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): November 6, 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:

☒ 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 7.01. Regulation FD Disclosure.

On November 6, 2018, C. Malcolm Holland, III, Chairman and CEO of Veritex Holdings, Inc. ("the Company" or "Veritex"), and Terry Earley, Chief Financial Officer, of Green Bancorp, Inc. ("Green") are presenting at the Sandler O'Neill East Cost Financial Services 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 only information contained in this Form 8-K being filed for the purposes of compliance with Rule 425 of the Securities Act of 1933, as amended, is the information relating solely to the proposed merger between Veritex and Green contained in the presentation furnished herewith as Exhibit 99.1 and being filed under this Item 8.01.

Important Additional Information will be Filed with the SEC

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval with respect to the proposed acquisition by Veritex of Green. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended, and no offer to sell or solicitation of an offer to buy shall be made in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the proposed transaction, Veritex has filed with the U.S. Securities and Exchange Commission (the “SEC”) a Registration Statement on Form S-4 (File No. 333-227161) containing a joint proxy statement of Veritex and Green and a prospectus of Veritex (the “Joint Proxy/Prospectus”), and each of Veritex and Green may file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy/Prospectus has been mailed to shareholders of Veritex and Green. SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY/PROSPECTUS REGARDING THE TRANSACTION CAREFULLY AND IN THEIR ENTIRETY AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY VERITEX AND GREEN, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors can obtain free copies of the Registration Statement and the Joint Proxy/Prospectus and other documents filed with the SEC by Veritex and Green through the website maintained by the SEC at www.sec.gov. Free copies of the Registration Statement and the Joint Proxy/Prospectus and other documents filed with the SEC can also be obtained by directing a request to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225, or by directing a request to Green Bancorp, Inc., 4000 Greenbriar Street, Houston, Texas 77098.

Participants in the Solicitation

Veritex, Green and their respective directors and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Green or Veritex in respect of the proposed transaction. Information regarding Veritex’s directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 3, 2018, and information regarding Green’s directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 13, 2018. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the Joint Proxy/Prospectus and other relevant materials to be filed with the SEC when they become available. Free copies of this document may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This Current Report on Form 8-K 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 proposed acquisition of Green to have on the combined entity'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 proposed acquisition. The forward-looking statements 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 proposed acquisition does not close when expected or at all because required regulatory, shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all, the failure to close for any other reason, changes in Veritex's share price before closing, that the businesses of Veritex and Green will not be integrated successfully, that the cost savings and any synergies from the proposed acquisition may not be fully realized or may take longer to realize than expected, disruption from the proposed acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex or Green have business relationships, diversion of management time on merger-related issues, risks relating to the potential dilutive effect of shares of Veritex common stock to be issued in the transaction, the reaction to the transaction of the companies' customers, employees and counterparties and other factors, many of which are beyond the control of Veritex and Green. 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, the Annual Report on Form 10-K filed by Green for the year ended December 31, 2017 and any updates to those risk factors set forth in Veritex's and Green'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 or Green 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. Neither Veritex nor Green undertakes 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 Current Report on Form 8-K are expressly qualified in their entirety by the cautionary statements contained or referred to herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Presentation materials for the Sandler O'Neill East Coast Financial Services Conference, dated November 6, 2018.

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: November 6, 2018

VERITEX HOLDINGS, INC.

GREEN BANCORP

Sandler O'Neill
East Coast Financial Services Conference
November 6-7, 2018

Safe Harbor Statement

NO OFFER OR SOLICITATION

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This presentation contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. 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 proposed acquisition of Green to have on the combined entity'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 proposed acquisition. The forward-looking statements 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 proposed acquisition does not close when expected or at all because required regulatory, shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all, the failure to close for any other reason, changes in Veritex's share price before closing, that the businesses of Veritex and Green will not be integrated successfully, that the cost savings and any synergies from the proposed acquisition may not be fully realized or may take longer to realize than expected, disruption from the proposed acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex or Green have business relationships, diversion of management time on merger-related issues, risks relating to the potential dilutive effect of shares of Veritex common stock to be issued in the transaction, the reaction to the transaction of the companies' customers, employees and counterparties and other factors, many of which are beyond the control of Veritex and Green. 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, the Annual Report on Form 10-K filed by Green for the year ended December 31, 2017 and any updates to those risk factors set forth in Veritex's and Green'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 or Green 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. Neither Veritex nor Green undertakes 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 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.

VBTX Third Quarter 2018 Summary

Third Quarter 2018 Summary

STRATEGIC GROWTH	★ Organic deposit growth of $165.8 million, or 6.7% compared to prior quarter, represents best quarterly increase in deposits life-to-date. ★ Record new loan commitments for the quarter and continued strong pipeline underscore ability to execute on organic growth strategy.
CREDIT MANAGEMENT	★ Recovered $2.0 million in the quarter from non-accretable purchased loans previously discounted for credit impairment. ★ Increased loan loss provision by $0.9 million primarily due to a single acquired loan that demonstrated further credit impairment. ★ Increase in nonperforming loans to total loans to 1.07% solely driven by three acquired loans.
EARNINGS	★ Reported net income of $8.9 million or $0.36 diluted earnings per share (EPS) was impacted by costs associated with the acquisition of Green Bancorp, Inc. (Green). ★ Acquisition-related costs were $2.7 million in the quarter, representing a $0.09 impact to diluted EPS, net of taxes.
ACQUISITIONS	★ Announced the Green acquisition on July 24, 2018, which will create the tenth largest Texas-based banking institution by deposit market share with 43 branches primarily in the greater Dallas/Fort Worth and Houston metropolitan areas ★ Engaged teams in the integration and conversion planning process.

Third Quarter 2018 Financial Highlights

	As of and for the quarter ended			Change	
	September 30, 2018	June 30, 2018	September 30, 2017	Quarter over Quarter	Year over Year
Selected financial data					
Total loans	$ 2,444,515	$ 2,418,908	$ 1,907,509	1.1%	28.2%
Total deposits	2,656,254	2,490,418	1,985,658	6.7	33.8
Total assets	3,275,846	3,133,627	2,494,861	4.5	31.3
Total capital	517,212	508,441	445,929	1.7	16.0
Tangible common equity[1]	339,162	329,512	299,566	2.9	13.2
Selected profitability					
Net interest income	$ 29,176	$ 27,624	$ 19,129	5.6%	52.5%
Noninterest income	2,510	2,592	1,977	-3.2	27.0
Noninterest expense	18,246	16,169	12,522	12.8	45.7
Core noninterest expense[1]	15,554	14,705	11,131	5.8	39.7
Net income available to common	8,935	10,193	5,140	-12.3	73.8
Core net income available to common[1]	8,328	9,906	5,630	-15.9	47.9
Selected ratios					
Net interest margin	4.00%	4.07%	3.78%	-1.7%	5.8%
Core net interest margin[1]	3.69	3.83	3.66	-3.7	0.8
Reported diluted EPS	$ 0.36	$ 0.42	$ 0.25	$ (0.06)	$ 0.11
Core diluted EPS[1]	0.34	0.40	0.28	(0.06)	0.06
Reported efficiency ratio	57.58%	53.51%	59.33%	7.6%	-2.9%
Core efficiency ratio[1]	53.46	51.50	54.38	3.8	-1.7
Reported return on assets	1.10	1.34	0.94	-17.9	17.0
Core return on assets[1]	1.03	1.30	1.02	-20.8	1.0

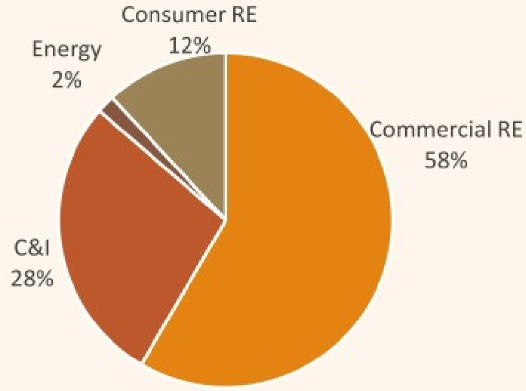
[1] As used in this presentation, tangible common equity, core net interest margin, core noninterest expense, core net income available to common, core diluted EPS, core efficiency ratio and core return on assets are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, refer to Appendix A.

