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# INDEPENDENT BANK GROUP, INC.

## FORM 10-Q
(Quarterly Report)

Filed 10/27/16 for the Period Ending 09/30/16

| | |
|---|---|
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| | MCKINNEY, TX 75069 |
| Telephone | (972) 562-9004 |
| CIK | 0001564618 |
| Symbol | IBTX |
| SIC Code | 6022 - State Commercial Banks |
| Industry | Banks |
| Sector | Financials |
| Fiscal Year | 12/31 |

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

# FORM 10-Q

**(Mark One)**

☒ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

**For the quarterly period ended September 30, 2016 .**

**or**

☐ **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.**

**For the transition period from ________to __________.**

**Commission file number 001-35854**

# Independent Bank Group, Inc.
**(Exact name of registrant as specified in its charter)**

| **Texas** | **13-4219346** |
|---|---|
| **(State or other jurisdiction of incorporation or organization)** | **(I.R.S. Employer Identification No.)** |
| **1600 Redbud Boulevard, Suite 400**<br>**McKinney, Texas** | **75069-3257** |
| **(Address of principal executive offices)** | **(Zip Code)** |

**(972) 562-9004**
**(Registrant's telephone number, including area code)**

**Not applicable**
**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. Check One:

| Large accelerated filer | ☐ | Accelerated filer | ☒ |
|---|---|---|---|
| Non-accelerated filer | ☐ | Smaller reporting company | ☐ |

Indicate by a check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Applicable Only to Corporate Issuers

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practical date.

Common Stock, Par Value $0.01 Per Share – 18,469,562 shares as of October 26, 2016.

**INDEPENDENT BANK GROUP, INC. AND SUBSIDIARIES**
**Form 10-Q**
**September 30, 2016**


| | | |
|---|---|---|
| **PART I.** | Financial Information | |
| Item 1. | Financial Statements | |
| | Consolidated Balance Sheets-Unaudited | 1 |
| | Consolidated Statements of Income-Unaudited | 2 |
| | Consolidated Statements of Comprehensive Income-Unaudited | 3 |
| | Consolidated Statements of Changes in Stockholders’ Equity-Unaudited | 4 |
| | Consolidated Statements of Cash Flows-Unaudited | 5 |
| | Notes to Consolidated Financial Statements-Unaudited | 6 |
| Item 2. | Management’s Discussion and Analysis of Financial Condition and Results of Operations | 30 |
| Item 3. | Quantitative and Qualitative Disclosures about Market Risk | 45 |
| Item 4. | Controls and Procedures | 46 |
| **PART II.** | Other Information | |
| Item 1. | Legal Proceedings | 47 |
| Item 1A. | Risk Factors | 47 |
| Item 2 | Unregistered Sales of Equity Securities and Use of Proceeds | 47 |
| Item 3. | Defaults Upon Senior Securities | 47 |
| Item 4. | Mine Safety Disclosures | 47 |
| Item 5. | Other Information | 47 |
| Item 6. | Exhibits | 48 |
| Signatures | | |


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**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Balance Sheets**
**September 30, 2016 (unaudited) and December 31, 2015**
**(Dollars in thousands, except share information)**

| **Assets** | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Cash and due from banks | $ 150,968 | $ 129,096 |
| Interest-bearing deposits in other banks | 438,632 | 164,183 |
| **Cash and cash equivalents** | 589,600 | 293,279 |
| Certificates of deposit held in other banks | — | 61,746 |
| Securities available for sale (amortized cost of $263,236 and $270,711, respectively) | 267,860 | 273,463 |
| Loans held for sale | 7,097 | 12,299 |
| Loans, net of allowance for loan losses of $29,575 and $27,043, respectively | 4,329,217 | 3,960,809 |
| Premises and equipment, net | 89,928 | 93,015 |
| Other real estate owned | 2,083 | 2,168 |
| Federal Home Loan Bank (FHLB) of Dallas stock and other restricted stock | 26,452 | 14,256 |
| Bank-owned life insurance (BOLI) | 56,798 | 40,861 |
| Deferred tax asset | 5,349 | 5,892 |
| Goodwill | 258,319 | 258,643 |
| Core deposit intangible, net | 14,669 | 16,357 |
| Other assets | 19,823 | 22,212 |
| **Total assets** | $ 5,667,195 | $ 5,055,000 |
| **Liabilities, Temporary Equity and Stockholders' Equity** | | |
| Deposits: | | |
| Noninterest-bearing | $ 1,143,479 | $ 1,071,656 |
| Interest-bearing | 3,273,014 | 2,956,623 |
| **Total deposits** | 4,416,493 | 4,028,279 |
| FHLB advances | 470,765 | 288,325 |
| Repurchase agreements | — | 12,160 |
| Other borrowings | 107,159 | 68,295 |
| Other borrowings, related parties | 50 | 2,503 |
| Junior subordinated debentures | 18,147 | 18,147 |
| Other liabilities | 11,328 | 9,982 |
| **Total liabilities** | 5,023,942 | 4,427,691 |
| Commitments and contingencies | | |
| **Temporary equity:** Series A preferred stock (0 and 23,938.35 shares issued and outstanding, respectively) | — | 23,938 |
| **Stockholders' equity:** | | |
| Common stock (18,488,628 and 18,399,194 shares outstanding, respectively) | 185 | 184 |
| Additional paid-in capital | 534,446 | 530,107 |
| Retained earnings | 105,023 | 70,698 |
| Accumulated other comprehensive income | 3,599 | 2,382 |
| **Total stockholders' equity** | 643,253 | 603,371 |
| **Total liabilities, temporary equity and stockholders' equity** | $ 5,667,195 | $ 5,055,000 |

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Income**
**Three and Nine Months Ended September 30, 2016 and 2015 (unaudited)**
**(Dollars in thousands, except per share information)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| **Interest income:** | | | | |
| Interest and fees on loans | $ 51,194 | $ 42,145 | $ 151,522 | $ 123,350 |
| Interest on taxable securities | 573 | 393 | 2,067 | 1,553 |
| Interest on nontaxable securities | 394 | 461 | 1,289 | 1,324 |
| Interest on interest-bearing deposits and other | 579 | 131 | 1,267 | 386 |
| **Total interest income** | 52,740 | 43,130 | 156,145 | 126,613 |
| **Interest expense:** | | | | |
| Interest on deposits | 4,049 | 3,067 | 11,623 | 8,794 |
| Interest on FHLB advances | 1,063 | 773 | 3,062 | 2,243 |
| Interest on repurchase agreements and other borrowings | 1,733 | 1,064 | 3,723 | 3,229 |
| Interest on junior subordinated debentures | 158 | 137 | 457 | 400 |
| **Total interest expense** | 7,003 | 5,041 | 18,865 | 14,666 |
| **Net interest income** | 45,737 | 38,089 | 137,280 | 111,947 |
| Provision for loan losses | 2,123 | 3,932 | 7,243 | 7,261 |
| **Net interest income after provision for loan losses** | 43,614 | 34,157 | 130,037 | 104,686 |
| **Noninterest income:** | | | | |
| Service charges on deposit accounts | 1,840 | 1,777 | 5,287 | 5,041 |
| Mortgage fee income | 1,922 | 1,353 | 5,319 | 4,082 |
| Gain on sale of loans | — | 116 | — | 116 |
| Loss on sale of branch | (43) | — | (43) | — |
| Gain on sale of other real estate | 4 | 41 | 57 | 220 |
| Gain on sale of securities available for sale | — | — | 4 | 90 |
| Gain (loss) on sale of premises and equipment | (9) | (374) | 32 | (374) |
| Increase in cash surrender value of BOLI | 402 | 268 | 937 | 806 |
| Other | 816 | 618 | 2,738 | 1,893 |
| **Total noninterest income** | 4,932 | 3,799 | 14,331 | 11,874 |
| **Noninterest expense:** | | | | |
| Salaries and employee benefits | 15,303 | 14,918 | 51,644 | 43,992 |
| Occupancy | 4,038 | 4,117 | 12,119 | 12,054 |
| Data processing | 1,190 | 786 | 3,575 | 2,140 |
| FDIC assessment | 1,123 | 541 | 2,718 | 1,553 |
| Advertising and public relations | 229 | 313 | 775 | 912 |
| Communications | 563 | 550 | 1,648 | 1,643 |
| Net other real estate owned expenses (including taxes) | 145 | 88 | 180 | 184 |
| Other real estate impairment | 51 | 10 | 106 | 35 |
| Core deposit intangible amortization | 492 | 363 | 1,472 | 1,102 |
| Professional fees | 717 | 841 | 2,354 | 2,008 |
| Acquisition expense, including legal | 3 | 293 | 732 | 793 |
| Other | 3,033 | 3,010 | 9,106 | 8,255 |
| **Total noninterest expense** | 26,887 | 25,830 | 86,429 | 74,671 |
| | | | | |
| **Income before taxes** | 21,659 | 12,126 | 57,939 | 41,889 |
| Income tax expense | 7,155 | 3,924 | 19,174 | 13,664 |
| **Net income** | $ 14,504 | $ 8,202 | $ 38,765 | $ 28,225 |
| **Basic earnings per share** | $ 0.78 | $ 0.48 | $ 2.10 | $ 1.64 |
| **Diluted earnings per share** | $ 0.78 | $ 0.47 | $ 2.09 | $ 1.63 |

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Comprehensive Income**
**Three and Nine Months Ended September 30, 2016 and 2015 (unaudited)**
**(Dollars in thousands)**

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Net income | $ 14,504 | $ 8,202 | $ 38,765 | $ 28,225 |
| Other comprehensive income (loss) before tax: | | | | |
| Change in net unrealized gains (losses) on available for sale securities during the year | (736) | 1,414 | 1,876 | 798 |
| Reclassification adjustment for gain on sale of securities available for sale included in net income | — | — | (4) | (90) |
| Other comprehensive income (loss) before tax | (736) | 1,414 | 1,872 | 708 |
| Income tax expense (benefit) | (258) | 496 | 655 | 248 |
| Other comprehensive income (loss), net of tax | (478) | 918 | 1,217 | 460 |
| **Comprehensive income** | $ 14,026 | $ 9,120 | $ 39,982 | $ 28,685 |

