and equity capital markets; possible changes in trade, monetary and fiscal policies, laws and regulations and other activities of governments, agencies, and similar organizations; and, the effects of weather and natural disasters such as floods, droughts, wind, tornadoes and hurricanes as well as effects from geopolitical instability and manmade disasters including terrorist attacks; 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 Note Regarding Forward-Looking Statements" and "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

- Established in 2010 and headquartered in Dallas, Texas
- Operate 21 locations strategically located throughout the DFW and Houston markets
- Strong commercial lending focus and core deposit mix
- Significant organic growth profile complemented by disciplined M&A
- Received American Bankers' "Best Bank to Work For" and The Dallas Morning News "Top 100 Places to Work"

Franchise Footprint



2017 Accomplishments

STRATEGIC GROWTH	★ Closed Sovereign (over $1.1 billion in assets) and Liberty (over $460 million in assets) acquisitions, solidifying presence in the DFW Metroplex and entering the Houston market ★ 2017 organic loan growth was $203.0 million or 20.5% compared to December 31, 2016 excluding acquired loans of $1.1 billion
CAPITAL STEWARDSHIP	★ Completed public offering of common stock, raising $56.7 million to fund the acquisition of Liberty and support continued growth ★ Purchased our headquarters office building in Dallas
OPERATIONAL EXCELLENCE	★ Continued to achieve meaningful cost savings from our recent acquisitions and consolidated our back office functions into a North Dallas operations center ★ Closed two redundant branches in our Dallas market and two non-core branches in Austin
CULTURE	★ Received The Dallas Morning News “Top 100 Places to Work” for the third consecutive year and American Bankers’ “Best Bank to Work For” for the fourth consecutive year

Fourth Quarter Highlights

After more than doubling assets in 2017, we enter 2018 poised to further leverage our strong capital position through accretive growth across our franchise

- Net income of $3.3 million, or $0.14 diluted EPS and core net income of $5.4 million, or $0.23 core diluted EPS
  - Increase in net interest margin to 4.24%, compared to 3.78% in 3Q17 and 3.44% in 4Q16. Core net interest margin increased to 3.75%, compared to 3.66% in 3Q17 and 3.42% in 4Q16
  - Maintained efficiency ratio of 53.60%, or core efficiency ratio of 55.86%, with investments in our growth initiatives and infrastructure
  - Core results exclude $3.0 million of PAA, but include $1.4 million of provision on acquired loan renewals
  - Q4 results include only one month of earnings related to Liberty acquisition
- Achieved company all-time high in quarterly new loan commitments with annualized organic loan growth of 13.8% over 3Q17
- Closed acquisition of Liberty Bancshares, Inc. in December, adding over $460 million in total assets
- Sold two non-core Austin branches (closed January 1, 2018), exiting the Austin market and centering our focus on DFW and Houston
- Continued success attracting talented bankers including an experienced commercial lender in Houston
- Significant progress towards enhancing the funding and liquidity profile from our recent acquisitions while maintaining strong asset sensitivity
- Strong capital levels with 11.12% TCE / TA as of 12/31/17

