

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-3**  
**Registration Statement**  
**Under**  
**The Securities Act of 1933**

**VERITEX HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**27-0973566**  
(IRS Employer  
Identification No.)

**8214 Westchester Drive, Suite 400**  
**Dallas, Texas 75225**  
**(972) 349-6200**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**C. Malcolm Holland, III**  
**Chairman and Chief Executive Officer**  
**Veritex Holdings, Inc.**  
**8214 Westchester Drive, Suite 400**  
**Dallas, Texas 75225**  
**(972) 349-6200**

(Name, address, including zip code and telephone number, including area code, of agent for service)

**Copies to:**

**Justin M. Long, Esq.**  
**Michael G. Keeley, Esq.**  
Norton Rose Fulbright US LLP  
98 San Jacinto Boulevard  
Austin, Texas 78701-4255  
(512) 536-2460

**From time to time after this registration statement becomes effective.**  
**(Approximate date of commencement of proposed sale to public)**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  (Registration No. 333-207934)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered(1)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common stock, par value \$0.01 per share	\$ 9,998,625	\$ 1,159

(1) This registration statement relates to the registration statement on Form S-3 (Registration No. 333-207934) of Veritex Holdings, Inc. (the "Registrant" or the "Company") filed with the U.S. Securities and Exchange Commission on November 10, 2015, as amended by Amendment No. 1 thereto (such registration statement, as so amended, the "Prior Registration Statement"), pursuant to which the Registrant registered up to \$150,000,000 of any combination of the securities described in the prospectus included in the Prior Registration Statement. This registration statement (the "Registration Statement") is being filed to register an additional amount of the Registrant's common stock, par value \$0.01 per share, pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act").

- (2) As of the date of this Registration Statement, the maximum aggregate offering price of securities which remain to be offered pursuant to the Prior Registration Statement is \$49,993,125. The maximum aggregate offering price of the additional securities being registered hereby pursuant to Rule 462(b) under the Securities Act is \$9,998,625, which represents 20% of the maximum aggregate offering price of securities remaining on the Prior Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act.

**This Registration Statement will become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) of the Securities Act.**

### EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed by the Registrant with respect to the registration of an additional amount of the Registrant's common stock, par value \$0.01 per share, pursuant to Rule 462(b) under the Securities Act. This Registration Statement relates to the Prior Registration Statement, which was declared effective by the Securities and Exchange Commission on November 25, 2015. The Registrant is filing this Registration Statement for the sole purpose of increasing the aggregate amount of common stock offered by the Registrant by \$9,998,625. Pursuant to Rule 462(b), the contents of the Prior Registration Statement are incorporated by reference into this Registration Statement. The required opinions and consents are listed on the exhibit index and filed herewith or incorporated by reference herein.

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### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on August 2, 2017.

#### VERITEX HOLDINGS, INC.

By: /s/ C. Malcolm Holland, III  
C. Malcolm Holland, III  
Chairman and Chief Executive Officer

Signature	Title	Date
<u>/s/ C. Malcolm Holland, III</u> <b>C. Malcolm Holland, III</b>	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	August 2, 2017
*		
<u>William C. Murphy</u>	Vice Chairman	August 2, 2017
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<u>Noreen E. Skelly</u>	Executive Vice President, Chief Financial Officer (Principal Financial and Principal Accounting Officer)	August 2, 2017
*		
<u>Pat S. Bolin</u>	Director	August 2, 2017
<u>/s/ April Box</u> <b>April Box</b>	Director	August 2, 2017
*		
<u>Blake Bozman</u>	Director	August 2, 2017
<u>/s/ T.J. Falgout</u> <b>T.J. Falgout</b>	Director	August 2, 2017
<u>/s/ Ned N. Fleming, III</u> <b>Ned N. Fleming, III</b>	Director	August 2, 2017
*		
<u>Mark C. Griege</u>	Director	August 2, 2017
<u>/s/ Gordon Huddleston</u> <b>Gordon Huddleston</b>	Director	August 2, 2017
*		
<u>Michael A. Kowalski</u>	Director	August 2, 2017
<u>/s/ Thomas J. Mastor</u> <b>Thomas J. Mastor</b>	Director	August 2, 2017

/s/ Gregory B. Morrison

**Gregory B. Morrison**

Director

August 2, 2017

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**John T. Sughrue**

Director

August 2, 2017

\* /s/ C. Malcolm Holland, III

C. Malcolm Holland, III

*Attorney-in-fact*

August 2, 2017

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#### INDEX TO EXHIBITS

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Norton Rose Fulbright US LLP regarding the legality of the securities being registered.
23.1	Consent of Grant Thornton LLP.
23.2	Consent of Whitley Penn LLP.
23.3	Consent of RSM US LLP
23.4	Consent of Norton Rose Fulbright US LLP (included as part of Exhibit 5.1).
24.1*	Power of Attorney (incorporated by reference to the signature page of the Prior Registration Statement (Registration No. 333- 207934)).

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\* Previously filed.

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August 2, 2017



Veritex Holdings, Inc.  
8214 Westchester Drive, Suite 400  
Dallas, Texas 75225

Norton Rose Fulbright US LLP  
2200 Ross Avenue, Suite 3600  
Dallas, Texas 75201-7932  
United States

Tel +1 214 855 8000  
Fax +1 214 855 8200  
nortonrosefulbright.com

Re: Veritex Holdings, Inc.

