

TEXAS CAPITAL BANCSHARES INC/TX
Form 8-K
May 17, 2011

**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 17, 2011**

**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)**

**75-2679109
(IRS Employer
Identification No.)**

**2000 McKinney Avenue, Suite 700
Dallas, Texas U.S.A.
(Address of principal executive offices)**

**75201
(Zip Code)**

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

Not Applicable

(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 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

On May 17, 2011, the Company's Board of Directors elected Dale W. Tremblay as a member of the Board. Mr. Tremblay was also elected to the Company's Human Resources Committee. In connection with his election, Mr. Tremblay was granted 3,000 restricted stock units under the Company's 2005 Long-Term Incentive Plan that vest in three equal annual installments beginning May 17, 2012.

ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 17, 2011, we held our annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, out of 37,216,929 shares of common stock entitled to vote at the meeting, the holders of more than a majority of the outstanding shares of common stock were present at the meeting in person or by proxy. The shareholders elected all of the Company's nominees for director, approved the advisory vote on executive compensation, and approved the frequency of vote on executive compensation. The votes received are set forth below:

1. Election of Directors

| <u>NAMES</u> | <u>FOR</u> | <u>WITHHELD</u> |
|------------------------|---------------|-----------------|
| | <u>Number</u> | <u>Number</u> |
| George F. Jones, Jr. | 30,835,043 | 582,369 |
| Peter B. Bartholow | 28,972,193 | 2,445,219 |
| James H. Browning | 30,610,783 | 806,629 |
| Joseph M. (Jody) Grant | 30,161,078 | 1,256,334 |
| Frederick B. Hegi, Jr. | 29,780,727 | 1,636,685 |
| Larry L. Helm | 31,368,261 | 49,151 |
| James R. Holland, Jr. | 30,811,109 | 606,303 |
| W. W. McAllister III | 27,538,484 | 3,878,928 |
| Elysia Holt Ragusa | 31,356,452 | 60,960 |
| Steven P. Rosenberg | 29,740,136 | 1,677,276 |
| Robert W. Stallings | 31,186,191 | 231,221 |
| Ian J. Turpin | 29,742,892 | 1,674,520 |

2. Advisory approval of the compensation of the Company's named executives

| <u>FOR</u> | <u>WITHHELD</u> |
|---------------|-----------------|
| <u>Number</u> | <u>Number</u> |
| 29,296,819 | 398,131 |

3. Frequency of advisory vote on the compensation of the Company's named executives

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>WITHHELD</u> |
|---------------|----------------|----------------|-----------------|
| <u>Number</u> | <u>Number</u> | <u>Number</u> | <u>Number</u> |
| 28,558,393 | 38,605 | 2,409,600 | 406,914 |

3

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.

By: /s/Peter B. Bartholow
Peter B. Bartholow
Chief Financial Officer

Dated: May 17, 2011