Triumph Bancorp, Inc.
Form 424B5
July 26, 2017
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Filed Pursuant to Rule 424(b)(5)
Registration No. 333-213169

The information contained in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and they are not soliciting an offer to buy these securities in any jurisdiction where any such offer or sale is not permitted.

Subject to Completion, dated July 26, 2017

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus dated September 23, 2016)

Shares

Triumph Bancorp, Inc.

Common Stock

We are offering shares of our common stock, par value $0.01 per share.

Our common stock is listed on the Nasdaq Global Select Market, or Nasdaq, under the symbol TBK. On July 25, 2017, the last sale price of our common stock as reported on Nasdaq was $28.60 per share.

We are an emerging growth company as defined in the U.S. Jumpstart Our Business Startups Act of 2012, and are eligible for reduced public company reporting requirements which may make our common stock less attractive to investors. Please see Risk Factors We are an emerging growth company, and the reduced reporting requirements applicable to emerging growth companies may make our common stock less attractive to investors.

Investing in our common stock involves risks. You should consider the information set forth in Risk Factors beginning on page S-10 of this prospectus supplement and page 8 of the accompanying prospectus, as well as the information included in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, which are incorporated by reference herein.

	Per Share	Total[1]
Public offering price	$	$
Underwriting discount[2]	$	$
Proceeds, before expenses, to us	$	$

(1) Assumes no exercise of the underwriters option to purchase additional shares described below.
(2) The underwriters will also be reimbursed for certain expenses incurred in this offering. See Underwriting for details.

We have granted the underwriters an option, exercisable in whole or in part for 30 days after the date of this prospectus supplement, to purchase up to additional shares of common stock from us at the public offering price, less the underwriting discount.

These securities are not deposits, savings accounts or other obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation, referred to herein as the FDIC, or any other government agency.

Neither the Securities and Exchange Commission, referred to herein as the SEC, the FDIC, the Board of Governors of the Federal Reserve System, the Texas Department of Savings and Mortgage Lending nor any other regulatory body nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver our common stock to purchasers on or about July , 2017.

Lead Book-Running Managers

Stephens Inc.

Keefe, Bruyette & Woods

A Stifel Company

Co-Managers

Sandler O Neill + Partners, L.P.	**Wells Fargo Securities**

The date of this prospectus supplement is July , 2017.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of shares of common stock and certain other matters relating to us and our financial condition. The second part, the accompanying base prospectus, gives more general information about the securities that we may offer from time to time, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus. You should read carefully both this prospectus supplement and the accompanying prospectus in their entirety, together with additional information described under the heading Where You Can Find More Information in the accompanying prospectus and in this prospectus supplement.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement. If the information conflicts with any statement in a document that we have incorporated by reference, then you should consider only the statement in the more recent document. The information contained or incorporated by reference into this prospectus supplement, the accompanying prospectus or in any free writing prospectus is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

You should rely only on the information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus and any written communication from Triumph Bancorp, Inc. or the underwriters specifying the final terms of this offering. Neither we nor the underwriters have authorized anyone to provide you with different or additional information from that contained or incorporated by reference into this prospectus supplement and the accompanying prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement may be used only for the purpose for which it has been prepared. We and the underwriters are offering to sell our common stock, and seeking offers to buy our common stock, only in jurisdictions where offers and sales are permitted. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of our securities, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement and the accompanying prospectus to Triumph, the Company, we, our, ours, and us or similar references mean Tri Bancorp, Inc. References to TBK Bank or the Bank mean TBK Bank, SSB, which is our wholly owned bank subsidiary.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy this information at the Public Reference Room of the SEC, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of this information by mail from the Public Reference Room at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains the reports, proxy statements and other information that we file electronically with the SEC. The address of that site is: www.sec.gov.

The SEC allows us to incorporate by reference information. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, except for any information that is superseded by information that is included directly in this prospectus supplement or in a more recent incorporated document.

This prospectus supplement incorporates by reference the documents listed below that we have previously filed with the SEC under the file number 001-36722 (excluding any portion of these documents that has been furnished to and deemed not to be filed with the SEC).

Reports	Periods of Reports or Dates Filed
Annual Report on Form 10-K	For the year ended December 31, 2016
Quarterly Reports on Form 10-Q	For the quarters ended March 31, 2017 and June 30, 2017
Current Reports on Form 8-K	Filed on March 31, 2017, May 4, 2017 (regarding Item 5.07), May 12, 2017, June 26, 2017 and July 26, 2017

In addition, we incorporate by reference all future documents that we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until the completion of the offering of the common stock or until we terminate this offering. These documents include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (other than current reports furnished under Items 2.02 or 7.01 of Form 8-K), as well as proxy statements.

The information incorporated by reference contains information about us and our business, financial condition and results of operations and is an important part of this prospectus.

You can obtain any of the documents incorporated by reference in this document through us, or from the SEC through the SEC s website at www.sec.gov. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference in those documents. You can obtain documents incorporated by reference in this prospectus by requesting them in writing or by telephone from us at the following address:

Triumph Bancorp, Inc.

Attention: Investor Relations

12700 Park Central Drive, Suite 1700

Dallas, Texas 75251

(214) 365-6900

We also make our periodic reports and other information filed with the SEC available free of charge through our website, www.triumphbancorp.com, as soon as reasonably practicable after those reports and other information are electronically filed with the SEC. The information on, or otherwise accessible through, our website is not incorporated by reference herein and does not constitute a part of this prospectus.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the other documents incorporated by reference herein or therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Exchange Act, and the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as may, should, could, predict, potential, believe, will likely result, expect, continue, will, anticipat intend, plan, projection, would and outlook, or the negative version of those words or other comparable of a futu forward-looking nature. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about our industry, management s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- our ability to consummate this offering in the size and manner described herein;

- our limited operating history as an integrated company and our recent acquisitions;

- risks relating to our ability to consummate the pending acquisitions of Valley Bancorp, Inc. and nine branches from Independent Bank in Colorado, including the possibility that the expected benefits related to the pending acquisitions may not materialize as expected; of the pending acquisitions not being timely completed, if completed at all; that prior to the completion of the pending acquisitions, the targets businesses could experience disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, customers, other business partners or governmental entities, difficulty retaining key employees; and of the parties being unable to successfully implement integration strategies or to achieve expected synergies and operating efficiencies within our management s expected timeframes or at all;

- business and economic conditions generally and in the bank and non-bank financial services industries, nationally and within our local market areas;

- our ability to mitigate our risk exposures;

- our ability to maintain our historical earnings trends;

risks related to the integration of acquired businesses (including our pending acquisitions of Valley Bancorp, Inc. and nine branches from Independent Bank in Colorado) and any future acquisitions;

changes in management personnel;

interest rate risk;

concentration of our factoring services in the transportation industry;

credit risk associated with our loan portfolio;

lack of seasoning in our loan portfolio;

deteriorating asset quality and higher loan charge-offs;

time and effort necessary to resolve nonperforming assets;

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inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;

lack of liquidity;

fluctuations in the fair value and liquidity of the securities we hold for sale;

impairment of investment securities, goodwill, other intangible assets or deferred tax assets;

our risk management strategies;

environmental liability associated with our lending activities;

increased competition in the bank and non-bank financial services industries, nationally, regionally or locally, which may adversely affect pricing and terms;

the accuracy of our financial statements and related disclosures;

material weaknesses in our internal control over financial reporting;

system failures or failures to prevent breaches of our network security;

the institution and outcome of litigation and other legal proceedings against us or to which we become subject;

changes in carry-forwards of net operating losses;

changes in federal tax law or policy;

the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations, such as the Dodd-Frank Act and their application by our regulators;

governmental monetary and fiscal policies;

- changes in the scope and cost of FDIC, insurance and other coverages;

- failure to receive regulatory approval for future acquisitions; and

- increases in our capital requirements.

The foregoing factors should not be construed as exhaustive. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Any investor in our securities should consider all risks and uncertainties disclosed in our SEC filings described above under the heading Where You Can Find More Information, all of which are accessible on the SEC s website at www.sec.gov.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. Because this is a summary, it may not contain all of the information that is important to you in making your investment decision. You should carefully read this entire prospectus supplement and the accompanying prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before deciding whether to invest in our common stock. You should pay special attention to the information contained under the caption entitled Risk Factors in this prospectus supplement, in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, in Part II, Item 1A, Risk Factors in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017, and in our other reports filed from time to time with the SEC, which are incorporated by reference into this prospectus supplement and the accompanying prospectus, to determine whether an investment in our common stock is appropriate for you.

Triumph Bancorp, Inc.