Fourth Quarter Financial Highlights

	For the quarter ended				
	Dec 31, 2017	Sept 30, 2017	Dec 31, 2016	Linked Q Δ	YoY Q Δ
Selected balance sheet					
Total loans	$ 2,259,831	$ 1,907,509	$ 991,897	18.5 %	127.8%
Total deposits	2,342,912	1,985,658	1,119,630	18.0	109.3
Total assets	2,945,583	2,494,861	1,408,507	18.1	109.1
Selected profitability					
Net interest income	$ 25,750	$ 19,129	$ 10,520	34.6%	144.8%
Net interest margin	4.24%	3.78%	3.44%	46bps	80bps
Core net interest margin(1)	3.75	3.66	3.42	9bps	33bps
Noninterest expense	$ 15,035	$ 12,522	$ 7,084	20.1%	112.2%
Core noninterest expense(1)	14,017	11,131	6,805	25.9	106.0
Net income available to common	3,257	5,140	3,190	-36.6	2.1
Core net income available to common(1)	5,447	5,630	3,332	-3.3	63.5
Reported diluted EPS	0.14	0.25	0.27	-44.0	-48.1
Core diluted EPS(1)	0.23	0.28	0.29	-17.9	-20.7
Reported efficiency ratio	53.60%	59.33%	57.39%	-9.7	-6.6
Core efficiency ratio(1)	55.86	54.38	55.40	-2.7	0.8
Tangible common equity to tangible assets(1)	11.12	12.76	15.23	-12.9	-27.0
Tangible book value per common share(1)	$ 12.75	$ 13.23	$ 13.82	-3.6	-7.7

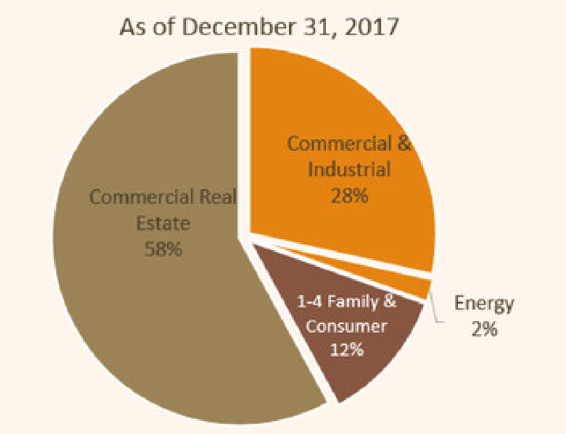
(1) *As used in this presentation, core net interest margin, core noninterest expense, core net income available to common, core diluted EPS, core efficiency ratio, tangible common equity to tangible assets and tangible book value per common share are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, see slides 15 and 16 of this presentation.*

Successful Growth of a Diversified Loan Portfolio

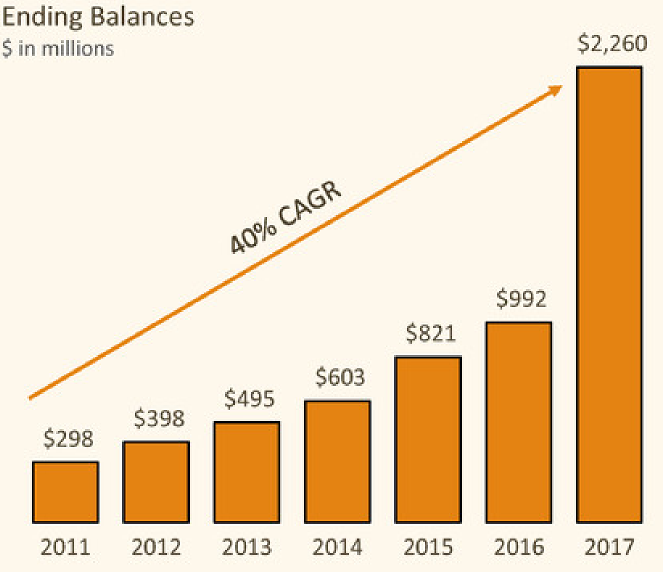
For the period ended Dec 31, 2017, loan balances increased $352.3 million over September 30, 2017

- Legacy Veritex loan portfolio grew $39.7 million, 3.4% over prior quarter end or 13.8% annualized
- Acquired Liberty loans at quarter end represented $312.6 million of the increase

Total Loans[1]