Continued Growth of a Diversified Loan Portfolio

For the quarter ended September 30, 2018, total loan[1] balances increased $25.6 million, or 1.1%, compared to June 30, 2018. For the nine months ended September 30, 2018, total loans increased $211.0 million, or 12.6% annualized.

Total Loans[1]

As of September 30, 2018



Ending Balances
$ in millions

- Quarterly yield: 5.72%[2]
- Core quarterly yield: 5.30%

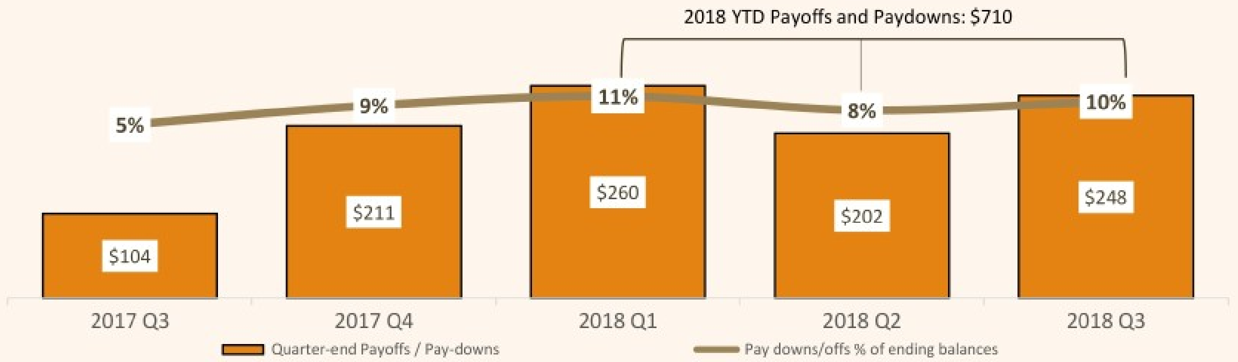
[1] Total loans does not include loans held for sale and deferred fees.
[2] Quarterly yield includes 42 basis points of purchase discount accretion relating to acquired loans.
[3] Total loans includes $26.3 million of loans within branch assets held for sale as of December 31, 2017.

New Commitments, Payoffs and Pay-downs

$ in millions

Quarter-end Loan Balances vs. New Commitments

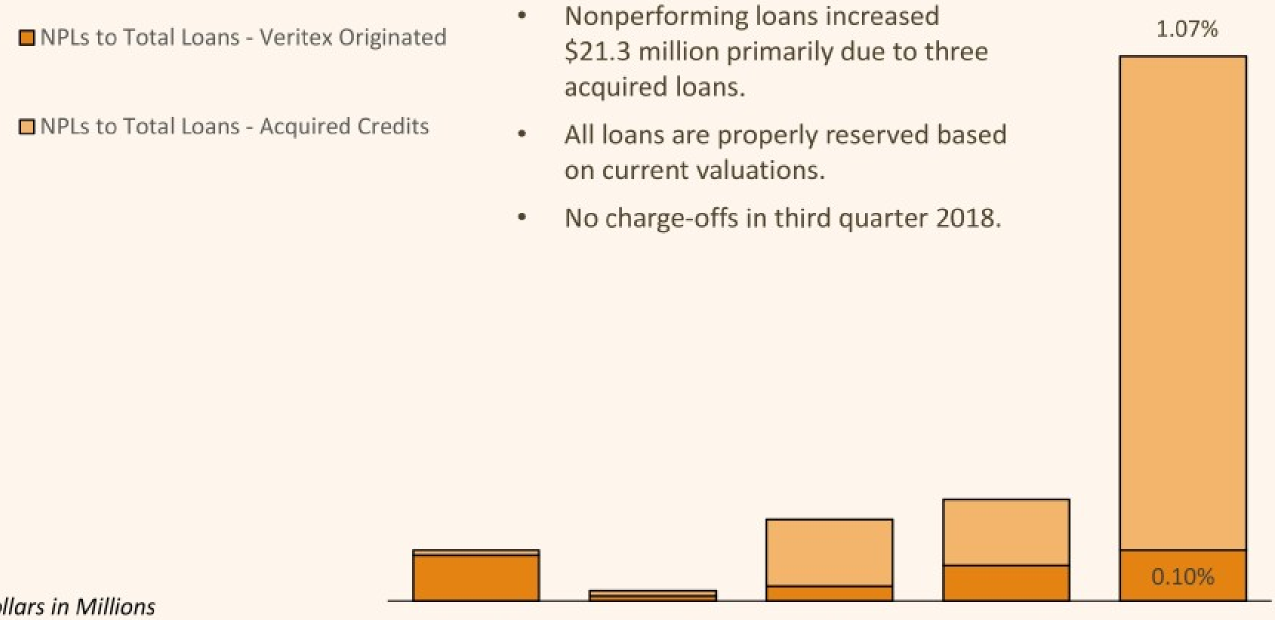
Quarter-end Payoffs and Pay Downs vs. Loan Balances



Strong Credit

Nonperforming Loan Trends – Acquired vs Originated

- Nonperforming loans increased \$21.3 million primarily due to three acquired loans.
- All loans are properly reserved based on current valuations.
- No charge-offs in third quarter 2018.



Dollars in Millions

	2017 Q3	2017 Q4	2018 Q1	2018 Q2	2018 Q3
NPLs to Total Loans - Acquired Credits	0.01%	0.01%	0.13%	0.13%	0.97%
NPLs to Total Loans - Veritex Originated	0.09%	0.01%	0.03%	0.07%	0.10%

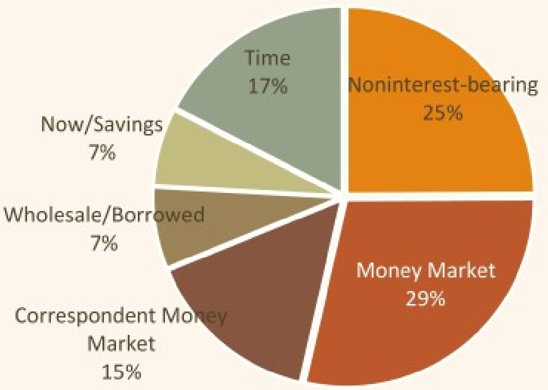
Deposit Mix

For the quarter ended September 30, 2018, total deposits increased $165.8 million, or 6.7%, from balances at period ended June 30, 2018.

For the nine months ended September 30, 2018, total deposits increased $441.9 million, or 26.7% annualized.

