

Triumph Bancorp, Inc.
Form 8-K
April 12, 2018

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): April 10, 2018

Triumph Bancorp, Inc.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-36722
(Commission
File No.)

20-0477066
(I.R.S. Employer
Identification No.)

12700 Park Central Drive, Suite 1700

Dallas, Texas
(Address of principal executive offices)

(214) 365-6900

75251
(Zip Code)

(Registrant's telephone number, including area code)

(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 (see General Instruction A.2 below):

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-2b)

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On April 10, 2018, Triumph Bancorp, Inc., a Texas corporation (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with Stephens Inc., Keefe, Bruyette & Woods, Inc. and Sandler O'Neill & Partners, L.P., as representatives of the several underwriters named in Schedule A thereto (together, the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters 4,700,000 shares of its common stock, par value \$0.01 per share (the Common Stock), at a public offering price of \$37.50 per share of Common Stock, upon the terms and subject to the conditions set forth in the Underwriting Agreement (the Base Offering). Pursuant to the Underwriting Agreement, the Company also granted the Underwriters an option, exercisable in whole or in part for 30 days, to purchase up to an additional 705,000 shares of Common Stock (together with the Base Offering, the Offering). On April 10, 2018, the Underwriters exercised this option to purchase additional shares in full.

The Company estimates that net proceeds from the Offering, including the exercise in full of the Underwriters' option to purchase additional shares and after deducting the underwriting discount but before deducting estimated offering expenses payable by the Company, were approximately \$192.8 million.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On April 12, 2018, the Company closed its public offering of 5,405,000 shares of Common Stock pursuant to the Underwriting Agreement, which included 705,000 shares purchased by the Underwriters pursuant to the exercise in full of their option to purchase additional shares. The Common Stock has been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-223411). In connection with the Offering, the legal opinion as to the legality of the Common Stock is being filed as Exhibit 5.1 to this Current Report on Form 8-K.

On April 12, 2018, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------------|---|
| 1.1 | Underwriting Agreement, dated April 10, 2018 by and among Triumph Bancorp, Inc., Stephens Inc., Keefe, Bruyette & Woods, Inc. and Sandler O'Neill & Partners, L.P., as representatives of the several underwriters. |
| 5.1 | Opinion of Adam D. Nelson, Executive Vice President and General Counsel of the Company, regarding legality of the Common Stock. |
| 23.1 | Consent of Adam D. Nelson, Executive Vice President and General Counsel of the Company (included in Exhibit 5.1 of this Current Report on Form 8-K). |
| 99.1 | Press Release, dated April 12, 2018. |

EXHIBIT INDEX

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| 99.1 | <u>Press Release, dated April 12, 2018.</u> |

SIGNATURE

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.

TRIUMPH BANCORP, INC.

Date: April 12, 2018

By: */s/ Adam D. Nelson*

Name: Adam D. Nelson

Title: Executive Vice President and General Counsel