SEC Form 4

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Sepulveda Carlos M			2. Issuer Name and Ticker or Trading Symbol <u>Triumph Financial, Inc.</u> [TFIN]		5. Relationship of Reporting Person(s) to Iss Check all applicable) X Director 10% Ow					
(Last) (First) (Middle) 12700 PARK CENTRAL DRIVE SUITE 1700		()	3. Date of Earliest Transaction (Month/Day/Year) 02/01/2024		Officer (give title below)	Other (specify below)				
			4. If Amendment, Date of Original Filed (Month/Day/Year)		ndividual or Joint/Group Filing (Check Applicable e) X Form filed by One Reporting Person					
(Street) DALLAS	ТХ	75251			Form filed by More than Person	One Reporting				
P			Rule 10b5-1(c) Transaction Indication							
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	te Execution Date, Transact						5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	- Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	02/01/2024		A		859(1)	A	\$0 ⁽¹⁾	367,484 ⁽²⁾	D	
Depository Shares ⁽³⁾								12,798	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	5. Number of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Represents shares of common stock of issuer granted to the reporting person under Issuer's 2014 Omnibus Incentive Plan. All of such shares were fully vested as of the date of grant.

2. Consists of (i) 225,258 shares of common stock of Issuer beneficially owned by reporting person, and (ii) 142,226 shares of common stock of Issuer beneficially owned jointly with reporting person's spouse Susan Sepulveda.

3. Each Depository Shares represents a 1/40th interest in a share of the Issuer's 7.125% Series C Fixed Rate Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share.

/s/ Adam D. Nelson, Attorney-02/02/2024

in-fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).