Total Funding Sources

As of September 30, 2018



Quarterly average rates:

- Interest-bearing deposits: 1.59%
- Total cost of funds: 1.27%

Total Deposits

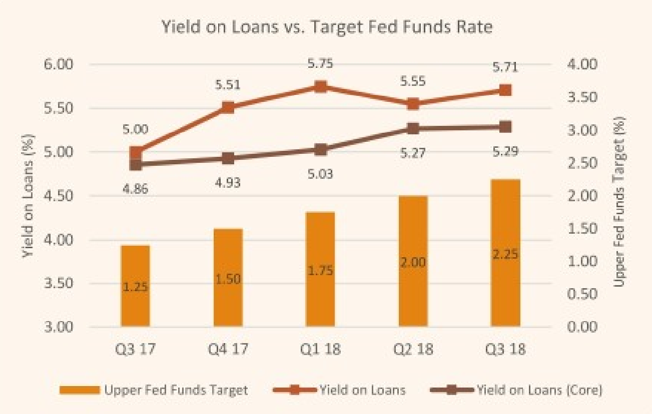
[1] Total noninterest-bearing deposits and total deposits include $39.4 million and $64.3 million, respectively, within branch liabilities held for sale as of December 31, 2017.

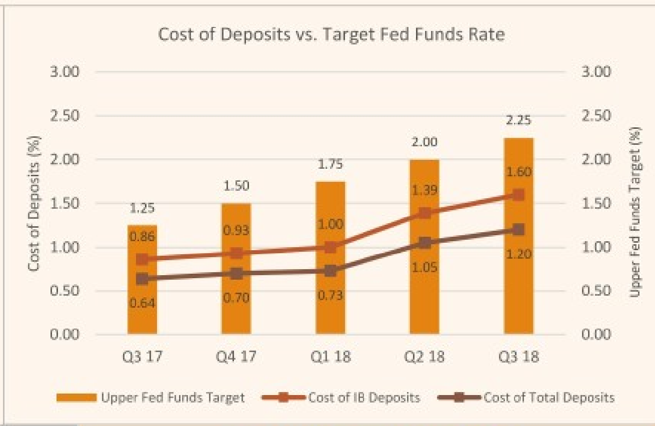
Core Net Interest Income and Margin Growth

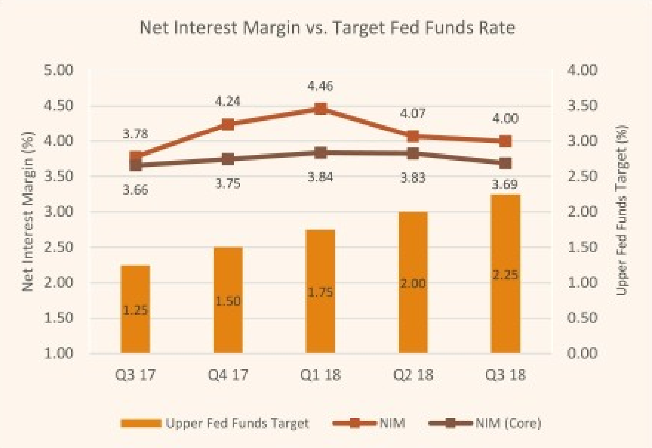
Average yield/rate	2017 Q3	2017 Q4	2018 Q1	2018 Q2	2018 Q3
Loans[1]	4.85%	4.93%	5.03%	5.27%	5.30%
Deposits	0.86	0.93	1.00	1.39	1.59

[1] Excludes 15 bps, 58 bps, 72 bps, 25 bps and 42 bps of income recognized on acquired loans for 3Q2017, 4Q2017, 1Q2018, 2Q2018 and 3Q2018, respectively. Refer to Appendix A for a reconciliation of Non-GAAP Financial Measures.

Interest Rate Sensitivity







	Beta Calculation - Q3 17 to Q3 18							
	Yield on Loans (Core)		Cost of IB Deposits		Cost of Total Deposits		NIM (Core)	
	Change	*Beta*	*Change*	*Beta*	*Change*	*Beta*	*Change*	*Beta*
Q3 17								
Q4 17	0.07	28	0.07	28	0.06	24	0.09	36
Q1 18	0.10	40	0.07	28	0.03	12	0.09	36
Q2 18	0.24	96	0.39	156	0.32	128	(0.01)	(4)
Q3 18	0.02	8	0.21	84	0.15	60	(0.14)	(56)
Cumulaitve	0.43	43	0.74	74	0.56	56	0.03	3

Impact of core adjustments on Q3 2018

The effects of core adjustments including accretion income on acquired loans, corporate development costs, and the impact of fair value measurement continued to impact results in the third quarter 2018. These items are isolated below:

	For the three months ended September 30, 2018				
	A	B	C	D	A-B-C-D
Dollars in thousands	Total Income/Expense (as reported)	Purchase accounting accretion income on acquired loans	Corporate development and other related expenses	Tax Act Re-measurement impact from return to provision	Income/Expense less adjustments
Net interest income	29,176	(2,591)	-	-	26,585
Noninterest income	2,510	-	-	-	2,510
Noninterest expense	18,246	-	(2,692)	-	15,554
Income tax expense	1,448	(524)	544	688	2,156
Net income	8,935	(2,067)	2,148	(688)	8,328

GBNC Third Quarter 2018 Summary

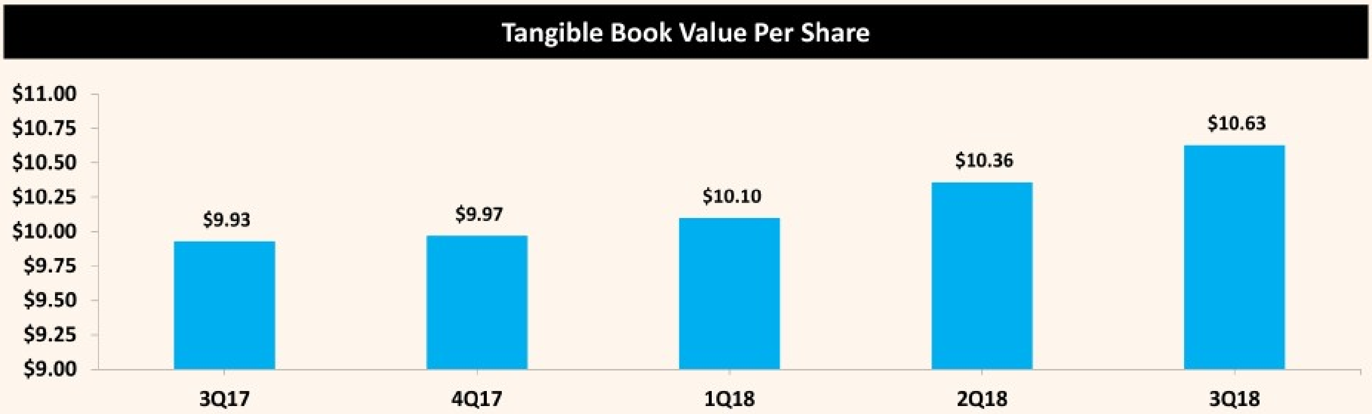
Third Quarter 2018 Significant Items

- Third quarter 2018 net operating earnings, which excludes $3.0 million in merger costs, totaled $18.6 million, or $0.49 per diluted share
- Total loans, including held for investment and held for sale, increased by $143.9 million, up 17.8% annualized from 2Q18
- Pre-tax, pre-provision operating return on average assets was 2.17% (annualized) in the third quarter of 2018, representing the sixth consecutive quarter above 2.00%
- The Board of Directors declared a regular quarterly cash dividend of $0.10 per share payable on November 21, 2018 to shareholders of record as of November 7, 2018