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Changes in Stockholders' Equity**
**Nine Months Ended September 30, 2016 and 2015 (unaudited)**
**(Dollars in thousands, except for par value, share and per share information)**

| | Series A Preferred Stock $.01 Par Value 10 million shares authorized | Common Stock $.01 Par Value 100 million shares authorized | | Additional Paid in Capital | Retained Earnings | Accumulated Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|---|
| | | Shares | Amount | | | | |
| **Balance, December 31, 2015** | $ — | 18,399,194 | $ 184 | $ 530,107 | $ 70,698 | $ 2,382 | $ 603,371 |
| Net income | — | — | — | — | 38,765 | — | 38,765 |
| Other comprehensive income, net of tax | — | — | — | — | — | 1,217 | 1,217 |
| Restricted stock forfeited | — | (6,036) | — | — | — | — | — |
| Restricted stock granted | — | 95,470 | 1 | (1) | — | — | — |
| Stock based compensation expense | — | — | — | 4,533 | — | — | 4,533 |
| Income tax deficiency on restricted stock vested | — | — | — | (193) | — | — | (193) |
| Preferred stock dividends | — | — | — | — | (8) | — | (8) |
| Cash dividends ($0.24 per share) | — | — | — | — | (4,432) | — | (4,432) |
| **Balance, September 30, 2016** | $ — | 18,488,628 | $ 185 | $ 534,446 | $ 105,023 | $ 3,599 | $ 643,253 |
| | | | | | | | |
| **Balance, December 31, 2014** | $ 23,938 | 17,032,669 | $ 170 | $ 476,609 | $ 37,731 | $ 2,403 | $ 540,851 |
| Net income | — | — | — | — | 28,225 | — | 28,225 |
| Other comprehensive income, net of tax | — | — | — | — | — | 460 | 460 |
| Offering costs related to acquired bank | — | — | — | (144) | — | — | (144) |
| Restricted stock forfeited | — | (11,399) | — | — | — | — | — |
| Restricted stock granted | — | 90,124 | 1 | (1) | — | — | — |
| Income tax deficiency on restricted stock vested | — | — | — | (63) | — | — | (63) |
| Stock based compensation expense | — | — | — | 3,214 | — | — | 3,214 |
| Preferred stock dividends | — | — | — | — | (180) | — | (180) |
| Cash dividends ($0.24 per share) | — | — | — | — | (4,106) | — | (4,106) |
| **Balance, September 30, 2015** | $ 23,938 | 17,111,394 | $ 171 | $ 479,615 | $ 61,670 | $ 2,863 | $ 568,257 |

See Notes to Consolidated Financial Statements

**Independent Bank Group, Inc. and Subsidiaries**

**Consolidated Statements of Cash Flows**
**Nine Months Ended September 30, 2016 and 2015 (unaudited)**
**(Dollars in thousands)**

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2016 | 2015 |
| Cash flows from operating activities: | | |
| **Net income** | $ 38,765 | $ 28,225 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation expense | 5,027 | 4,646 |
| Accretion of income recognized on acquired loans | (4,218) | (1,587) |
| Amortization of core deposit intangibles | 1,472 | 1,102 |
| Amortization of premium on securities, net | 1,528 | 1,160 |
| Amortization of discount and origination costs on other borrowings | 151 | 110 |
| Stock based compensation expense | 4,533 | 3,214 |
| FHLB stock dividends | (176) | (32) |
| Gain on sale of securities available for sale | (4) | (90) |
| (Gain) loss on sale of premises and equipment | (32) | 374 |
| Gain on sale of loans | — | (116) |
| Loss on sale of branch | 43 | — |
| Gain recognized on other real estate transactions | (57) | (220) |
| Impairment of other real estate | 106 | 35 |
| Deferred tax benefit | (151) | (2,992) |
| Provision for loan losses | 7,243 | 7,261 |
| Increase in cash surrender value of life insurance | (937) | (806) |
| Loans originated for sale | (206,567) | (166,506) |
| Proceeds from sale of loans | 211,769 | 164,741 |
| Net change in other assets | 1,161 | 1,708 |
| Net change in other liabilities | 1,163 | (4,678) |
| **Net cash provided by operating activities** | 60,819 | 35,549 |
| Cash flows from investing activities: | | |
| Proceeds from maturities, calls and pay downs of securities available for sale | 1,107,530 | 528,863 |
| Proceeds from sale of securities available for sale | 5,399 | 12,128 |
| Purchases of securities available for sale | (1,106,978) | (522,599) |
| Proceeds from maturities of certificates held in other banks | 61,746 | — |
| Proceeds from sale of loans | — | 8,765 |
| Purchase of bank owned life insurance contracts | (15,000) | — |
| Net purchases of FHLB stock | (12,020) | (834) |
| Net loans originated | (372,524) | (335,421) |
| Additions to premises and equipment | (4,680) | (11,500) |
| Proceeds from sale of premises and equipment | 579 | 4,228 |
| Proceeds from sale of other real estate owned | 1,860 | 2,324 |
| Capitalized additions to other real estate owned | — | (10) |
| Cash paid in connection with branch sale | (107) | — |
| Net cash transferred in branch sale | (2,399) | — |
| **Net cash used in investing activities** | (336,594) | (314,056) |
| Cash flows from financing activities: | | |
| Net increase in demand deposits, NOW and savings accounts | 336,624 | 191,392 |
| Net increase in time deposits | 35,530 | 89,038 |
| Proceeds from FHLB advances | 575,000 | 230,000 |
| Repayments of FHLB advances | (392,560) | (196,059) |
| Net change in repurchase agreements | 8,528 | — |
| Repayments of other borrowings | (5,798) | (1,591) |

| | | |
|---|---|---|
| Proceeds from other borrowings | 43,150 | — |
| Redemption of preferred stock | (23,938) | — |
| Offering costs paid in connection with acquired banks | — | (144) |
| Dividends paid | (4,440) | (4,226) |
| **Net cash provided by financing activities** | 572,096 | 308,410 |
| **Net change in cash and cash equivalents** | 296,321 | 29,903 |
| Cash and cash equivalents at beginning of year | 293,279 | 324,047 |
| Cash and cash equivalents at end of period | $ 589,600 | $ 353,950 |

See Notes to Consolidated Financial Statements

**Notes to Consolidated Financial Statements (unaudited)**
**(Dollars in thousands, except for share and per share information)**

**Note 1. Summary of Significant Accounting Policies**

**Nature of Operations:** Independent Bank Group, Inc. (IBG) through its subsidiary, Independent Bank, a Texas state banking corporation (Bank) (collectively known as the Company), provides a full range of banking services to individual and corporate customers in the North Texas, Central Texas and Houston areas through its various branch locations in those areas. The Company is engaged in traditional community banking activities, which include commercial and retail lending, deposit gathering, investment and liquidity management activities. The Company's primary deposit products are demand deposits, money market accounts and certificates of deposit, and its primary lending products are commercial business and real estate, real estate mortgage and consumer loans.

**Basis of Presentation:** The accompanying consolidated financial statements include the accounts of IBG, its wholly-owned subsidiaries, the Bank and IBG Adriatica Holdings, Inc. (Adriatica) and the Bank's wholly-owned subsidiaries, IBG Real Estate Holdings, Inc., IBG Aircraft Company III, Preston Grand, Inc, and McKinney Avenue Holdings, Inc. and its wholly owned subsidiary, McKinney Avenue SPE 1, Inc. McKinney Avenue Holdings, Inc. and its subsidiary were formed during the first quarter 2016 for the purpose of possible future asset holdings. Adriatica became inactive in 2014. All material intercompany transactions and balances have been eliminated in consolidation. In addition, the Company wholly-owns IB Trust I (Trust I), IB Trust II (Trust II), IB Trust III (Trust III), IB Centex Trust I (Centex Trust I) and Community Group Statutory Trust I (CGI Trust I). The Trusts were formed to issue trust preferred securities and do not meet the criteria for consolidation.

The consolidated interim financial statements are unaudited, but include all adjustments, which, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments were of a normal and recurring nature. These financial statements should be read in conjunction with the financial statements and the notes thereto in the Company's Annual Report of Form10-K for the year ended December 31, 2015. The consolidated statement of condition at December 31, 2015 had been derived from the audited financial statements as of that date, but does not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

**Segment Reporting:** The Company has one reportable segment. The Company's chief operating decision-maker uses consolidated results to make operating and strategic decisions.

**Reclassifications:** Certain prior period financial statement amounts have been reclassified to conform to current period presentation. The reclassifications have no effect on net income or stockholders' equity as previously reported.

**Redemption of Small Business Lending Fund Series A Preferred Stock:** On January 14, 2016, the Company redeemed all outstanding shares of its Senior Non-Cumulative Perpetual Small Business Lending Fund Series A Preferred Stock held by the Treasury and related accrued dividends.

**Subsequent events:** Companies are required to evaluate events and transactions that occur after the balance sheet date but before the date the financial statements are issued. They must recognize in the financial statements the effect of all events or transactions that provide additional evidence of conditions that existed at the balance sheet date, including the estimates inherent in the financial statement preparation process. Entities shall not recognize the impact of events or transactions that provide evidence about conditions that did not exist at the balance sheet date but arose after that date. The Company has evaluated subsequent events through the date of filing these financial statements with the Securities and Exchange Commission (SEC) and noted no subsequent events requiring financial statement recognition or disclosure, except as disclosed in Note 12.

**Earnings per share:** Basic earnings per common share are net income available to common shareholders divided by the weighted average number of common shares outstanding during the period. The unvested share-based payment awards that contain rights to non forfeitable dividends are considered participating securities for this calculation. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock warrants. The participating nonvested common stock was not included in dilutive shares as it was anti-dilutive. Proceeds from the assumed exercise of dilutive stock warrants are assumed to be used to repurchase common stock at the average market price.

The following table presents a reconciliation of net income available to common shareholders and the number of shares used in the calculation of basic and diluted earnings per common share.

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Basic earnings per share: | | | | |
| Net income | $ 14,504 | $ 8,202 | $ 38,765 | $ 28,225 |
| Less: Preferred stock dividends | — | 60 | 8 | 180 |
| Net income after preferred stock dividends | 14,504 | 8,142 | 38,757 | 28,045 |
| Less: | | | | |
| Undistributed earnings allocated to participating securities | 204 | 131 | 593 | 492 |
| Dividends paid on participating securities | 23 | 27 | 76 | 84 |
| Net income available to common shareholders | $ 14,277 | $ 7,984 | $ 38,088 | $ 27,469 |
| Weighted-average basic shares outstanding | 18,189,163 | 16,778,405 | 18,145,604 | 16,753,526 |
| Basic earnings per share | $ 0.78 | $ 0.48 | $ 2.10 | $ 1.64 |
| Diluted earnings per share: | | | | |
| Net income available to common shareholders | $ 14,277 | $ 7,984 | $ 38,088 | $ 27,469 |
| Total weighted-average basic shares outstanding | 18,189,163 | 16,778,405 | 18,145,604 | 16,753,526 |
| Add dilutive stock warrants | 90,333 | 89,191 | 78,659 | 85,161 |
| Total weighted-average diluted shares outstanding | 18,279,496 | 16,867,596 | 18,224,263 | 16,838,687 |
| Diluted earnings per share | $ 0.78 | $ 0.47 | $ 2.09 | $ 1.63 |
| Anti-dilutive participating securities | 106,355 | 50,770 | 69,460 | 55,802 |

**Note 2. Statement of Cash Flows**

As allowed by the accounting standards, the Company has chosen to report on a net basis its cash receipts and cash payments for time deposits accepted and repayments of those deposits, and loans made to customers and principal collections on those loans. The Company uses the indirect method to present cash flows from operating activities. Other supplemental cash flow information is presented below:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2016 | 2015 |
| Cash transactions: | | |
| Interest expense paid | $ 19,381 | $ 15,794 |
| Income taxes paid | $ 19,560 | $ 16,600 |
| Noncash transactions: | | |
| Accrued preferred stock dividends | $ — | $ 60 |
| Transfers of loans to other real estate owned | $ 1,824 | $ 221 |
| Loans to facilitate the sale of other real estate owned | $ — | $ 159 |
| Securities purchased, not yet settled | $ — | $ 12,880 |
| Excess tax deficiency on restricted stock vested | $ (193) | $ (63) |
| Transfer of repurchase agreements to deposits | $ 20,688 | $ 4,012 |

