

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

July 27, 2012

**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 27, 2012

**TEXAS CAPITAL BANCSHARES, INC.**

(Name of Registrant)

**Delaware**  
(State or other jurisdiction)

of incorporation or organization)

**001-34657**  
(Commission

File Number)

**75-2679109**  
(I.R.S. Employer

Identification Number)

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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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On July 26, 2012, Texas Capital Bancshares, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Macquarie Capital (USA) Inc. and Deutsche Bank Securities Inc. (together, the Underwriters) in connection with the offer and sale of 2,000,000 shares of the Company's common stock (the Common Stock) at a public offering price of \$40.00 per share. Pursuant to the Underwriting Agreement, the Company has granted the Underwriters an option to purchase up to an additional 300,000 shares of Common Stock solely to cover over-allotments. The closing of the offering is expected to occur on August 1, 2012.

The Underwriting Agreement contains customary representations, warranties and covenants that are valid as between the parties and as of the date of entering into such Underwriting Agreement, and are not factual information to investors about the Company.

The Underwriters may perform investment banking and advisory services for the Company from time to time for which they have received customary fees and expenses. The Underwriters may, from time to time, engage in transactions with and perform services for the Company in the ordinary course of their business.

The above description of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement. A copy of the Underwriting Agreement is incorporated herein by reference and is attached to this Current Report on Form 8-K as Exhibit 1.1

**Item 8.01. Other Events**

On July 26, 2012, the Company issued a press release announcing the pricing of the offering, a copy of which is included as Exhibit 99.1 to this report.

On July 27, 2012, the Company filed with the Securities and Exchange Commission a prospectus supplement related to the offering, dated July 26, 2012 (the Prospectus Supplement), to the base prospectus contained in the Company's effective registration statement on Form S-3 (File No. 333-181471) (the Registration Statement). Exhibits 1.1, 5.1 and 23.1 attached to this Current Report on Form 8-K are incorporated by reference in their entirety into the Prospectus Supplement and Registration Statement.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

1.1 Underwriting Agreement, dated July 26, 2012, between the Company and Macquarie Capital (USA) Inc. and Deutsche Bank Securities Inc.

5.1 Opinion of Winstead PC regarding the validity of the Common Stock

23.1 Consent of Winstead PC (included in Exhibit 5.1)

99.1 Press Release, dated July 26, 2012, of the Company.

**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: July 26, 2012

TEXAS CAPITAL BANCSHARES, INC.

By: /s/ Peter B. Bartholow  
Peter B. Bartholow  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
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