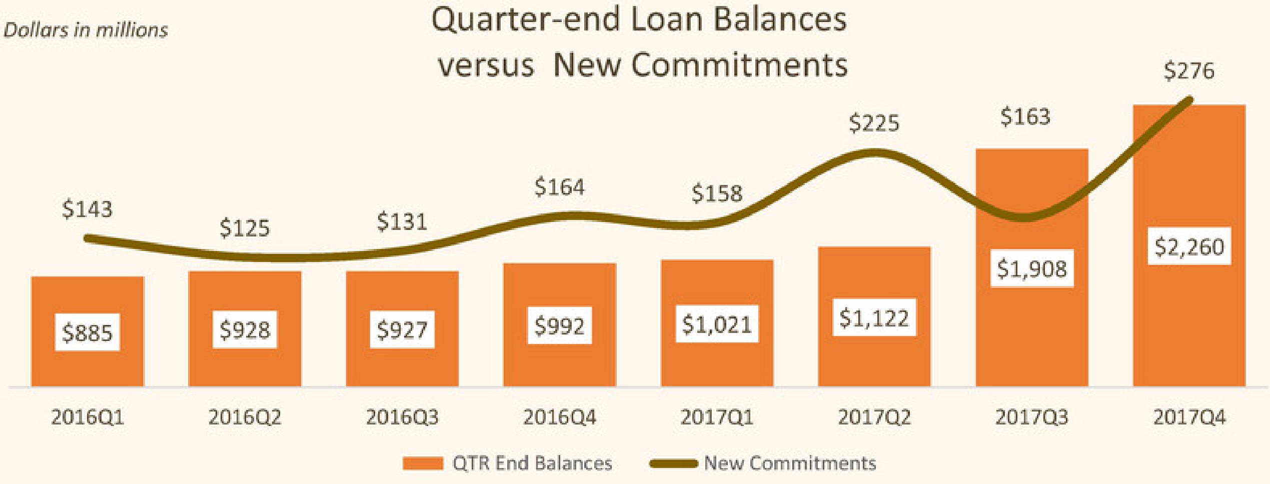
Fourth quarter yield on loans[1] was 5.51% including 58 basis points of purchase discount accretion relating to acquired loans

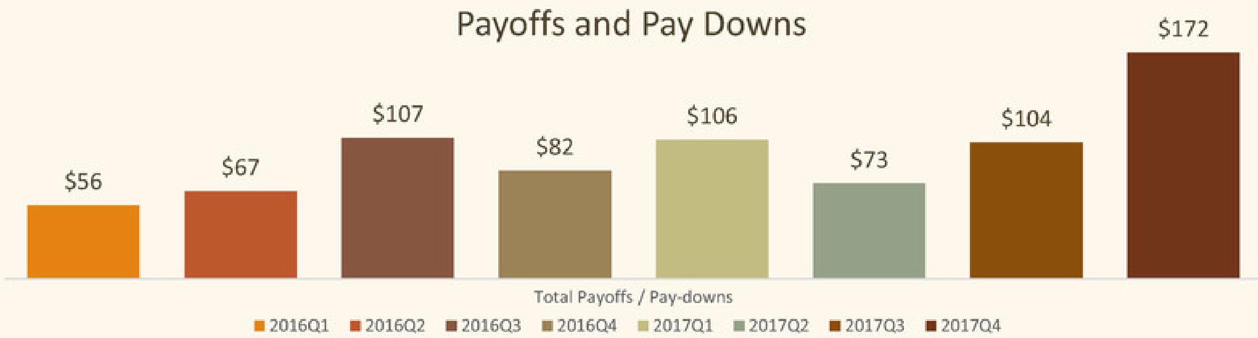


(1) Excludes mortgage loans held for sale of $0.8 million and includes Austin branches held for sale loans of $26.3 million