We are a financial holding company headquartered in Dallas, Texas and registered under the Bank Holding Company Act of 1956, as amended. Through our wholly owned bank subsidiary, TBK Bank, we offer traditional banking products as well as commercial finance products to businesses that require specialized financial solutions. Our community banking operations include a full suite of lending and deposit products and services focused on our local market areas. These activities generate a stable source of core deposits and a diverse asset base to support our overall operations. Our commercial finance products include factoring, asset-based lending, equipment lending, premium finance and healthcare lending products offered on a nationwide basis. These product offerings supplement the asset generation capacity in our community banking markets and enhance the overall yield of our loan portfolio, enabling us to earn attractive risk-adjusted net interest margins. We believe our integrated business model distinguishes us from other banks and non-bank financial services companies in the markets in which we operate.

As of June 30, 2017, we had consolidated total assets of $2.837 billion, total loans held for investment of $2.295 billion, total deposits of $2.072 billion and total stockholders equity of $310.5 million.

Our common stock is listed on the Nasdaq Global Select Market under the symbol TBK. Our principal executive offices are located at 12700 Park Central Drive, Suite 1700, Dallas, Texas 75251. Our telephone number is (214) 365-6900. Additional information about us and our subsidiaries is included in the documents incorporated by reference in this prospectus supplement. See Where You Can Find More Information on page S-iii of this prospectus supplement.

Recent Developments

Our Pending Acquisition of Colorado Branches from Independent Bank

As previously announced, on June 23, 2017, the Bank entered into a Purchase and Assumption Agreement (the Purchase Agreement) with Independent Bank, a Texas state chartered bank, pursuant to which the Bank agreed to acquire certain assets and assume certain liabilities associated with nine Independent Bank branch locations in Colorado (the Branches, and the transaction, the Branch Acquisition). Pursuant to the terms of the Purchase Agreement, the Bank will purchase approximately $102 million in loans (with an average loan yield of 5.0%) and assume approximately $169 million in deposits (with an average cost of deposits of 38 basis points) associated with the Branches and will pay a deposit premium based on Branch deposits during the 30 days prior to the closing, which we estimate to be approximately $7 million, or 4.12%, based on Branch deposits as of June 30, 2017. The Branches currently provide a wide range of relationship-driven retail and commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. As of June 30,

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2017, the Branches had a 60% loan to deposit ratio, 42% of the Branch deposits were demand deposits and 97% of the Branch deposits were core deposits. The transaction is expected to close during the fourth quarter of 2017 and is subject to certain closing conditions, including receipt of regulatory approvals and other customary closing conditions.

Our Pending Acquisition of Valley Bancorp

As previously announced, we entered into an Agreement and Plan of Merger (the Merger Agreement), dated as of July 26, 2017, with Valley Bancorp, Inc., a Colorado corporation (Valley), and James J. O Dell, solely in his capacity as the representative of each Valley shareholder, pursuant to which, subject to the terms and conditions set forth in the Merger Agreement, Valley will merge with and into the Company (the Merger, and the transaction, the Valley Acquisition), with the Company continuing as the surviving corporation in the Merger. We will pay cash consideration of $39 million in the Valley Acquisition. Immediately following the Merger (or at such later time that we may determine in our sole discretion), Valley Bank & Trust, the banking subsidiary of Valley (Valley Bank), will merge with and into TBK Bank, with TBK Bank surviving the bank merger. Valley currently provides a variety of financial services to individuals and business customers through Valley Bank in seven branches in Colorado, and as of June 30, 2017, Valley Bank had $314 million in total assets, $281 million in total deposits (with an average cost of deposits of 10 basis points) and $171 million in total loans outstanding (with an average loan yield of 5.68%). As of June 30, 2017, Valley Bank had a 61% loan to deposit ratio, 56% of the Valley Bank deposits were demand deposits and 99% of the Valley Bank deposits were core deposits. The transaction is expected to close during the fourth quarter of 2017 and is subject to certain closing conditions, including receipt of regulatory approvals, approval of the Merger Agreement by Valley shareholders and other customary closing conditions. Shareholders that beneficially own an aggregate of approximately 89% of the outstanding shares of Valley s voting common stock have entered into an agreement to vote in favor of the Valley Acquisition.

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THE OFFERING

The following summary contains basic information about our common stock. This description is not complete and does not contain all of the information that you should consider before investing in shares of our common stock. For a more complete understanding of our common stock, you should read Description of Common Stock and Preferred Stock Common Stock in the accompanying prospectus.

Issuer	Triumph Bancorp, Inc., a Texas corporation.
Common Stock We Are Offering	shares (or shares if the underwriters of this offering exercise in full their option to purchase additional shares).
Shares of Common Stock to Be Outstanding After This Offering	shares (or shares if the underwriters of this offering exercise in full their option to purchase additional shares).
Public Offering Price Per Share	$
Nasdaq Global Select Market Symbol for our Common Stock	TBK
Use of Proceeds	We estimate that the net proceeds from the offering will be approximately $ million (or approximately $ million if the underwriters exercise in full their option to purchase additional shares). We intend to use a portion of the net proceeds of this offering to fund a portion of the consideration payable in the Valley Acquisition, and to use the remainder for general corporate purposes, including potential future strategic acquisitions and investments in TBK Bank as regulatory capital. This offering is not conditioned on, and is expected to be consummated before, the closing of the Valley Acquisition. See Prospectus Supplement Summary Recent Developments Our Pending Valley Bancorp Acquisition and Use of Proceeds.
Risk Factors	Investing in our common stock involves risks. Before deciding whether to invest in our common stock, you should carefully consider the information set forth in the section of the prospectus supplement entitled Risk Factors beginning on page S-10, as well as the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information contained under the caption entitled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our Quarterly Report

on Form 10-Q for the fiscal quarter ended June 30, 2017.

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SUMMARY OF SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following tables set forth consolidated financial and other data as of and for each of the periods indicated. The selected consolidated financial data presented below as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012 is derived from our audited consolidated financial statements, which are incorporated by reference into this prospectus. The selected consolidated financial data presented below as of and for the six months ended June 30, 2017 and 2016 is derived from our unaudited interim consolidated financial statements, which are incorporated by reference into this prospectus. Results from past periods are not necessarily indicative of results that may be expected for any future period. You should read these tables together with the historical consolidated financial information contained in our consolidated financial statements and related notes, as well as the information contained under the caption entitled Management s Discussion and Analysis of Financial Condition and Results of Operations, in our Annual Report on Form 10-K for the year ended December 31, 2016, and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, which have been filed with the SEC and are incorporated herein by reference.

	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
(Dollars in thousands)	**2017**	**2016**	**2016**	**2015**	**2014**	**2013**	**2012**
Income Statement Data:							
Interest income	$ 79,870	$ 53,247	$ 124,492	$ 98,760	$ 87,230	$ 42,630	$ 26,952
Interest expense	9,494	4,851	12,134	8,109	6,770	3,947	3,715
Net interest income	70,376	48,396	112,358	90,651	80,460	38,683	23,237
Provision for loan losses	9,125	1,428	6,693	4,529	5,858	3,412	1,739
Net interest income after provision	61,251	46,968	105,665	86,122	74,602	35,271	21,498
Gain on branch sale/sale of subsidiary	20,860				12,619		
Bargain purchase gain				15,117		9,014	
Other noninterest income	11,627	8,649	20,956	18,180	12,148	3,999	2,661
Noninterest income	32,487	8,649	20,956	33,297	24,767	13,013	2,661
Noninterest expense	62,158	40,409	93,112	81,865	69,202	32,724	18,479
Net income before income taxes	31,580	15,208	33,509	37,554	30,167	15,560	5,680
Income tax expense (benefit)	11,447	5,576	12,809	8,421	10,378	2,133	(5,394)
Net income	20,133	9,632	20,700	29,133	19,789	13,427	11,074
Income attributable to noncontrolling interests					(2,060)	(867)	(993)
Dividends on preferred stock	(385)	(389)	(887)	(780)	(780)	(721)	
Net income available to common stockholders	$ 19,748	$ 9,243	$ 19,813	$ 28,353	$ 16,949	$ 11,839	$ 10,081

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(Dollars in thousands)	As of and for the Six Months Ended June 30, 2017	2016	As of and for the Years Ended December 31, 2016	2015	2014	2013	2012
Balance Sheet Data:							
Total assets	$ 2,836,684	$ 1,783,395	$ 2,641,067	$ 1,691,313	$ 1,447,898	$ 1,288,239	$ 301,462
Cash and cash equivalents	117,502	61,750	114,514	105,277	160,888	85,797	15,784
Investment securities	253,242	187,292	304,381	163,169	162,769	185,397	43,645
Loans held for sale				1,341	3,288	5,393	
Loans held for investment, net	2,275,303	1,396,746	2,012,219	1,279,318	997,035	877,454	209,323
Total liabilities	2,526,217	1,503,632	2,351,722	1,423,275	1,210,389	1,127,642	237,988
Noninterest bearing deposits	381,042	170,834	363,351	168,264	179,848	150,238	10,323
Interest bearing deposits	1,691,139	1,104,320	1,652,434	1,080,686	985,381	894,616	215,376
FHLB advances	340,000	180,500	230,000	130,000	3,000	21,000	10,500
Senior secured note						12,573	
Subordinated notes	48,780		48,734				
Junior subordinated debentures	32,943	24,823	32,740	24,687	24,423	24,171	
Noncontrolling interests						26,997	6,962
Total stockholders equity	310,467	279,763	289,345	268,038	237,509	133,600	56,512
Preferred stockholders equity	9,658	9,746	9,746	9,746	9,746	9,746	5,000
Common stockholders equity[(1)]	300,809	270,017	279,599	258,292	227,763	123,854	51,512

