

TEXAS CAPITAL BANCSHARES INC/TX

Form 8-K

May 18, 2005

**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 18, 2005 (May 17, 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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

- (a) On May 17, 2005, our shareholders approved our 2005 Long-Term Incentive Plan. The plan was approved by our Board of Directors by unanimous written consent, subject to shareholder approval, and is effective as of May 17, 2005. The Plan provides for the granting of stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards, dividend equivalent rights, and other awards which may be paid in cash or stock. The Plan replaces our 1999 Omnibus Stock Plan. No additional awards will be issued under the 1999 Omnibus Stock Plan, although awards previously issued under the 1999 Omnibus Stock Plan will remain outstanding until such awards are exercised or expire in accordance with their terms. The Plan and a summary of its terms are set forth in our definitive proxy statement for the 2005 Annual Meeting of Shareholders held on May 17, 2005, which we filed with the Securities and Exchange Commission on April 14, 2005, and is incorporated by reference herein.

FORWARD-LOOKING STATEMENTS

The information in this report contains forward-looking statements within the meaning of Section 27A of the United States Securities Act of 1933 and Section 21E of the United States Securities and Exchange Act of 1934. Such statements are based upon current expectations that involve risks and uncertainties that may be outside of our control. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. For example, words such as may, will, should, estimates, predicts, potential, continue, strategize, anticipates, plans, expects, intends, and similar expressions are intended to identify forward-looking statements. Our actual results and the timing of certain events may differ significantly from the results discussed in the forward-looking statements.

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 18, 2005

TEXAS CAPITAL BANCSHARES, INC.

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