

**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): January 23, 2023

TRIUMPH FINANCIAL, 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 Instructions 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	TFIN	NASDAQ Global Select Market
Depository Shares Each Representing a 1/40th Interest in a Share of 7.125% Series C Fixed-Rate Non-Cumulative Perpetual Preferred Stock	TFINP	NASDAQ Global Select Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On January 23, 2023, the Triumph Financial, Inc. (the “Company”) Board of Directors (the “Board”) voted to increase the size of its Board to eleven members and to elect Davis Deadman as a director of the Company, filling the vacancy from the increase in the size of the Board. Mr. Deadman will serve as a director until the Company’s 2023 Annual Stockholders meeting, and he is expected to stand for election to the Board by the Company’s shareholders at such meeting. Mr. Deadman has served as a member of the Board of Directors of TBK Bank, SSB, the Company’s subsidiary bank, since 2014, and served in various capacities as an employee of TBK Bank from 2012-2022, with such service ending in 2022.

There is no arrangement or understanding between Mr. Deadman and any other person pursuant to which he was selected as a director. In addition, there are no transactions in which Mr. Deadman has an interest that are required to be disclosed under Item 404(a) of Regulation S-K.

Mr. Deadman will be compensated for his service on the Board and any committees of the Board to which he is appointed to in the future in the same manner as the Company’s other non-employee directors.

In connection with Mr. Deadman’s election to the Board, the Company has entered into an indemnification agreement with Mr. Deadman in substantially the same form as the indemnification agreement that was previously filed with the Securities and Exchange Commission as Exhibit 10.12 to the Company’s Registration Statement on Form S-1 (File No. 333-198838). The indemnification agreement provides, in general, that the Company will indemnify Mr. Deadman to the fullest extent permitted by applicable law in connection with his service to the Company or on the Company’s behalf.

Item 8.01. Other Events

On January 23, 2023, the Company issued a press release announcing the election of Mr. Deadman. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the federal securities laws. Investors are cautioned that such statements are predictions and that actual events or results may differ materially. The Company’s expected financial results or other plans are subject to a number of risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” and the forward-looking statement disclosure contained in the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 14, 2022. Forward-looking statements speak only as of the date made, and the Company undertakes no duty to update the information.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Press release, dated January 23, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release, dated January 23, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: January 23, 2023



Press Release

Davis Deadman Joins Triumph Financial, Inc. Board of Directors

DALLAS – Jan. 23, 2023 – Triumph Financial, Inc. (Nasdaq: TFIN) today announced the election of Davis Deadman to its board of directors. Deadman has been a member of the Board of Directors of TBK Bank, SSB, a subsidiary of Triumph Financial, since 2014. He also served as TBK Bank’s chief lending officer from 2012 to 2014.

“We are pleased to welcome Davis Deadman to the Triumph Financial Board,” said Carlos M. Sepulveda, Jr., chairman of the board for Triumph Financial. “As we have undertaken the process to align the membership of the holding company with our subsidiary bank board, Davis brings a great depth of banking and credit experience that will be a great addition to his service on the bank board.”

Deadman has also served on the board of the North Texas Certified Development Corporation, an SBA chartered entity focused on providing debt capital to the small business community in Texas since 2011. From 2004 to 2010, he served on multiple boards, including the bank and the holding company within the NexBank Capital, Inc. platform.

From 2004 to 2010, Mr. Deadman served as Chief Executive Officer and President of NexBank, a financial services organization that included a broker-dealer and an investment banking and corporate advisory firm. From 1998 to 2009, Mr. Deadman served as a Senior Portfolio Manager and, ultimately, as a partner with Highland Capital Management L.P. In this role, he managed a team of investment professionals responsible for a several billion-dollar portfolio of credit investments. Before 1998, he served as an investment officer at Mutual Benefit Life, managing a \$200 million commercial real estate-backed loan portfolio.

Mr. Deadman received a Bachelor of Business Administration from Texas A&M University and a Master of Business Administration in Finance, Cum Laude, from Southern Methodist University – Cox School of Business. He is a Chartered Financial Analyst (CFA) Charter holder.

###

About Triumph Financial

Triumph Financial, Inc. (Nasdaq: TFIN) is a financial holding company focused on payments, factoring and banking. Headquartered in Dallas, Texas, its diversified portfolio of brands includes TriumphPay, Triumph and TBK Bank, SSB, Member FDIC.

12700 Park Central Dr., #1700, Dallas, TX 75251 | 214.365.6900 | tfin.com

© Triumph Financial, Inc

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the federal securities laws. Investors are cautioned that such statements are predictions and that actual events or results may differ materially. Triumph's expected financial results or other plans are subject to a number of risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" and the forward-looking statement disclosure contained in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on Feb. 14, 2022. Forward-looking statements speak only as of the date made and Triumph undertakes no duty to update the information.

Source: Triumph Financial, Inc.

Investor Relations:

Luke Wyse
Senior Vice President, Finance & Investor Relations
lwyse@tbkbank.com
214-365-6936

Media Contact:

Amanda Tavackoli
Senior Vice President, Director of Corporate Communication
atavackoli@tbkbank.com
214-365-6930