	As of and for the Six Months Ended June 30, 2017	2016	As of and for the Years Ended December 31, 2016	2015	2014	2013	2012
Per Share Data:							
Basic earnings per common share	$ 1.10	$ 0.52	$ 1.11	$ 1.60	$ 1.55	$ 1.40	$ 2.24
Diluted earnings per common share	$ 1.07	$ 0.51	$ 1.10	$ 1.57	$ 1.52	$ 1.39	$ 2.24
Book value per share	$ 16.59	$ 14.91	$ 15.47	$ 14.34	$ 12.68	$ 12.60	$ 11.23
Tangible book value per share[(1)]	$ 14.20	$ 13.47	$ 12.89	$ 12.79	$ 11.06	$ 9.70	$ 8.17
Shares outstanding end of period	18,132,585	18,107,493	18,078,247	18,018,200	17,963,783	9,832,585	4,586,356
Weighted average shares outstanding basic	17,984,184	17,838,267	17,856,828	17,720,479	10,940,083	8,481,137	4,502,595
Weighted average shares outstanding diluted	18,899,865	18,011,931	18,053,531	18,524,889	11,672,780	8,629,611	4,502,595

Adjusted Per Share Data:[(1)]							
Adjusted diluted earnings per common share	$ 0.54	$ 0.51	$ 1.17	$ 0.80	$ 0.82	$ 0.51	$ 2.25
Adjusted weighted average shares outstanding diluted	18,229,621	18,011,931	18,729,882	17,848,538	10,996,429	8,486,254	4,502,595

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	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Performance Ratios:[2]							
Return on average assets	1.52%	1.13%	1.00%	1.89%	1.46%	2.40%	3.82%
Return on average total equity	13.49%	7.04%	7.33%	11.31%	10.87%	12.13%	20.31%
Return on average common equity[1]	13.67%	7.00%	7.29%	11.44%	11.61%	11.98%	23.02%
Return on average tangible common equity[1]	16.17%	7.80%	8.37%	12.98%	14.51%	14.50%	33.17%
Yield on loans	7.49%	8.18%	7.71%	8.62%	8.90%	10.90%	12.99%
Adjusted yield on loans[1]	7.10%	7.65%	7.23%	8.20%	7.96%	9.69%	11.15%
Cost of interest bearing deposits	0.73%	0.73%	0.70%	0.67%	0.54%	0.92%	1.57%
Cost of total deposits	0.59%	0.64%	0.59%	0.58%	0.46%	0.84%	1.51%
Cost of total funds	0.81%	0.68%	0.68%	0.64%	0.58%	0.89%	1.60%
Net interest margin	5.78%	6.22%	5.91%	6.49%	6.67%	7.77%	8.93%
Adjusted net interest margin[1]	5.45%	5.79%	5.52%	6.16%	5.93%	6.85%	7.53%
Efficiency ratio	60.43%	70.84%	69.84%	66.05%	65.77%	63.30%	71.35%
Adjusted efficiency ratio[1]	69.53%	70.84%	68.63%	73.59%	74.73%	73.11%	71.15%
Net noninterest expense to average assets	2.24%	3.73%	3.47%	3.16%	3.28%	3.53%	5.45%
Adjusted net noninterest expense to average assets[1]	3.43%	3.73%	3.39%	4.03%	4.22%	4.87%	5.43%

	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Asset Quality Ratios:[3]							
Past due to total loans	2.51%	2.80%	3.61%	2.41%	2.57%	2.78%	6.81%
Nonperforming loans to total loans	1.36%	1.56%	2.23%	1.03%	1.66%	1.41%	4.77%
Nonperforming assets to total assets	1.50%	1.60%	1.98%	1.10%	1.73%	2.03%	4.92%
ALLL to nonperforming loans	63.56%	62.60%	34.00%	94.10%	53.02%	29.41%	19.12%
ALLL to total loans	0.86%	0.98%	0.76%	0.97%	0.88%	0.41%	0.91%
Net charge-offs to average loans	0.23%	0.02%	0.25%	0.07%	0.07%	0.45%	0.12%

	As of and for the Six Months Ended June 30,		As of and for the Years Ended December 31,				
	2017	2016	2016	2015	2014	2013	2012
Capital Ratios:							
Tier 1 capital to average assets	11.28%	16.02%	10.85%	16.56%	15.92%	12.87%	16.15%
Tier 1 capital to risk-weighted assets	11.30%	17.14%	11.85%	18.23%	19.56%	14.11%	19.77%
Common equity Tier 1 capital to risk-weighted assets	9.73%	15.19%	10.18%	16.23%	N/A	N/A	N/A
Total capital to risk-weighted assets	13.87%	18.01%	14.60%	19.11%	20.35%	14.47%	20.62%
Total equity to total assets	10.94%	15.69%	10.96%	15.85%	16.40%	12.47%	21.06%
Total stockholders equity to total assets	10.94%	15.69%	10.96%	15.85%	16.40%	10.37%	18.75%
	9.22%	13.88%	8.98%	13.85%	14.00%	7.57%	13.04%

Tangible common stockholders equity ratio[1]

(1) The Company uses certain non-GAAP financial measures to provide meaningful supplemental information regarding the Company s operational performance and to enhance investors overall understanding of such financial performance. The non-GAAP measures used by the Company include the following:

Common stockholders equity is defined as total stockholders equity at end of period less the liquidation preference value of the preferred stock.

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Adjusted diluted earnings per common share is defined as adjusted net income available to common stockholders divided by adjusted weighted average diluted common shares outstanding. Excluded from net income available to common stockholders are material gains and expenses related to merger and acquisition-related activities, net of tax. In our judgment, the adjustments made to net income available to common stockholders allow management and investors to better assess our performance in relation to our core net income by removing the volatility associated with certain acquisition-related items and other discrete items that are unrelated to our core business. Weighted average diluted common shares outstanding are adjusted as a result of changes in their dilutive properties given the gain and expense adjustments described herein.

Tangible common stockholders equity is defined as common stockholders equity less goodwill and other intangible assets.

Total tangible assets is defined as total assets less goodwill and other intangible assets.

Tangible book value per share is defined as tangible common stockholders equity divided by total common shares outstanding. This measure is important to investors interested in changes from period-to-period in book value per share exclusive of changes in intangible assets.

Tangible common stockholders equity ratio is defined as the ratio of tangible common stockholders equity divided by total tangible assets. We believe that this measure is important to many investors in the marketplace who are interested in relative changes from period-to period in common equity and total assets, each exclusive of changes in intangible assets.

Return on Average Tangible Common Equity is defined as net income available to common stockholders divided by average tangible common stockholders equity.

Adjusted efficiency ratio is defined as noninterest expenses divided by our operating revenue, which is equal to net interest income plus noninterest income. Also excluded are material gains and expenses related to merger and acquisition-related activities, including divestitures. In our judgment, the adjustments made to operating revenue allow management and investors to better assess our performance in relation to our core operating revenue by removing the volatility associated with certain acquisition-related items and other discrete items that are unrelated to our core business.

Adjusted net noninterest expense to average total assets is defined as noninterest expenses net of noninterest income divided by total average assets. Excluded are material gains and expenses related to merger and acquisition-related activities, including divestitures. This metric is used by our management to better assess our operating efficiency.

Adjusted yield on loans is defined as our yield on loans after excluding loan accretion from our acquired loan portfolio. Our management uses this metric to better assess the impact of purchase accounting on our yield on loans, as the effect of loan discount accretion is expected to decrease as the acquired loans roll off of our balance sheet.

Adjusted net interest margin is defined as net interest margin after excluding loan accretion from the acquired loan portfolio. Our management uses this metric to better assess the impact of purchase accounting on net interest margin, as the effect of loan discount accretion is expected to decrease as the acquired loans mature or roll off of our balance sheet.

(2) Ratios for the six months ended June 30, 2017 and 2016 have been annualized, except for net charge-offs to average loans.
(3) Asset quality ratios exclude loans held for sale.