Payoffs, Pay-downs and New Commitments

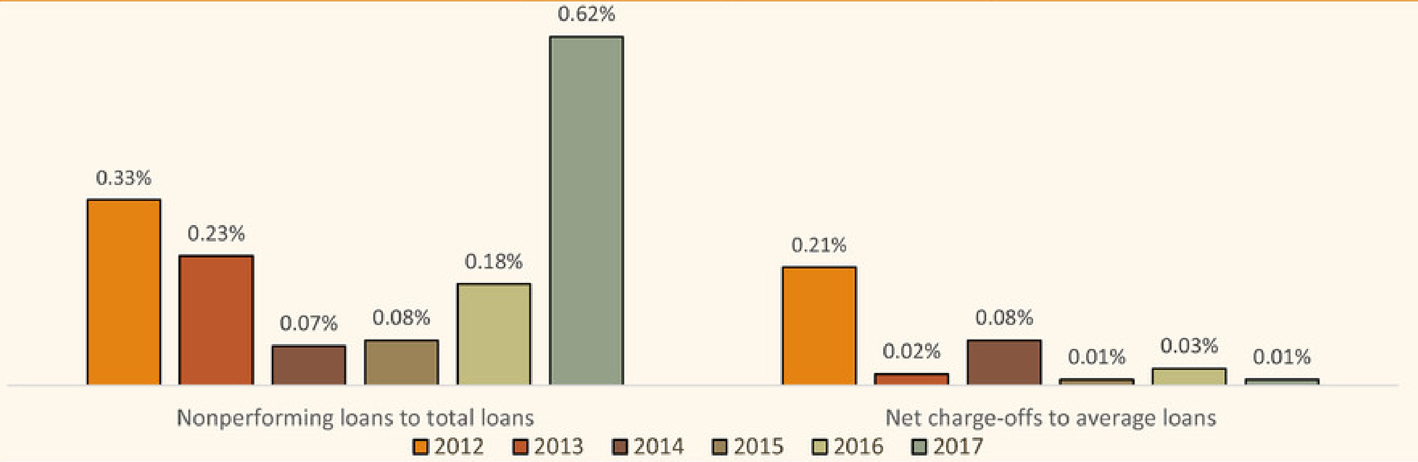
Dollars in millions





Credit Quality Metrics

Credit Quality – Nonperforming Loans and Net Charge-Offs



Reconciliation of provision for loan loss quarter ending December 31, 2017

Dollars in thousands		Provision Expense	Comments
Charge-off	$	240	Larger commercial and four consumer/small business loans
Specific reserve		629	Energy production missed targets reducing collateral value
General reserve- growth excluding 2017 acquisitions		300	Reserve on legacy loan growth
General reserve- acquired loan renewals		1,360	Reflects $110 million of purchased loan renewals
Total provision for loan losses	$	2,529	

Core Funded Deposit Mix

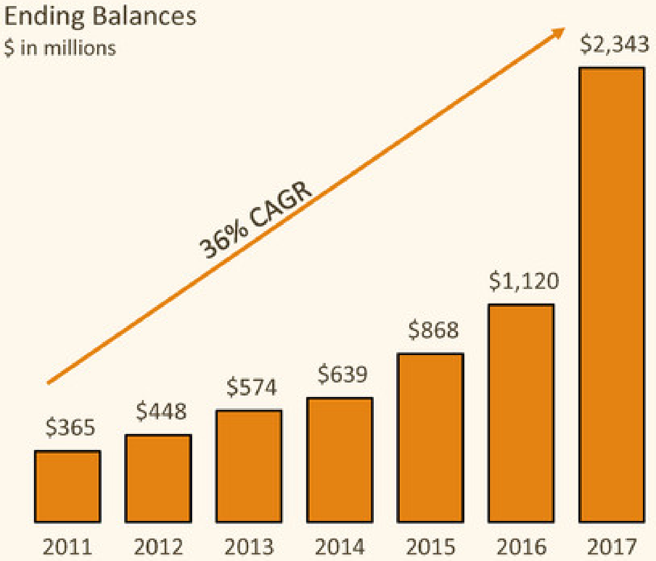
For the period ended December 31, 2017, deposit balances increased $357.3 million over Sept 30, 2017. The Liberty acquisition contributed $396.6 million to the growth. Deposits, excluding deposits acquired in the quarter, declined $39.3 million for the quarter, primarily due to reduction in high cost time deposits.

