GUARANTY BANCSHARES INC /TX/
Form 4
May 30, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kucera Randall R.

(Last) (First) (Middle)

C/O GUARANTY BANCSHARES, INC., 201 SOUTH JEFFERSON AVE

(Street)

MOUNT PLEASANT, TX 75455

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GUARANTY BANCSHARES INC /TX/ [GNTY]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A o N o
Stock Options (Right to Buy)	$ 27 (1)	05/26/2017		A		12,000		(1)	05/26/2027	Common Stock	
Stock Appreciation Rights	$ 21	05/26/2017		D			12,000	(2)	(2)	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kucera Randall R. C/O GUARANTY BANCSHARES, INC. 201 SOUTH JEFFERSON AVE MOUNT PLEASANT, TX 75455			VP and General Counsel	

Signatures

/s/ Randall R. Kucera	05/30/2017
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The stock options will vest in equal annual installments over the five-year period commencing on the first anniversary of the grant date. The stock options have been structured to comply with Section 409A of the Internal Revenue Code of 1986, as amended, and therefore shall immediately and automatically become vested and will be exercised upon, and cannot be exercised before, the earlier of (i) the Reporting Person's disability, (ii) the Reporting Person's death, (iii) the Reporting Person's separation of service, (iv) immediately prior to consummation of a change in control involving the Issuer, or (v) the expiration of the stock options; provided, however, that if the exercise price is equal to or greater than the fair market value of the underlying shares upon the earlier of the foregoing, then the stock options shall immediately and automatically be terminated with no consideration being paid to the Reporting Person.

(2) The stock appreciation rights ("SARs") vested ratably in annual installments over a period of five (5) years from the grant date, 12/1/2012.

(3) Upon the mutual agreement of the Reporting Person and the Issuer, effective May 26, 2017, the SARs were cancelled, with the unvested SARs immediately vesting in accordance with the terms of the Fair Market Value Stock Appreciation Rights Plan of the Issuer. The Reporting Person received a total of $72,000 as consideration for the cancellation of both the vested and unvested SARs. In addition, as additional consideration for cancellation of the SARs, the Issuer granted an equal number of stock options to the Reporting Person with an exercise price equal to the agreed-upon conversion price of the SARs, as described above.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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