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GAAP Reconciliation of Non-GAAP Financial Measures

s in thousands, except re amounts)[1]	As of and for the Six Months Ended June 30, 2017	2016	As of and for the Years Ended December 31, 2016	2015	2014	2013	2012
ockholders equity	$ 310,467	$ 279,763	$ 289,345	$ 268,038	$ 237,509	$ 133,600	$ 56,
ed stock liquidation nce	(9,658)	(9,746)	(9,746)	(9,746)	(9,746)	(9,746)	(5,
ommon stockholders	300,809	270,017	279,599	258,292	227,763	123,854	51,
ill and other bles	(43,321)	(26,160)	(46,531)	(27,854)	(29,057)	(28,518)	(14,
e common olders equity	$ 257,488	$ 243,857	$ 233,068	$ 230,438	$ 198,706	$ 95,336	$ 37,
on shares outstanding	18,132,585	18,107,493	18,078,247	18,018,200	17,963,783	9,832,585	4,586,
e book value per	$ 14.20	$ 13.47	$ 12.89	$ 12.79	$ 11.06	$ 9.70	$ 8
ssets at end of period	$ 2,836,684	$ 1,783,395	$ 2,641,067	$ 1,691,313	$ 1,447,898	$ 1,288,239	301,
ill and other bles	(43,321)	(26,160)	(46,531)	(27,854)	(29,057)	(28,518)	(14,
e assets at period end	$ 2,793,363	$ 1,757,235	$ 2,594,536	$ 1,663,459	$ 1,418,841	$ 1,259,721	$ 287,
e common olders equity ratio	9.22%	13.88%	8.98%	13.85%	14.00%	7.57%	13
ome available to n stockholders	$ 19,748	$ 9,243	$ 19,813	$ 28,353	$ 16,949	$ 11,839	$ 10,
branch sale/sale of ary	(20,860)				(12,619)		
purchase gain				(15,117)		(9,014)	
ction costs	325		1,618	243		1,521	
ental bonus related to tion	4,814			1,750			
recovery				(300)			
ect of adjustments	5,754		(251)	(592)	4,727		
d net income le to common olders	$ 9,781	$ 9,243	$ 21,180	$ 14,337	$ 9,057	$ 4,346	$ 10,

e effect of convertible ed stock			783				
ed net income le to common olders diluted	$ 9,781	$ 9,243	$ 21,963	$ 14,337	$ 9,057	$ 4,346	$ 10,
ed average shares ding diluted	18,899,865	18,011,931	18,053,531	18,524,889	11,672,780	8,629,611	4,502,
ed effects of assumed ed Stock conversion	(670,244)		676,351	(676,351)	(676,351)	(143,357)	
ed weighted average outstanding diluted	18,229,621	18,011,931	18,729,882	17,848,538	10,996,429	8,486,254	4,502,
ed diluted earnings per n share	$ 0.54	$ 0.51	$ 1.17	$ 0.80	$ 0.82	$ 0.51	$ 2
ome available to n stockholders	$ 19,748	$ 9,243	$ 19,813	$ 28,353	$ 16,949	$ 11,839	$ 10,
e tangible common	246,290	238,420	236,660	218,392	116,817	81,636	30,
on average tangible n equity	16.17%	7.80%	8.37%	12.98%	14.51%	14.50%	33
ed yield on loans	7.49%	8.18%	7.71%	8.62%	8.90%	10.90%	12
of accretion income on d loans	(0.39%)	(0.53%)	(0.48%)	(0.42%)	(0.94%)	(1.21%)	(1
ed yield on loans	7.10%	7.65%	7.23%	8.20%	7.96%	9.69%	11
ed net interest margin	5.78%	6.22%	5.91%	6.49%	6.67%	7.77%	8
of accretion income on d loans	(0.33%)	(0.43%)	(0.39%)	(0.33%)	(0.74%)	(0.92%)	(1
ed net interest margin	5.45%	5.79%	5.52%	6.16%	5.93%	6.85%	7

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(Dollars in thousands)[1]	As of and for the Six Months Ended June 30, 2017	2016	As of and for the Years Ended December 31, 2016	2015	2014	2013	2012
Adjusted efficiency ratio:							
Net interest income	$ 70,376	$ 48,396	$ 112,358	$ 90,651	$ 80,460	$ 38,683	$ 23,237
Noninterest income	32,487	8,649	20,956	33,297	24,767	13,013	2,661
Operating revenue	102,863	57,045	133,314	123,948	105,227	51,696	25,898
Gain on branch sale/sale of subsidiary	(20,860)				(12,619)		
Bargain purchase gain				(15,117)		(9,014)	
Escrow recovery				(300)			
Adjusted operating revenue	$ 82,003	$ 57,045	$ 133,314	$ 108,531	$ 92,608	$ 42,682	$ 25,898
Total noninterest expenses	$ 62,158	$ 40,409	$ 93,112	$ 81,865	$ 69,202	$ 32,724	$ 18,479
Transaction costs	(325)		(1,618)	(243)		(1,521)	(52)
Incremental bonus related to transaction	(4,814)			(1,750)			
Adjusted noninterest expenses	$ 57,019	$ 40,409	$ 91,494	$ 79,872	$ 69,202	$ 31,203	$ 18,427
Adjusted efficiency ratio	69.53%	70.84%	68.63%	73.59%	74.73%	73.11%	71.15%
Adjusted net noninterest expense to average assets ratio:	3.43%	3.73%	3.39%	4.03%	4.22%	4.87%	5.43%
Total noninterest expenses	$ 62,158	$ 40,409	$ 93,112	$ 81,865	$ 69,202	$ 32,724	$ 18,479
Transaction costs	(325)		(1,618)	(243)		(1,521)	(52)
Incremental bonus related to transaction	(4,814)			(1,750)			
Adjusted noninterest expense	57,019	40,409	91,494	79,872	69,202	31,203	18,427
Total noninterest income	32,487	8,649	20,956	33,297	24,767	13,013	2,661
Gain on branch sale/sale of subsidiary	(20,860)				(12,619)		
Bargain purchase gain				(15,117)		(9,014)	
Escrow recovery				(300)			
Adjusted noninterest income	11,627	8,649	20,956	17,880	12,148	3,999	2,661
	$ 45,392	$ 31,760	$ 70,538	$ 61,992	$ 57,054	$ 27,204	$ 15,766

Adjusted net noninterest expenses							
Average total Assets	$ 2,671,580	$ 1,712,784	$ 2,079,756	$ 1,537,856	$ 1,353,421	$ 558,946	$ 290,209
Adjusted net noninterest expense to average assets ratio	3.43%	3.73%	3.39%	4.03%	4.22%	4.87%	5.43%

(1) The non-GAAP financial measures included above provide useful information to management and investors that is supplementary to our financial condition, results of operations and cash flows computed in accordance with GAAP. However, non-GAAP financial measures are not necessarily comparable to GAAP measures and should not be considered in isolation or viewed as a substitute for the most directly comparable or other financial measures calculated in accordance with GAAP. Moreover, the manner in which we calculate non-GAAP financial measures may differ from that of other companies reporting non-GAAP measures with similar names. You should understand how such other companies calculate their financial measures that may be similar or have names that are similar to the non-GAAP financial measures discussed herein when comparing such non-GAAP financial measures.

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RISK FACTORS

An investment in shares of our common stock involves various risks. You should carefully consider the risk factors described in Part I, Item 1A, Risk Factors in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, in Part II, Item 1A, Risk Factors in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017 and in our other reports we file from time to time with the SEC, which are incorporated by reference into this prospectus supplement and the accompanying prospectus, as the same may be amended, supplemented or superseded from time to time by our filings under the Exchange Act. You should also carefully consider the risks described below, and the other information included or incorporated by reference into this prospectus supplement and the accompanying prospectus before investing in our common stock. The risks described below and in the accompanying prospectus or in the documents incorporated by reference herein are not the only risks applicable to us or an investment in our common stock. Additional risks not currently known to us or that we currently consider immaterial also may impair our business.

Risks Related to our Common Stock

The market price of our common stock may decline after the offering.

The price per share at which we sell our common stock in this offering may be more or less than the market price of the common stock on the date the offering is consummated. If the purchase price in the offering is higher than the market price at the time the offering is consummated, purchasers will experience an immediate decline in the value of their investment in the common stock purchased in this offering. If the purchase price in the offering is less than the market price for the shares at the time the offering is consummated, certain purchasers who buy shares in this offering may be inclined to immediately sell those shares to attempt to realize a profit. Any such sales, depending on their volume and timing, could cause the market price of our common stock to decline. Additionally, because stock prices generally fluctuate over time, there is no assurance that purchasers of our common stock in this offering will be able to sell shares after the offering at a price that is equal to or greater than the price for which they purchased shares in the offering. Purchasers should consider these possibilities in determining whether to purchase shares in the offering and the timing of any sales of such shares.

The market price of our common stock may be subject to substantial fluctuations, which may make it difficult for you to sell your shares at the volume, prices and times desired.

