

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Murphy William C</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) Vice Chairman
	3. Date of Earliest Transaction (Month/Day/Year) 10/18/2018	
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			
Common Stock	10/18/2018		M		15,000	A	\$10.85	53,409	D	
Common Stock	10/18/2018		M		5,381	A	\$14.17	58,790	D	
Common Stock	10/18/2018		M		4,888	A	\$16.21	63,678	D	
Common Stock								63,945	I	By William C. Murphy Pension & Profit Sharing Plan & Trust

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)	\$10.85	10/18/2018		M			15,000	(1)	01/21/2024	Common Stock	15,000	\$0	0	D	
Employee Stock Option (right to buy)	\$14.17	10/18/2018		M			5,381	(2)	01/01/2025	Common Stock	5,381	\$0	0	D	
Employee Stock Option (right to buy)	\$16.21	10/18/2018		M			4,888	(3)	01/01/2026	Common Stock	4,888	\$0	2,444 ⁽⁴⁾	D	

Explanation of Responses:

- The option became exercisable as to 9,000 shares on March 23, 2014 and the remaining 6,000 shares will vest in two equal installments on each of March 23, 2015 and March 23, 2016.
- The option vests in three equal annual installments beginning January 1, 2016.
- The option vests in three equal annual installments beginning January 1, 2017.
- The original Form 4 filed on January 1, 2016 incorrectly reported the total number of options awarded as 5,713 due to an administrative error. The total number of options awarded was 7,332 and the number of derivative securities beneficially owned by the reporting person after the reported transaction in Column 9 of Table II herein is accurately reflected.

Remarks:

/s/ C. Malcolm Holland, III, by 10/22/2018
power of attorney

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.