
Section 1: 8-K (8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 10, 2018

Triumph Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Texas
(State or Other Jurisdiction
of Incorporation)

001-36722
(Commission
File Number)

20-0477066
(IRS Employer
Identification No.)

12700 Park Central Drive, Suite 1700,
Dallas, Texas
(Address of Principal Executive Offices)

75251
(Zip Code)

(214) 365-6900

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2b)
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4c)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

Emerging growth company

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

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As described in Item 5.07 below, at the Annual Meeting of Stockholders of Triumph Bancorp, Inc. (the “Company”) held on May 10, 2018 (the “Annual Meeting”), the Company’s stockholders approved amendments to the Company’s Second Amended and Restated Certificate of Formation (the “Charter”) to (i) provide for the phasing out of the classified structure of the Company’s Board of Directors and (ii) to implement majority voting in uncontested director elections (items (i) and (ii) collectively, the “Governance Amendments”). The Governance Amendments became effective upon the filing of the Certificate of Amendment to the Second Amended and Restated Certificate of Formation with the Texas Secretary of State on May 10, 2018. In connection therewith, the Company’s Board of Directors also approved corresponding amendments to the Company’s Second Amended and Restated Bylaws (the “Bylaws”), which became effective concurrently with the effectiveness of the Governance Amendments.

The description of the amendments to the Company’s Charter and Bylaws are qualified in their entirety by reference to the full text of the Certificate of Amendment to Second Amended and Restated Certificate of Formation of Triumph Bancorp, Inc. and Amendment No. 1 to Second Amended and Restated Bylaws of Triumph Bancorp, Inc., copies of which are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and incorporated into this Item 5.03 by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, stockholders voted on the following matters:

- (1) To re-elect the four Class I Directors of the Company for a three-year term that will expire at the 2021 Annual Meeting of Stockholders. Final voting results were as follows:

| Name of Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Aaron P. Graft | 15,613,309 | 67,521 | 2,933,000 |
| Robert Dobrient | 15,420,053 | 260,777 | 2,933,000 |
| Maribess L. Miller | 14,500,052 | 1,180,778 | 2,933,000 |
| Frederick P. Perpall | 15,613,309 | 67,521 | 2,933,000 |

- (2) To approve proposed amendments to the Charter to provide for the phasing out of the classified structure of the Company’s Board of Directors (the “Declassification Proposal”). Final voting results were as follows:

| | |
|------------------|------------|
| Votes For | 15,675,518 |
| Votes Against | 2,850 |
| Abstentions | 2,462 |
| Broker Non-Votes | 2,933,000 |

- (3) To approve proposed amendments to the Charter to implement majority voting in uncontested director elections (the “Majority Vote Proposal”). Final voting results were as follows:

| | |
|------------------|------------|
| Votes For | 15,675,280 |
| Votes Against | 3,088 |
| Abstentions | 2,462 |
| Broker Non-Votes | 2,933,000 |

- (4) To ratify the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the current fiscal year. Final voting results were as follows:

| | |
|---------------|------------|
| Votes For | 18,543,238 |
| Votes Against | 49,204 |
| Abstentions | 21,388 |

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits.

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 3.1 | <u>Certificate of Amendment to Second Amended and Restated Certificate of Formation of Triumph Bancorp, Inc.</u> |
| 3.2 | <u>Amendment No. 1 to Second Amended and Restated Bylaws of Triumph Bancorp, Inc.</u> |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TRIUMPH BANCORP, INC.

By: /s/ Adam D. Nelson

Name: Adam D. Nelson

Title: Executive Vice President & General Counsel

Date: May 10, 2018

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Section 2: EX-3.1 (EX-3.1)

Exhibit 3.1

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED
CERTIFICATE OF FORMATION
OF
TRIUMPH BANCORP, INC.**

Pursuant to the provisions of the Texas Business Organizations Code (the "TBOC"), Triumph Bancorp, Inc., a for-profit corporation existing under the TBOC (the "Corporation"), hereby adopts the following Certificate of Amendment to its Second Amended and Restated Certificate of Formation.

ARTICLE 1

The name of the Corporation is Triumph Bancorp, Inc. The Corporation is a for-profit corporation. The file number issued to the Corporation by the Secretary of State is 800267139. The date of formation of the Corporation was November 10, 2003.