The market price of our common stock may be highly volatile, which may make it difficult for you to resell your shares at the volume, prices and times desired. There are many factors that may impact the market price and trading volume of our common stock, including, without limitation:

- actual or anticipated fluctuations in our operating results, financial condition or asset quality;
- changes in economic or business conditions;
- the effects of and changes in, trade, monetary and fiscal policies, including the interest rate policies of the Federal Reserve;

publication of research reports about us, our competitors or the bank and non-bank financial services industries generally, or changes in, or failure to meet, securities analysts estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;

operating and stock price performance of companies that investors deem comparable to us;

future issuances of our common stock or other securities;

additions or departures of key personnel;

proposed or adopted changes in laws, regulations or policies affecting us;

perceptions in the marketplace regarding our competitors and/or us;

- our treatment as an emerging growth company under federal securities laws;

- changes in accounting principles, policies and guidelines;

- rapidly changing technology;

- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving our competitors or us;

- other economic, competitive, governmental, regulatory and technological factors affecting our operations, pricing, products and services; and

- other news, announcements or disclosures (whether by us or others) related to us, our competitors, our core market or the bank and non-bank financial services industries.

The stock market and, in particular, the market for financial institution stocks, have experienced substantial fluctuations in recent years, which in many cases have been unrelated to the operating performance and prospects of particular companies. In addition, significant fluctuations in the trading volume in our common stock may cause significant price variations to occur. Increased market volatility may materially and adversely affect the market price of our common stock, which could make it difficult to sell your shares at the volume, prices and times desired.

Securities analysts may discontinue coverage on our common stock, which could adversely affect the market for our common stock.

The trading market for our common stock will depend in part on the research and reports that securities analysts publish about us and our business. We do not have any control over these securities analysts and they may decide not to cover, or to discontinue their coverage of, our common stock. If securities analysts do not cover, or discontinue their coverage of, our common stock, the lack of research coverage may adversely affect our market price. If we are covered by securities analysts and our common stock is the subject of an unfavorable report, the price of our common stock may decline. If one or more of these analysts cease to cover us or fail to publish regular reports on us, we could lose visibility in the financial markets, which could cause the price or trading volume of our common stock to decline.

We are an emerging growth company, and the reduced reporting requirements applicable to emerging growth companies may make our common stock less attractive to investors.

We are an emerging growth company, as defined in the U.S. Jumpstart Our Business Startups Act of 2012. For as long as we continue to be an emerging growth company, we may take advantage of exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies, including reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We could be an emerging growth company for up to five years from the date of our initial public offering, although we could lose that status sooner if our total annual gross revenues exceed $1.07 billion, if we issue more than $1.0 billion in nonconvertible debt in a three-year period or if the fair value of our common stock held by non-affiliates exceeds $700 million as of any June 30 before that time, in which case we would no longer be an emerging growth company as of the following December 31. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions, or if we choose to rely on additional exemptions in the future. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and our stock price may be more volatile.

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The rights of our common stockholders are subordinate to the rights of the holders of our Series A Preferred Stock and Series B Preferred Stock and any debt securities that we may issue and may be subordinate to the holders of any other class of preferred stock that we may issue in the future.

There are 96,576 shares of our Series A Preferred Stock and Series B Preferred Stock issued and outstanding. These shares have rights that are senior to our common stock. As a result, we must make payments on the preferred stock before any dividends can be paid on our common stock and, in the event of our bankruptcy, dissolution or liquidation, the holders of the Series A Preferred Stock and Series B Preferred Stock must be satisfied in full before any distributions can be made to the holders of our common stock. Our board of directors has the authority to issue in the aggregate up to 1,000,000 shares of preferred stock and to determine the terms of each issue of preferred stock without stockholder approval. Accordingly, you should assume that any shares of preferred stock that we may issue in the future will also be senior to our common stock and could have a preference on liquidating distributions or a preference on dividends that could limit our ability to pay dividends to the holders of our common stock. Because our decision to issue debt or equity securities or incur other borrowings in the future will depend on market conditions and other factors beyond our control, the amount, timing, nature or success of our future capital-raising efforts is uncertain. Thus, common stockholders bear the risk that our future issuances of debt or equity securities or our incurrence of other borrowings will negatively affect the market price of our common stock.

We depend on the profitability of our bank subsidiary.

Our principal source of funds to pay dividends on our common and preferred stock and service any of our obligations are dividends received directly from our subsidiaries. Substantially all of our current operations are currently conducted through our bank subsidiary. As is the case with all financial institutions, the profitability of our bank subsidiary is subject to the fluctuating cost and availability of money, changes in interest rates and in economic conditions in general. In addition, various federal and state statutes limit the amount of dividends that our bank subsidiary may pay to us, with or without regulatory approval.

We do not intend to pay dividends in the foreseeable future and our future ability to pay dividends is subject to restrictions.

We have not historically declared or paid any cash dividends on our common stock since inception. Holders of our common stock are entitled to receive only such cash dividends as our board of directors may declare out of funds legally available for such payments. Any declaration and payment of dividends on common stock will depend upon our earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to the common stock and other factors deemed relevant by the board of directors. Furthermore, consistent with our business plans, growth initiatives, capital availability, projected liquidity needs and other factors, we have made and will continue to make, capital management decisions and policies that could adversely impact the amount of dividends, if any, paid to our common stockholders. We are also restricted from paying dividends on our common stock if we do not pay dividends on our Series A Preferred Stock and Series B Preferred Stock for the same dividend period.

Our board of directors intends to retain all of our earnings to promote growth and build capital. Accordingly, we do not expect to pay dividends in the foreseeable future. In addition, we are subject to certain restrictions on the payment of cash dividends as a result of banking laws, regulations and policies. Further, the Federal Reserve issued Supervisory Letter SR 09-4 on February 24, 2009 and revised as of March 27, 2009, which provides guidance on the declaration and payment of dividends, capital redemptions and capital repurchases by bank holding companies. Supervisory Letter SR 09-4 provides that, as a general matter, a financial holding company should eliminate, defer or significantly reduce its dividends, if: (1) the financial holding company s net income available to stockholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (2) the financial holding company s prospective rate of earnings retention is not consistent with the financial holding company s capital needs and overall current and prospective financial

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condition; or (3) the financial holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Failure to do so could result in a supervisory finding that the financial holding company is operating in an unsafe and unsound manner.

Our corporate governance documents and certain corporate and banking laws applicable to us, could make a takeover more difficult.

Certain provisions of our articles of incorporation and bylaws and corporate and federal banking laws and regulations could delay, defer or prevent a third party from acquiring control of our organization or conducting a proxy contest, even if those events were perceived by many of our stockholders as beneficial to their interests.

These provisions may discourage potential acquisition proposals and could delay or prevent a change in control, including under circumstances in which our stockholders might otherwise receive a premium over the market price of our shares.

Our management has broad discretion over the use of proceeds from this offering.

Our management has significant flexibility in applying the proceeds that we receive from this offering. Although we have indicated our intent to use a portion of the net proceeds from this offering to consummate the Valley Acquisition, and the remainder for general corporate purposes, our management retains significant discretion with respect to the use of proceeds. Furthermore, this offering is not conditioned on, and is expected to be consummated before, the closing of the Valley Acquisition. To the extent the Valley Acquisition is not consummated, our management may use the net proceeds from this offering for different purposes and you will not be entitled to a refund if you purchase shares of our common stock in this offering. The proceeds of this offering may be used in a manner which does not generate a favorable return for us. We may use the proceeds to fund future acquisitions of other businesses. In addition, if we use the funds to acquire other businesses, there can be no assurance that any business we acquire would be successfully integrated into our operations or otherwise perform as expected.

Risk Related to our Pending Acquisitions

The Valley Acquisition, the Branch Acquisition, or both, may not be completed, or if completed may not be successful, due to a number of factors.

Consummation of the Valley Acquisition and the Branch Acquisition (collectively, the pending acquisitions) is in each case subject to receipt of required regulatory approvals and the satisfaction of certain other customary closing conditions. The pending acquisitions may not be completed, or if completed may not be successful, due to a number of factors, including, without limitation:

- we may not receive the necessary regulatory approvals to consummate the pending acquisitions or any such approval may contain terms, conditions or restrictions that could have a material adverse effect on us;

- we may not be able to successfully integrate Valley Bank or the Branches into our current operations;

we may not be able to limit the outflow of deposits held by our new customers in the pending acquisitions or retain interest-earning assets (*i.e.*, loans) acquired in the pending acquisitions;

we may not be able to attract new deposits or generate new interest-earning assets;

we may not be able to deploy the cash we receive in the pending acquisitions on a timely basis into assets, including investment securities, bearing sufficiently high yields without incurring unacceptable credit or interest rate risk;

we may not be able to retain and attract appropriate personnel to staff the Valley Bank branches or the Branches; and

we may not be able to earn acceptable levels of noninterest income, including fee income, from the Valley Bank branches or the Branches.

There can be no assurance that the conditions to the closing of either of the pending acquisitions will be satisfied or waived or that other events will not intervene to delay or result in the failure to close either or both of the pending acquisitions. Any delay in closing or a failure to close either of the pending acquisitions could have a negative impact on our business and the trading price of our securities, including our common stock. Likewise, the pending acquisitions may be completed on terms that differ, perhaps materially, from those described in this prospectus supplement and the documents incorporated herein by reference and investors will not be entitled to require us to repurchase any of our shares of common stock as a result of any such differences.