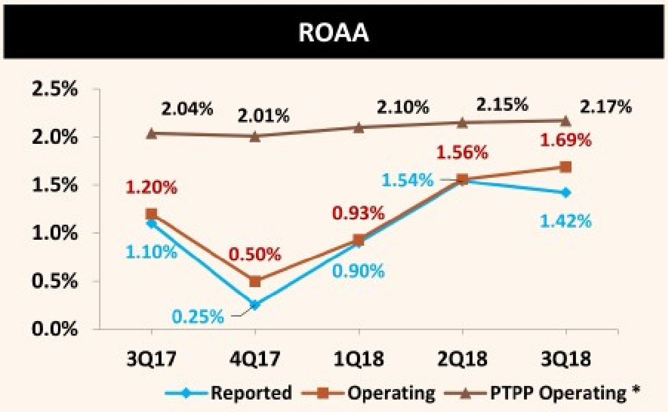
3Q18 Highlights	GAAP	Non-GAAP*
Net Income	$15.6 million	$18.6
Diluted EPS	$0.41	$0.49
Annualized return on average assets	1.42%	1.69%
Annualized return on average tangible common equity	16.01%	19.00%
Efficiency Ratio	53.64%	47.07%

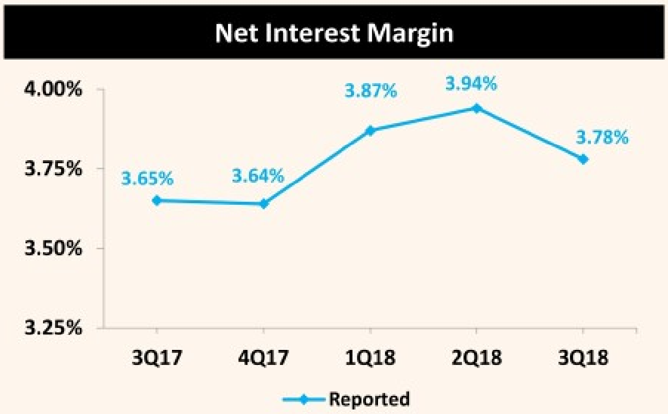
(*) Non-GAAP measures excludes $3.0 million in merger costs. Please refer to Appendix A for a reconciliation of these Non-GAAP financial measures.

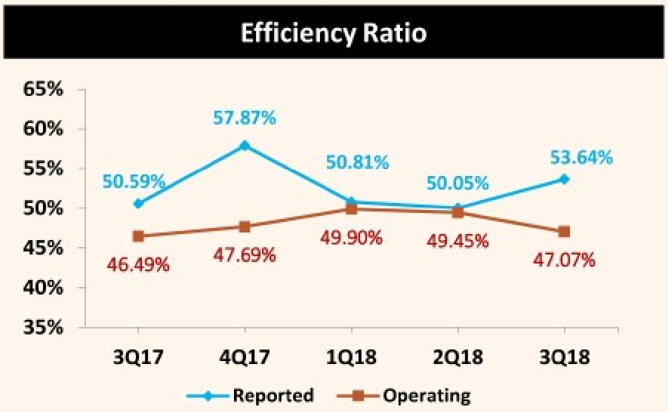
Fully Diluted EPS and TBVPS

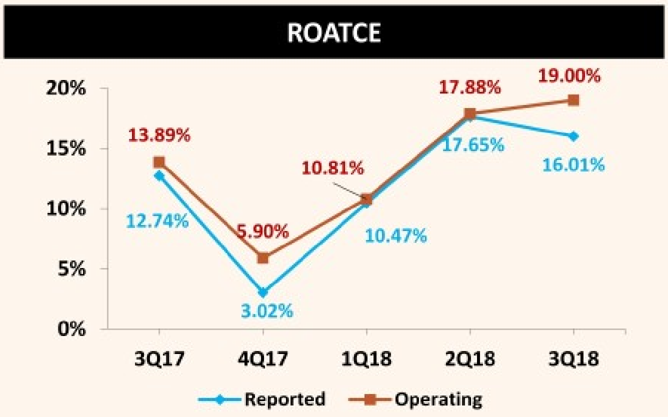


Performance Metrics









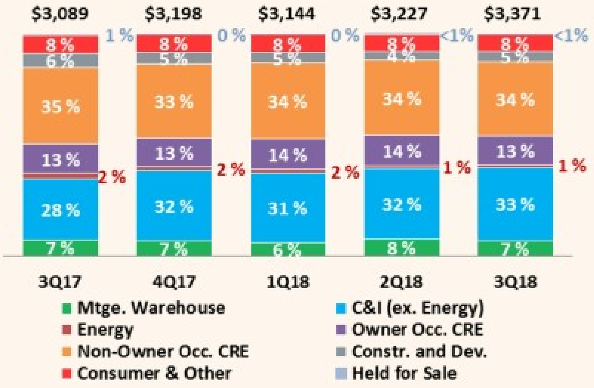
(*) Pre-tax, pre-provision operating return on average assets is a non-GAAP measure used by management to evaluate the Company's financial performance

Loan Portfolio Overview

Highlights

- Q318 loan growth of $144 mm or 17.8% annualized; with 50% of the growth was in C&I and 45% in CRE
- Annualized 2018 YTD loan production up 45% over 2017
- Commercial-focused loan portfolio with 99% of the loan portfolio focused on non-energy loans
- In-footprint focus with portfolio primarily distributed across Houston 52% and Dallas 23%
- Diversified loan portfolio with no concentration to any single industry in excess of 10% of total loans

Loan Portfolio Composition



Loan Portfolio Production Commitments

Regulatory CRE/Total Risk Based Capital

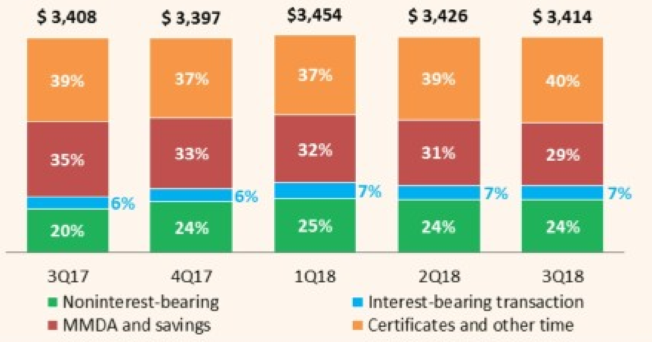
$ in millions, loan balance and corresponding percentages exclude HFS loans, (*) Central TX denotes Austin, San Antonio and San Marcos

Deposits & Liquidity

Highlights

- Noninterest-bearing deposits comprised 24.4% of deposits as of September 30, 2018; noninterest bearing deposits have grown $149.5 million or 21.8% since Q317
- Total deposits decreased by $11.6 million during 3Q18 to $3.4 billion
- Cost of deposits was 1.05% in 3Q18, up 14 basis points from 2Q18
- Loan to Deposit ratio was 98.5% at September 30, 2018