ARTICLE 2

The Second Amended and Restated Certificate of Formation of the Corporation is hereby amended by this Certificate of Amendment to amend Article XI to provide for the phasing out of the classified structure of the Corporation's Board of Directors.

ARTICLE 3

Article XI of the Corporation's Second Amended and Restated Certificate of Formation is hereby amended and restated, in its entirety, to read as follows:

**"ARTICLE XI
DIRECTORS**

A. Powers. The property, business and affairs of the Corporation and all corporate powers shall be managed by the Board of Directors, subject to any limitation imposed by statute, this Second Amended and Restated Certificate of Formation or the Bylaws.

B. Number and Terms of Directors. The number of directors shall be fixed and determined from time to time by resolution of a majority of the full Board of Directors at any annual, regular, or special meeting, *provided* that any decrease in the number of directors does not shorten the time of any incumbent director. Directors need not be residents of the State of Texas.

Each director shall hold office until the annual meeting for the year in which such director's term expires and until such director's successor shall have been duly elected and qualified. At the 2019 annual meeting of shareholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2020 annual meeting of shareholders and shall hold office until the next succeeding annual meeting, with each such director to hold office until his or her successor shall have been duly elected and qualified; at the 2020 annual meeting of shareholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2021 annual meeting of shareholders and shall hold office until the next succeeding annual meeting, with each such director to hold office until his or her successor shall have been duly elected and qualified; at the 2021 annual meeting of shareholders and at each annual meeting of shareholders thereafter, all directors shall be elected for a term expiring at the next annual meeting of shareholders and shall hold office until such next annual meeting, with each director to hold office until his or her successor shall have been duly elected and qualified.

C. Resignation. A director may resign at any time on written notice to the Board of Directors or to the Chairman of the Board. A director's resignation is effective when the notice is delivered unless the notice specifies a later effective date.

D. Election of Directors. Directors shall be elected by an affirmative majority of the votes cast by the shares entitled to vote who are present, in person or by proxy, and entitled to vote on the election of directors at any such meeting of stockholders at which a quorum is present. For purposes of the preceding sentence, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of shares voted "against" that director, with "abstentions" and "broker non-votes" not counted as votes cast with respect to that director. Notwithstanding the foregoing, in a contested election, the persons receiving a plurality of the votes cast shall be elected directors. An election shall be considered contested if the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance notice requirements for stockholder nominees for director set forth in the Bylaws, and such nomination has not been withdrawn by such stockholder on or prior to the 10th day before the applicable stockholder meeting.

E. Vacancies and Removal. Subject to applicable law, unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and in the event that there is only one (1) director remaining in office, by such sole remaining director, and directors so chosen other than resulting from an increase in the number of directors shall hold office for a term expiring at the annual meeting of shareholders at which the term of office of the class to which they have been appointed expires and until such director's successor shall have been duly elected and qualified. Each director chosen to fill a newly created directorship resulting from an increase in the number of directors shall be elected for a term expiring at the next annual meeting of shareholders and shall hold office until such director's successor shall have been duly elected and qualified.

Notwithstanding the foregoing, whenever the holders of any class or series of shares are entitled to elect one (1) or more directors by the provisions of this Second Amended and Restated Certificate of Formation, only the holders of shares of that class or series shall be entitled to vote for or against the removal of any director elected by the holders of shares of that class or series; and any vacancies in such directorships and any newly created directorships of such class or series to be filled by reason of an increase in the number of such directors may be filled by the affirmative vote of a majority of the directors elected by such class or series then in office or by a sole remaining director so elected, and such directorships shall not in any case be filled by the vote of the remaining directors unless otherwise provided in this Second Amended and Restated Certificate of Formation."

ARTICLE 4

This amendment to the Second Amended and Restated Certificate of Formation has been approved in the manner required by the TBOC and by the governing documents of the Corporation.

IN WITNESS WHEREOF, the Corporation has, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, caused this Certificate of Amendment to be signed by a duly authorized officer as of this 10th day of May, 2018.

TRIUMPH BANCORP, INC.

By: /s/ Aaron P. Graft
Name: Aaron P. Graft
Title: Chief Executive Officer

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Section 3: EX-3.2 (EX-3.2)

Exhibit 3.2

AMENDMENT NO. 1
TO THE
SECOND AMENDED AND RESTATED
BYLAWS
OF
TRIUMPH BANCORP, INC.