If completed, the success of the pending acquisitions will depend, in part, on our ability to realize the anticipated business opportunities and growth prospects we expect to result from the pending acquisitions. We may never realize these business opportunities and growth prospects. Integrating operations will be complex and will require significant efforts and expenditures on our part. Our management might have its attention diverted while trying to integrate operations and corporate and administrative infrastructures and the cost of integration may exceed our expectations. We may also be required to make unanticipated capital expenditures or investments in order to maintain, improve or sustain the branches and businesses we expect to acquire or take write-offs or impairment charges or recognize amortization expenses resulting from the pending acquisitions and may be subject to unanticipated or unknown liabilities. We might experience increased competition that limits our ability to expand our business in the future, and we might not be able to capitalize on expected business opportunities, including retaining current customers.

It is also possible that the integration process could result in the loss of key employees, the disruption of our ongoing businesses, tax costs or inefficiencies or inconsistencies in standards, controls, information technology systems, procedures and policies, any of which could adversely affect our ability to maintain relationships with customers, employees or other third parties or our ability to achieve the anticipated benefits of the pending acquisitions and could harm our financial performance.

No assurance can be given that we will be able to integrate the Valley Bank branches and the Branches successfully, that the pending acquisitions will not expose us to unknown material liabilities, that the operation of the branches and businesses we expect to acquire will not adversely affect our existing profitability, that we will be able to achieve results in the future similar to those achieved by our existing banking business, that we will be able to compete effectively in new market areas or that we will be able to manage growth effectively. The difficulties or costs we may encounter in integration could materially and adversely affect our earnings and financial condition.

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USE OF PROCEEDS

We estimate that the net proceeds of this offering will be approximately $ million (or approximately $ million if the underwriters exercise in full their option to purchase additional shares), based on the public offering price of $ per share, after deducting the underwriting discount and estimated expenses. We intend to use a portion of the net proceeds of this offering to fund a portion of the consideration payable in the Valley Acquisition, and to use the remainder for general corporate purposes, including potential future strategic acquisitions and investments in TBK Bank as regulatory capital. This offering is not conditioned on, and is expected to be consummated before, the closing of the Valley Acquisition.

To the extent we use a portion of the net proceeds from this offering to finance future strategic acquisitions, these may include, without limitation, acquisitions of bank and non-bank financial services companies that we believe are complementary to our business and consistent with our growth strategy and funding investments in our subsidiaries.

Our management will have broad discretion in the application of the net proceeds from this offering, and investors will be relying on the judgment of our management with regard to the use of these net proceeds. Pending the use of the net proceeds from this offering as described above, we may invest the net proceeds in short-term, investment-grade, interest-bearing instruments.

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CAPITALIZATION

The following table sets forth, on a consolidated basis, our capitalization as of June 30, 2017 on an actual historical basis and as adjusted to give effect to this offering of shares of our common stock at the public offering price of $ per share, less the underwriting discount and estimated offering expenses (assuming the underwriters option to purchase additional shares from us is not exercised), as if the offering had been completed as of June 30, 2017. This information should be read together with the financial and other data in this prospectus supplement as well as the unaudited consolidated financial statements and related notes and the information contained under the caption entitled Management s Discussion and Analysis of Financial Condition and Results of Operations, in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, which has been filed with the SEC and is incorporated herein by reference.

	As of June 30, 2017	
	Actual	**As adjusted for the offering**
	(dollars in thousands) (unaudited)	
Liabilities		
Total deposits	$ 2,072,181	$ 2,072,181
Customer repurchase agreements	14,959	14,959
FHLB advances	340,000	340,000
Subordinated notes	48,780	48,780
Junior subordinated debentures	32,943	32,943
Other liabilities	17,354	17,354
Total Liabilities	$ 2,526,217	$ 2,526,217
Stockholders equity		
Preferred Stock Series A	$ 4,550	$ 4,550
Preferred Stock Series B	5,108	5,108
Common stock	182	
Additional paid-in capital	198,570	
Treasury stock, at cost	(1,759)	(1,759)
Retained earnings	103,658	103,658
Accumulated other comprehensive income	158	158
Total Stockholders Equity	$ 310,467	$
Total Capitalization	$ 2,836,684	

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PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY

Our common stock is listed on Nasdaq under the symbol TBK. Set forth below are the high and low closing prices for our common stock as reported by Nasdaq for the two most recently completed fiscal years and the period from January 1, 2017 through July 25, 2017 of the current fiscal year.

	High	Low
2017		
Third Quarter (through July 25, 2017)	$ 29.05	$ 24.85
Second Quarter	$ 25.90	$ 20.55
First Quarter	$ 27.75	$ 24.25
2016		
Fourth Quarter	$ 26.15	$ 18.40
Third Quarter	$ 19.84	$ 15.54
Second Quarter	$ 16.99	$ 14.79
First Quarter	$ 16.44	$ 12.92
2015		
Fourth Quarter	$ 17.94	$ 16.15
Third Quarter	$ 16.80	$ 12.52
Second Quarter	$ 13.89	$ 12.35
First Quarter	$ 13.71	$ 12.07

On July 25, 2017, the closing price for our common stock as reported on Nasdaq was $28.60. As of July 24, 2017, there were approximately 18,137,776 shares of our common stock outstanding and approximately 328 holders of our common stock.

We have not historically declared or paid cash dividends on our common stock since inception. Holders of our common stock are entitled to receive only such cash dividends as our board of directors may declare out of funds legally available for such payments. Any declaration and payment of dividends on our common stock will depend upon our earnings and financial condition, liquidity and capital requirements, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to the common stock (including our outstanding Series A Preferred Stock and Series B Preferred Stock) and other factors deemed relevant by our board of directors. Our board of directors intends to retain all of our earnings to promote growth and build capital. Accordingly, we do not expect to pay dividends in the foreseeable future. In addition, we are subject to certain restrictions on the payment of cash dividends as a result of banking laws, regulations and policies. For a description of these restrictions, see the discussion in Part I, Item 1, Business of our Annual Report on Form 10-K for the year ended December 31, 2016 under the caption entitled Supervision and Regulation Bank Holding Company Regulation, which is incorporated by reference herein.

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MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS

The following is a general discussion of material U.S. federal income tax considerations with respect to the ownership and disposition of shares of our common stock applicable to non-U.S. holders (as defined below) who acquire such shares in this offering and hold such shares as a capital asset within the meaning of Section 1221 of the United States Internal Revenue Code of 1986, as amended (the Code), generally meaning property held for investment. For purposes of this discussion, a non-U.S. holder means a beneficial owner of our common stock that is not, for U.S. federal income tax purposes, any of the following:

- an entity or arrangement that is treated as a partnership;
- a citizen or resident of the United States;
- a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate, the income of which is includible in gross income for U.S. federal income tax purposes, regardless of its source; or
- a trust if (a) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons, as defined under the Code, has the authority to control all substantial decisions of the trust or (b) such trust has made a valid election to be treated as a U.S. person for U.S. federal income tax purposes.

This discussion is based on current provisions of the Code, Treasury regulations promulgated thereunder, judicial opinions, published positions of the Internal Revenue Service (the IRS) and other applicable authorities, all of which are subject to change (possibly with retroactive effect). This discussion does not address all aspects of U.S. federal income taxation that may be important to a particular non-U.S. holder in light of that non-U.S. holder s individual circumstances, nor does it address any aspects of the unearned income Medicare contribution tax pursuant to the Health Care and Education Reconciliation Act of 2010, any considerations in respect of the Foreign Account Tax Compliance Act of 2010 (including the U.S. Treasury regulations promulgated thereunder and intergovernmental agreements entered into pursuant thereto), any U.S. federal taxes other than income taxes (such as U.S. federal estate or gift taxes), any U.S. alternative minimum taxes or any state, local or non-U.S. taxes. This discussion may not apply, in whole or in part, to particular non-U.S. holders in light of their individual circumstances or to holders subject to special treatment under U.S. federal income tax law (such as traders in securities that elect the mark-to-market method of accounting, grantor trusts, insurance companies, tax-exempt organizations, financial institutions, brokers or dealers in securities or currencies, real estate investment trusts, foreign governments, international organizations, controlled foreign corporations, passive foreign investment companies, non-U.S. holders that hold our common stock as part of a straddle, hedge, conversion transaction or other integrated investment and certain U.S. expatriates and former long-term residents).

If a partnership (or other entity or arrangement treated as a partnership for U.S. federal income tax purposes) holds our common stock, the tax treatment of a partner therein will generally depend on the status of the partner and the activities of the partnership. Partners of a partnership (or other entity or arrangement treated as a partnership for U.S. federal income tax purposes) holding our common stock should consult their tax advisors as to the particular U.S. federal income tax consequences applicable to them.

