

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): December 1, 2022

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 5.03. Amendment to Articles of Incorporation or Bylaws

Effective December 1, 2022, Triumph Bancorp, Inc. changed its name to Triumph Financial, Inc. (the “Company”) by filing a Second Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Certificate of Formation with the Secretary of State of the State of Texas, as previously amended (the “Name Change”).

As previously reported, at the Company’s Annual Meeting of Shareholders held on April 26, 2022, the Company’s shareholders approved the Name Change and filing of the corresponding Certificate of Amendment.

In addition and in connection therewith, effective December 1, 2022, the Board of Directors amended the Company’s bylaws to reflect the Name Change by adopting Amendment No. 2 to the Amended and Restated Bylaws of Triumph Financial, Inc. (“Amendment No. 2 to the Amended and Restated Bylaws”).

The foregoing descriptions of the Certificate of Amendment and Amendment No. 2 to the Amended and Restated Bylaws do not purport to be complete and are qualified in their entirety by reference to the complete text of the Certificate of Amendment and Amendment No. 2 to the Amended and Restated Bylaws, copies of which are attached hereto as Exhibits 3.1, and 3.2, respectively, and are incorporated herein by reference.

Item 8.01. Other Events

On December 1, 2022, the Company issued a press release announcing the Name Change effective December 1, 2022. Additionally, the press release announced that (i) the Company’s common stock will begin trading on the NASDAQ Global Select Market under the ticker symbol “TFIN” prior to market open on December 2, 2022, replacing the Company’s current ticker symbol for its common stock “TBK” and (ii) the Company’s depository shares each representing a 1/40th interest in a share of the Company’s 7.125% Series C Fixed-Rate Non-Cumulative Perpetual Preferred Stock will begin trading on the NASDAQ Global Select Market under the ticker symbol “TFINP” prior to market open on December 2, 2022, replacing the Company’s current ticker symbol for such depository shares, “TBKCP”.

No action by the Company’s shareholders is required with respect to either ticker symbol change. The Company’s common stock and Series C Preferred depository shares will continue to be listed on the NASDAQ Global Select Market and the respective CUSIP numbers will remain unchanged.

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>
3.1	Certificate of Amendment to the Certificate of Formation of the Company
3.2	Amendment No. 2 to the Second Amended and Restated Bylaws of the Company
99.1	Press release, dated December 1, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
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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: December 1, 2022

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

Triumph Bancorp, Inc., a corporation organized and existing under the laws of the State of Texas (the “*Corporation*”), hereby certifies as follows:

**ARTICLE I
ENTITY INFORMATION**

The name, type, and date of formation of the Corporation, and file number assigned and issued to the Corporation by the Secretary of State, are:

Name:	Triumph Bancorp, Inc.
Type:	For-Profit Corporation
Date of Formation:	November 10, 2003
Filing Number:	800267139

**ARTICLE II
AMENDMENTS**

The existing certificate of formation of the Corporation (the “*Existing Certificate*”), which consists of the filing entitled “Second Amended and Restated Certificate of Formation of Triumph Bancorp, Inc.,” filed on November 7, 2014, as amended by the Certificate of Amendment thereto, filed on May 10, 2018, is hereby amended as follows:

1. Amended Name. Article I of the Existing Certificate is hereby amended in its entirety to read as follows:

“The name of the Corporation is Triumph Financial, Inc. (the “*Corporation*”).”

**ARTICLE III
STATEMENT OF APPROVAL**

The amendment to the Existing Certificate to be effected hereby has been approved in the manner required by the Texas Business Organizations Code and the governing documents of the Corporation.

**ARTICLE IV
EFFECTIVENESS OF FILING**

This Certificate of Amendment becomes effective when filed by the Secretary of State.

The undersigned signs this Certificate of Amendment subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the Corporation to execute this Certificate of Amendment.

[signature page follows]

Date: December 1, 2022

TRIUMPH BANCORP, INC.

By: /s/ Adam D. Nelson

Name: Adam D. Nelson

Title: EVP and General Counsel

#747945v3

**AMENDMENT NO. 2
TO THE
SECOND AMENDED AND RESTATED
BYLAWS
OF
TRIUMPH FINANCIAL, INC.**

Pursuant to Section 5.04 of the Second Amended and Restated Bylaws (the "Bylaws") of Triumph Bancorp, Inc., dated as of November 7, 2014, as amended by Amendment No. 1 dated May 10, 2018, (the "Corporation"), the Bylaws are hereby amended as follows:

Any such reference to "Triumph Bancorp, Inc." in the Bylaws is hereby deemed to be amended and replaced, in each case, with "Triumph Financial, Inc." and any such reference to "Corporation" in the Bylaws is hereby deemed, in each case, to mean "Triumph Financial, Inc."

