

TEXAS CAPITAL BANCSHARES INC/TX  
Form 8-K  
May 22, 2014

**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 EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 22, 2014 (May 20, 2014)**

**TEXAS CAPITAL BANCSHARES, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-34657**  
**(Commission**

**File Number)**  
**2000 McKinney Avenue, Suite 700**

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

**Identification No.)**

**Dallas, Texas 75201**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (214) 932-6600**

**N/A**

**(Former name or former address, if changed since last report)**

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

On May 20, 2014, Texas Capital Bancshares, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). The matters voted on at the Annual Meeting and the final voting results are summarized below.

Proposal One a Company proposal to elect 15 directors:

|                        | Number of Shares |                |
|------------------------|------------------|----------------|
|                        | Voted For        | Votes Withheld |
| Larry L. Helm          | 37,327,013       | 131,830        |
| C. Keith Cargill       | 37,088,602       | 370,241        |
| Peter B. Bartholow     | 33,645,463       | 3,813,380      |
| James H. Browning      | 33,654,365       | 3,804,478      |
| Preston M. Geren III   | 37,296,434       | 162,409        |
| Frederick B. Hegi, Jr. | 36,143,899       | 1,314,944      |
| James R. Holland, Jr.  | 33,649,327       | 3,809,516      |
| Charles S. Hyle        | 36,209,076       | 1,249,767      |
| W.W. McAllister III    | 35,997,127       | 1,461,716      |
| Elysia Holt Ragusa     | 37,333,972       | 124,871        |
| Steven P. Rosenberg    | 36,322,651       | 1,136,192      |
| Grant E. Sims          | 37,296,990       | 161,853        |
| Robert W. Stallings    | 37,130,416       | 328,427        |
| Dale W. Tremblay       | 32,328,816       | 5,130,027      |
| Ian J. Turpin          | 36,022,525       | 1,436,318      |

Proposal 2 a Company proposal to approve, on an advisory basis, the 2013 compensation of our named executive officers:

|  | Number of Shares |               |             |
|--|------------------|---------------|-------------|
|  | Voted For        | Voted Against | Abstentions |
| Advisory Approval of the 2013 Compensation of our Named Executive Officers | 23,640,430       | 13,711,251    | 107,161     |

All 15 director nominees were elected and the 2013 compensation of the Company's named executive officers was approved on an advisory basis.

Brokers did not have discretionary authority to vote on any proposals submitted at the Annual Meeting, therefore there were no broker nonvotes with respect to proposals 1 and 2.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TEXAS CAPITAL BANCSHARES, INC.**

May 22, 2014

*/s/ Julie Anderson*  
*Julie Anderson*

Chief Accounting Officer