

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

May 08, 2009

**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): May 8, 2009**

**TEXAS CAPITAL BANCSHARES, INC.**

(Name of Registrant)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**000-30533**

(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 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))
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**Item 8.01. Other Events**

On May 8, 2009, Texas Capital Bancshares, Inc. (the Company ) issued a press release announcing that it has been approved to repurchase its shares of Fixed Rate Perpetual Preferred Stock, Series A sold to the U.S. Department of the Treasury pursuant to the TARP Capital Purchase Program and the closing of its public offering of 4.6 million shares of the Company s common stock on May 8, 2009 (the Offering ), a copy of which is included as Exhibit 99.1 to this report.

On May 5, 2009, the Company filed with the Securities and Exchange Commission a prospectus supplement related to the Offering, dated May 5, 2009 (the Prospectus Supplement ), to the base prospectus contained in the Company s effective registration statement on Form S-3 (File No. 333-158586) ( Registration Statement ). Exhibit 5.1 attached to this Current Report on Form 8-K is incorporated by reference in its entirety into the Prospectus Supplement and Registration Statement.

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

(d) Exhibits

5.1 Opinion of Patton Boggs LLP regarding the validity of the common stock issued in the Offering.

23.1 Consent of Patton Boggs LLP (included in Exhibit 5.1)

99.1 Press Release, dated May 8, 2009, of the Company.

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**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: May 8, 2009

TEXAS CAPITAL BANCSHARES, INC.

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

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**EXHIBIT INDEX**

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