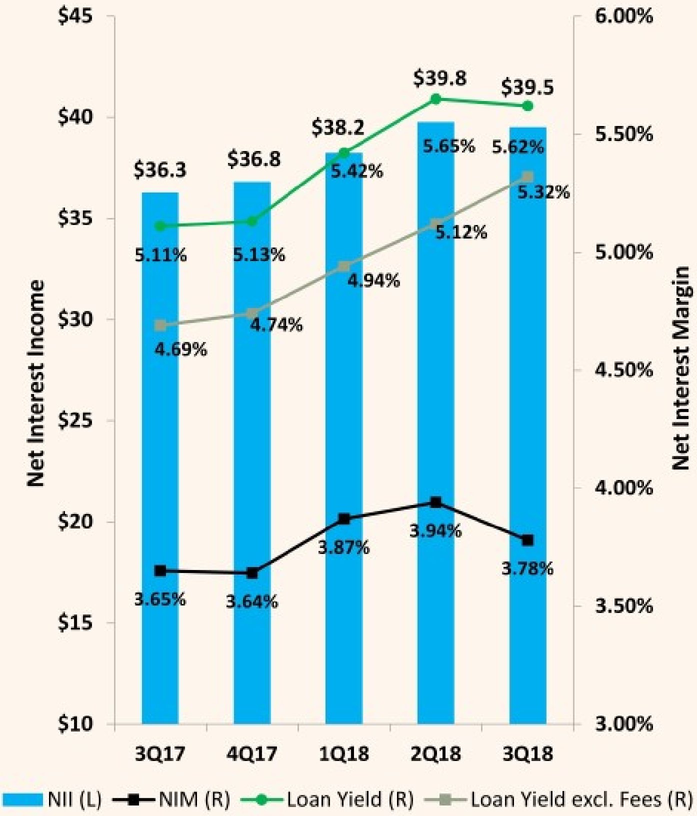
Deposit Composition



Average Cost of Total Deposits

Loan to Deposit Ratio

Net Interest Income & Net Interest Margin

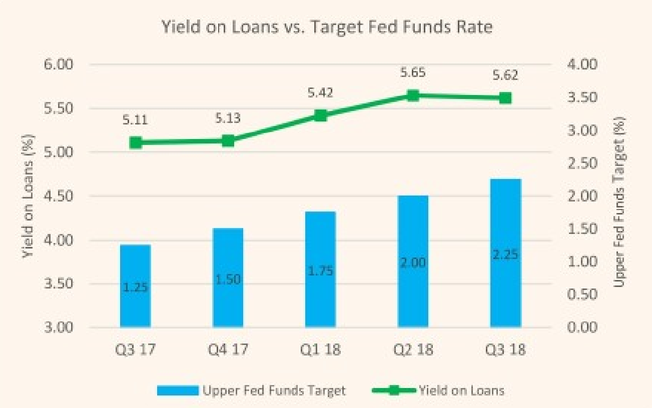


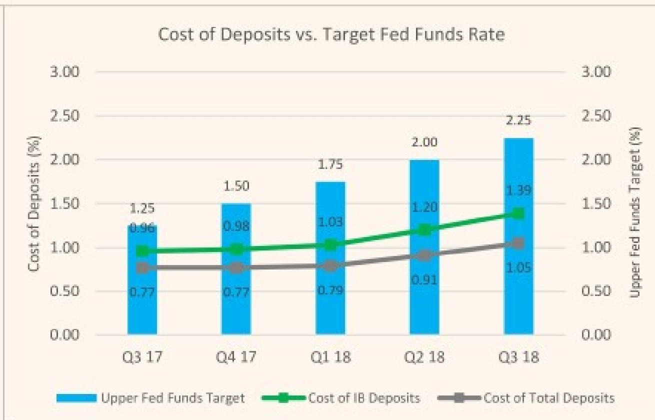
$ in millions

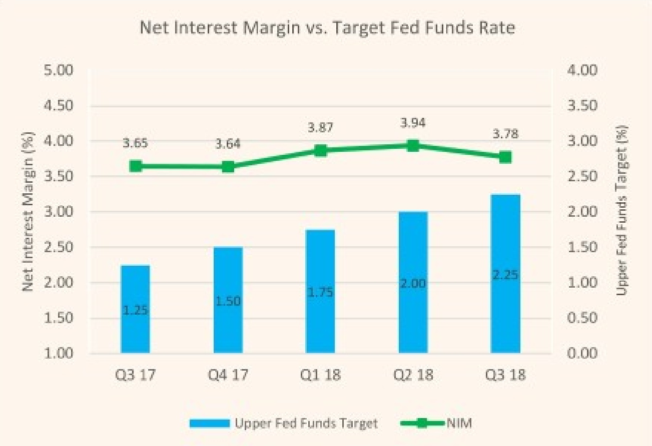
Highlights

- NIM declined to 3.78% in Q318 with the primary drivers as follows:
  - Accretion on purchased credit impaired loans declined by $1.1; note there is $1.3 mm remaining in rate and credit marks on the acquired portfolios
  - Securities yields decline due to a single agency CMBS security in the portfolio that was bought at a premium and paid off at par before maturity
- Q318 loan portfolio yield excluding fees increased 20 bps to 5.32% and new funded production during the quarter had a contractual interest rate of 5.50%
- Cost of deposits including noninterest-bearing was 1.05%, up 14 basis points from the prior quarter