Supplemental schedule of noncash investing activities from branch sale is as follows:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2016 | 2015 |
| Noncash assets transferred: | | |
| Loans | $ 2 | $ — |
| Premises and equipment | 2,193 | — |
| Total assets | $ 2,195 | $ — |
| Noncash liabilities transferred: | | |
| Deposits | $ 4,628 | $ — |
| Other liabilities | 30 | — |
| Total liabilities | $ 4,658 | $ — |
| Cash and cash equivalents transferred in branch sale | $ 208 | $ — |
| Deposit premium received | $ 64 | $ — |
| Cash paid to buyer, net of deposit premium | $ 2,191 | $ — |

The supplemental schedule of noncash investing activities from Company acquisition activity includes the following measurement-period adjustments made during the period:

| | Nine Months Ended September 30, | |
|---|---|---|
| | 2016 | 2015 |
| Assets acquired: | | |
| Loans | $ 735 | $ — |
| Goodwill | (324) | 361 |
| Other real estate owned | — | (373) |
| Core deposit intangibles | (216) | — |
| Deferred tax asset | (175) | 193 |
| Total assets | $ 20 | $ 181 |
| Liabilities assumed: | | |
| Other liabilities | 20 | 181 |
| Total liabilities | $ 20 | $ 181 |

**Note 3. Securities Available for Sale**

Securities available for sale have been classified in the consolidated balance sheets according to management's intent. The amortized cost of securities and their approximate fair values at September 30, 2016 and December 31, 2015, are as follows:

| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Securities Available for Sale | | | | |
| September 30, 2016 | | | | |
| Government agency securities | $ 107,660 | $ 495 | $ (78) | $ 108,077 |
| Obligations of state and municipal subdivisions | 82,422 | 2,424 | (163) | 84,683 |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 73,154 | 1,951 | (5) | 75,100 |
| | $ 263,236 | $ 4,870 | $ (246) | $ 267,860 |
| December 31, 2015 | | | | |
| U.S. treasuries | $ 999 | $ 3 | $ — | $ 1,002 |
| Government agency securities | 135,630 | 237 | (567) | 135,300 |
| Obligations of state and municipal subdivisions | 83,442 | 2,222 | (248) | 85,416 |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 50,640 | 1,202 | (97) | 51,745 |
| | $ 270,711 | $ 3,664 | $ (912) | $ 273,463 |

Securities with a carrying amount of approximately $ 172,232 and $ 195,479 at September 30, 2016 and December 31, 2015, respectively, were pledged to secure public fund deposits and repurchase agreements.

Proceeds from sale of securities available for sale and gross gains and gross losses for the three months and nine months ended September 30, 2016 and 2015 were as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Proceeds from sale | $ — | $ — | $ 5,399 | $ 12,128 |
| Gross gains | — | — | 4 | 90 |
| Gross losses | — | — | — | — |

The amortized cost and estimated fair value of securities available for sale at September 30, 2016 , by contractual maturity, are shown below. Maturities of pass-through certificates will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

| | September 30, 2016 | |
|---|---|---|
| | Securities Available for Sale | |
| | Amortized Cost | Fair Value |
| Due in one year or less | $ 27,928 | $ 27,945 |
| Due from one year to five years | 88,464 | 88,997 |
| Due from five to ten years | 29,812 | 30,442 |
| Thereafter | 43,878 | 45,376 |
| | 190,082 | 192,760 |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 73,154 | 75,100 |
| | $ 263,236 | $ 267,860 |

The number of securities, unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, as of September 30, 2016 and December 31, 2015, are summarized as follows:

| | Less Than 12 Months | | | Greater Than 12 Months | | | Total | |
|---|---|---|---|---|---|---|---|---|
| Description of Securities | Number of Securities | Estimated Fair Value | Unrealized Losses | Number of Securities | Estimated Fair Value | Unrealized Losses | Estimated Fair Value | Unrealized Losses |
| Securities Available for Sale | | | | | | | | |
| September 30, 2016 | | | | | | | | |
| Government agency securities | 9 | $ 18,955 | $ (77) | 1 | $ 999 | $ (1) | $ 19,954 | $ (78) |
| Obligations of state and municipal subdivisions | 42 | 22,205 | (155) | 4 | 1,560 | (8) | 23,765 | (163) |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 2 | 4,295 | (5) | — | — | — | 4,295 | (5) |
| | 53 | $ 45,455 | $ (237) | 5 | $ 2,559 | $ (9) | $ 48,014 | $ (246) |
| December 31, 2015 | | | | | | | | |
| Government agency securities | 25 | $ 84,798 | $ (531) | 4 | $ 4,964 | $ (36) | $ 89,762 | $ (567) |
| Obligations of state and municipal subdivisions | 32 | 16,202 | (88) | 19 | 8,662 | (160) | 24,864 | (248) |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 6 | 10,765 | (97) | — | — | — | 10,765 | (97) |
| | 63 | $ 111,765 | $ (716) | 23 | $ 13,626 | $ (196) | $ 125,391 | $ (912) |

Unrealized losses are generally due to changes in interest rates. The Company has the intent to hold these securities until maturity or a forecasted recovery, and it is more likely than not that the Company will not have to sell the securities before the recovery of their cost basis. As such, the losses are deemed to be temporary.

**Note 4. Loans, Net and Allowance for Loan Losses**

Loans, net, at September 30, 2016 and December 31, 2015, consisted of the following:

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Commercial | $ 618,257 | $ 731,818 |
| Real estate: | | |
| Commercial | 2,279,628 | 1,949,734 |
| Commercial construction, land and land development | 499,639 | 419,611 |
| Residential | 632,412 | 607,990 |
| Single family interim construction | 248,425 | 187,984 |
| Agricultural | 51,684 | 50,178 |
| Consumer | 30,485 | 41,966 |
| Other | 160 | 124 |
| | 4,360,690 | 3,989,405 |
| Deferred loan fees | (1,898) | (1,553) |
| Allowance for loan losses | (29,575) | (27,043) |
| | $ 4,329,217 | $ 3,960,809 |

The Company has certain lending policies and procedures in place that are designed to maximize loan income within an acceptable level of risk. Management reviews and approves these policies and procedures on a regular basis. A reporting system supplements the review process by providing management with frequent reports related to loan production, loan quality, concentrations of credit, loan delinquencies and non-performing and potential problem loans.

Commercial loans are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. The Company's management examines current and projected cash flows to determine the ability of the borrower to repay their obligations as agreed. Commercial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. These cash flows, however, may not be as expected and the value of collateral securing the loans may fluctuate. Most commercial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee; however, some short term loans may be made on an unsecured basis. Additionally, our commercial loan portfolio includes loans made to customers in the energy industry, which is a complex, technical and cyclical industry. Experienced bankers with specialized energy lending experience originate our energy loans. Companies in this industry produce, extract, develop, exploit and explore for oil and natural gas. Loans are primarily collateralized with proven producing oil and gas reserves based on a technical evaluation of these reserves. At September 30, 2016 and December 31, 2015, there were approximately $ 112.5 million and $ 182.5 million of exploration and production (E&P) energy loans outstanding, respectively.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally largely dependent on the successful operation of the property or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. The properties securing the Company's commercial real estate portfolio are diverse in terms of type and geographic location. Management monitors the diversification of the portfolio on a quarterly basis by type and geographic location. Management also tracks the level of owner occupied property versus non owner occupied property.

Land and commercial land development loans are underwritten using feasibility studies, independent appraisal reviews and financial analysis of the developers or property owners. Generally, borrowers must have a proven track record of success. Commercial construction loans are generally based upon estimates of cost and value of the completed project. These estimates may not be accurate. Commercial construction loans often involve the disbursement of substantial funds with the repayment dependent on the success of the ultimate project. Sources of repayment for these loans may be pre-committed permanent financing or sale of the developed property. The loans in this portfolio are geographically diverse and due to the increased risk are monitored closely by management and the board of directors on a quarterly basis.

Residential real estate and single family interim construction loans are underwritten primarily based on borrowers' credit scores, documented income and minimum collateral values. Relatively small loan amounts are spread across many individual borrowers, which minimizes risk in the residential portfolio. In addition, management evaluates trends in past dues and current economic factors on a regular basis.

Agricultural loans are collateralized by real estate and/or agricultural-related assets. Agricultural real estate loans are primarily comprised of loans for the purchase of farmland. Loan-to-value ratios on loans secured by farmland generally do not exceed 80% and have amortization periods limited to twenty years. Agricultural non-real estate loans are generally comprised of term loans to fund the purchase of equipment, livestock and seasonal operating lines to grain farmers to plant and harvest corn and soybeans. Specific underwriting standards have been established for agricultural-related loans, including the establishment of projections for each operating year based on industry developed estimates of farm input costs and expected commodity yields and prices. Operating lines are typically written for one year and secured by the crop and other farm assets as considered necessary.

Agricultural loans carry significant credit risks as they involve larger balances concentrated with single borrowers or groups of related borrowers. In addition, repayment of such loans depends on the successful operation or management of the farm property securing the loan or for which an operating loan is utilized. Farming operations may be affected by adverse weather conditions such as drought, hail or floods that can severely limit crop yields.

Consumer loans represent less than 1% of the outstanding total loan portfolio. Collateral consists primarily of automobiles and other personal assets. Credit score analysis is used to supplement the underwriting process.

Most of the Company's lending activity occurs within the State of Texas, primarily in the north, central and southeast Texas regions. A large percentage of the Company's portfolio consists of commercial and residential real estate loans. As of September 30, 2016 and December 31, 2015 , there were no concentrations of loans related to a single industry in excess of 10% of total loans.

The allowance for loan losses is an amount that management believes will be adequate to absorb estimated losses relating to specifically identified loans, as well as probable credit losses inherent in the balance of the loan portfolio.

The allowance is derived from the following two components: 1) allowances established on individual impaired loans, which are based on a review of the individual characteristics of each loan, including the customer's ability to repay the loan, the underlying collateral values, and the industry in which the customer operates, and 2) allowances based on actual historical loss experience for the last three years for similar types of loans in the Company's loan portfolio adjusted for primarily changes in the lending policies and procedures; collection, charge-off and recovery practices; nature and volume of the loan portfolio; change in value of underlying collateral; volume and severity of nonperforming loans; existence and effect of any concentrations of credit and the level of such concentrations and current, national and local economic and business conditions. This second component also includes an unallocated allowance to cover uncertainties that could affect management's estimate of probable losses. The unallocated allowance reflects the imprecision inherent in the underlying assumptions used in the methodologies for estimating this component.

