

Edgar Filing: Independent Bank Group, Inc. - Form 8-K

Independent Bank Group, Inc.  
Form 8-K  
January 19, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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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):  
January 14, 2016

Independent Bank Group, Inc.  
(Exact Name of Registrant as Specified in Charter)

Texas (State or other jurisdiction of incorporation)	001-35854 (Commission File Number)	13-4219346 (IRS Employer Identification No.)
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1600 Redbud Boulevard, Suite 400  
McKinney, TX 75069-3257  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:  
(972) 562-9004

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.

In connection with the acquisition of BOH Holdings, Inc. (“BOH Holdings”) on April 15, 2014, Independent Bank Group, Inc. (the “Company”), among other things, acquired all assets and assumed all liabilities of BOH Holdings. BOH Holdings participated in the United States Department of the Treasury’s (the “Treasury”) Small Business Lending Fund (“SBLF”) program. The Treasury’s lending program encourages qualified community banks to partner with small businesses and entrepreneurs to create jobs and promote economic development in local communities. As a result of continued participation in the program, the Company issued 23,938.35 shares of its Senior Non-Cumulative Perpetual SBLF Preferred Stock, Series A (the “Series A Preferred Stock”) at \$1,000 par value to the Treasury in exchange for the 23,938.35 shares of BOH Holdings Series C SBLF Preferred Stock that the Treasury previously held.

The SBLF Preferred Stock qualified as Tier 1 capital. The holders of SBLF Preferred Stock were entitled to receive noncumulative dividends, payable quarterly. The dividend rate was determined based on the level of Qualified Small Business Lending at BOH Holdings and was set at 1.00% at time of acquisition. The Company qualified for the 1.00% rate continuing through January 14, 2016, at which time the dividend rate was set to increase to 9.00%.

On January 14, 2016, the Company completed the redemption of all 23,938.35 outstanding shares of its Series A Preferred Stock held by the Treasury paying a total redemption price of \$23,946,994.40.

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**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.

Dated: January 19, 2016

INDEPENDENT BANK GROUP, INC.

By: /s/ David R. Brooks  
Name: David R. Brooks  
Title: Chairman of the Board and Chief Executive Officer