Interest Rate Sensitivity



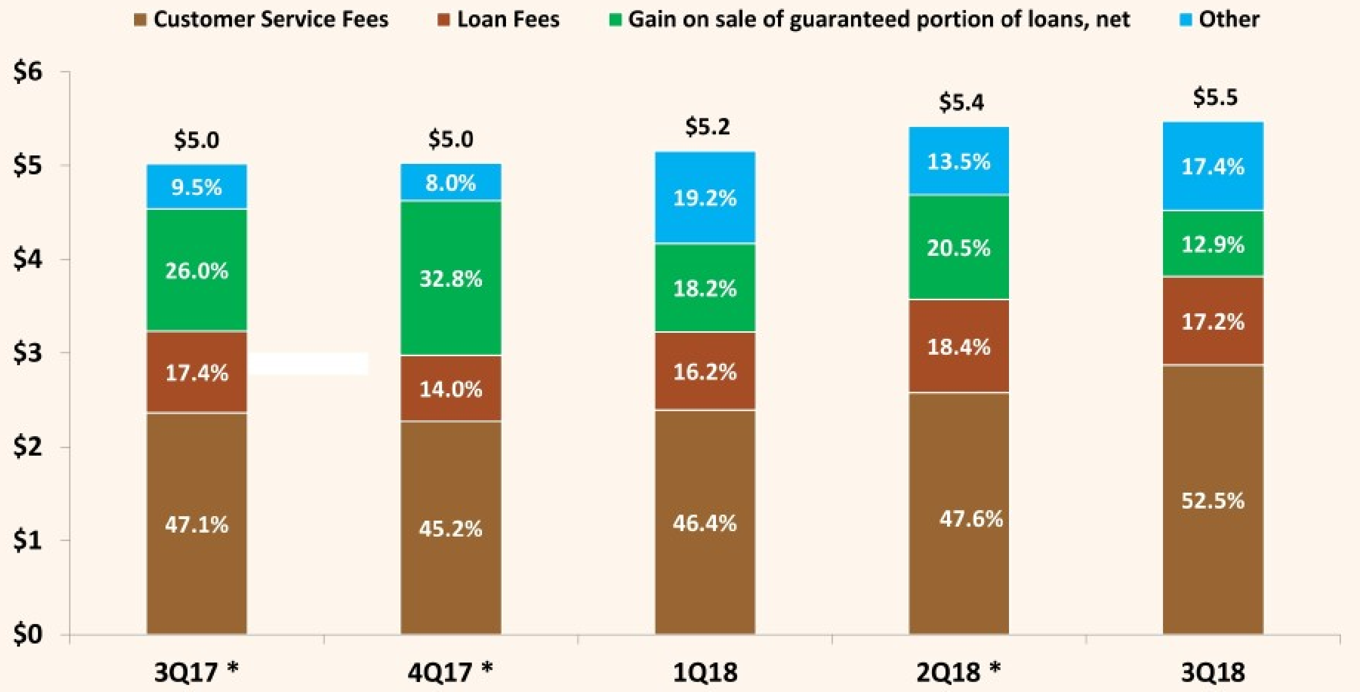




Beta Calculation - Q3 17 to Q3 18

	Yield on Loans (Core)		Cost of IB Deposits		Cost of Total Deposits		NIM (Core)	
	Change	*Beta*	*Change*	*Beta*	*Change*	*Beta*	*Change*	*Beta*
Q3 17								
Q4 17	0.02	8	0.02	8	-	-	(0.01)	(4)
Q1 18	0.29	116	0.05	20	0.02	8	0.23	92
Q2 18	0.23	92	0.17	68	0.12	48	0.07	28
Q3 18	(0.03)	(12)	0.19	76	0.14	56	(0.16)	(64)
Cumulaitve	0.51	51	0.43	43	0.28	28	0.13	13

Noninterest Income



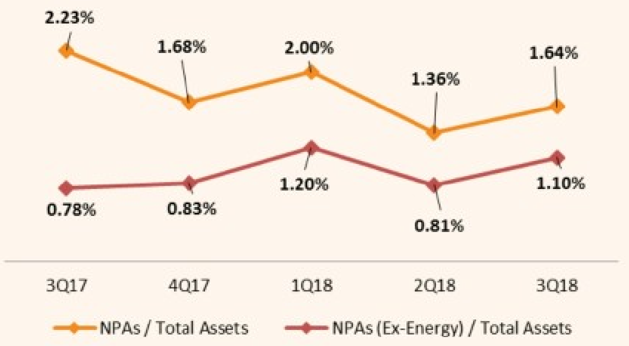
(*) Excluding net loss on held-for-sale loans of $1.3 million and net loss on the sale of available-for-sale securities of $0.3 million in 3Q17, net loss on held-for-sale loans of $1.1 million in 4Q17 and net gain of $0.1 mm in 2Q18

$ in millions

Asset Quality

- Nonperforming assets (NPAs) totaled $72.5 million or 1.64% of period end total assets at September 30, 2018, compared to $59.6 million or 1.36% of period end total assets at June 30, 2018, primarily due to two real estate secured loans that were previously classified substandard that moved into non-accrual status. Currently there is no loss expected on either loan. Additionally, note that classified loans were essentially flat from June 30, 2018 to September 30, 2018
- Allowance for loan losses was 1.05% of total loans held for investment at September 30, 2018, and the allowance for loan losses plus acquired loan net discount to total loans held for investment adjusted for acquired loan net discount was 1.08%
- Provision expense for the third quarter of 2018 was $320,000, primarily related to general reserves associated with third quarter loan growth, offset by a decrease in specific reserves

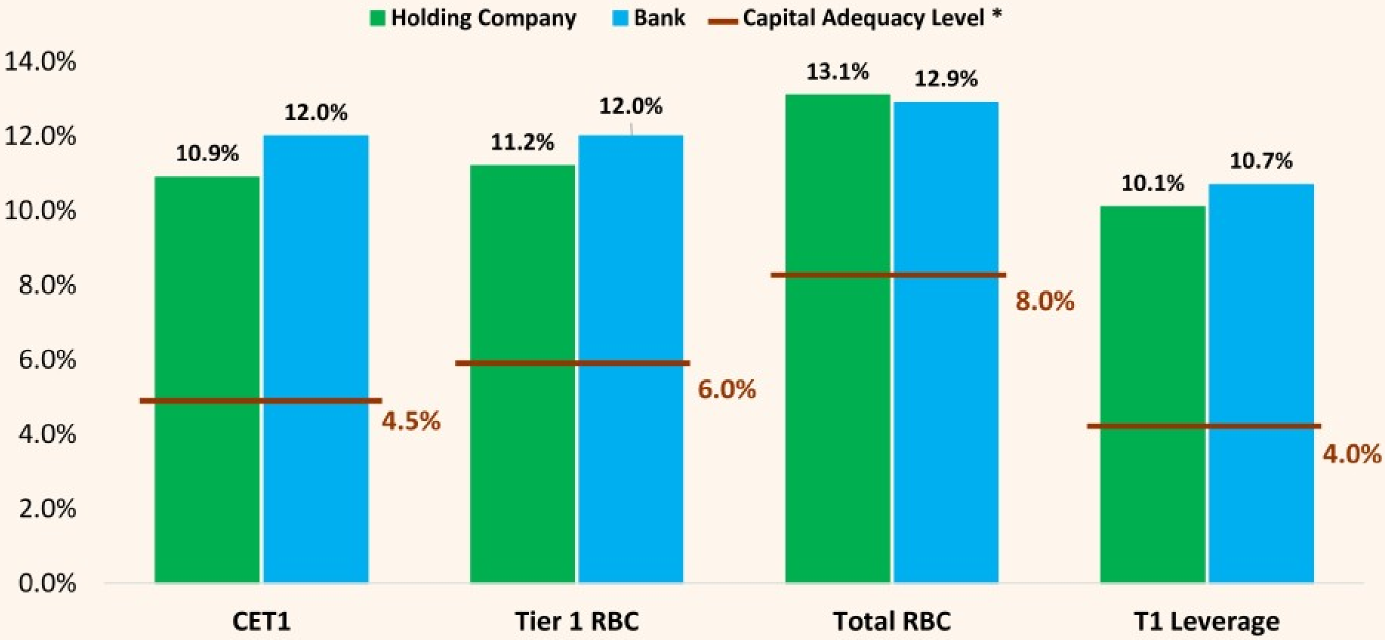
Asset Quality



Allowance for Loan Losses Ratio *

(*) Based on percentage of total gross loans held for investment

Capital Position



Capital	$417.1	$458.1	$430.8	$458.1	$500.6	$494.1	$430.8	$458.1

(*) denotes fully phased-in capital adequacy to take effect on January 1, 2019, the Basel III Capital Rules will require GNBC to maintain an additional capital conservation buffer of 2.5% CET1, effectively resulting in minimum ratios of 7.0% CET1, 8.5% Tier 1, 10.5% Total RBC and 4.0% minimum leverage ratio

$ in millions

VERITEX HOLDINGS, INC.

