

Independent Bank Group, Inc.  
Form 8-K  
December 16, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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):**

**December 16, 2016**

**Independent Bank Group, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

Edgar Filing: Independent Bank Group, Inc. - Form 8-K

**Texas**  
**(State or other jurisdiction**

**001-35854**  
**(Commission**

**13-4219346**  
**(IRS Employer**

**of incorporation)**

**File Number)**  
**1600 Redbud Boulevard, Suite 400**

**Identification No.)**

**McKinney, TX 75069-3257**

**(Address of principal executive offices) (Zip code)**

**Registrant's telephone number, including area code:**

**(972) 562-9004**

**Not Applicable**

**(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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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

**Item 9.01 Financial Statements and Exhibits**

**Explanatory Note:**

As reported in the Current Report on Form 8-K of Independent Bank Group, Inc., a Texas corporation ( Independent ), filed with the Securities and Exchange Commission (the Commission ) on November 22, 2016 (the November 22, 2016 8-K ), on November 21, 2016, Independent entered into an Agreement and Plan of Reorganization (the Agreement ) with Carlile Bancshares, Inc., a Texas corporation ( Carlile Bancshares ), pursuant to which Carlile Bancshares would merge with and into Independent and Independent would continue as the surviving entity (the Merger ). Upon the consummation of the Merger, the outstanding shares of Carlile Bancshares common stock would be converted into shares of Independent s common stock (the Merger Shares ).

As also reported in the November 22, 2016 Form 8-K, on November 21, 2016, Independent entered into securities purchase agreements (the Stock Purchase Agreements ) with a limited number of institutional investors who were all accredited investors (the Purchasers ) pursuant to which Independent agreed to sell in a private placement an aggregate of 400,000 shares of Independent s common stock, par value \$0.01 per share (the Private Placement Shares ), at a purchase price of \$52.50 per Private Placement Share. That transaction was consummated on November 29, 2016 and the Private Placement Shares were issued on that date. Under the Stock Purchase Agreements, Independent agreed to file with the Commission a registration statement with respect to the resale of the Private Placement Shares purchased by the Purchasers under the Stock Purchase Agreements (the Resale Registration Statement ) as soon as reasonably practicable.

Independent is filing this Current Report on Form 8-K in order to file with the Commission the following consolidated financial statements of Carlile Bancshares and other information, which constitute Exhibit 99.1 to this Current Report on Form 8-K:

1. the consolidated financial statements of Carlile Bancshares as of December 31, 2015 and 2014 and for each of the three years ended December 31, 2015 and the accompanying notes thereto (the Carlile Bancshares Annual Consolidated Financial Statements );
2. the report of Crowe Horwath LLP, independent auditor, relating to their audit of the Annual Consolidated Financial Statements (the Report of the Independent Auditor );
3. the unaudited consolidated financial statements of Carlile Bancshares as of September 30, 2016 and December 31, 2015 and for the nine months ended September 30, 2016 and 2015 and the accompanying notes thereto (the Carlile Bancshares Interim Financial Statements ); and
4. Carlile Bancshares management s discussion and analysis of financial condition and results of operations relating to the Carlile Bancshares Annual Consolidated Financial Statements and the Carlile Bancshares Interim Financial Statements (the Carlile Bancshares Management s Discussion and Analysis ).

Independent anticipates that it will incorporate by reference this Current Report on Form 8-K and, therefore, the Carlile Bancshares Consolidated Financial Statements, the Report of the Independent Auditor, the Carlile Bancshares Interim Financial Statements, and the Carlile Bancshares Management s Discussion and Analysis into the Resale Registration Statement.

(d) Exhibits. The following are exhibits to this Current Report on Form 8-K.

**Exhibit**

No.	Description
99.1*+	The Report of the Independent Auditor, the Carlile Bancshares Consolidated Financial Statements, the Carlile Bancshares Interim Financial Statements, and the Carlile Bancshares Management's Discussion and Analysis
99.2*	Consent of Crowe Horwath LLP, independent auditors of Carlile Bancshares, Inc.

\* Filed herewith.

+ Schedules and/or exhibits to this Exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K.

Independent agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.

**SIGNATURES**

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.

Dated: December 16, 2016.

INDEPENDENT BANK GROUP, INC.

By: /s/ David R. Brooks

Name: David R. Brooks

Title: Chairman and Chief Executive Officer

**Exhibit Index**

**Exhibit  
No.**

**Description**

99.1*+	The Report of the Independent Auditor, the Carlile Bancshares Consolidated Financial Statements, the Carlile Bancshares Interim Financial Statements, and the Carlile Bancshares Management's Discussion and Analysis
99.2*	Consent of Crowe Horwath LLP, independent auditors of Carlile Bancshares, Inc.

\* Filed herewith.

+ Schedules and/or exhibits to this Exhibit have been omitted pursuant to Item 601(b)(2) of Regulation S-K.

Independent agrees to furnish supplementally a copy of any omitted schedule or exhibit to the SEC upon request.