Total Funding Sources

Fourth quarter average rates:

- Interest-bearing deposits 0.93%
- Total cost of funds 0.68%

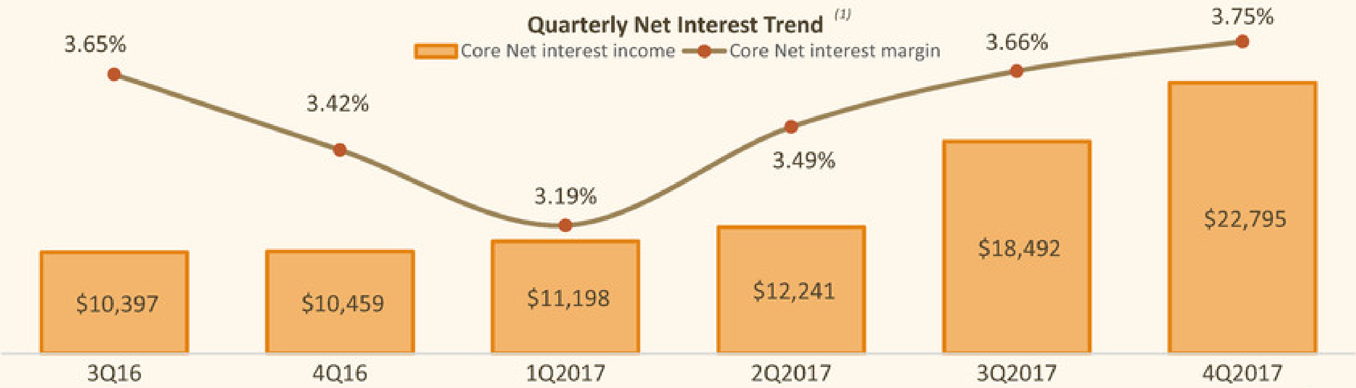
Total Deposits (1)



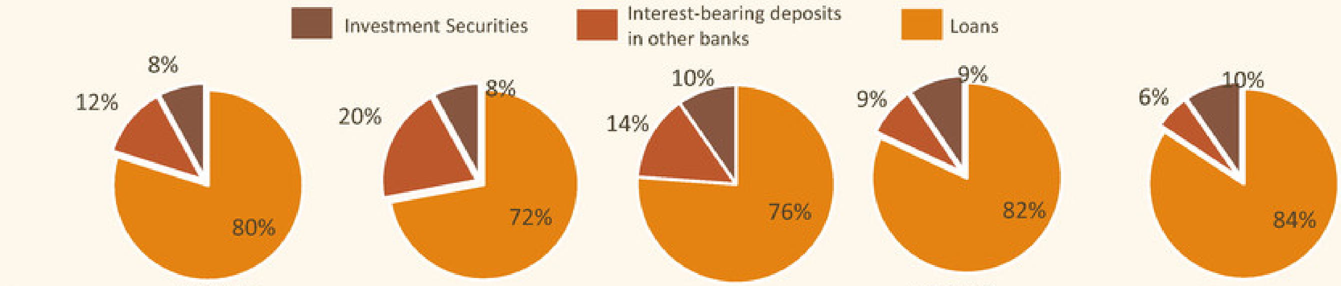
(1) Includes Austin branches held for sale deposits of $64.2 million

Core Net Interest Income and Margin Growth

Quarterly Net Interest Trend (1)



Quarterly Average Earning Asset Mix



Average	4Q2016	1Q2017	2Q2017	3Q2017	4Q2017
Loans (1)	4.76%	4.76%	4.83%	4.85%	4.93%
Deposits	0.81	0.78	0.80	0.86	0.93

(1)Excludes 2 bps, 2 bps, 5 bps, 15 bps, and 58 bps of income recognized on acquired loans for 4Q2016, 1Q2017, 2Q2017, 3Q2017, and 4Q2017, respectively. See Reconciliation of Non-GAAP Financial Measures for a reconciliation of core net interest income and core net interest margin.

