

TEXAS CAPITAL BANCSHARES INC/TX
Form DEFA14A
April 09, 2015

SCHEDULE 14A

PROXY STATEMENT

Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant
Filed by a Party other than the Registrant
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

TEXAS CAPITAL BANCSHARES, INC.
(Name of Registrant as Specified In Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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- .. Fee paid previously with preliminary materials.
- .. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

TEXAS CAPITAL BANCSHARES, INC.®

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting

to be held on May 19, 2015, for Texas Capital Bancshares, Inc.

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. To view the proxy statement and annual report, go to www.proxydocs.com/tcbi. To submit your proxy while visiting this site, you will need the 12 digit control number in the box below.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the Internet. We have chosen to use these procedures for our 2015 Annual Meeting and need YOUR participation.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's annual meeting, please make this request on or before May 8, 2015.

For a Convenient Way to VIEW Proxy Materials

and

VOTE Online go to: www.proxydocs.com/tcbi

Proxy Materials Available to View or Receive:

- 1. Proxy Statement**
- 2. Annual Report**

Printed materials may be requested by one of the following methods:

INTERNET

www.investorelections.com/tcbi

TELEPHONE

(866) 648-8133

***E-MAIL**

paper@investorelections.com

**You must use the 12 digit control number
located in the shaded gray box below.**

* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions or other inquiries should be included with your e-mail requesting material.



ACCOUNT NO.

SHARES

Company Notice of Annual Meeting

TEXAS CAPITAL BANCSHARES, INC.®

Date: Tuesday, May 19, 2015
Time: 09:00 A.M. (Central Daylight Time)
Place: 2000 McKinney Avenue, 7th Floor, Dallas, Texas 75201

The purpose of the Annual Meeting is to take action on the following proposals:

The Board of Directors recommends that you vote FOR each of the nominees listed below.

1. Election of Directors

| | | |
|---------------------------|-------------------------|------------------------|
| 01 C. Keith Cargill | 06 Larry L. Helm | 11 Robert W. Stallings |
| 02 Peter B. Bartholow | 07 Charles S. Hyle | 12 Dale W. Tremblay |
| 03 James H. Browning | 08 W. W. McAllister III | 13 Ian J. Turpin |
| 04 Preston M. Geren III | 09 Elysia Holt Ragusa | |
| 05 Frederick B. Hegi, Jr. | 10 Steven P. Rosenberg | |

The Board of Directors recommends that you vote FOR the following.

2. Proposal 2 Approval of the 2015 Long-Term Incentive Plan.

3. Proposal 3 Advisory vote on compensation of named executive officers.

4. Proposal 4 Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company.