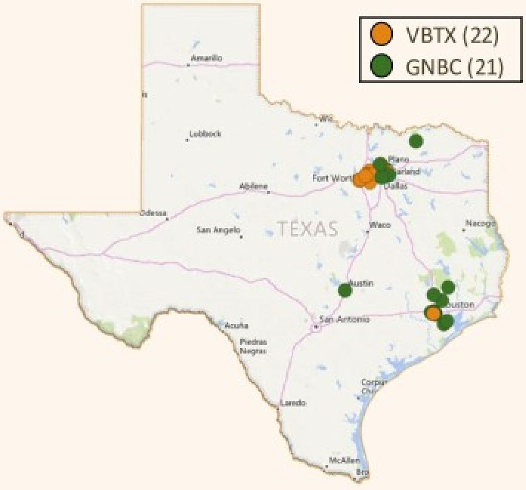
GREEN BANCORP

Merger Integration Update

Integrations Update – VBTX and GNBC

Strategic and Financial Rationale[1]

- Combination of two Texas banks focused primarily in the DFW and Houston MSAs
- Enhanced management team combines strengths from both banks
- Complimentary business lines drive diversification and scale
- 25%+ accretive to GAAP EPS in 2019 and beyond
- TBV accretive in just under 3 years
- Enhances ROATCE by ~ 400+ bps
- Internal rate of return of ~20%



Financial Highlights[2]

	VBTX	GNBC
Market Capitalization ($mm):	$ 560	$ 684
Total Assets ($bn)	$ 3.3	$ 4.4
Gross Loans ($bn)	$ 2.4	$ 3.4
YTD Loan Growth (Annualized)	12.6%	7.2%
Deposits ($bn)	$ 2.7	$ 3.4
YTD Deposit Growth (Annualized)	26.7%	0.7%
Tangible Common Equity ($mm)	$ 339	$ 397
Tangible Book Value Per Share	$14.02	$10.63
Tier 1 Leverage Ratio (Bank)	10.5 %	10.7%

Summary of Transaction Terms[3]

Transaction Value	$ 1.0 bn / $25.89 per GNBC share
Price / TBV	2.50 x
Price / Est. 2019 EPS	13.0 x
Ownership (VBTX / GNBC)	45 % / 55 %
Est. Total Cost Savings	$ 20mm Pre-Tax / 11 % of Combined Exp.
Primary Consideration	0.79 VBTX shares for each share of GNBC

[1]Financial metrics as announced on July 24, 2018
[2]Financial data as of September 30, 2018; market data as of November 1, 2018
[3]Financial metrics and ratios as announced based on July 23, 2018 closing price

Integrations Update – VBTX and GNBC

Integration Approach

Guiding Principles

- Leverage best people, practices and technology on both Veritex and Green teams
- Enterprise-wide focus on execution, customer experience, key employee retention and value creation
- Strong risk oversight governance by Board and executive management steering committee
- Well-informed, quick and timely decisions
- Consistent messaging and communication between companies executive and management levels

Integration Management Office with Dedicated Enterprise Integration and Technology Integration Coordinators

- Dedicated project teams led by members of Veritex and Green
- Project teams include sales and service delivery, technology, credit, operations, risk, finance and other support teams.
- Supported by third-party experts and resources

Disciplined approach to conversion

- Single conversion event for branches and core systems
- Optimize distribution network at conversion

Integration Approach

- ✓ Town hall meetings with Green colleagues in DFW and Houston
- ✓ Highly successful talent and client retention to date; focused on maintaining positive growth momentum through closing and conversion
- ✓ Finalized critical business model decisions and leadership
- ✓ Talent selection underway
- ✓ Highly engaged and collaborative integration leadership teams representing both companies
- ✓ Decision made to migrate to Green's technology platform (Jack Henry) with select enhancements
- ✓ Re-confirmed net expense synergies (65% 2019; 100% 2020)

Key Dates

July 24 2018	✓	Announcement
Sept. 13 2018	✓	Regulatory Application Submitted
Oct. 12 2018	✓	S-4 Effective
4Q18		Regulatory Approval
Nov. 15 2018		VBTX and GNBC Shareholder Votes
Early 1Q19		Expected Transaction Close
Late 2Q19		Scheduled Core System Conversion

VERITEX HOLDINGS, INC.

GREEN BANCORP

Appendix A

VBTX Reconciliation of Non-GAAP Financial Measures

($ in Thousands, Except Per Share)

VBTX's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance. VBTX 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				
		September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
	Net interest income (as reported)	**$ 29,176**	**$ 27,624**	**$ 29,102**	**$ 25,750**	**$ 19,129**
Adjustment:	Income recognized on acquired loans	(2,591)	(1,664)	(4,009)	(2,955)	(637)
	Core net interest income	**26,585**	**25,960**	**25,093**	**22,795**	**18,492**
	Provision for loan losses (as reported)	**3,057**	**1,504**	**678**	**2,529**	**752**
	Noninterest income (as reported)	**2,510**	**2,592**	**2,781**	**2,298**	**1,977**
Adjustment:	Gain on sale of branch locations	-	-	(388)	-	-
	Core noninterest income	**2,510**	**2,592**	**2,393**	**2,298**	**1,977**
	Noninterest expense (as reported)	**18,246**	**16,169**	**17,306**	**15,035**	**12,522**
Adjustment:	Sublease one-time consent fee, net	-	-	(1,071)	-	-
	Branch closure expenses	-	-	(172)	-	-
	One-time issuance of shares to all employees	-	(421)	-	-	-
	Corporate development and other related expenses	(2,692)	(1,043)	(335)	(1,018)	(1,391)
	Core noninterest expense	**15,554**	**14,705**	**15,728**	**14,017**	**11,131**
	Core net income from operations	**10,484**	**12,343**	**11,080**	**8,547**	**8,586**
	Income tax expense (as reported)	**1,448**	**2,350**	**3,511**	**7,227**	**2,650**
Adjustment:	Tax impact of adjustments	20	(40)	(579)	(678)	264
	Deferred tax asset re-measurement due to Tax Act	688	127	(820)	(3,051)	-
	Other corporate development discrete tax items	-	-	-	(398)	-
	Core income tax expense	**2,156**	**2,437**	**2,112**	**3,100**	**2,914**
	Net income (as reported)	**8,935**	**10,193**	**10,388**	**3,257**	**5,182**
	Core net income	**8,328**	**9,906**	**8,968**	**5,447**	**5,672**
	Core net income available to common stockholders	**8,328**	**9,906**	**$ 8,968**	**$ 5,447**	**$ 5,630**
	Weighted average diluted shares outstanding	24,613	24,546	24,539	23,524	20,392
	Earnings Per Share					
	Diluted earnings per share (as reported)	$ 0.36	$ 0.42	$ 0.42	$ 0.14	$ 0.25
	Core diluted earnings per share	0.34	0.40	0.37	0.23	0.28
	Efficiency Ratio					
	Efficiency Ratio (as reported)	57.58%	53.51%	54.28%	53.60%	59.33%
	Core Efficiency Ratio	53.46%	51.50%	57.22%	55.86%	54.38%
	Net Interest Margin					
	Net interest margin (as reported)	4.00%	4.07%	4.46%	4.24%	3.78%
	Core net interest margin	3.69%	3.83%	3.84%	3.75%	3.66%
	Net Interest Margin					
	Return on average assets (as reported)	1.10%	1.34%	1.41%	0.48%	0.94%
	Core return on average assets	1.03%	1.30%	1.22%	0.80%	1.02%

VBTX Reconciliation of Non-GAAP Financial Measures

($ in Thousands, Except Per Share)