The Company's management continually evaluates the allowance for loan losses determined from the allowances established on individual loans and the amounts determined from historical loss percentages adjusted for the qualitative factors above. Should any of the factors considered by management change, the Company's estimate of loan losses could also change and would affect the level of future provision expense. While the calculation of the allowance for loan losses utilizes management's best judgment and all the information available, the adequacy of the allowance for loan losses is dependent on a variety of factors beyond the Company's control, including, among other things, the performance of the entire loan portfolio, the economy, changes in interest rates and the view of regulatory authorities towards loan classifications.

In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for loan losses, and may require the Bank to make additions to the allowance based on their judgment about information available to them at the time of their examinations.

Loans requiring an allocated loan loss provision are generally identified at the servicing officer level based on review of weekly past due reports and/or the loan officer's communication with borrowers. In addition, past due loans are discussed at weekly officer loan committee meetings to determine if classification is warranted. The Company's credit department has implemented an internal risk based loan review process to identity potential internally classified loans that supplements the annual independent external loan review. The external review generally covers all loans greater than $2.9 million annually. These reviews include analysis of borrower's financial condition, payment histories and collateral values to determine if a loan should be internally classified. Generally, once classified, an impaired loan analysis is completed by the credit department to determine if the loan is impaired and the amount of allocated allowance required.

The Texas economy, specifically the Company's lending area of north, central and southeast Texas, has generally performed better than certain other parts of the country. However, the ongoing volatility in oil prices has the potential to have a negative impact on the Texas economy, specifically in Houston. The risk of loss associated with all segments of the portfolio could increase due to this impact. The Company increased its allowance for loan losses during the first quarter 2016 in consideration of this risk to the energy portfolio. Due to the stabilization of commodity prices and reductions to the energy portfolio, no additional allocations were warranted in second and third quarters 2016.

The economy and other risk factors are minimized by the Company's underwriting standards, which include the following principles: 1) financial strength of the borrower including strong earnings, high net worth, significant liquidity and acceptable debt to worth ratio, 2) managerial business competence, 3) ability to repay, 4) loan to value, 5) projected cash flow and 6) guarantor financial statements as applicable. The following is a summary of the activity in the allowance for loan losses by loan class for the three and nine months ended September 30, 2016 and 2015 :

| | Commercial | Commercial Real Estate, Land and Land Development | Residential Real Estate | Single-Family Interim Construction | Agricultural | Consumer | Other | Unallocated | Total |
|---|---|---|---|---|---|---|---|---|---|
| Three months ended September 30, 2016 | | | | | | | | | |
| Balance at the beginning of period | $ 11,357 | $ 15,492 | $ 2,533 | $ 1,121 | $ 175 | $ 171 | $ 28 | $ 39 | $ 30,916 |
| Provision for loan losses | 412 | 1,021 | 601 | 113 | 13 | (6) | 23 | (54) | 2,123 |
| Charge-offs | (3,025) | — | (421) | — | — | (5) | (33) | — | (3,484) |
| Recoveries | 3 | 4 | 2 | — | — | 2 | 9 | — | 20 |
| Balance at end of period | $ 8,747 | $ 16,517 | $ 2,715 | $ 1,234 | $ 188 | $ 162 | $ 27 | $ (15) | $ 29,575 |
| Nine months ended September 30, 2016 | | | | | | | | | |
| Balance at the beginning of period | $ 10,573 | $ 13,007 | $ 2,339 | $ 769 | $ 215 | $ 164 | $ — | $ (24) | $ 27,043 |
| Provision for loan losses | 2,378 | 3,558 | 786 | 465 | (27) | (2) | 76 | 9 | 7,243 |
| Charge-offs | (4,216) | (54) | (421) | — | — | (7) | (78) | — | (4,776) |
| Recoveries | 12 | 6 | 11 | — | — | 7 | 29 | — | 65 |
| Balance at end of period | $ 8,747 | $ 16,517 | $ 2,715 | $ 1,234 | $ 188 | $ 162 | $ 27 | $ (15) | $ 29,575 |
| Three months ended September 30, 2015 | | | | | | | | | |
| Balance at the beginning of period | $ 6,632 | $ 11,720 | $ 2,318 | $ 738 | $ 234 | $ 181 | $ — | $ (59) | $ 21,764 |
| Provision for loan losses | 3,866 | 318 | (91) | (19) | (17) | 48 | — | (173) | 3,932 |
| Charge-offs | (500) | (69) | (9) | — | — | (65) | — | — | (643) |
| Recoveries | 17 | 7 | 1 | — | — | 10 | — | — | 35 |
| Balance at end of period | $ 10,015 | $ 11,976 | $ 2,219 | $ 719 | $ 217 | $ 174 | $ — | $ (232) | $ 25,088 |
| Nine months ended September 30, 2015 | | | | | | | | | |
| Balance at the beginning of period | $ 5,051 | $ 10,110 | $ 2,205 | $ 669 | $ 246 | $ 146 | $ — | $ 125 | $ 18,552 |
| Provision for loan losses | 5,547 | 1,898 | 18 | 50 | (29) | 134 | — | (357) | 7,261 |
| Charge-offs | (606) | (69) | (9) | — | — | (142) | — | — | (826) |
| Recoveries | 23 | 37 | 5 | — | — | 36 | — | — | 101 |
| Balance at end of period | $ 10,015 | $ 11,976 | $ 2,219 | $ 719 | $ 217 | $ 174 | $ — | $ (232) | $ 25,088 |

The following table details the amount of the allowance for loan losses and recorded investment in loans by class as of September 30, 2016 and December 31, 2015:

| | Commercial | Commercial Real Estate, Land and Land Development | Residential Real Estate | Single-Family Interim Construction | Agricultural | Consumer | Other | Unallocated | Total |
|---|---|---|---|---|---|---|---|---|---|
| September 30, 2016 | | | | | | | | | |
| Allowance for losses: | | | | | | | | | |
| Individually evaluated for impairment | $ 125 | $ 4 | $ — | $ — | $ — | $ — | $ — | $ — | $ 129 |
| Collectively evaluated for impairment | 8,622 | 16,513 | 2,715 | 1,234 | 188 | 162 | 27 | (15) | 29,446 |
| Loans acquired with deteriorated credit quality | — | — | — | — | — | — | — | — | — |
| Ending balance | $ 8,747 | $ 16,517 | $ 2,715 | $ 1,234 | $ 188 | $ 162 | $ 27 | $ (15) | $ 29,575 |
| Loans: | | | | | | | | | |
| Individually evaluated for impairment | $ 7,881 | $ 1,284 | $ 1,958 | $ — | $ — | $ 60 | $ — | $ — | $ 11,183 |
| Collectively evaluated for impairment | 607,762 | 2,747,289 | 628,466 | 248,425 | 51,684 | 30,412 | 160 | — | 4,314,198 |
| Acquired with deteriorated credit quality | 2,614 | 30,694 | 1,988 | — | — | 13 | — | — | 35,309 |
| Ending balance | $ 618,257 | $ 2,779,267 | $ 632,412 | $ 248,425 | $ 51,684 | $ 30,485 | $ 160 | $ — | $ 4,360,690 |
| December 31, 2015 | | | | | | | | | |
| Allowance for losses: | | | | | | | | | |
| Individually evaluated for impairment | $ 3,085 | $ 116 | $ — | $ — | $ — | $ 2 | $ — | $ — | $ 3,203 |
| Collectively evaluated for impairment | 7,488 | 12,891 | 2,339 | 769 | 215 | 162 | — | (24) | 23,840 |
| Loans acquired with deteriorated credit quality | — | — | — | — | — | — | — | — | — |
| Ending balance | $ 10,573 | $ 13,007 | $ 2,339 | $ 769 | $ 215 | $ 164 | $ — | $ (24) | $ 27,043 |
| Loans: | | | | | | | | | |
| Individually evaluated for impairment | $ 7,382 | $ 4,671 | $ 3,136 | $ — | $ 170 | $ 111 | $ — | $ — | $ 15,470 |
| Collectively evaluated for impairment | 720,732 | 2,321,209 | 602,206 | 187,984 | 50,008 | 41,835 | 124 | — | 3,924,098 |
| Acquired with deteriorated credit quality | 3,704 | 43,465 | 2,648 | — | — | 20 | — | — | 49,837 |
| Ending balance | $ 731,818 | $ 2,369,345 | $ 607,990 | $ 187,984 | $ 50,178 | $ 41,966 | $ 124 | $ — | $ 3,989,405 |

Nonperforming loans by loan class at September 30, 2016 and December 31, 2015, are summarized as follows:

| | Commercial | Commercial Real Estate, Land and Land Development | Residential Real Estate | Single-Family Interim Construction | Agricultural | Consumer | Other | Total |
|---|---|---|---|---|---|---|---|---|
| September 30, 2016 | | | | | | | | |
| Nonaccrual loans | $ 7,876 | $ 49 | $ 934 | $ — | $ — | $ 60 | $ — | $ 8,919 |
| Loans past due 90 days and still accruing | — | — | — | — | — | 10 | — | 10 |
| Troubled debt restructurings (not included in nonaccrual or loans past due and still accruing) | 5 | 1,235 | 1,016 | — | — | — | — | 2,256 |
| | $ 7,881 | $ 1,284 | $ 1,950 | $ — | $ — | $ 70 | $ — | $ 11,185 |
| December 31, 2015 | | | | | | | | |
| Nonaccrual loans | $ 7,366 | $ 591 | $ 552 | $ — | $ 170 | $ 111 | $ — | $ 8,790 |
| Loans past due 90 days and still accruing | — | — | — | — | — | — | — | — |
| Troubled debt restructurings (not included in nonaccrual or loans past due and still accruing) | 16 | 3,480 | 2,574 | — | — | — | — | 6,070 |
| | $ 7,382 | $ 4,071 | $ 3,126 | $ — | $ 170 | $ 111 | $ — | $ 14,860 |

The accrual of interest is discontinued on a loan when management believes after considering collection efforts and other factors that the borrower's financial condition is such that collection of interest is doubtful. All interest accrued but not collected for loans that are placed on nonaccrual status or charged-off is reversed against interest income. Cash collections on nonaccrual loans are generally credited to the loan receivable balance, and no interest income is recognized on those loans until the principal balance has been collected. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Impaired loans are those loans where it is probable that all amounts due will not be collected according to contractual terms of the loan agreement. The Company has identified these loans through its normal loan review procedures. Impaired loans are measured based on 1) the present value of expected future cash flows discounted at the loans effective interest rate; 2) the loan's observable market price; or 3) the fair value of collateral if the loan is collateral dependent. Substantially all of the Company’s impaired loans are measured at the fair value of the collateral. In limited cases, the Company may use the other methods to determine the level of impairment of a loan if such loan is not collateral dependent.

All commercial, real estate, agricultural loans and troubled debt restructurings are considered for individual impairment analysis. Smaller balance consumer loans are collectively evaluated for impairment.

