

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

October 13, 2005

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**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): October 13, 2005 (October 6, 2005)
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) |
| 2100 McKinney Avenue, Suite 900, 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 1.01 Entry into a Material Definitive Agreement

On October 6, 2005, Texas Capital Bancshares, Inc. (the Company) completed the private placement of \$25,000,000 aggregate liquidation amount of Fixed/Floating Rate Capital Securities (the Capital Securities) issued by its newly formed Delaware statutory trust, Texas Capital Statutory Trust III (the Trust). The proceeds from the sale of the Capital Securities, together with the proceeds from the sale by the Trust of its Common Securities to the Company, were invested in Fixed/Floating Rate Junior Subordinated Deferrable Interest Debentures of the Company due 2035 (the Debentures), which were issued pursuant to an Indenture dated October 6, 2005, between the Company and Wilmington Trust Company, a Delaware banking corporation (Wilmington Trust), as Trustee. Both the Capital Securities and the Debentures have the following characteristics: a term of 30 years, maturing on October 6, 2035; a fixed rate of interest of 6.19% for five years through December 15, 2010, a floating rate of interest for the remaining 25 years that resets quarterly to 1.51% above the 3-month LIBOR rate; interest payments will be made quarterly on December 15, March 15, June 15 and September 15. The interest paid by the Company on the Debentures will be the source of funds for the Trust to make the interest payments on the Capital Securities. Payments of distributions and other amounts due on the Capital Securities are guaranteed by the Company, to the extent that the Trust has funds available for the payments of such distributions but fails to make such payments, pursuant to a Guarantee Agreement, dated October 6, 2005, between the Company and Wilmington Trust, as Guarantee Trustee. The Debentures and Capital Securities may be redeemed at the option of the Company on fixed quarterly dates beginning on December 15, 2010.

ITEM 9.01 Financial Statement and Exhibits.

(c) Exhibits

- 10.1 Amended and Restated Declaration of Trust for Texas Capital Statutory Trust I by and among Wilmington Trust Company, as Institutional Trustee and Delaware Trustee, Texas Capital Bancshares, Inc. as Sponsor, and the Administrators named therein, dated as of October 6, 2005
 - 10.2 Indenture between Texas Capital Bancshares, Inc., as Issuer, and Wilmington Trust Company, as Trustee, for Fixed/Floating Rate Junior Subordinated Deferrable Interest Debentures dated as of October 6, 2005
 - 10.3 Guarantee Agreement between Texas Capital Bancshares, Inc. and Wilmington Trust Company, dated as of October 6, 2005
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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: October 13, 2005

TEXAS CAPITAL BANCSHARES,
INC.

By: /s/ Peter B. Bartholow

Peter B. Bartholow
Chief Financial
Officer

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| Exhibit | Description |
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