

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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Fleming Ned N III</u> (Last) (First) (Middle) <u>C/O SUNTX CAPITAL PARTNERS, TWO</u> <u>LINCOLN CENTER, 5420 LBJ FWY, # 1000</u> (Street) <u>DALLAS TX 75240</u> (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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2018</u>	
	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	03/31/2018		M		500	A	(1)	500	D	
Common Stock	06/30/2018		M		500	A	(1)	1,000	D	
Common Stock								875	I ⁽²⁾⁽³⁾	See Footnotes ⁽²⁾⁽³⁾

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						Amount or Number of Shares
Restricted Stock Units	(4)	03/22/2018		A		2,000		(5)	(5)	Common Stock	2,000	\$0.00	2,000	D	
Restricted Stock Units	(1)	03/31/2018		M		500		(5)	(5)	Common Stock	500	\$0.00	1,500	D	
Restricted Stock Units	(1)	06/30/2018		M		500		(5)	(5)	Common Stock	500	\$0.00	1,000	D	

Explanation of Responses:

- Restricted stock units were convertible into common stock of Veritex Holdings, Inc. (the "Issuer") on a one-for-one basis, cash in an amount equal to the fair market value of such shares or any combination thereof, and Ned N. Fleming, III, a director on the board of directors of the Issuer (the "Board"), received shares of common stock of the Issuer on a one-for-one basis based on the 500 restricted stock units that vested on each of March 31, 2018 and June 30, 2018.
- Mr. Fleming serves as director of SunTx Capital II Management Corp. (the "Fund GP Corp"), which acts as the general partner of SunTx Capital Partners II GP, LP (the "Fund GP"), the general partner of SunTx Veritex Holdings, LP, a Delaware limited partnership (the "Fund"), and which serves as the investment manager to the Fund. As a result of this relationship, Mr. Fleming received a seat on the Board and was acting as a representative of the Fund until the Fund no longer directly held shares of the Issuer's common stock. However, during such time, Mr. Fleming received restricted stock units in his capacity as a representative of the Fund. Pursuant to the offering documents of the Fund, the Fund is entitled to an indirect pecuniary interest in the 875 shares of the Issuer's common stock received by Mr. Fleming upon the vesting of such restricted stock units. (Continued in Footnote 3)
- (Continued from Footnote 2) Solely as a result of his ownership interest in the Fund, including through the Fund GP Corp, Mr. Fleming may be deemed to have an indirect pecuniary interest in the 875 shares of the Issuer's common stock (i.e. no direct pecuniary interest) as reported in Table I. Mr. Fleming disclaims beneficial ownership of these securities, except to the extent of Mr. Fleming's pecuniary interest in the securities.
- Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.
- On March 22, 2018, Mr. Fleming was granted 2,000 restricted stock units, vesting in four equal quarterly installments beginning on March 31, 2018. On the date of vesting, Mr. Fleming would receive shares of the Issuer's common stock, cash in an amount equal to the fair market value of such shares or any combination thereof based on the number of restricted stock units that vested on such date.

Remarks:

/s/ Ned N. Fleming, III 08/24/2018
 ** 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.

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.