

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Holford William Lewis</u>			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) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Financial Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/20/2025</u>					
<u>8214 WESTCHESTER DRIVE, SUITE 800</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
<u>DALLAS</u>	<u>TX</u>	<u>75225</u>						
(City)	(State)	(Zip)						

**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			
<u>Common Stock</u>	<u>10/20/2025</u>		<u>D</u> <sup>(1)</sup>		<u>8,207</u>	<u>D</u>	<u>(2)</u>	<u>0</u>	<u>D</u>	

**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					
<u>Restricted Stock Units</u>	<u>\$0</u> <sup>(3)</sup>	<u>10/20/2025</u>		<u>D</u> <sup>(1)</sup>			<u>576</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>576</u>	<u>(4)</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>\$0</u> <sup>(3)</sup>	<u>10/20/2025</u>		<u>D</u> <sup>(1)</sup>		<u>2,278</u>	<u>(4)</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>2,278</u>	<u>(4)</u>	<u>0</u>	<u>D</u>
<u>Restricted Stock Units</u>	<u>\$0</u> <sup>(3)</sup>	<u>10/20/2025</u>		<u>D</u> <sup>(1)</sup>		<u>3,434</u>	<u>(4)</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>3,434</u>	<u>(4)</u>	<u>0</u>	<u>D</u>
<u>Employee Stock Option (right to buy)</u>	<u>\$21.38</u>	<u>10/20/2025</u>		<u>D</u>		<u>961</u>	<u>(5)</u>	<u>01/01/2029</u>	<u>(5)</u>	<u>Common Stock</u>	<u>961</u>	<u>(5)</u>	<u>0</u>	<u>D</u>

**Explanation of Responses:**

- On October 20, 2025, Huntington Bancshares Incorporated (Huntington) acquired the Issuer pursuant to the terms of that certain Agreement and Plan of Merger entered into by and between Huntington and the Issuer, dated as of July 13, 2025 (the Merger Agreement). Pursuant to the terms of the Merger Agreement, the Issuer merged with and into Huntington, with Huntington surviving such merger (the Merger).
- Pursuant to the terms of the Merger Agreement, each share of Issuer common stock (other than certain excluded shares) outstanding immediately prior to the effective time of the Merger (the Effective Time) converted into the right to receive 1.95 shares of Huntington common stock (the Merger Consideration).
- Each restricted stock unit (RSU) represents a right to receive at settlement one share of common stock of the Company.
- Pursuant to the terms of the Merger Agreement, each RSU outstanding immediately prior to the Effective Time was canceled and converted into the right to receive (without interest) a number of shares of Huntington common stock equal to the product of (i) the number of shares of Issuer common stock subject to such RSU immediately prior to the Effective Time, multiplied by (ii) the Exchange Ratio (as defined below), less any applicable tax withholdings. The ratio of 1.95 shares of Huntington common stock for one share of Issuer common stock is referred to as the Exchange Ratio.
- Pursuant to the terms of the Merger Agreement, each stock option, whether vested or unvested, outstanding immediately prior to the Effective Time was cancelled and converted into the right to receive, without interest, an amount in cash equal to the product of (i) the excess, if any, of the Merger Consideration Value (as defined in the Merger Agreement) over the per share exercise price of such stock option, multiplied by (ii) the total number of shares of Issuer common stock subject to such stock option immediately prior to the Effective, less applicable tax withholding.

**Remarks:**

/s/ C. Malcolm Holland, III, by 10/22/2025  
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 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.