THIS SUMMARY IS FOR GENERAL INFORMATION ONLY AND IS NOT A COMPLETE DESCRIPTION OF ALL TAX CONSEQUENCES FOR NON-U.S. HOLDERS RELATING TO THE OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK. PROSPECTIVE HOLDERS OF OUR COMMON STOCK SHOULD CONSULT WITH THEIR TAX ADVISORS REGARDING THE TAX CONSEQUENCES TO THEM (INCLUDING THE APPLICATION AND EFFECT OF ANY STATE, LOCAL, NON-U.S. INCOME AND OTHER TAX LAWS) OF THE OWNERSHIP AND DISPOSITION OF OUR COMMON STOCK.

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Dividends

In general, the gross amount of any distribution we make to a non-U.S. holder with respect to its shares of our common stock will be subject to U.S. withholding tax at a rate of 30% (or a lower rate specified in an applicable tax treaty if the non-U.S. holder is eligible for the benefits of such treaty) to the extent the distribution constitutes a dividend for U.S. federal income tax purposes, unless the non-U.S. holder is eligible for a reduced rate of withholding tax under an applicable tax treaty and the non-U.S. holder provides proper certification of its eligibility for such reduced rate. A distribution will constitute a dividend for U.S. federal income tax purposes to the extent of our current or accumulated earnings and profits, as determined for U.S. federal income tax purposes. To the extent any distribution does not constitute a dividend, it will be treated first as reducing the adjusted basis in the non-U.S. holder s shares of our common stock and then, to the extent it exceeds the non-U.S. holder s adjusted basis in its shares of our common stock, as gain from the sale or exchange of such stock. Any such gain will be subject to the treatment described below under Gain on Sale or Other Disposition of Common Stock.

Dividends we pay with respect to our common stock to a non-U.S. holder that are effectively connected with its conduct of a trade or business within the United States (or, if required by an applicable income tax treaty, are attributable to a U.S. permanent establishment of such non-U.S. holder) generally will not be subject to U.S. withholding tax, as described above, if the non-U.S. holder complies with applicable certification and disclosure requirements. Instead, such dividends generally will be subject to U.S. federal income tax on a net income basis, at the U.S. federal income tax rates applicable to U.S. citizens, nonresident aliens or domestic corporations, as applicable. Dividends received by a foreign corporation that are effectively connected with its conduct of trade or business within the United States may be subject to an additional branch profits tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty).

Gain on Sale or Other Disposition of Common Stock

Subject to the discussion below on backup withholding, in general, a non-U.S. holder will not be subject to U.S. federal income tax on any gain realized upon the sale or other disposition of the non-U.S. holder s shares of our common stock unless:

- the gain is effectively connected with a trade or business carried on by the non-U.S. holder within the United States (or, if required by an applicable income tax treaty, is attributable to a U.S. permanent establishment of such non-U.S. holder);

- the non-U.S. holder is an individual and is present in the United States for 183 days or more in the taxable year of disposition and certain other conditions are met; or

- we are or have been a United States real property holding corporation for U.S. federal income tax purposes and certain other conditions are met. We believe that we are not and we do not anticipate becoming a U.S. real property holding corporation for U.S. federal income tax purposes.

A non-U.S. holder described in the first bullet immediately above will be subject to U.S. federal income tax on a net income tax basis, at the U.S. federal income tax rates applicable to U.S. citizens, nonresident aliens or domestic corporations, as applicable. Such a non-U.S. holder that is a foreign corporation may also be subject to branch profits tax at a rate of 30% (or such lower rate as may be specified by an applicable income tax treaty) with respect to such effectively connected gain. An individual non-U.S. holder described in the second bullet immediately above will be subject to a flat 30% tax on the gain from such disposition, which may be offset by U.S. source capital losses.

Backup Withholding and Information Reporting

Generally, a non-U.S. holder may be subject to information reporting requirements with respect to dividends and other taxable distributions paid to such holder with respect to our common stock, as well as the payment of

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proceeds from the sale, exchange or redemption of our common stock, and may be subject to backup withholding on such dividends, distributions or proceeds unless it timely provides the relevant withholding agent with appropriate properly completed IRS forms and otherwise complies with the requirements of the backup withholding rules, or otherwise establishes an exemption. Copies of the information returns reporting such dividends, distributions or proceeds and related withholding may also be made available to the tax authorities in the country in which the non-U.S. holder resides under the provisions of an applicable income tax treaty.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against a non-U.S. holder s U.S. federal income tax liability provided that the required information is timely furnished to the IRS.

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UNDERWRITING

We have entered into an underwriting agreement, dated July , 2017 with the underwriters named below, for whom Stephens Inc. and Keefe, Bruyette & Woods, Inc., are acting as representatives. Subject to the terms and conditions set forth in the underwriting agreement, we agreed to sell to each of the underwriters, and each of the underwriters severally agreed to purchase from us, the number of shares of common stock shown opposite its name below.

Underwriter	Number of Shares
Stephens Inc.	
Keefe, Bruyette & Woods, Inc.	
Sandler O Neill & Partners, L.P.	
Wells Fargo Securities, LLC	
Total	

The obligations of the underwriters under the underwriting agreement, including their agreement to purchase shares of our common stock, are several and not joint. Those obligations are also subject to the satisfaction of the terms and conditions contained in the underwriting agreement.

The underwriters have agreed to purchase and pay for all of the shares of common stock being offered by this prospectus, if any such shares of common stock are purchased. However, the underwriters are not obligated to purchase or pay for the shares of common stock covered by the underwriters option to purchase additional shares described below, unless and until they exercise this option. In the event of a default by any underwriter, the underwriting agreement provides that, in certain circumstances, non-defaulting underwriters may increase their purchase commitments or the underwriting agreement may be terminated.

The shares of common stock are being offered by the several underwriters, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of certain legal matters by counsel for the underwriters and other conditions. The underwriters reserve the right to withdraw, cancel, or modify this offering and to reject orders in whole or in part.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

Option to Purchase Additional Shares

We have granted the underwriters an option, exercisable in whole or in part for 30 days after the date of this prospectus supplement, to purchase up to additional shares from us at the public offering price, less the underwriting discount. If the underwriters exercise this option, each will be obligated, subject to the terms and conditions contained in the underwriting agreement, to purchase a number of additional shares of common stock from us in approximately the same proportion as set forth in the table above.

Underwriting Discount and Expenses

The representatives of the underwriters have advised us that the underwriters propose initially to offer the shares directly to the public at the public offering price set forth on the cover page of this prospectus supplement. If all of the shares of our common stock are not sold at the public offering price, the representative of the underwriters may change the public offering price and the other selling terms.

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The following table shows the public offering price, underwriting discount and proceeds to us before expenses on a per share and aggregate basis. The aggregate amounts shown assume either no exercise or full exercise by the underwriters of their option to purchase additional shares of our common stock.

	Per Share	Total With Option Exercise	Total Without Option Exercise
Public offering price	$	$	$
Underwriting discount to be paid by us	$	$	$
Proceeds to us, before expenses	$	$	$

We estimate that the total offering expenses payable by us, not including the underwriting discount, will be approximately $. We have also agreed to reimburse the underwriters for certain of their offering expenses, including their FINRA counsel fee. In accordance with FINRA Rule 5110, these reimbursed expenses are deemed underwriting compensation for this offering.

Nasdaq Global Select Market Listing

The shares of our common stock offered hereby have been approved for listing and will be eligible for trading on the Nasdaq Global Select Market under the symbol TBK.

Lock-Up Agreements

We and each of our executive officers and directors have entered into lock-up agreements with the underwriters pursuant to which we and they have agreed, subject to certain specified exceptions, for a period of 90 days after the date of the underwriting agreement, not to engage in the following activities without the prior written consent of the representatives, directly or indirectly, (i) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, hypothecate, establish an open put equivalent position within the meaning of Rule 16a-1(h) under the Exchange Act, or otherwise dispose of or transfer any shares of our common stock or any securities convertible into or exchangeable or exercisable for our common stock, whether then owned or thereafter acquired or with respect to which we or such person has or thereafter acquires the power of disposition, or file or cause to be filed any registration statement under the Securities Act, with respect to any of the foregoing; or (ii) enter into any swap, hedge or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of the shares of our common stock or any securities convertible into or exchangeable or exercisable for our common stock, whether any such swap, hedge or transaction is to be settled by delivery of shares of our common stock or other securities, in cash or otherwise. Our executive officers and directors have also agreed not to publicly disclose the intention to make any such offer, pledge, sale or disposition, or to enter into any such swap, hedge, transaction or other arrangement.

These restrictions will be in effect for a period of 90 days after the date of the underwriting agreement. At any time and without public notice, the representatives may, in their sole discretion, waive or release all or a portion of our shares (or the other securities restricted thereby) from these lock-up agreements.