Impact of Acquisitions on 4Q2017

Results for the fourth quarter isolated for the effects of purchase accounting accretion, purchased and loan renewals, non-recurring merger and acquisition costs, and the impact of Liberty is found below:

	For the three months ended December 31, 2017					
	A	B	C	D	E	A-B-C-D-E
Dollars in thousands	Total Income/Expense (as reported)	Purchase accounting accretion income on acquired loans	Acquired loan renewal provision expense	Merger and acquisition costs	Liberty December	Income/Expense less accretion income, and acquired loan provision and Liberty
Net interest income	$ 25,750	$ 2,955	$ -	$ -	$ 1,236	$ 21,559
Noninterest income	2,298	-	-	-	64	2,234
Provision for loan losses	2,529	-	1,360	-	n/m	1,169
Noninterest expense	15,035	-	-	1,018	749	13,268

Impact of Tax Adjustments

- The deferred tax asset (DTA) write-down at 12/31/2017 was $3.1 million with expected pay-back from benefits of the lower tax rate within the first half of 2018
- Other non-recurring tax provision adjustments related to acquisition expenses totaled $600 thousand
- As a result of the savings achieved from the Tax Act, we expect to make one-time investments in our employees and communities of ~$700k and recurring annual investments of ~$300k[1]

	Net income before taxes	Tax Expense	Effective Tax Rate	Net Income	Diluted EPS
Fourth quarter 2017 results, as reported	$ 10,484	$ 7,227	69%	$ 3,257	$ 0.14
Deferred tax asset re-measurement due to Tax Act	-	3,051		3,051	0.13
Other M&A permanent and discrete items [2]		600		600	0.02
Adjusted 4Q17 results for above items	10,484	3,576	34%	6,908	0.29
Pro forma reduction in taxes at the 21% tax rate[3]	-	(1,374)	-	1,374	0.06
Adjusted 4Q17 results after impact of Tax Act	10,484	2,202	21%	8,282	0.35
Estimated recurring quarter Tax Act investments	(75)	(16)		(59)	-
Adjusted 2017 results after consider impact of Tax Cuts and Jobs Act	$ 10,409	$ 2,186	21%	8,223	$ 0.35

(1) Investments related to Tax Act savings include stock bonuses to employees not already part of an equity incentive plan, increases in our 401k match, additional hire in training and development, increases in community philanthropy, and investments in process improvement projects.
(2) M&A permanent differences include nondeductible success-based feeds and deal costs of $202 thousand and write-off of capitalized deal cost DTAs of $398 thousand.
(3) Using an estimated tax rate of 21% our actual effective tax rate may be different.

Look Forward

STRATEGIC GROWTH	★ Continued emphasis on credit quality and relationship banking ★ Strategically grow lines of business: Community Banking, C&I, CRE, Government Lending, and Correspondent Banking
CAPITAL STEWARDSHIP	★ Continue to leverage our strong capital through accretive organic growth and M&A opportunities ★ Focus on EPS, ROAA, and efficiency
OPERATIONAL EXCELLENCE	★ Restructure and upgrade of technology through leadership of newly hired CIO ★ Focus on integration and efficiencies from our acquisitions ★ Dedication to maintaining excellence in compliance, BSA, and CRA
CULTURE	★ Leveraging the benefits of the Tax Cuts and Jobs Acts to make further investment in our communities and people ★ Commitment to employee stock ownership

Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except Per Share)

The Company's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance. The Company has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