Impaired loans by loan class at September 30, 2016 and December 31, 2015, are summarized as follows:

| | Commercial | Commercial Real Estate, Land and Land Development | Residential Real Estate | Single-Family Interim Construction | Agricultural | Consumer | Other | Total |
|---|---|---|---|---|---|---|---|---|
| September 30, 2016 | | | | | | | | |
| Recorded investment in impaired loans: | | | | | | | | |
| Impaired loans with an allowance for loan losses | $ 157 | $ 78 | $ — | $ — | $ — | $ — | $ — | $ 235 |
| Impaired loans with no allowance for loan losses | 7,724 | 1,206 | 1,958 | — | — | 60 | — | 10,948 |
| Total | $ 7,881 | $ 1,284 | $ 1,958 | $ — | $ — | $ 60 | $ — | $ 11,183 |
| Unpaid principal balance of impaired loans | $ 11,022 | $ 1,328 | $ 2,149 | $ — | $ — | $ 72 | $ — | $ 14,571 |
| Allowance for loan losses on impaired loans | $ 125 | $ 4 | $ — | $ — | $ — | $ — | $ — | $ 129 |
| December 31, 2015 | | | | | | | | |
| Recorded investment in impaired loans: | | | | | | | | |
| Impaired loans with an allowance for loan losses | $ 7,221 | $ 1,930 | $ — | $ — | $ — | $ 5 | $ — | $ 9,156 |
| Impaired loans with no allowance for loan losses | 161 | 2,741 | 3,136 | — | 170 | 106 | — | 6,314 |
| Total | $ 7,382 | $ 4,671 | $ 3,136 | $ — | $ 170 | $ 111 | $ — | $ 15,470 |
| Unpaid principal balance of impaired loans | $ 7,520 | $ 4,936 | $ 3,204 | $ — | $ 172 | $ 133 | $ — | $ 15,965 |
| Allowance for loan losses on impaired loans | $ 3,085 | $ 116 | $ — | $ — | $ — | $ 2 | $ — | $ 3,203 |
| For the three months ended September 30, 2016 | | | | | | | | |
| Average recorded investment in impaired loans | $ 9,920 | $ 1,338 | $ 2,831 | $ — | $ — | $ 62 | $ — | $ 14,151 |
| Interest income recognized on impaired loans | $ 57 | $ 18 | $ 12 | $ — | $ — | $ — | $ — | $ 87 |
| For the nine months ended September 30, 2016 | | | | | | | | |
| Average recorded investment in impaired loans | $ 12,799 | $ 2,383 | $ 2,994 | $ — | $ 43 | $ 78 | $ — | $ 18,297 |
| Interest income recognized on impaired loans | $ 57 | $ 56 | $ 84 | $ — | $ — | $ — | $ — | $ 197 |
| For the three months ended September 30, 2015 | | | | | | | | |
| Average recorded investment in impaired loans | $ 4,997 | $ 5,797 | $ 3,182 | $ — | $ — | $ 101 | $ — | $ 14,077 |
| Interest income recognized on impaired loans | $ — | $ 88 | $ 44 | $ — | $ — | $ — | $ — | $ 132 |
| For the nine months ended September 30, 2015 | | | | | | | | |
| Average recorded investment in impaired loans | $ 4,343 | $ 6,212 | $ 3,242 | $ — | $ — | $ 88 | $ — | $ 13,885 |
| Interest income recognized on impaired loans | $ 48 | $ 258 | $ 136 | $ — | $ — | $ 2 | $ — | $ 444 |

Certain impaired loans have adequate collateral and do not require a related allowance for loan loss.

The Company will charge off that portion of any loan which management considers a loss. Commercial and real estate loans are generally considered for charge-off when exposure beyond collateral coverage is apparent and when no further collection of the loss portion is anticipated based on the borrower’s financial condition.

The restructuring of a loan is considered a “troubled debt restructuring” if both 1) the borrower is experiencing financial difficulties and 2) the creditor has granted a concession. Concessions may include interest rate reductions or below market interest rates, principal forgiveness, extending amortization and other actions intended to minimize potential losses.

A “troubled debt restructured” loan is identified as impaired and measured for credit impairment as of each reporting period in accordance with the guidance in Accounting Standards Codification (ASC) 310-10-35. Modifications primarily relate to extending the amortization periods of the loans and interest rate concessions. The majority of these loans were identified as impaired prior to restructuring; therefore, the modifications did not materially impact the Company’s determination of the allowance for loan losses. The recorded investment in troubled debt restructurings, including those on nonaccrual, was $2,342 and $6,691 as of September 30, 2016 and December 31, 2015.

Following is a summary of loans modified under troubled debt restructurings during the three and nine months ended September 30, 2016 and 2015 :

| | Commercial | Commercial Real Estate, Land and Land Development | Residential Real Estate | Single-Family Interim Construction | Agricultural | Consumer | Other | Total |
|---|---|---|---|---|---|---|---|---|
| Troubled debt restructurings during the three months ended September 30, 2016 | | | | | | | | |
| Number of contracts | — | — | — | — | — | — | — | — |
| Pre-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Post-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Troubled debt restructurings during the nine months ended September 30, 2016 | | | | | | | | |
| Number of contracts | 1 | — | — | — | — | — | — | 1 |
| Pre-restructuring outstanding recorded investment | $ 24 | $ — | $ — | $ — | $ — | $ — | $ — | $ 24 |
| Post-restructuring outstanding recorded investment | $ 24 | $ — | $ — | $ — | $ — | $ — | $ — | $ 24 |
| Troubled debt restructurings during the three months ended September 30, 2015 | | | | | | | | |
| Number of contracts | — | — | — | — | — | — | — | — |
| Pre-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Post-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Troubled debt restructurings during the nine months ended September 30, 2015 | | | | | | | | |
| Number of contracts | — | — | — | — | — | — | — | — |
| Pre-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |
| Post-restructuring outstanding recorded investment | $ — | $ — | $ — | $ — | $ — | $ — | $ — | $ — |

At September 30, 2016 and 2015, there were no loans modified under troubled debt restructurings during the previous twelve month period that subsequently defaulted during the three and nine months ended September 30, 2016 and 2015, respectively. At September 30, 2016 and 2015, the Company had no commitments to lend additional funds to any borrowers with loans whose terms have been modified under troubled debt restructurings.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. The following table presents information regarding the aging of past due loans by loan class as of September 30, 2016 and December 31, 2015:

| | Loans 30-89 Days Past Due | Loans 90 or More Past Due | Total Past Due Loans | Current Loans | Total Loans |
|---|---|---|---|---|---|
| September 30, 2016 | | | | | |
| Commercial | $ 276 | $ 7,791 | $ 8,067 | $ 610,190 | $ 618,257 |
| Commercial real estate, land and land development | 6,188 | — | 6,188 | 2,773,079 | 2,779,267 |
| Residential real estate | 1,027 | 152 | 1,179 | 631,233 | 632,412 |
| Single-family interim construction | 955 | — | 955 | 247,470 | 248,425 |
| Agricultural | — | — | — | 51,684 | 51,684 |
| Consumer | 21 | 56 | 77 | 30,408 | 30,485 |
| Other | — | — | — | 160 | 160 |
| | $ 8,467 | $ 7,999 | $ 16,466 | $ 4,344,224 | $ 4,360,690 |
| December 31, 2015 | | | | | |
| Commercial | $ 2,740 | $ 7,220 | $ 9,960 | $ 721,858 | $ 731,818 |
| Commercial real estate, land and land development | 2,059 | — | 2,059 | 2,367,286 | 2,369,345 |
| Residential real estate | 1,456 | 330 | 1,786 | 606,204 | 607,990 |
| Single-family interim construction | 503 | — | 503 | 187,481 | 187,984 |
| Agricultural | 89 | 170 | 259 | 49,919 | 50,178 |
| Consumer | 290 | 26 | 316 | 41,650 | 41,966 |
| Other | — | — | — | 124 | 124 |
| | $ 7,137 | $ 7,746 | $ 14,883 | $ 3,974,522 | $ 3,989,405 |

The Company's internal classified report is segregated into the following categories: 1) Pass/Watch, 2) Special Mention, 3) Substandard and 4) Doubtful. The loans placed in the Pass/Watch category reflect the Company's opinion that the loans reflect potential weakness that requires monitoring on a more frequent basis. The loans in the Special Mention category reflect the Company's opinion that the credit contains weaknesses which represent a greater degree of risk and warrant extra attention. These loans are reviewed monthly by officers and senior management to determine if a change in category is warranted. The loans placed in the Substandard category are considered to be potentially inadequately protected by the current debt service capacity of the borrower and/or the pledged collateral. These credits, even if apparently protected by collateral value, have shown weakness related to adverse financial, managerial, economic, market or political conditions, which may jeopardize repayment of principal and interest. There is possibility that some future loss could be sustained by the Company if such weakness is not corrected. The Doubtful category includes loans that are in default or principal exposure is probable. Substandard and Doubtful loans are individually evaluated to determine if they should be classified as impaired and an allowance is allocated if deemed necessary under ASC 310-10.

The loans that are not impaired are included with the remaining "pass" credits in determining the portion of the allowance for loan loss based on historical loss experience and other qualitative factors. The portfolio is segmented into categories including: commercial loans, consumer loans, commercial real estate loans, residential real estate loans and agricultural loans. The adjusted historical loss percentage is applied to each category. Each category is then added together to determine the allowance allocated under ASC 450-20.

A summary of loans by credit quality indicator by class as of September 30, 2016 and December 31, 2015 , is as follows:

| | Pass | Pass/ Watch | Special Mention | Substandard | Doubtful | Total |
|---|---|---|---|---|---|---|
| September 30, 2016 | | | | | | |
| Commercial | $ 538,721 | $ 35,413 | $ 16,969 | $ 27,154 | $ — | $ 618,257 |
| Commercial real estate, construction, land and land development | 2,762,919 | 5,513 | 3,404 | 7,431 | — | 2,779,267 |
| Residential real estate | 627,257 | 1,482 | 373 | 3,300 | — | 632,412 |
| Single-family interim construction | 247,558 | 867 | — | — | — | 248,425 |
| Agricultural | 51,634 | 50 | — | — | — | 51,684 |
| Consumer | 30,355 | 23 | 20 | 87 | — | 30,485 |
| Other | 160 | — | — | — | — | 160 |
| | $ 4,258,604 | $ 43,348 | $ 20,766 | $ 37,972 | $ — | $ 4,360,690 |
| December 31, 2015 | | | | | | |
| Commercial | $ 616,149 | $ 46,607 | $ 44,469 | $ 24,593 | $ — | $ 731,818 |
| Commercial real estate, construction, land and land development | 2,343,883 | 18,463 | 3,341 | 3,658 | — | 2,369,345 |
| Residential real estate | 599,937 | 2,150 | 982 | 4,921 | — | 607,990 |
| Single-family interim construction | 187,984 | — | — | — | — | 187,984 |
| Agricultural | 48,185 | 66 | 1,757 | 170 | — | 50,178 |
| Consumer | 41,601 | 57 | 32 | 276 | — | 41,966 |
| Other | 124 | — | — | — | — | 124 |
| | $ 3,837,863 | $ 67,343 | $ 50,581 | $ 33,618 | $ — | $ 3,989,405 |

The Company has acquired certain loans which experienced credit deterioration since origination (purchased credit impaired (PCI) loans). Accretion on PCI loans is based on estimated future cash flows, regardless of contractual maturity. No additional PCI loans were acquired during the nine months ended September 30, 2016.