VBTX'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. VBTX 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				
	September 30, 2018	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017
Tangible Common Equity					
Total stockholders' equity	$ 517,212	$ 508,441	$ 497,433	$ 488,929	$ 445,929
Adjustments:					
Goodwill	(161,447)	(161,447)	(161,685)	(159,452)	(135,832)
Intangible assets	(16,603)	(17,482)	(18,372)	(22,165)	(10,531)
Total tangible common equity	$ 339,162	$ 329,512	$ 317,376	$ 307,312	$ 299,566
Tangible Assets					
Total assets	$ 3,275,846	$ 3,133,627	$ 3,063,319	$ 2,945,583	$ 2,494,861
Adjustments:					
Goodwill	(161,447)	(161,447)	(161,685)	(159,452)	(135,832)
Intangible assets	(16,603)	(17,482)	(18,372)	(22,165)	(10,531)
Total tangible assets	$ 3,097,796	$ 2,954,698	$ 2,883,262	$ 2,763,966	$ 2,348,498
Tangible Common Equity to Tangible Assets	10.95%	11.15%	11.01%	11.12%	12.76%
Common shares outstanding	24,192	24,181	24,149	24,110	22,644
Book value per common share	$ 21.38	$ 21.03	$ 20.60	$ 20.28	$ 19.69
Tangible book value per common share	14.02	13.63	13.14	12.75	13.23

GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC'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. GNBC 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 and for the Quarter Ended				
	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017
Tangible Common Equity					
Total shareholders' equity	$ 490,204	479,493	$ 468,878	$ 463,795	$ 462,311
Adjustments:					
Goodwill	85,291	85,291	85,291	85,291	85,291
Core deposit intangibles	7,584	7,881	8,187	8,503	8,835
Tangible common equity	**$ 397,329**	**386,321**	**$ 375,400**	**$ 370,001**	**$ 368,185**
Common shares outstanding[1]	37,368	37,289	37,163	37,103	37,096
Book value per common share[1]	**$ 13.12**	**12.86**	**$ 12.62**	**$ 12.50**	**$ 12.46**
Tangible book value per common share[1]	**$ 10.63**	**10.36**	**$ 10.10**	**$ 9.97**	**$ 9.93**

GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC'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. GNBC 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 and for the Quarter Ended					For the Nine Months Ended	
	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Sep 30, 2018	Sep 30, 2017
Operating earnings adjusted for amortization of core deposit intangibles							
Operating earnings	**$ 15,597**	**$ 16,421**	**$ 9,362**	**$ 2,619**	**$ 11,407**	**$ 41,380**	**$ 31,517**
Adjustments:							
Plus: Amortization of core deposit intangibles	297	306	316	330	380	919	1,140
Less: Tax benefit at the statutory rate	62	64	66	116	133	193	399
Operating earnings adjusted for amortization of core deposit intangibles	**$ 15,832**	**$ 16,663**	**$ 9,612**	**$ 2,833**	**$ 11,654**	**$ 42,106**	**$ 32,258**
Average Tangible Common Equity							
Total average shareholders' equity	$ 485,377	$ 471,958	$ 466,015	$ 465,859	$ 457,303	$ 474,520	$ 446,190
Adjustments:							
Average goodwill	85,291	85,291	85,291	85,291	85,291	85,291	85,291
Average core deposit intangibles	7,726	8,029	8,343	8,661	9,065	8,030	9,454
Average tangible common equity	**$ 392,360**	**$ 378,638**	**$ 372,381**	**$ 371,907**	**$ 362,947**	**$ 381,199**	**$ 351,445**
Operating Return on Average Tangible Common Equity (Annualized), Operating Earnings	16.01 %	17.65 %	10.47 %	3.02 %	12.74 %	14.77 %	12.27 %
Efficiency ratio	53.64 %	50.05 %	50.81 %	57.87 %	50.59 %	51.50 %	50.94 %
Operating efficiency ratio	47.07 %	49.45 %	49.90 %	47.69 %	46.49 %	48.79 %	49.89 %

GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC'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. GNBC 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 and for the Quarter Ended					For the Nine Months Ended	
	Sep 30, 2018	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Sep 30, 2018	Sep 30, 2017
Operating Earnings							
Net Income (loss)	$ 15,597	$ 16,421	$ 9,362	$ 2,619	$ 11,407	41,380	31,517
Plus: Loss (gain) on sale of securities available-for-sale, net	—	(66)	—	—	332	(66)	38
Plus: Loss (gain) on held for sale loans, net	—	—	—	1,098	1,294	—	1,210
Plus: Stock based compensation expense for performance option vesting	—	—	—	3,051	—	—	—
Plus: Shelf and secondary offering expenses	—	337	397	—	—	734	—
Less: Tax benefit at the statutory rate	—	57	83	$ 1,452	569	$ 140	$ 437
Plus: Non-deductible merger costs	2,955	—	—	—	—	2,955	—
Net operating earnings	**$ 18,552**	**$ 16,635**	**$ 9,676**	**$ 5,316**	**$ 12,464**	**$ 44,863**	**$ 32,328**
Weighted average diluted shares outstanding	**37,726**	**37,646**	**37,586**	**37,393**	**37,332**	**37,652**	**37,273**
Diluted earnings per share	**$ 0.41**	**$ 0.44**	**$ 0.25**	**$ 0.07**	**$ 0.31**	**1.10**	**0.85**
Diluted operating earnings per share	**0.49**	**0.44**	**0.26**	**0.14**	**0.33**	**1.19**	**0.87**
Pre-Tax, Pre-Provision Operating Earnings							
Net Income (loss)	$ 15,597	$ 16,421	$ 9,362	$ 2,619	$ 11,407	$ 41,380	$ 31,517
Plus: Provision (benefit) for income taxes	4,943	4,283	2,322	10,142	5,895	11,548	16,822
Plus: Provision for loan losses	320	1,897	9,663	4,405	2,300	11,880	9,955
Plus: Loss (gain) on sale of securities available-for-sale, net	—	(66)	—	—	332	(66)	38
Plus: Loss (gain) on held for sale loans, net	—	—	—	1,098	1,294	—	1,210
Plus: Stock based compensation expense for performance option vesting	—	—	—	3,051	—	—	—
Plus: Shelf and secondary offering expenses	—	337	397	—	—	734	—
Plus: Non-deductible merger costs	2,955	—	—	—	—	2,955	—
Net pre-tax, pre-provision operating earnings	**$ 23,815**	**$ 22,872**	**$ 21,744**	**$ 21,315**	**$ 21,228**	**$ 68,431**	**$ 59,542**
Total average assets	**$ 4,360,244**	**$ 4,253,357**	**$ 4,204,200**	**$ 4,204,105**	**$ 4,131,706**	**$ 4,273,171**	**$ 4,082,033**
Pre-tax, pre-provision operating return on average assets (annualized)	**2.17 %**	**2.15 %**	**2.10 %**	**2.01 %**	**2.04 %**	**2.14 %**	**1.95 %**
Average Total Assets	**$ 4,360,244**	**$ 4,253,357**	**$ 4,204,200**	**$ 4,204,105**	**$ 4,131,706**	**$ 4,273,171**	**$ 4,082,033**
Return on average assets	1.42 %	1.54 %	0.90 %	0.25 %	1.10 %	1.29 %	1.03 %
Operating return on average assets (annualized)	1.69 %	1.56 %	0.93 %	0.50 %	1.20 %	1.40 %	1.06 %

VERITEX

COMMUNITY BANK

TRUTH IN TEXAS BANKING