

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8  
REGISTRATION STATEMENT**

*UNDER  
THE SECURITIES ACT OF 1933*

**VERITEX HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Texas**

(State or other jurisdiction of  
incorporation or organization)

**27-0973566**

(I.R.S. Employer  
Identification No.)

**8214 Westchester Drive, Suite 800, Dallas, Texas**

**Dallas, Texas**

(Address of Principal Executive Offices)

**75225**

(Zip Code)

**2019 Amended and Restated Omnibus Incentive Plan for Veritex Holdings, Inc.**

(Full title of the plan)

**C. Malcolm Holland, III**

**Chairman and Chief Executive Officer**

**Veritex Holdings, Inc.**

**8214 Westchester Drive, Suite 800**

**Dallas, Texas 75225**

(Name and address of agent for service)

**(972) 349-6200**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Emerging Growth Company

Accelerated filer

Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)(2)</sup></b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	1,967,748 shares	\$25.4825 <sup>(2)</sup>	\$50,143,139 <sup>(3)</sup>	\$6,077.35

<sup>(1)</sup> Represents (a) 1,500,000 shares of common stock, par value \$0.01 per share (the "Common Stock") of Veritex Holdings, Inc. that will be available for future issuance under the 2019 Amended and Restated Omnibus Incentive Plan for Veritex Holdings, Inc. (previously, the 2014 Omnibus Incentive Plan for Veritex Holdings, Inc.), and (b) 467,748 shares of Common Stock issuable upon exercise or settlement of awards previously granted under the 2014 Omnibus Incentive Plan that are outstanding as of the date of this registration statement.

<sup>(2)</sup> In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

<sup>(3)</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of \$25.4825, the average of the high and low price of the registrant's Common Stock as reported on the Nasdaq Global Market on May 31, 2019.

## EXPLANATORY NOTE

Veritex Holdings, Inc. (the “Registrant”) previously filed a registration statement on Form S-8 with the Securities and Exchange Commission (the “SEC”) on October 9, 2014 (File No. 333-199223) (the “Original Registration Statement”), whereby the Registrant registered 1,000,000 shares of common stock, \$0.01 par value per share (the “Common Stock”), which were reserved for issuance of awards to be granted under the Registrant’s 2014 Omnibus Incentive Plan (the “Plan”). On April 5, 2019, the compensation committee of the board of directors of the Registrant (the “Compensation Committee”) adopted the 2019 Amended and Restated Omnibus Incentive Plan for Veritex Holdings, Inc. (the “Amended and Restated Plan”), subject to, and effective upon, shareholder approval, which was received on May 21, 2019, in order to increase the aggregate number of shares of Common Stock authorized for issuance under the Amended and Restated Plan by an additional 1,500,000 shares and to amend certain other terms.

In addition, on November 6, 2018 and January 10, 2019, the Compensation Committee approved the grant of certain equity awards to certain executives, non-employee members of the Registrant’s board of directors and certain advisors to the Registrant’s board of directors under the Plan (the “January 2019 Equity Awards”). The January 2019 Equity Awards, which were approved by shareholders on May 21, 2019, represent an aggregate of 467,748 shares of Common Stock, assuming all vesting and other conditions of the awards are satisfied and performance conditions are achieved at maximum levels.

This registration statement on Form S-8 (the “Registration Statement”) is being filed for the purpose of registering (a) the additional 1,500,000 shares of Common Stock that are issuable under the Amended and Restated Plan and (b) the 467,748 shares of Common Stock issuable upon exercise or settlement of the January 2019 Equity Awards previously granted under the Plan that are outstanding as of the date of this Registration Statement. These 1,967,748 shares of Common Stock are additional securities of the same class as the securities for which the Original Registration Statement was filed with the SEC. Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated by reference into this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Certain Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and in accordance therewith files reports and other information with the SEC. The following documents, which are on file with the SEC, are incorporated in this Registration Statement by reference:

- Annual Report on Form 10-K for the fiscal year ended December 31, 2018;
- Current Reports on Form 8-K filed on January 2, 2019, January 28, 2019, April 19, 2019, April 22, 2019 and May 23, 2019; and
- The description of the Registrant’s Common Stock contained in its Registration Statement on Form 8-A filed on October 8, 2014, including any amendments or reports filed for the purpose of updating such description.

All reports filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents, except as to specific sections of such statements as set forth therein. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K prior or subsequent to the date hereof shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement.

**Item 8. Exhibits.**

Reference is made to the Exhibit Index following the signature pages hereto, which Exhibit Index is hereby incorporated into this item.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on June 6, 2019.

DATE: June 6, 2019

By: /s/ Terry S. Earley

Name: Terry S. Earley

Title: Chief Financial Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints C. Malcolm Holland, III as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent or his substitute or substitutes full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on this sixth day of June, 2019.