The following table summarizes the outstanding balance and related carrying amount of purchased credit impaired loans as of the respective acquisition date for the acquisition occurring in 2015:

| | Acquisition Date November 1, 2015 |
|---|---|
| | Grand Bank |
| Outstanding balance | $ 3,548 |
| Nonaccretable difference | (593) |
| Accretable yield | — |
| Carrying amount | $ 2,955 |

The carrying amount of all acquired PCI loans included in the consolidated balance sheet and the related outstanding balance at September 30, 2016 and December 31, 2015, were as follows:

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding balance | $ 40,236 | $ 57,178 |
| Carrying amount | 35,309 | 49,837 |

There was no allocation established in the allowance for loan losses relating to PCI loans at September 30, 2016 or December 31, 2015.

The changes in accretable yield during the nine months ended September 30, 2016 and 2015 in regard to loans transferred at acquisition for which it was probable that all contractually required payments would not be collected are presented in the table below.

| | For the Nine Months Ended September 30, | |
|---|---|---|
| | 2016 | 2015 |
| Balance at January 1, | $ 2,380 | $ 2,546 |
| Additions | — | — |
| Accretion | (759) | (791) |
| Transfers from nonaccretable | — | 748 |
| Balance at September 30, | $ 1,621 | $ 2,503 |

**Note 5. Commitments and Contingencies**

*Financial Instruments with Off-Balance Sheet Risk*
The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. The commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of this instrument. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. At September 30, 2016 and December 31, 2015 , the approximate amounts of these financial instruments were as follows:

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Commitments to extend credit | $ 854,016 | $ 838,341 |
| Standby letters of credit | 10,948 | 10,361 |
| | $ 864,964 | $ 848,702 |

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained if deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, farm crops, property, plant and equipment and income-producing commercial properties.

Letters of credit are written conditional commitments used by the Company to guarantee the performance of a customer to a third party. The Company's policies generally require that letter of credit arrangements contain security and debt covenants similar to those contained in loan arrangements. In the event the customer does not perform in accordance with the terms of the agreement with the third party, the Company would be required to fund the commitment. The maximum potential amount of future payments the Company could be required to make is represented by the contractual amount shown in the table above. If the commitment is funded, the Company would be entitled to seek recovery from the customer. As of September 30, 2016 and December 31, 2015 , no amounts have been recorded as liabilities for the Company's potential obligations under these guarantees.

*Litigation*
The Company is involved in certain legal actions arising from normal business activities. Management believes that the outcome of such proceedings will not materially affect the financial position, results of operations or cash flows of the Company.

Independent Bank is a party to a legal proceeding inherited by Independent Bank in connection with its acquisition of BOH Holdings, Inc. and its subsidiary, Bank of Houston. Please see Part II, Item 1. for more details on this lawsuit.

*Lease Commitments*
The Company leases certain branch facilities and other facilities. Rent expense related to these leases amounted to $ 611 and $ 1,924 for the three and nine months ended September 30, 2016, respectively, and $ 583 and $1,567 for the three and nine months ended September 30, 2015, respectively.

**Note 6. Repurchase Agreements and Other Borrowings**

At September 30, 2016 and December 31, 2015, repurchase agreements totaled $0 and $12,160 , respectively. During the nine months ended September 30, 2016, repurchase agreements were transferred to deposit accounts.

Other borrowings, including those borrowings due to related parties totaled $107,209 and $70,798 at September 30, 2016 and December 31, 2015, respectively. The balance of borrowings at September 30, 2016 is net of discount and origination costs totaling $2,791 .

In June 2016, the Company issued an additional $45,000 in aggregate principal of its 5.875% subordinated notes (notes) due August 1, 2024. The notes were sold at an original discount of $787.5 , which will be amortized into interest expense over the life of the notes. Interest on the notes is payable semiannually. The notes may not be redeemed prior to maturity and meet the criteria to be recognized as Tier 2 capital for regulatory purposes.

In January 2016, the Company redeemed two debenture issuances in full with principal payments totaling $5,798 plus all interest accrued at time of redemption.

**Line of Credit Amendment**

On July 18, 2016, the Company's unsecured line of credit with two unrelated commercial banks was amended to extend the termination date and to change certain loan agreement terms related to the Company's capital ratios. The line bears interest at LIBOR plus 2.50% and matures on July 17, 2017. At September 30, 2016 and December 31, 2015, there were no advances outstanding on this line.

**Note 7. Income Taxes**

Income tax expense for the three and nine months ended September 30, 2016 and 2015 was as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Income tax expense for the period | $ 7,155 | $ 3,924 | $ 19,174 | $ 13,664 |
| Effective tax rate | 33.0% | 32.4% | 33.1% | 32.6% |

The effective tax rates differ from the statutory federal tax rate of 35% largely due to tax exempt interest income earned on certain investment securities and loans and the nontaxable earnings on bank owned life insurance.

**Note 8. Fair Value Measurements**

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC Topic 820, *Fair Value Measurements and Disclosures* , establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

> Level 1 Inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 Inputs – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from or corroborated by market data by correlation or other means.

Level 3 Inputs – Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

The following table represents assets reported on the consolidated balance sheets at their fair value on a recurring basis as of September 30, 2016 and December 31, 2015 by level within the ASC Topic 820 fair value measurement hierarchy:

| | | Fair Value Measurements at Reporting Date Using | | |
|---|---|---|---|---|
| | Assets/ Liabilities Measured at Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| September 30, 2016 | | | | |
| Measured on a recurring basis: | | | | |
| Assets: | | | | |
| Investment securities available for sale: | | | | |
| Government agency securities | $ 108,077 | $ — | $ 108,077 | $ — |
| Obligations of state and municipal subdivisions | 84,683 | — | 84,683 | — |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 75,100 | — | 75,100 | — |
| December 31, 2015 | | | | |
| Measured on a recurring basis: | | | | |
| Assets: | | | | |
| Investment securities available for sale: | | | | |
| U.S. treasuries | $ 1,002 | $ — | $ 1,002 | $ — |
| Government agency securities | 135,300 | — | 135,300 | — |
| Obligations of state and municipal subdivisions | 85,416 | — | 85,416 | — |
| Residential pass-through securities guaranteed by FNMA, GNMA and FHLMC | 51,745 | — | 51,745 | — |

There were no transfers between level categorizations and no changes in valuation methodologies for the periods presented.

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

Securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury and other yield curves, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the security's terms and conditions, among other things.

In accordance with ASC Topic 820, certain assets and liabilities are measured at fair value on a nonrecurring basis; that is, the assets and liabilities are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). The following table presents the assets carried on the consolidated balance sheet by caption and by level in the fair value hierarchy at September 30, 2016 and December 31, 2015, for which a nonrecurring change in fair value has been recorded:

| | | Fair Value Measurements at Reporting Date Using | | | |
|---|---|---|---|---|---|
| | Assets Measured at Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Period Ended Total Losses |
| September 30, 2016 | | | | | |
| Measured on a nonrecurring basis: | | | | | |
| Assets: | | | | | |
| Impaired loans | $ 789 | $ — | $ — | $ 789 | $ 593 |
| Other real estate | 340 | — | — | 340 | 52 |
| | | | | | |
| December 31, 2015 | | | | | |
| Measured on a nonrecurring basis: | | | | | |
| Assets: | | | | | |
| Impaired loans | $ 4,827 | $ — | $ — | $ 4,827 | $ 3,029 |
| Other real estate | 577 | — | — | 577 | 35 |

Impaired loans (loans which are not expected to repay all principal and interest amounts due in accordance with the original contractual terms) are measured at an observable market price (if available) or at the fair value of the loan's collateral (if collateral dependent). Fair value of the loan's collateral is determined by appraisals or independent valuation, which is then adjusted for the estimated costs related to liquidation of the collateral. Management's ongoing review of appraisal information may result in additional discounts or adjustments to valuation based upon more recent market sales activity or more current appraisal information derived from properties of similar type and/or locale. Therefore, the Company has categorized its impaired loans as Level 3.

Other real estate is measured at fair value on a nonrecurring basis (upon initial recognition or subsequent impairment). Other real estate is classified within Level 3 of the valuation hierarchy. When transferred from the loan portfolio, other real estate is adjusted to fair value less estimated selling costs and is subsequently carried at the lower of carrying value or fair value less estimated selling costs. The fair value is determined using an external appraisal process, discounted based on internal criteria.

In addition, mortgage loans held for sale are required to be measured at the lower of cost or fair value. The fair value of mortgage loans held for sale is based upon binding quotes or bids from third party investors. As of September 30, 2016 and December 31, 2015, all mortgage loans held for sale were recorded at cost.

The methods and assumptions used by the Company in estimating fair values of financial instruments as disclosed herein in accordance with ASC Topic 825, *Financial Instruments* , other than for those measured at fair value on a recurring and nonrecurring basis discussed above, are as follows:

**Cash and cash equivalents:** The carrying amounts of cash and cash equivalents approximate their fair value.

**Certificates of deposit held in other banks:** The fair value of certificates of deposit held in other banks is based upon current rates in the market.

**Loans and loans held for sale:** For variable-rate loans that reprice frequently and have no significant changes in credit risk, fair values are based on carrying values. Fair values for certain mortgage loans (for example, one-to-four family residential), commercial real estate and commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality.

**Federal Home Loan Bank of Dallas and other restricted stock:** The carrying value of restricted securities such as stock in the Federal Home Loan Bank of Dallas and Independent Bankers Financial Corporation approximates fair value.

**Deposits:** The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is their carrying amounts). The carrying amounts of variable-rate certificates of deposit (CDs) approximate their fair values at the reporting date. Fair values for fixed-rate CDs are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Federal Home Loan Bank advances, line of credit and federal funds purchased:** The fair value of advances maturing within 90 days approximates carrying value. Fair value of other advances is based on the Company’s current borrowing rate for similar arrangements.

**Repurchase agreements and other borrowings:** The carrying value of repurchase agreements approximates fair value due to the short term nature. The fair values of private subordinated debentures are based upon prevailing rates on similar debt in the market place. The subordinated debentures that are publicly traded are valued based on indicative bid prices based upon market pricing observations in the current market.

**Junior subordinated debentures:** The fair value of junior subordinated debentures is estimated using discounted cash flow analyses based on the Company’s current incremental borrowing rates for similar types of borrowing arrangements.

**Accrued interest:** The carrying amounts of accrued interest approximate their fair values.

**Off-balance sheet instruments:** Fair values for off-balance sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing. The fair value of commitments is not material.