		As of or For the Quarter Ended				
		December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016
	Net interest income (as reported)	**$ 25,750**	**$ 19,129**	**$ 12,376**	**$ 11,253**	**$ 10,520**
Adjustment:	Income recognized on acquired loans	(2,955)	(637)	(135)	(55)	(61)
	Core net interest income	**22,795**	**18,492**	**12,241**	**11,198**	**10,459**
	Provision for loan losses (as reported)	**2,529**	**752**	**943**	**890**	**440**
	Noninterest income (as reported)	**2,298**	**1,977**	**1,766**	**1,535**	**1,824**
	Noninterest expense (as reported)	**15,035**	**12,522**	**7,782**	**7,450**	**7,084**
Adjustment:	Merger and acquisition costs	(1,018)	(1,391)	(193)	(89)	(279)
	Core noninterest expense	**14,017**	**11,131**	**7,589**	**7,361**	**6,805**
	Core net income from operations	**8,547**	**8,586**	**5,475**	**4,482**	**5,038**
	Income tax expense (as reported)	**7,227**	**2,650**	**1,802**	**1,350**	**1,630**
Adjustment:	Tax impact of adjustments	(678)	264	20	12	76
	Deferred tax asset re-measurement due to Tax Act	(3,051)	-	-	-	-
	Other M&A discrete tax items	(398)	-	-	-	-
	Core income tax expense	**3,100**	**2,914**	**1,822**	**1,362**	**1,706**
	Core net income	**5,447**	**5,672**	**3,653**	**3,120**	**3,332**
	Core net income available to common stockholders	**$ 5,447**	**$ 5,630**	**$ 3,653**	**$ 3,120**	**$ 3,332**
	Weighted average diluted shares outstanding	23,524	20,392	15,637	15,632	11,653
	Earnings Per Share					
	Diluted earnings per share (as reported)	$ 0.14	$ 0.25	$ 0.23	$ 0.20	$ 0.27
	Core diluted earnings per share	0.23	0.28	0.23	0.20	0.29
	Efficiency Ratio					
	Efficiency Ratio (as reported)	53.60%	61.52%	58.96%	62.62%	59.51%
	Core Efficiency Ratio	55.86%	56.45%	58.09%	62.15%	57.46%
	Net Interest Margin					
	Net interest margin (as reported)	4.24%	3.78%	3.53%	3.21%	3.44%
	Core net interest margin	3.75%	3.66%	3.49%	3.19%	3.42%

Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except Per Share)

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 and tangible common equity to tangible assets. The Company has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

	For the Three Months Ended				
	December 31, 2017	September 30, 2017	June 30, 2017	March 31, 2017	December 31. 2016
Tangible Common Equity					
Total stockholders' equity	$ 488,929	$ 445,929	$ 247,602	$ 242,725	$ 239,088
Adjustments:					
Goodwill	(159,452)	(135,832)	(26,865)	(26,865)	(26,865)
Intangible assets	(22,165)	(10,531)	(2,171)	(2,161)	(2,181)
Total tangible common equity	$ 307,312	$ 299,566	$ 218,566	$ 213,699	$ 210,042
Tangible Assets					
Total assets	$ 2,945,583	$ 2,494,861	$ 1,508,589	$ 1,522,015	$ 1,408,507
Adjustments:					
Goodwill	(159,452)	(135,832)	(26,865)	(26,865)	(26,865)
Intangible assets	(22,165)	(10,531)	(2,171)	(2,161)	(2,181)
Total tangible assets	$ 2,763,966	$ 2,348,498	$ 1,479,553	$ 1,492,989	$ 1,379,461
Tangible Common Equity to Tangible Assets	11.12%	12.76%	14.77%	14.31%	15.23%
Common shares outstanding	24,110	22,644	15,233	15,229	15,195
Book value per common share	$ 20.28	$ 19.69	$ 16.25	$ 15.94	$ 15.73
Tangible book value per common share	12.75	13.23	14.35	14.03	13.82

VERITEX
COMMUNITY BANK

TRUTH IN TEXAS BANKING