### Signature and Title

By: /s/ C. Malcolm Holland, III  
C. Malcolm Holland, III, Chairman and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ Terry S. Earley  
Terry S. Earley, Chief Financial Officer  
(Principal Financial and Principal Accounting Officer)

By: /s/ Pat S. Bolin  
Pat S. Bolin, Director

By: /s/ Ned N. Fleming, III  
Ned N. Fleming, III, Director

By: /s/ Mark C. Griege  
Mark C. Griege, Director

By: /s/ Gregory B. Morrison  
Gregory B. Morrison, Director

By: /s/ John T. Sughrue  
John T. Sughrue, Director

## INDEX TO EXHIBITS

- [4.1](#) [Second Amended and Restated Certificate of Formation of Veritex Holdings, Inc. \(incorporated herein by reference to Exhibit 3.1 to Veritex Holdings, Inc.'s Registration Statement on Form S-1 \(File No. 333-198484\) filed September 22, 2014\).](#)
- [4.2](#) [Third Amended and Restated Bylaws of Veritex Holdings, Inc. \(incorporated herein by reference to Exhibit 3.2 to Veritex Holdings, Inc.'s Registration Statement on Form S-1 \(File No. 333-198484\) filed September 22, 2014\).](#)
- [4.3](#) [Specimen Common Stock Certificate \(incorporated herein by reference to Exhibit 10.4 to Veritex Holdings, Inc.'s Registration Statement on Form S-1 \(File No. 333-198484\) filed September 22, 2014\).](#)
- [5.1\\*](#) [Opinion of D. Woodard Glenn, P.C.](#)
- [23.1\\*](#) [Consent of D. Woodard Glenn, P.C. \(included in Exhibit 5.1\).](#)
- [23.2\\*](#) [Consent of Grant Thornton LLP.](#)
- [24.1\\*](#) [Power of Attorney \(included on signature page\).](#)
- [99.1\\*](#) [2019 Amended and Restated Omnibus Incentive Plan for Veritex Holdings, Inc.](#)

\* Filed herewith.

**D. WOODARD GLENN, P.C.**

ATTORNEYS AND COUNSELORS  
A PROFESSIONAL CORPORATION  
8214 WESTCHESTER DRIVE | SUITE 740

TEXAS 75225

DALLAS,

(214) 871-9333

D. WOODARD GLENN FAX (214) 871-7131 MATTHEW B. GLENN

[wglenn@dwgpc.com](mailto:wglenn@dwgpc.com) [mglenn@dwgpc.com](mailto:mglenn@dwgpc.com) 1300 POLK STREET | SUITE 225

DALLAS, TEXAS 75224

June 6, 2019

Veritex Holdings, Inc.  
8214 Westchester Drive, Suite 800  
Dallas, TX 75225

Ladies and Gentlemen:

We have acted as special counsel to Veritex Holdings, Inc., a Texas corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of an aggregate of 1,967,748 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), which consists of (a) 1,500,000 shares of Common Stock registered in connection with equity awards available for future issuance under the Company's 2019 Amended and Restated Omnibus Incentive Plan (the "2019 Veritex Plan") and (b) 467,748 shares of Common Stock registered in connection with equity awards previously granted under the Company's 2014 Omnibus Incentive Plan (the "2014 Veritex Plan" and, together with the 2019 Veritex Plan, the "Plans") in accordance with the rules of the Nasdaq Stock Market LLC, as described in the Company's Registration Statement on Form S-8 to be initially filed with the U.S. Securities and Exchange Commission on June 6, 2019, as has been and may be amended or supplemented including by post-effective amendment (the "Registration Statement").

In rendering the opinions set forth below, we have reviewed and relied upon: (i) the Plans; (ii) the Registration Statement (but not, except as otherwise stated herein, the other exhibits); (iii) the Second Amended and Restated Certificate of Formation of the Company, as amended; (iv) the Third Amended and Restated Bylaws of the Company, as amended; (v) resolutions, consents, and/or minutes of the Company's Board of Directors (or any committee thereof) relating to the Registration Statement and the Plans; and (vi) such other certificates, statutes and other instruments and documents as we considered necessary or appropriate for purposes of rendering the opinions expressed in this opinion letter. As to matters of fact relevant to the opinions expressed below and as to factual matters arising in connection with our review of corporate documents, records and other documents and writings, we have relied upon certificates and other communications of officers and employees of the Company without further investigation as to the facts set forth in such certificates and communications. We have assumed the genuineness of all signatures on, and the authenticity of, all documents submitted to us as originals, the conformity

to authentic original documents of all documents submitted to us as copies thereof, the due authorization, execution and delivery by the parties thereto other than the Company of all documents examined by us, and the legal capacity of each individual who signed any of those documents.

Based upon the foregoing, and subject to the assumptions, qualifications, limitations and exceptions set forth in this opinion letter, we are of the opinion that the Common Stock, when issued and sold in the manner referred to in the Plans and pursuant to the agreements that accompany the Plans, will be validly issued, fully paid, and non-assessable.

The foregoing opinions are limited in all respects to the to the applicable provisions of the laws of the State of Texas and the applicable federal laws of the United States of America, and we do not express any opinion as to the applicability or effect of the laws of any other jurisdiction. We express no opinion as to any matter other than as set forth in this opinion letter, and no other opinion may be inferred or implied. Our opinion is given as of the date of this opinion letter, and we disclaim any obligation to advise you of any change in any matter set forth in this opinion letter.

We hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and the reference to this firm wherever it appears in the Registration Statement. By giving such consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations thereunder

Sincerely,

/s/ D. Woodard Glenn, P.C.  
D. WOODARD GLENN, P.C.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our reports dated February 27, 2019 with respect to the consolidated financial statements and internal control over financial reporting of Veritex Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2018, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Dallas, Texas

June 6, 2019