

Section 1: 425 (425 8K - COMBINED BOD PRESS RELEASE)

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 3, 2020

TEXAS CAPITAL BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34657
(Commission
File Number)

75-2679109
(I.R.S. Employer
Identification Number)

2000 McKinney Avenue, Suite 700, Dallas, Texas, U.S.A.
(Address of principal executive offices)

75201
(Zip Code)

Registrant's telephone number, including area code: **(214) 932-6600**

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	TCBI	Nasdaq Stock Market
6.50% Non-Cumulative Perpetual Preferred Stock Series A, par value \$0.01 per share	TCBIP	Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth 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 13(a) of the Exchange Act.

Item 8.01. Other Events.

- (a) As previously disclosed, on December 9, 2019, Independent Bank Group, Inc. (“IBTX”) and Texas Capital Bancshares, Inc. (“TCBI”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) providing for the merger (the “Merger”) of TCBI with and into IBTX, with IBTX continuing as the surviving entity in the Merger (the “Combined Company”), immediately followed by the merger (the “Bank Merger”) of Texas Capital Bank, National Association, TCBI’s wholly owned subsidiary, with and into Independent Bank, IBTX’s wholly owned subsidiary, with Independent Bank as the surviving bank in the Bank Merger (the “Combined Bank”). Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the “Effective Time”) the Board of Directors of the Combined Company and the Combined Bank will be comprised of 13 directors, of which 7 will be former members of the Board of Directors of TCBI and of which 6 will be former members of the Board of Directors of IBTX. As previously announced, effective as of the Effective Time, David R. Brooks will continue as Chairman, President and Chief Executive Officer of the Combined Company and the Combined Bank, Larry L. Helm will be appointed as lead independent director of the Combined Company, and C. Keith Cargill will serve as Special Advisor to the Chairman, President and Chief Executive Officer.

On February 3, 2020, IBTX and TCBI issued a joint press release announcing the individuals anticipated to serve on the Combined Company’s and the Combined Bank’s Board of Directors (the “Boards”) upon (and subject to) completion of the Merger. TCBI has selected the following individuals to serve on the Boards effective as of the Effective Time: Larry L. Helm, James H. Browning, David S. Huntley, Charles S. Hyle, Robert W. Stallings, Dale W. Tremblay and Patricia A. Watson, and IBTX has selected the following individuals to serve on the Boards effective as of the Effective Time: David R. Brooks, William E. Fair, J. Webb Jennings III, Alicia K. Harrison, G. Stacy Smith and Michael T. Viola.

A copy of the press release described above is filed as exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release, dated February 3, 2020](#)

Forward Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, business plans and the future performance of IBTX and TCBI. Words such as “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “intends,” “plans,” “projects,” “could,” “may,” “should,” “will” or other similar words and expressions are intended to identify these forward-looking statements. These forward-looking statements are based on IBTX’s and TCBI’s current expectations and assumptions regarding IBTX’s and TCBI’s businesses, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Many possible events or factors could affect IBTX’s or TCBI’s future financial results and performance and could cause actual results or performance to differ materially from anticipated results or performance. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between IBTX and TCBI, the outcome of any legal proceedings that may be instituted against IBTX or TCBI, delays in completing the transaction, the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and shareholder approvals or to satisfy any of the other conditions to the transaction on a timely basis or at all, the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where IBTX and TCBI do business, the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management’s attention from ongoing business operations and opportunities, potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction, the ability to complete the transaction and integration of IBTX and TCBI successfully, and the dilution caused by IBTX’s issuance of additional shares of its capital stock in connection with the transaction. Except to the extent required by applicable law or regulation, each of IBTX and TCBI disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information regarding IBTX, TCBI and factors which could affect the forward-looking statements contained herein can be found in IBTX’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2019, June 30, 2019 and September 30, 2019, and its other filings with the Securities and Exchange Commission (“SEC”), and in TCBI’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2019, June 30, 2019 and September 30, 2019, and its other filings with the SEC.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger between IBTX and TCBI, IBTX filed a registration statement on Form S-4 with the SEC on January 21, 2020 to register the shares of IBTX’s capital stock to be issued in connection with the merger. The registration statement includes a joint proxy statement/prospectus. The registration statement has not yet become effective. After the Form S-4 is effective, a definitive joint proxy statement/prospectus will be sent to the shareholders of IBTX and TCBI seeking their approval of the proposed transaction.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THESE DOCUMENTS DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT IBTX, TCBI AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from IBTX at its website, www.ibtx.com, or from TCBI at its website, www.texascapitalbank.com. Documents filed with the SEC by IBTX will be available free of charge by accessing the Investor Relations page of IBTX's website at www.ibtx.com or, alternatively, by directing a request by telephone or mail to Independent Bank Group, Inc., 7777 Henneman Way, McKinney, Texas 75070, (972) 562-9004, and documents filed with the SEC by TCBI will be available free of charge by accessing TCBI's website at www.texascapitalbank.com under the tab "About Us," and then under the heading "Investor Relations" or, alternatively, by directing a request by telephone or mail to Texas Capital Bancshares, Inc., 2000 McKinney Avenue, Suite 700, Dallas, Texas 75201, (214) 932-6600.

