

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

May 03, 2006

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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): May 3, 2006 (April 28, 2006)**

**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 April 28, 2006, Texas Capital Bancshares, Inc. (the Company) completed the private placement of \$25,774,000 aggregate liquidation amount of Floating Rate Capital Securities (the Capital Securities) issued by its newly formed Delaware statutory trust, Texas Capital Statutory Trust IV (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 Floating Rate Junior Subordinated Deferrable Interest Debentures of the Company due 2036 (the

Debentures), which were issued pursuant to an Indenture dated April 28, 2006, 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 June 15, 2036; a floating rate of interest that resets quarterly to 1.60% 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 April 28, 2006, 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 June 15, 2011.

ITEM 9.01 Financial Statement and Exhibits.

(c) Exhibits

- 10.1 Amended and Restated Declaration of Trust for Texas Capital Statutory Trust IV 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 April 28, 2006
  - 10.2 Indenture between Texas Capital Bancshares, Inc., as Issuer, and Wilmington Trust Company, as Trustee, for Floating Rate Junior Subordinated Deferrable Interest Debentures dated as of April 28, 2006
  - 10.3 Guarantee Agreement between Texas Capital Bancshares, Inc. and Wilmington Trust Company, dated as of April 28, 2006
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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: May 3, 2006

TEXAS CAPITAL BANCSHARES, INC.

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

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