Except as specifically modified by the foregoing, the Bylaws remain unmodified and shall continue in full force and effect.

The undersigned, being a duly authorized officer of Corporation, hereby confirms the adoption and approval of the foregoing Amendment No.2 to the Bylaws effective as of the 1st day of December, 2022.

TRIUMPH FINANCIAL, INC.

By: /s/ Aaron P. Graft

Name: Aaron P. Graft

Title: Chief Executive Officer



Triumph Bancorp Rebrands to Triumph Financial

Triumph Business Capital, Triumph Insurance Group and Triumph Commercial Finance consolidate to form new brand– Triumph

Dallas, TX, Dec. 1, 2022 — Triumph Bancorp, Inc. today announced the completion of an extensive rebranding effort, including a change of the company name to Triumph Financial, Inc. (the “Company” or “Triumph Financial”). Prior to the market open on Dec. 2, 2022, the Company’s common stock will begin trading on NASDAQ under the ticker symbol “TFIN.” This will replace the Company’s current ticker symbol for its common stock “TBK,” which has been used since its initial public offering in November 2014.

In addition to the Triumph Financial rebranding, the brands Triumph Business Capital, Triumph Insurance Group and Triumph Commercial Finance have consolidated factoring, insurance and banking services for the transportation industry to go to market as a single brand – Triumph.

“The new Triumph Financial name and logo reflect our evolution from a bank holding company to a financial and technology company focused on payments, factoring and banking,” said Aaron P. Graft, vice chairman and chief executive officer of Triumph Financial. “The Triumph brand consolidation is much more than a name change and logo update. It reinforces our commitment to providing the transportation industry with access to the tools and services they need to grow their businesses.”

“As we look to the future of transportation, we want to make our total service offering as explicit as possible – that Triumph can support and serve growth-minded transportation companies of all sizes or years in business, and in ways that go beyond faster financing,” said Geoff Brenner, president of the Triumph factoring division. “This brand consolidation demonstrates our commitment to being a more holistic financial partner to the companies we serve. We are uniquely positioned to deliver additional value through a combined offering of invoice factoring, fuel discount programs, truck and cargo insurance, and access to equipment finance, banking and treasury management services. The newly formed Triumph enables us to deliver that stronger message to our current clients and the business we believe we are in a better position to now earn.”

In addition, the Company’s depositary shares, each representing a 1/40th interest in a share of the Company’s 7.125% Series C Fixed-Rate Non-Cumulative Perpetual Preferred Stock, will begin trading on the Nasdaq under the ticker symbol “TFINP” prior to market open on Dec. 2, 2022. This will replace the Company’s current ticker symbol for such depositary shares, “TBKCP,” which has been used since the issuance of such depositary shares in June 2020.

No action by the Company’s shareholders is required with respect to either ticker symbol change. The Company’s common stock and Series C Preferred depositary shares will continue to be listed on the Nasdaq, and the respective CUSIP numbers will remain unchanged.

Triumph Financial and the consolidated Triumph brand are accompanied by new visual identities and websites that will relaunch this month (www.tfin.com and www.invoicefactoring.com). These rebranding efforts culminated in an eventful year for Triumph Financial, which also saw the addition of its internal tech-lab TriumphX and the launch of TriumphPay’s payments network and brand.

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

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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.

About Triumph

Triumph is a leading provider of cash flow management services for the trucking industry. Triumph provides a unified product offering that includes invoice factoring, fuel discount programs, truck and cargo insurance and access to equipment finance, banking and treasury services.

Factoring products and services offered by Triumph Financial Services LLC, a subsidiary of TBK Bank, SSB, DBA Triumph. Insurance products and services offered through Triumph Insurance Group, Inc., a subsidiary of TBK Bank, SSB DBA Triumph. Triumph Insurance Group, Inc., DBA in CA Triumph Risk and Insurance Solutions, All Rights Reserved. | TX License #1941647 | Insurance Products and Services offered through Triumph Insurance Group, Inc. are NOT A DEPOSIT, NOT FDIC INSURED, NOT GUARANTEED BY THE BANK, NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY AND MAY GO DOWN IN VALUE. Equipment Finance and Asset Based Lending products and services offered by TBK Bank, SSB. Banking products and services offered by TBK Bank, SSB. Member FDIC.

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 Financial'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 Triumph Financial undertakes no duty to update the information.

Source: Triumph Financial, Inc.

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