Ladies and Gentlemen:

We have acted as special counsel to Veritex Holdings, Inc., a Texas corporation (the "Company"), with respect to certain legal matters in connection with the filing of a Registration Statement on Form S-3 (the "Registration Statement") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), registering shares of the Company's common stock, par value \$0.01 per share, having a maximum aggregate offering price of \$9,998,625 (the "Shares"), to be issued and sold by the Company. The Registration Statement incorporates by reference the registration statement on Form S-3 (No. 333-207934) (the "Prior Registration Statement"), which was declared effective on November 25, 2015, including the prospectus which forms part of the Registration Statement. We understand that the Shares are to be sold to the underwriters for resale to the public as described in the Registration Statement and the Prior Registration Statement and pursuant to that certain underwriting agreement to be entered into by and between the Company and Stephens Inc., as representative of the several underwriters (the "Underwriters") named in Schedule A thereto (the "Underwriting Agreement").

In rendering the opinions set forth below, we have reviewed and relied upon: (i) the Registration Statement and the Prior Registration Statement; (ii) the Company's Restated Certificate of Formation, as amended, and Third Amended and Restated Bylaws, as amended; (iii) resolutions of the Company's Board of Directors and the Pricing Committee thereof relating to the Registration Statement; (iv) the Underwriting Agreement; and (v) such other certificates, statutes and other instruments and documents as we considered necessary or appropriate for purposes of rendering the opinions expressed in this letter. In addition, we have reviewed such questions of law as we considered necessary or appropriate to enable us to render the opinions expressed in this letter. As to matters of fact relevant to the opinions expressed below and as to factual matters arising in connection with our review of corporate documents, records and other documents and writings, we have relied upon certificates and other communications of officers and employees of the Company without further investigation as to the facts set forth in such certificates and communications.

In connection with rendering the opinions expressed in this letter, we have assumed that: (i) all information contained in all documents we reviewed is true, correct and complete; (ii) all signatures on all documents we reviewed are genuine; (iii) all documents submitted to us as originals are authentic and all documents submitted to us as copies conform to the authentic originals of those documents; (iv) all persons executing and delivering the documents we reviewed were competent to execute and deliver such documents; (v) all Shares will be offered and sold in compliance with applicable federal and state securities laws and in the manner specified in the Registration Statement and the prospectus forming a part of the Registration Statement; and (vi) the Underwriting Agreement has been duly authorized and validly executed and delivered by the Underwriters.

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss Verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at [nortonrosefulbright.com](http://nortonrosefulbright.com).

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In addition, we have assumed that (i) the Registration Statement, and any amendments thereto (including post-effective amendments), will have become effective under the Securities Act; (ii) a prospectus supplement will have been filed with the Securities and Exchange Commission describing the Shares offered thereby; (iii) there will be a sufficient number of unissued Shares authorized under the Company's organizational documents and not otherwise reserved for issuance; and (iv) all actions are taken by the Company so as not to violate any applicable law or result in a default under or breach of any agreement or instrument binding upon the Company and so as to comply with any requirement or restriction imposed by any court or governmental body having jurisdiction over the Company.

Based on the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth in this letter, we are of the opinion that the Shares have been duly authorized and, when issued and paid for by the Underwriters as contemplated by the Underwriting Agreement, will be validly issued, fully paid and non-assessable.

The foregoing opinions are limited in all respects to the Texas Business Organizations Code (including the applicable provisions of the Texas Constitution and the reported judicial decisions interpreting such laws), and the applicable federal laws of the United States of America, and we do not express any opinion as to the applicability or effect of the laws of any other jurisdiction.

We express no opinion as to any matter other than as set forth in this letter, and no other opinion may be inferred or implied. Our opinion is given as of the date of this letter, and we undertake no, and disclaim any, obligation to advise you of any change in any matter set forth in this letter.

We hereby consent to the reference to our firm under the caption "Legal Matters" in the prospectus forming a part of the Registration Statement and to the filing of this opinion as an exhibit to the Registration Statement. By giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP

Norton Rose Fulbright US LLP

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 10, 2017 with respect to the consolidated financial statements of Veritex Holdings, Inc. and subsidiary included in the Annual Report on Form 10-K for the year ended December 31, 2016, which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts."

/s/ GRANT THORNTON LLP

Dallas, Texas  
August 2, 2017

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**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated July 22, 2014, audited by JonesBaggett LLP, who merged with Whitley Penn LLP as of November 1, 2014, with respect to the consolidated financial statements of Veritex Holdings, Inc. and Subsidiary for the year ended December 31, 2012 included in the Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference in this Registration Statement on Form S-3. We consent to the incorporation by reference of the aforementioned report in this Registration Statement, and to the use of our name as it appears under the caption "Experts".

/s/ Whitley Penn LLP

Dallas, Texas  
August 1, 2017

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**Consent of Independent Auditor**

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Veritex Holdings, Inc. of our report dated March 30, 2017, relating to the consolidated financial statements of Sovereign Bancshares, Inc., appearing in the Current Report on Form 8-K of Veritex Holdings, Inc. filed with the Securities and Exchange Commission on August 1, 2017.

We also consent to the reference of our firm under the heading “Experts” in such Registration Statement.

/s/ RSM US LLP

Dallas, Texas  
August 1, 2017

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