The carrying amount, estimated fair value and the level of the fair value hierarchy of the Company's financial instruments were as follows at September 30, 2016 and December 31, 2015:

| | Carrying Amount | Estimated Fair Value | Fair Value Measurements at Reporting Date Using: Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|---|
| September 30, 2016 | | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | $ 589,600 | $ 589,600 | $ 589,600 | $ — | $ — |
| Securities available for sale | 267,860 | 267,860 | — | 267,860 | — |
| Loans held for sale | 7,097 | 7,097 | — | 7,097 | — |
| Loans, net | 4,329,217 | 4,350,215 | — | 4,350,109 | 106 |
| FHLB of Dallas stock and other restricted stock | 26,452 | 26,452 | — | 26,452 | — |
| Accrued interest receivable | 10,267 | 10,267 | — | 10,267 | — |
| Financial liabilities: | | | | | |
| Deposits | 4,416,493 | 4,420,693 | — | 4,420,693 | — |
| Accrued interest payable | 2,276 | 2,276 | — | 2,276 | — |
| FHLB advances | 470,765 | 471,043 | — | 471,043 | — |
| Other borrowings | 107,209 | 110,550 | — | 110,550 | — |
| Junior subordinated debentures | 18,147 | 18,153 | — | 18,153 | — |
| Off-balance sheet assets (liabilities): | | | | | |
| Commitments to extend credit | — | — | — | — | — |
| Standby letters of credit | — | — | — | — | — |
| December 31, 2015 | | | | | |
| Financial assets: | | | | | |
| Cash and cash equivalents | $ 293,279 | $ 293,279 | $ 293,279 | $ — | $ — |
| Certificates of deposit held in other banks | 61,746 | 61,873 | — | 61,873 | — |
| Securities available for sale | 273,463 | 273,463 | — | 273,463 | — |
| Loans held for sale | 12,299 | 12,299 | — | 12,299 | — |
| Loans, net | 3,960,809 | 3,966,199 | — | 3,960,246 | 5,953 |
| FHLB of Dallas stock and other restricted stock | 14,256 | 14,256 | — | 14,256 | — |
| Accrued interest receivable | 10,991 | 10,991 | — | 10,991 | — |
| Financial liabilities: | | | | | |
| Deposits | 4,028,279 | 4,031,365 | — | 4,031,365 | — |
| Accrued interest payable | 2,792 | 2,792 | — | 2,792 | — |
| FHLB advances | 288,325 | 295,345 | — | 295,345 | — |
| Repurchase agreements | 12,160 | 12,160 | — | 12,160 | — |
| Other borrowings | 70,798 | 70,935 | — | 70,935 | — |
| Junior subordinated debentures | 18,147 | 18,128 | — | 18,128 | — |
| Off-balance sheet assets (liabilities): | | | | | |
| Commitments to extend credit | — | — | — | — | — |
| Standby letters of credit | — | — | — | — | — |

**Note 9. Stock Awards and Stock Warrants**

The Company grants common stock awards to certain employees of the Company. The common stock issued prior to 2013 vests five years from the date the award is granted and the related compensation expense is recognized over the vesting period. In connection with the initial public offering in April 2013, the Board of Directors adopted a new 2013 Equity Incentive Plan. Under this plan, the Compensation Committee may grant awards in the form of restricted stock, restricted stock rights, restricted stock units, qualified and nonqualified stock options, performance-based share awards and other equity-based awards. The Plan reserved 800,000 shares of common stock to be awarded by the Company's compensation committee. The shares currently issued under the 2013 Plan are restricted and will vest evenly over the required employment period, generally ranging from three to five years. Shares granted under a previous plan prior to 2012 and those in and subsequent to 2013 under the 2013 Equity Incentive Plan were issued at the date of grant and receive dividends. Shares issued under a revised plan in 2012 are not outstanding shares of the Company until they vest and do not receive dividends. During the nine months ended September 30, 2016, 8,000 shares that were issued under the 2012 Plan vested during the period.

The following table summarizes the activity in nonvested shares for the nine months ended September 30, 2016 and 2015 :

| | Number of Shares | Weighted Average Grant Date Fair Value |
|---|---|---|
| Nonvested shares, December 31, 2015 | 373,572 | $ 40.29 |
| Granted during the period | 87,470 | 31.82 |
| Vested during the period | (139,699) | 36.55 |
| Forfeited during the period | (6,836) | 36.11 |
| Nonvested shares, September 30, 2016 | 314,507 | $ 36.35 |
| | | |
| Nonvested shares, December 31, 2014 | 373,886 | $ 41.58 |
| Granted during the period | 90,124 | 31.84 |
| Vested during the period | (80,641) | 42.12 |
| Forfeited during the period | (14,599) | 28.82 |
| Nonvested shares, September 30, 2015 | 368,770 | $ 40.46 |

Compensation expense related to these awards is recorded based on the fair value of the award at the date of grant and totaled $892 and $4,533 for the three and nine months ended September 30, 2016 , respectively and $1,115 and $3,214 for the three and nine months ended September 30, 2015, respectively. Compensation expense is recorded in salaries and employee benefits in the accompanying consolidated statements of income. At September 30, 2016 , future compensation expense is estimated to be $7,316 and will be recognized over a remaining weighted average period of 2.45 years.

The fair value of common stock awards that vested during the nine months ended September 30, 2016 and 2015 was $4,554 and $3,192 , respectively. The Company has recorded $ (193) and $ (63) to additional paid in capital, which represents the income tax deficiency recognized on the vested shares for the nine months ended September 30, 2016 and 2015, respectively.

At September 30, 2016 , the future vesting schedule of the nonvested shares is as follows:

| | |
|---|---|
| First year | 157,815 |
| Second year | 94,472 |
| Third year | 49,120 |
| Fourth year | 7,250 |
| Fifth year | 5,850 |
| Total nonvested shares | 314,507 |

The Company has warrants outstanding representing the right to purchase 150,544 shares of Company stock at $17.19 per share to certain Company directors and shareholders. The warrants were issued in return for the shareholders' agreement to repurchase the subordinated debt outstanding to an unaffiliated bank in the event of Company default. The warrants were recorded as equity awards at fair value and were being amortized over the term of the debt. The subordinated debt was paid off by the Company in 2013. The warrants expire in December 2018.

**Note 10. Regulatory Matters**

Under banking law, there are legal restrictions limiting the amount of dividends the Bank can declare. Approval of the regulatory authorities is required if the effect of dividends declared would cause the regulatory capital of the Bank to fall below specified minimum levels. For state banks, subject to regulatory capital requirements, payment of dividends is generally allowed to the extent of net profits.

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Company is subject to the Basel III regulatory capital framework (the "Basel III Capital Rules"). Starting in January 2016, the implementation of the capital conservation buffer was effective for the Company starting at the 0.625% level and increasing 0.625% each year thereafter, until it reaches 2.5% on January 1, 2019. The capital conservation buffer is designed to absorb losses during periods of economic stress and requires increased capital levels for the purpose of capital distributions and other payments. Failure to meet the full amount of the buffer will result in restrictions on the Company's ability to make capital distributions, including dividend payments and stock repurchases and to pay discretionary bonuses to executive officers.

Quantitative measures established by regulation to ensure capital adequacy require the Company and the Bank to maintain minimum amounts and ratios (set forth in the table below) of total, CET1 and Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of September 30, 2016 and December 31, 2015, the Company and the Bank meet all capital adequacy requirements to which they are subject, including the capital buffer requirement.

As of September 30, 2016 and December 31, 2015, the Bank's capital ratios exceeded those levels necessary to be categorized as "well capitalized" under the regulatory framework for prompt corrective action. To be categorized as "well capitalized," the Bank must maintain minimum total risk based, CET1, Tier 1 risk based and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the Bank's category.

The actual capital amounts and ratios of the Company and Bank as of September 30, 2016 and December 31, 2015, are presented in the following table:

| | Actual | | Minimum for Capital Adequacy Purposes | | To Be Well Capitalized Under Prompt Corrective Action Provisions | |
|---|---|---|---|---|---|---|
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| September 30, 2016 | | | | | | |
| Total capital to risk weighted assets: | | | | | | |
| Consolidated | $ 532,789 | 11.24% | $ 379,360 | 8.00% | N/A | N/A |
| Bank | 524,038 | 11.06 | 379,168 | 8.00 | $ 473,960 | 10.00% |
| Tier 1 capital to risk weighted assets: | | | | | | |
| Consolidated | 393,214 | 8.29 | 284,520 | 6.00 | N/A | N/A |
| Bank | 494,463 | 10.43 | 284,376 | 6.00 | 379,168 | 8.00% |
| Common equity tier 1 to risk weighted assets | | | | | | |
| Consolidated | 375,614 | 7.92 | 213,390 | 4.50 | N/A | N/A |
| Bank | 494,463 | 10.43 | 213,282 | 4.50 | 308,074 | 6.50% |
| Tier 1 capital to average assets: | | | | | | |
| Consolidated | 393,214 | 7.46 | 210,847 | 4.00 | N/A | N/A |
| Bank | 494,463 | 9.39 | 210,745 | 4.00 | 263,431 | 5.00% |
| December 31, 2015 | | | | | | |
| Total capital to risk weighted assets: | | | | | | |
| Consolidated | $ 473,993 | 11.14% | $ 340,533 | 8.00% | N/A | N/A |
| Bank | 470,495 | 11.06 | 340,259 | 8.00 | $ 425,323 | 10.00% |
| Tier 1 capital to risk weighted assets: | | | | | | |
| Consolidated | 379,631 | 8.92 | 255,400 | 6.00 | N/A | N/A |
| Bank | 443,452 | 10.43 | 255,194 | 6.00 | 340,259 | 8.00% |
| Common equity tier 1 to risk weighted assets | | | | | | |
| Consolidated | 338,093 | 7.94 | 191,550 | 4.50 | N/A | N/A |
| Bank | 443,452 | 10.43 | 191,396 | 4.50 | 276,460 | 6.50% |
| Tier 1 capital to average assets: | | | | | | |
| Consolidated | 379,631 | 8.28 | 183,379 | 4.00 | N/A | N/A |
| Bank | 443,452 | 9.72 | 182,421 | 4.00 | 228,026 | 5.00% |

**Note 11. Business Combinations**

**Grand Bank**

During the nine months ended September 30, 2016, the Company made measurement-period adjustments to previously-reported acquisition accounting estimates for the November 1, 2015 acquisition of Grand Bank. The adjustments were a result of finalizing the fair value valuation analysis for the acquired loans and core deposits, and additional termination accruals identified that related to Grand Bank accounts that existed prior to the acquisition. The adjustments resulted in decreases of $324 to goodwill, $175 to deferred tax asset, $216 to core deposit intangible, and increases of $735 to loans and $20 to other liabilities.

