

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Holland C Malcolm III</u> (Last) (First) (Middle) C/O VERITEX HOLDINGS, INC. 8214 WESTCHESTER DRIVE, SUITE 800 (Street) DALLAS TX 75225 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Veritex Holdings, Inc. [VBTX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, CEO, President</u>
	3. Date of Earliest Transaction (Month/Day/Year) 05/21/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$21.38	05/21/2019		A		39,512		(1)	01/01/2029	Common Stock	39,512	\$0	39,512	D	
Employee Stock Option (right to buy)	\$21.38	05/21/2019		A		50,000		(2)	01/01/2029	Common Stock	50,000	\$0	50,000	D	
Restricted Stock Units	(3)	05/21/2019		A		50,000		(4)	(4)	Common Stock	50,000	\$0	50,000	D	

Explanation of Responses:

- In a transaction approved by a committee of the board of directors of the Company, on January 1, 2019, the reporting person was granted 39,512 stock options subject to shareholder approval. The stock options vest in three equal annual installments beginning January 1, 2020. On May 21, 2019, the stock options granted to the reporting person received shareholder approval.
- In a transaction approved by a committee of the board of directors of the Company, on January 1, 2019, the reporting person was granted 50,000 stock options subject to shareholder approval. The stock options vest in five equal annual installments beginning January 1, 2020. On May 21, 2019, the stock options granted to the reporting person received shareholder approval.
- Each restricted stock unit ("RSU") represents a right to receive at settlement one share of common stock of the Company.
- In a transaction approved by a committee of the board of directors of the Company, on January 1, 2019, the reporting person was granted 50,000 RSUs subject to shareholder approval. The RSUs vest in five equal annual installments beginning January 1, 2020. On May 21, 2019, the RSUs granted to the reporting person received shareholder approval.

Remarks:

/s/ C. Malcolm Holland, III 05/23/2019

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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