

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

July 20, 2017

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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): July 18, 2017

TEXAS CAPITAL BANCSHARES, INC.

(Name of Registrant)

Delaware

001-34657 75-2679109

(State or other jurisdiction of (Commission (I.R.S. Employer
incorporation or organization) File Number) Identification Number)

2000 McKinney Avenue, Suite 700, Dallas, Texas, U.S.A.

(Address of principal executive officers)

75201

(Zip Code)

214-932-6600

(Registrant's telephone number,
including area code)

N/A

(Former address of principal executive offices)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On July 18, 2017, the Board of Directors of Texas Capital Bancshares, Inc. (the “Company”) elected Jonathan E. Baliff as a member of the Board, effective July 18, 2017. Mr. Baliff will serve as a member of the Board’s Risk Committee.

Mr. Baliff currently serves as President and Chief Executive Officer and a director of Bristow Group Inc., positions he has held since July 2014. Mr. Baliff served as the Chief Financial Officer and Senior Vice President of Bristow from October 2010 until June 2014. Bristow is the leading global provider of industrial aviation services offering helicopter transportation, search and rescue (SAR) and aircraft support services, including maintenance and training, to government and civil organizations worldwide. He previously held executive positions with NRG Energy and the energy finance groups of Credit Suisse and JP Morgan. Mr. Baliff served in the U.S. Air Force from 1985 to 1993 as a fighter pilot and is a decorated veteran of the first Gulf War.

In connection with his election, Mr. Baliff was granted 641 shares of restricted stock and 529 restricted stock units under the Company's 2015 Long-Term Incentive Plan, each of which will vest in approximately equal numbers of shares on each of the first, second and third anniversaries of the date of grant. Mr. Baliff will receive cash compensation commensurate with that received by the Company’s other non-management directors, as described in the Company’s proxy statement for the 2017 Annual Meeting of Stockholders as filed with the Securities and Exchange Commission (“SEC”) on March 9, 2017. The Company will enter into a standard director indemnity agreement with Mr. Baliff, a form of which was filed with the SEC as Exhibit 10.14 to the Company’s Annual Report on Form 10-K on February 21, 2014.

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.

July
Date: 20, 2017 TEXAS CAPITAL
BANCSHARES, INC.

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