SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL

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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 <sup>*</sup> <u>Washburne Ray W</u>		2. Date of Event Requiring Stater Month/Day/Yea .0/08/2014	ment 🔤	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Veritex Holdings, Inc.</u> [VBTX ]						
(Last) (First) (Middle) C/O VERITEX HOLDINGS, INC.					ionship of Reporting Perso all applicable) Director	on(s) to Issuer 10% Owner		5. If Amendment, Date of Original Filed (Month/Day/Year)		
8214 WESTCHESTER DRIVE, SUITE 400					Officer (give title below)	Other (spe below)		. Individual or Join pplicable Line)	t/Group Filing (Check	
(Street)									y One Reporting Person	
DALLAS TX	75225							Form filed b Reporting P	y More than One erson	
(City) (State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned										
1. Title of Security (Instr. 4)					nt of Securities ally Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock					81,913	D				
Common Stock					5,530	Ι		By The Incline Trust		
Common Stock					60,000	Ι		By Huron Holdings, Inc. Profit Sharing Plan		
Table II - Derivative Securities Beneficially Owned           (e.g., puts, calls, warrants, options, convertible securities)										
1. Title of Derivative Security (Instr. 4)		2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securiti Underlying Derivative Security		ty (Instr. 4) Conve or Exe		se Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
		Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivativ Security	Direct (D) e or Indirect (I) (Instr. 5)		
Employee Stock Option (right to buy)		(1)	01/01/2021		Common Stock	2,500	10	D		

**Explanation of Responses:** 

1. The option became exercisable as to 500 shares on January 1, 2012, as to 500 shares on January 1, 2013, and as to 500 shares on January 1, 2014, and becomes exercisable as to the remaining 1,000 shares in two equal installments on January 1, 2015, and January 1, 2016.

/s/ C. Malcolm Holland, III, by 10/08/2014

power of attorney

\*\* 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 5 (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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of C. Malcolm Holland, III and Noreen Skelly, or any one of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to: (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Veritex Holdings, Inc., a Texas corporation (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules thereunder ("Section 16"); (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the Securities and Exchange Commission and any stock exchange or similar authority; and (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 7 day of October, 2014.

/s/ Ray W. Washburne

Signature

Ray W. Washburne

Print Name