Indemnification and Contribution

Under the terms of the underwriting agreement, we have agreed to indemnify the underwriters and their affiliates, selling agents, directors, officers and control persons against certain liabilities, including liabilities under the

Securities Act and the Exchange Act. If we are unable to provide this indemnification, we will contribute to the payments the underwriters and their affiliates, selling agents, directors, officers and control persons may be required to make in respect of those liabilities.

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Stabilization

In connection with this offering, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of our common stock, including stabilizing transactions, short sales and purchases to cover positions created by short sales.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common stock while this offering is in progress. These transactions may include the sale by the underwriters of more shares than they are obligated to purchase under the underwriting agreement, creating a short position that may be either a covered short position or a naked short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the option to purchase additional shares described above. The underwriters can close out a covered short sale by exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the option to purchase additional shares described above. The underwriters also may sell shares in excess of their option to purchase additional shares, creating a naked short position to the extent of the excess. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of our common stock in the open market after pricing that could adversely affect investors who purchase in this offering.

These transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the shares of our common stock. As a result, the price of our common stock in the open market may be higher than it would otherwise be in the absence of these transactions. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of our common stock. These transactions may be effected on Nasdaq, in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time without notice.

Passive Market Making

In connection with this offering, the underwriters may engage in passive market making transactions in our common stock on Nasdaq in accordance with Rule 103 of Regulation M under the Exchange Act during a period before the commencement of offers or sales of our common stock and extending through the completion of the distribution of this offering. A passive market maker must generally display its bid at a price not in excess of the highest independent bid for the security. If all independent bids are lowered below the bid of the passive market maker, however, the bid must then be lowered when purchase limits are exceeded. Net purchases by a passive market maker on each day are limited to a specified percentage of the passive market maker s average daily trading volume in the common stock during a specified period and must be discontinued when that limit is reached. Passive market making may cause the price of our common stock to be higher than the price that otherwise would exist in the open market in the absence of those transactions. The underwriters are not required to engage in passive market making and may end passive market making activities at any time.

Affiliations

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment advisory, investment research, principal investment, hedging, financing, loan referrals, valuation, and brokerage activities. From time to time, the underwriters and/or their respective affiliates have directly and indirectly engaged, and may in the future engage, in various financial advisory, investment banking loan referrals, and commercial banking services with us and our affiliates, for which they received or paid, or may receive or pay, customary compensation, fees, and expense reimbursement. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and those investment and securities activities may involve securities and/or instruments of ours. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of those securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in those securities and instruments.

Electronic Prospectus Delivery

A prospectus supplement in electronic format may be made available by e-mail or on the websites maintained by the underwriters. In connection with this offering, the underwriters or certain securities dealers may distribute prospectuses electronically. In those cases, prospective investors may view offering terms online and may be allowed to place orders online. The underwriters may agree with us to allocate shares of our common stock for sale to online brokerage account holders. Any such allocation of online distributions will be made by the underwriters on the same basis as other allocations. Other than this prospectus supplement in electronic format, the information on any of these websites and any other information contained on a website maintained by an underwriter or syndicate member is not part of this prospectus supplement, has not been approved and/or endorsed by the underwriters or us and should not be relied upon by investors.

Selling Restrictions

Canada

The common stock may be sold in Canada only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions, and Ongoing Registrant Obligations. Any resale of the common stock must be made in accordance with an exemption form, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser s province or territory of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

All of our directors and officers as well as the experts named herein may be located outside of Canada and, as a result, it may not be possible for Canadian purchasers to effect service of process within Canada upon us or those persons. All or a substantial portion of our assets and the assets of those persons may be located outside of Canada and, as a result, it may not be possible to satisfy a judgment against us or those persons in Canada or to enforce a judgment obtained in Canadian courts against us or those persons outside of Canada.

Canadian purchasers of the shares should consult their own legal and tax advisors with respect to the tax consequences of an investment in the shares in their particular circumstances and about the eligibility of the shares for investment by the purchaser under relevant Canadian legislation.

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European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) no offer of any shares which are the subject of the offering contemplated by this prospectus have been or will be made to the public in that Relevant Member State prior to the publication of a prospectus in relation to such shares that has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the relevant competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or

in any other circumstances which do not require the publication by the issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in the Relevant Member State.

United Kingdom

This prospectus is only being distributed to, and is only directed at, persons in the United Kingdom that are qualified investors within the meaning of Article 2(1)(e) of the Prospectus Directive that are also (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended, referred to herein as the Order, and/or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order and other persons to whom it may lawfully be communicated. Each such person is referred to herein as a Relevant Person.

This prospectus and its contents are confidential and should not be distributed, published or reproduced (in whole or in part) or disclosed by recipients to any other persons in the United Kingdom. Any person in the United Kingdom that is not a Relevant Person should not act or rely on this document or any of its contents.

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LEGAL MATTERS

The validity of the common stock we are offering and certain legal matters relating to the law of the State of Texas will be passed upon for us by Adam D. Nelson, Executive Vice President and General Counsel of Triumph Bancorp, Inc. Certain other legal matters will be passed upon for us by Wachtell, Lipton, Rosen & Katz. In addition, certain legal matters will be passed upon for the underwriters by Covington & Burling LLP, Washington, D.C.

EXPERTS

The consolidated financial statements of Triumph Bancorp, Inc. as of December 31, 2016 and 2015, and for each of the three years in the period ended December 31, 2016, have been audited by Crowe Horwath LLP, an independent registered public accounting firm, as set forth in their report appearing in our Annual Report on Form 10-K for the year ended December 31, 2016, and incorporated in this prospectus by reference. Such consolidated financial statements have been so incorporated in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

$200,000,000

TRIUMPH BANCORP, INC.

Debt Securities

Common Stock

Preferred Stock

Depositary Shares

Purchase Contracts

Warrants

Rights

Units

We may offer and sell from time to time, in one or more series, our debt securities, which may consist of notes, debentures, or other evidences of indebtedness, shares of our common stock or preferred stock, depositary shares, purchase contracts, warrants, rights and units comprised of two or more of these securities in any combination. The debt securities and preferred stock may be convertible into or exchangeable for other securities of ours. This prospectus provides you with a general description of these securities. Each time we offer any securities pursuant to this prospectus, we will provide you with a prospectus supplement, and, if necessary, a pricing supplement, that will describe the specific amounts, prices and terms of the securities being offered. These supplements may also add, update or change information contained in this prospectus. To understand the terms of the securities offered, before deciding to invest you should carefully read this prospectus with the applicable supplements, which together provide the specific terms of the securities we are offering.

The aggregate of the offering prices of the securities covered by this prospectus will not exceed $200,000,000.

Our voting common stock is listed on the NASDAQ Global Select Market under the symbol TBK. We expect that any common stock sold pursuant to a prospectus supplement will be listed on such exchange, subject to official notice of issuance. Any prospectus supplement will contain information, where applicable, as to any other listing on the NASDAQ Global Select Market or any other securities exchange of the other securities covered by the prospectus supplement.

The securities may be sold directly to investors, through agents designated from time to time or to or through underwriters or dealers. See Plan of Distribution on page 38 of this prospectus. If any agents or underwriters are involved in the sale of any securities in respect of which this prospectus is being delivered, the names of such agents or underwriters and any applicable commissions or discounts will be set forth in the applicable prospectus supplement. The net proceeds we expect to receive from such sale also will be set forth in the applicable prospectus supplement.

Investing in our securities involves risks. See the section entitled Risk Factors contained on page 8 of this prospectus and in the applicable prospectus supplement, and in the reports we file with the Securities and Exchange Commission that are incorporated by reference into this prospectus before deciding to invest in any of these securities.

These securities are not deposits or obligations of a bank or savings association and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

This prospectus may be used to offer and sell securities only if accompanied by the prospectus supplement for those securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined that this prospectus or the accompanying prospectus supplement is accurate or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is September 23, 2016

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IMPORTANT NOTICE ABOUT INFORMATION PRESENTED IN THIS PROSPECTUS AND THE ACCOMPANYING PROSPECTUS SUPPLEMENT

We may provide information to you about the securities we are offering in three separate documents that progressively provide more detail:

- this prospectus, which provides general information, some of which may not apply to your securities;
- the accompanying prospectus supplement, which describes the terms of the securities, some of which may not apply to your securities; and
- if necessary, a pricing supplement, which describes the specific terms of your securities.

If the terms of your securities vary among the pricing supplement, the prospectus supplement and the accompanying prospectus, you should rely on the information in the following order of priority:

- the pricing supplement, if any;
- the prospectus supplement; and
- this prospectus.

We include cross-references in this prospectus and the accompanying prospectus supplement to captions in these materials where you can find further related discussions. The following table of contents and the table of contents included in the accompanying prospectus supplement provide the pages on which these captions are located.

Unless indicated in the applicable prospectus supplement, we have not taken any action that would permit us to publicly sell these securities in any jurisdiction outside the United States. If you are an investor outside the United States, you should inform yourself about and comply with any restrictions as to the offering of the securities and the distribution of this prospectus.

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