

TEXAS CAPITAL BANCSHARES INC/TX  
Form 8-K  
May 16, 2012

**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 16, 2012**

**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.)

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**2000 McKinney Avenue, Suite 700**

**Dallas, Texas U.S.A.**  
(Address of principal executive offices)  
**(214) 932-6600**

**75201**  
(Zip Code)

(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 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 15, 2012, we held our annual meeting of stockholders (the Annual Meeting ). At the Annual Meeting, out of 37,892,931 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, constituting a quorum. The shareholders elected all of the Company's nominees for director and approved the advisory vote on executive compensation. The votes received are set forth below:

**1. Election of Directors**

| <b>NAMES</b>           | <b>FOR<br/>Number</b> | <b>WITHHELD<br/>Number</b> |
|------------------------|-----------------------|----------------------------|
| George F. Jones, Jr.   | 32,390,226            | 602,707                    |
| Peter B. Bartholow     | 30,025,298            | 2,967,635                  |
| James H. Browning      | 31,320,490            | 1,672,443                  |
| Joseph M. (Jody) Grant | 12,250,152            | 20,742,781                 |
| Frederick B. Hegi, Jr. | 31,245,155            | 1,747,778                  |
| Larry L. Helm          | 32,943,214            | 49,719                     |
| James R. Holland, Jr.  | 32,271,833            | 721,100                    |
| W. W. McAllister III   | 28,536,871            | 4,456,062                  |
| Elysia Holt Ragusa     | 32,932,287            | 60,646                     |
| Steven P. Rosenberg    | 31,312,552            | 1,680,381                  |
| Grant E. Sims          | 32,942,214            | 50,719                     |
| Robert W. Stallings    | 32,254,922            | 738,011                    |
| Dale W. Tremblay       | 28,766,272            | 4,226,661                  |
| Ian J. Turpin          | 31,064,601            | 1,928,332                  |

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

| <b>FOR<br/>Number</b> | <b>AGAINST<br/>Number</b> | <b>ABSTAIN<br/>Number</b> |
|-----------------------|---------------------------|---------------------------|
| 33,165,462            | 1,836,414                 | 59,738                    |

**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 16, 2012