

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

May 19, 2016

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 17, 2016

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 17, 2016, the Board of Directors of Texas Capital Bancshares, Inc. (the "Company") approved the grant of a special retention performance award to Julie Anderson, the Company's Chief Accounting Officer, Controller and Corporate Secretary. The performance award consists of cash units valued at \$100,000 and is 100% service-based, vesting 25% over the next four anniversaries of the grant date. The award was granted pursuant to the Company's 2015 Long-Term Incentive Plan.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 17, 2016, the Company held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). The matters voted on at the Annual Meeting and final voting results are summarized below.

Proposal One - A Company proposal to elect 12 directors:

| | Number of Shares | | |
|----------------------|------------------|----------------|------------------|
| | Voted For | Votes Withheld | Broker Non-Votes |
| Larry L. Helm | 40,499,339 | 82,997 | 2,518,304 |
| C. Keith Cargill | 40,486,347 | 95,989 | 2,518,304 |
| Peter B. Bartholow | 37,479,811 | 3,102,525 | 2,518,304 |
| James H. Browning | 40,462,629 | 119,707 | 2,518,304 |
| Preston M. Geren III | 40,499,275 | 83,061 | 2,518,304 |
| Charles S. Hyle | 40,462,406 | 119,930 | 2,518,304 |
| Elysia Holt Ragusa | 40,500,045 | 82,291 | 2,518,304 |
| Steven P. Rosenberg | 40,412,972 | 169,364 | 2,518,304 |
| Robert W. Stallings | 40,487,688 | 94,648 | 2,518,304 |
| Dale W. Tremblay | 36,557,752 | 4,024,584 | 2,518,304 |
| Ian J. Turpin | 40,158,537 | 423,799 | 2,518,304 |
| Patricia A. Watson | 40,480,520 | 101,816 | 2,518,304 |

Proposal 2 - a Company proposal to approve, on an advisory basis, the 2015 compensation of our Named Executive Officers:

| | Number of Shares | | | |
|---|------------------|---------------|-------------|------------------|
| | Voted For | Voted Against | Abstentions | Broker Non-Votes |
| Approval of the 2015 Compensation of our Named Executive Officers | 39,456,378 | 1,095,003 | 30,955 | 2,518,304 |

Proposal 3 - a Company proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2016:

| | Number of Shares | | | |
|---|------------------|---------------|-------------|------------------|
| | Voted For | Voted Against | Abstentions | Broker Non-Votes |
| Ratification of Appointment of Ernst & Young LLP as the Company's independent registered public accounting firm | 42,752,669 | 345,377 | 2,594 | — |

All 12 director nominees were elected, the 2015 compensation of the Company's Named Executive Officers was approved on an advisory basis and the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm was ratified.

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.

May
Date: 19, 2016 TEXAS CAPITAL
BANCSHARES, INC.

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