Participants in the Solicitation

IBTX, TCBI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of IBTX and TCBI in connection with the proposed transaction under the rules of the SEC. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Additional information about IBTX, and its directors and executive officers, may be found in IBTX's definitive proxy statement relating to its 2019 Annual Meeting of Shareholders filed with the SEC on April 23, 2019, and other documents filed by IBTX with the SEC. Additional information about TCBI, and its directors and executive officers, may be found in TCBI's definitive proxy statement relating to its 2019 Annual Meeting of Shareholders filed with the SEC on March 7, 2019, and other documents filed by TCBI with the SEC. These documents can be obtained free of charge from the sources described above.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 3, 2020

TEXAS CAPITAL BANCSHARES, INC.

By: /s/ Julie Anderson
Julie Anderson
Chief Financial Officer

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Section 2: EX-99.1 (EXHIBIT 99.1 PRESS RELEASE DATED FEBRUARY 3, 2020)

Exhibit 99.1



Texas Capital Bancshares and Independent Bank Group Announce Board of Directors of Combined Company

DALLAS and MCKINNEY, Texas – February 3, 2020 – Texas Capital Bancshares, Inc. (NASDAQ: TCBI) (“Texas Capital”), the parent company of Texas Capital Bank, and Independent Bank Group, Inc. (NASDAQ: IBTX) (“Independent Bank Group”), the parent company of Independent Bank, today announced, as part of the integration planning process for the merger of the two companies, the Board of Directors of the combined company upon completion of the merger. The Board of the new company will consist of 13 directors, seven current Texas Capital directors and six current Independent Bank Group directors, as follows:

Continuing TCBI Directors

Larry L. Helm
James H. Browning
David S. Huntley
Charles S. Hyle
Robert W. Stallings
Dale W. Tremblay
Patricia A. Watson

Continuing IBTX Directors

David R. Brooks (Chairman, President & CEO)
William E. Fair
J. Webb Jennings III
Alicia K. Harrison
G. Stacy Smith
Michael T. Viola

Larry L. Helm, current Chairman of Texas Capital who will become Lead Independent Director of the combined company, said, “The new board reflects a broad range of experience, complementary expertise and strongly aligned cultures. We are confident that this accomplished board will be able to provide effective oversight to drive efficiencies, manage risk and further enhance the client experience.”

David R. Brooks, Independent Bank Group Chairman and CEO said “We are pleased to complete this important step in the integration planning process. The composition of the new board provides continuity of leadership and is designed to leverage the strengths of each company.” Brooks continued, “Importantly, the new board recognizes the benefit of having a strong independent board with differences in skills, experience, backgrounds, and diversity. I look forward to working with this talented group as we continue our collective commitment to serve our customers and communities, empower our employees, and drive value to our shareholders.”

The companies continue to expect the transaction to close in mid-2020, subject to satisfaction of customary closing conditions, including receipt of customary regulatory approvals and approval by the shareholders of each company.

About Independent Bank Group

Independent Bank Group, through its wholly owned subsidiary, Independent Bank, provides a wide range of relationship-driven commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. Independent Bank Group operates in four market regions located in the Dallas/Fort Worth, Austin, and, Houston areas in Texas and the Colorado Front Range area, including Denver, Colorado Springs and Fort Collins.

About Texas Capital Bancshares, Inc.

Texas Capital Bancshares, Inc. (NASDAQ®: TCBI), a member of the Russell 1000® Index and the S&P MidCap 400®, is the parent company of Texas Capital Bank, a commercial bank that delivers highly personalized financial services to businesses and entrepreneurs. Headquartered in Dallas, the bank has full-service locations in Austin, Dallas, Fort Worth, Houston and San Antonio. Member FDIC.

Independent Bank Group Contacts:

Media

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Investors

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Texas Capital Bancshares Contacts:

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Chief Financial Officer
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