FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| l | OMB APPRO               | VAL       |  |  |  |  |
|---|-------------------------|-----------|--|--|--|--|
|   | OMB Number:             | 3235-0287 |  |  |  |  |
| l | Estimated average burde | en        |  |  |  |  |
| l | hours per response:     | 0.5       |  |  |  |  |

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

|  | nd Address of<br>LaVonda   |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Veritex Holdings, Inc. [ VBTX ] |       |      |  |                 |         |             |   |               |                 |                                | 5. Relationship of Reporting Person(s) to (Check all applicable)  Director 10%  Officer (give title Othe |  |  |  |                                      |  |  |  |  |
|--|--|--|--|-------|------|--|-----------------|---------|-------------|---|---------------|-----------------|--------------------------------|--|--|--|--|--------------------------------------|--|--|--|--|
|  | ost) (First) (Middle) O VERITEX HOLDINGS, INC. 14 WESTCHESTER DRIVE, SUITE 400   |  |  |       |      |  | f Earlie<br>015 | st Tran | ısact       | tion (Mo                                | nth/E         | Day/Year)       |                                | X Officer (give title Other (specify below)  Chief Retail Officer  |  |  |  |                                      |  |  |  |  |
| (Street)  DALLAS TX 75225  (City) (State) (Zip)                                  |  |  |  |       |      | 4. If Amendment, Date of Original Filed (Month/Day/Year) |                 |         |             |   |               |                 |                                |  |  |  | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |                                      |  |  |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |  |  |  |       |      |  |                 |         |             |   |               |                 |                                |  |  |  |  |                                      |  |  |  |  |
| 1. Title of Security (Instr. 3)  2. Transa Date (Month/D                         |  |  |  |       |      | Execution Da   |                 |         | ·,          | 3.<br>Transaction<br>Code (Instr.<br>8) |               |                 |                                |  | d Secui<br>Benef                       | icially<br>d Following                             | Forn<br>(D) o  | n: Direct<br>or Indirect<br>nstr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)        |  |  |  |
|  |  |  |  |       |      |  | Code            | v       | Amount      | : [                                     | (A) or<br>(D) | Price           | Trans                          | ction(s)<br>3 and 4)   |  |  | (111501.4)   |                                      |  |  |  |  |
| Common   | 9/201  | /2015                                      |  |       |      | М  |                 | 883     | 3           | A                                       | (1)           |                 | 1,557                          | D  |  |  |  |                                      |  |  |  |  |
| Common Stock 10/09/  |  |  |  |       |      |  | /2015           |         |             | F                                       |               | 235             | 5                              | D  | \$16                                   | .4   | 1,322  |                                      | D  |  |  |  |
|  | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |  |       |      |  |                 |         |             |   |               |                 |                                |  |  |  |  |                                      |  |  |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                              | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deeme<br>Execution<br>if any<br>(Month/Day                                     | Date, |      | ransaction<br>ode (Instr.                                |                 | of      |             | Pate Exer<br>piration D<br>onth/Day/    | ate           |                 | Amou<br>Secur<br>Unde<br>Deriv | 7. Title and<br>Amount of<br>Securities<br>Underlying<br>Derivative Securit<br>(Instr. 3 and 4)          |  | 8. Price o<br>Derivative<br>Security<br>(Instr. 5) |  | Ow<br>For<br>Dir<br>or               | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|  |  |  |  | c     | Code | v  | (A)             | (D)     | Date<br>Exe | e<br>ercisable                          |               | piration<br>tte | Title                          |  | Amount<br>or<br>Number<br>of<br>Shares |  |  |                                      |  |  |  |  |
| Restricted<br>Stock<br>Units   | (1)  | 10/09/2015                                 |  |       | M    |  |                 | 883     |             | (2)                                     |               | (2)             | Comr                           |  | 883                                    | \$0  | 3,533  |                                      | D  |  |  |  |

## Explanation of Responses:

- 1. Restricted Stock Units convert into common stock on a one-for-one basis.
- 2. On October 9, 2014 the reporting person was granted 4,416 restricted stock units which vest in five equal installments beginning October 9, 2015.

/s/ C. Malcolm Holland, III, by power of attorney 10/14/2015

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.