Pursuant to Section 5.04 of the Second Amended and Restated Bylaws (the “Bylaws”) of Triumph Bancorp, Inc. (the “Corporation”), Article III, Sections 3.02-3.05 of the Bylaws are hereby amended and restated, in their entirety, to read as follows:

“3.02. Number and Terms of Directors. The number of directors shall be fixed and determined from time to time by resolution of a majority of the full Board of Directors at any annual, regular, or special meeting, *provided* that any decrease in the number of directors does not shorten the time of any incumbent director. Directors need not be residents of the State of Texas.

Each director shall hold office until the annual meeting for the year in which such director’s term expires and until such director’s successor shall have been duly elected and qualified. At the 2019 annual meeting of shareholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2020 annual meeting of shareholders and shall hold office until the next succeeding annual meeting, with each such director to hold office until his or her successor shall have been duly elected and qualified; at the 2020 annual meeting of shareholders, the successors of the directors whose terms expire at that meeting shall be elected for a term expiring at the 2021 annual meeting of shareholders and shall hold office until the next succeeding annual meeting, with each such director to hold office until his or her successor shall have been duly elected and qualified; at the 2021 annual meeting of shareholders and at each annual meeting of shareholders thereafter, all directors shall be elected for a term expiring at the next annual meeting of shareholders and shall hold office until such next annual meeting, with each director to hold office until his or her successor shall have been duly elected and qualified.

3.03. Resignation. A director may resign at any time on written notice to the Board of Directors or to the Chairman of the Board. A director’s resignation is effective when the notice is delivered unless the notice specifies a later effective date.

3.04. Election of Directors. Directors shall be elected by an affirmative majority of the votes cast by the shares entitled to vote who are present, in person or by proxy, and entitled to vote on the election of directors at any such meeting of stockholders at which a quorum is present. For purposes of the preceding sentence, a majority of the votes cast means that the number of share voted “for” a director must exceed the number of shares voted “against” that director, with “abstentions” and “broker non-votes” not counted as votes cast with respect to that director. Notwithstanding, the foregoing, in a contested election, the persons receiving a plurality of the votes cast shall be elected directors. An election shall be considered contested if the Secretary of the Corporation receives a notice that a stockholder has nominated a person for election to the Board of Directors in compliance with the advance

notice requirements for stockholder nominees for director set forth in the Bylaws, and such nomination has not been withdrawn by such stockholder on or prior to the 10th day before the applicable stockholder meeting.

3.05. Vacancies and Removal. Subject to applicable law, unless the Board of Directors otherwise determines, vacancies resulting from death, resignation, retirement, disqualification, removal from office or other cause, and newly created directorships resulting from any increase in the authorized number of directors, may be filled only by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of Directors, and in the event that there is only one director remaining in office, by such sole remaining director, and directors so chosen other than resulting from an increase in the number of directors shall hold office for a term expiring at the annual meeting of shareholders at which the term of office of the class to which they have been appointed expires and until such director's successor shall have been duly elected and qualified. Each director chosen to fill a newly created directorship resulting from an increase in the number of directors shall be elected for a term expiring at the next annual meeting of shareholders and shall hold office until such director's successor shall have been duly elected and qualified.

Notwithstanding the foregoing, whenever the holders of any class or series of shares are entitled to elect one (1) or more directors by the provisions of the Certificate of Formation, only the holders of shares of that class or series shall be entitled to vote for or against the removal of any director elected by the holders of shares of that class or series; and any vacancies in such directorships and any newly created directorships of such class or series to be filled by reason of an increase in the number of such directors may be filled by the affirmative vote of a majority of the directors elected by such class or series then in office or by a sole remaining director so elected, and such directorships shall not in any case be filled by the vote of the remaining directors unless otherwise provided in the Certificate of Formation.”

The undersigned, being a duly authorized officer of the Corporation, hereby confirms the adoption and approval of the foregoing Amendment No.1 to the Bylaws effective as of the 10th day of May, 2018.

TRIUMPH BANCORP, INC.

By: /s/ Aaron P. Graft
Name: Aaron P. Graft
Title: Chief Executive Officer

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