**Note 12. Subsequent Event**

**Declaration of Dividends**

On October 27, 2016, the Company declared a quarterly cash dividend in the amount of $0.10 per share of common stock to the stockholders of record on November 7, 2016. The dividend will be paid on November 18, 2016.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Cautionary Note Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q, our other filings with the SEC, and other press releases, documents, reports and announcements that we make, issue or publish may contain statements that we believe are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are statements or projections with respect to matters such as our future results of operations, including our future revenues, income, expenses, provision for taxes, effective tax rate, earnings per share and cash flows, our future capital expenditures and dividends, our future financial condition and changes therein, including changes in our loan portfolio and allowance for loan losses, our future capital structure or changes therein, the plan and objectives of management for future operations, our future or proposed acquisitions and the integration thereof, the future or expected effect of acquisitions on our operations, results of operations and financial condition, our future economic performance and the statements of the assumptions underlying any such statement. Such statements are typically identified by the use in the statements of words or phrases such as "aim," "anticipate," "estimate," "expect," "goal," "guidance," "intend," "is anticipated," "is estimated," "is expected," "is intended," "objective," "plan," "projected," "projection," "will affect," "will be," "will continue," "will decrease," "will grow," "will impact," "will increase," "will incur," "will reduce," "will remain," "will result," "would be," variations of such words or phrases (including where the word "could", "may" or "would" is used rather than the word "will" in a phrase) and similar words and phrases indicating that the statement addresses some future result, occurrence, plan or objective. The forward-looking statements that we make are based on the Company's current expectations and assumptions regarding its business, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. The Company's actual results may differ materially from those contemplated by the forward-looking statements, which are neither statements of historical fact nor guarantees or assurances of future performance. Many possible events or factors could affect the future financial results and performance of the Company and could cause such results or performance to differ materially from those expressed in forward-looking statements. These factors include, but are not limited to, the following:

- worsening business and economic conditions nationally, regionally and in our target markets, particularly in Texas and the geographic areas in which we operate;
- our dependence on our management team and our ability to attract, motivate and retain qualified personnel;
- the concentration of our business within our geographic areas of operation in Texas;
- deteriorating asset quality and higher loan charge-offs;
- concentration of our loan portfolio in commercial and residential real estate loans and changes in the prices, values and sales volumes of commercial and residential real estate;
- inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;
- lack of liquidity, including as a result of a reduction in the amount of sources of liquidity we currently have;
- material decreases in the amount of deposits we hold;
- regulatory requirements to maintain minimum capital levels or maintenance of capital at levels sufficient to support our anticipated growth;
- changes in market interest rates that affect the pricing of our loans and deposits and our net interest income;
- fluctuations in the market value and liquidity of the securities we hold for sale;
- effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
- changes in economic and market conditions that affect the amount of assets we have under administration;
- the institution and outcome of litigation and other legal proceeding against us or to which we become subject;
- the occurrence of market conditions adversely affecting the financial industry generally;
- the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators, such as the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the SEC and the Public Company Accounting Oversight Board:
- governmental monetary and fiscal policies;
- changes in the scope and cost of FDIC insurance and other coverage;
- the effects of war or other conflicts, acts of terrorism (including cyber attacks) or other catastrophic events, including storms, droughts, tornadoes and flooding, that may affect general economic conditions;

- our actual cost savings resulting from previous or future acquisitions are less than expected, we are unable to realize those cost savings as soon as expected, or we incur additional or unexpected costs;
- our revenues after previous or future acquisitions are less than expected;
- deposit attrition, operating costs, customer loss and business disruption before and after our completed acquisitions, including, without limitation, difficulties in maintaining relationships with employees, may be greater than we expected;
- the risk that the businesses of the Company, and financial institutions that it has or will acquire, will not be integrated successfully, or such integrations may be more difficult, time-consuming or costly than expected;
- the quality of the assets acquired from other organizations being lower than determined in our due diligence investigation and related exposure to unrecoverable losses on loans acquired;
- general business and economic conditions in our markets change or are less favorable than expected;
- changes occur in business conditions and inflation;
- personal or commercial customers' bankruptcies increase;
- technology-related changes are harder to make or are more expensive than expected; and
- the other factors that are described or referenced in Part II, Item 1A. of this Quarterly Report on Form 10-Q under the caption "Risk Factors."

We urge you to consider all of these risks, uncertainties and other factors carefully in evaluating all such forward-looking statements that we may make. As a result of these and other matters, including changes in facts and assumptions not being realized, the actual results relating to the subject matter of any forward-looking statement may differ materially from the anticipated results expressed or implied in that forward-looking statement. Any forward-looking statement made by the Company in any report, filing, press release, document, report or announcement speaks only as of the date on which it is made. The Company undertakes no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

A forward looking-statement may include a statement of the assumptions or bases underlying the forward-looking statement. The Company believes it has chosen these assumptions or bases in good faith and they are reasonable. However, the Company cautions you that assumptions or bases almost always vary from actual results, and the differences between assumptions or bases and actual results can be material. The Company undertakes no obligation to publicly update or otherwise revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

**Overview**

This Management's Discussion and Analysis of Financial Condition and Results of Operations analyzes the major elements of the Company's financial condition and results of operation as reflected in the interim consolidated financial statements and accompanying notes appearing in this Quarterly Report on Form 10-Q. This section should be read in conjunction with the Company's interim consolidated financial statements and accompanying notes included elsewhere in this report and with the consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2015.

The Company was organized as a bank holding company in 2002. On January 1, 2009, the Company was merged with Independent Bank Group Central Texas, Inc., and, since that time, has pursued a strategy to create long-term shareholder value through organic growth of our community banking franchise in our market areas and through selective acquisitions of complementary banking institutions with operations in our market areas. On April 8, 2013, the Company consummated the initial public offering, or IPO, of its common stock which is traded on the NASDAQ Global Select Market.

The Company operates 41 full service banking locations, with 23 located in the Dallas/North Texas region, seven located in the Austin/Central Texas region and 11 in the Houston region. During the three months ended September 30, 2016, the Company sold a branch transferring premises and equipment totaling $2.2 million and deposits of $4.6 million. The sale resulted in a net loss of $43 thousand. The Company's headquarters are located at 1600 Redbud, Suite 400, McKinney, Texas 75069, and its telephone number is (972) 562-9004. The Company's website address is www.ibtx.com . Information contained on the Company's website is not incorporated by reference into this Quarterly Report on Form 10-Q and is not part of this or any other report.

Our principal business is lending to and accepting deposits from businesses, professionals and individuals. We conduct all of our banking operations through Independent Bank, which is a Texas state banking corporation and our principal subsidiary (the Bank). We derive our income principally from interest earned on loans and, to a lesser extent, income from securities available for sale. We also derive income from non-interest sources, such as fees received in connection with various deposit services and mortgage brokerage operations. From time to time, we also realize gains on the sale of assets. Our principal expenses include interest expense on interest-bearing customer deposits, advances from the Federal Home Loan Bank of Dallas, or the FHLB, and other borrowings, operating expenses, such as salaries, employee benefits, occupancy costs, data processing and communication costs, expenses associated with other real estate owned, other administrative expenses, provisions for loan losses and our assessment for FDIC deposit insurance.

**Certain Events Affect Year-over-Year Comparability**

**Acquisition** . The Company completed the acquisition of Grand Bank effective November 1, 2015. This acquisition increased total assets by $620.2 million, gross loans by $274.4 million and deposits by $523.7 million on the acquisition date. The comparability of the Company's results of operations for the three and nine months ended September 30, 2016 and 2015 are affected by this acquisition.

**Discussion and Analysis of Results of Operations for the Three and Nine Months Ended September 30, 2016 and 2015**

The following discussion and analysis of our results of operations compares our results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results of operations that may be expected for all of the year ending December 31, 2016.

**Results of Operations**

For the three months ended September 30, 2016, net income was $14.5 million ($0.78 per common share on a diluted basis) compared with net income after preferred stock dividends of $8.1 million ($0.47 per common share on a diluted basis) for the three months ended September 30, 2015. The Company posted annualized returns on average common equity of 9.04% and 5.96%, returns on average assets of 1.04% and 0.76% and efficiency ratios of 53.06% and 61.66% for the three months ended September 30, 2016 and 2015, respectively. The efficiency ratio is calculated by dividing total noninterest expense (which does not include the provision for loan losses) by net interest income plus noninterest income.

For the nine months ended September 30, 2016, net income after preferred stock dividends was $38.8 million ($2.09 per common share on a diluted basis) compared with $28.0 million ($1.63 per common share on a diluted basis) for the nine months ended September 30, 2015. The Company posted annualized returns on average common equity of 8.25% and 7.04%, returns on average assets of 0.96% and 0.89% and efficiency ratios of 57.01% and 60.33% for the nine months ended September 30, 2016 and 2015, respectively.

**Net Interest Income**

The Company's net interest income is its interest income, net of interest expenses. Changes in the balances of the Company's earning assets and its deposits, FHLB advances and other borrowings, as well as changes in the market interest rates, affect the Company's net interest income. The difference between the Company's average yield on earning assets and its average rate paid for interest-bearing liabilities is its net interest spread. Noninterest-bearing sources of funds, such as demand deposits and stockholders' equity, also support the Company's earning assets. The impact of the noninterest-bearing sources of funds is reflected in the Company's net interest margin, which is calculated as annualized net interest income divided by average earning assets.

Net interest income was $45.7 million for the three months ended September 30, 2016, an increase of $7.6 million, or 20.1%, from $38.1 million for the three months ended September 30, 2015. This increase is due primarily to a $1.3 billion increase, or 34.0%, in average interest earning assets to $5.0 billion for the three months ended September 30, 2016 compared to $3.7 billion for the three months ended September 30, 2015. The greatest part of the increases in interest-earning assets and interest-bearing deposits occurred as a result of the acquisition the Company completed in November 2015 but was also due in part to organic growth. The average yield on interest earning assets decreased 40 basis points from 4.62% for the three months ended September 30, 2015 to 4.22% for the three months ended September 30, 2016 primarily due to a decrease in the loan yield from 4.90% for the three months ended September 30, 2015 to 4.73% for the three months ended September 30, 2016. The decrease in loan yield is driven by decreased fee income and payoffs of energy loans that had been accruing at higher default rates. The average cost of interest-bearing liabilities increased 4 basis points to 0.74% for the three months ended September 30, 2016 compared to 0.70% for the three months ended September 30, 2015. This change was primarily due to an increase in the cost of other borrowings due to the issuance of subordinated debt in 2016 offset by the maturities of higher rate FHLB advances carried in 2015. The aforementioned changes resulted in a 42 basis point decrease in the net interest margin for the three months ended September 30, 2016 to 3.66% compared to 4.08% for the three months ended September 30, 2015 .

Net interest income was $137.3 million for the nine months ended September 30, 2016, an increase of $25.3 million, or 22.6%, from $111.9 million for the nine months ended September 30, 2015. This increase is due primarily to a $1.0 billion increase, or 28.4%, in average interest earning assets to $4.7 billion for the nine months ended September 30, 2016 compared to $3.7 billion for the nine months ended September 30, 2015. The increases in interest-earning assets and interest-bearing deposits are due to organic growth and the result of the acquisition completed in November 2015. The net interest margin for the nine months ended September 30, 2016 decreased 19 basis points to 3.89% compared to 4.08% for the nine months ended September 30, 2015. The decrease from prior year is primarily due to a decrease in loan yields of nine basis points from prior year. The average yield on interest earning assets decreased 19 basis points from 4.62% for the nine months ended September 30, 2015 to 4.43% while the average rate paid on interest bearing liabilities decreased one basis point from 0.69% to 0.68% over the same period.

***Average Balance Sheet Amounts, Interest Earned and Yield Analysis.*** The following table presents average balance sheet information, interest income, interest expense and the corresponding average yields earned and rates paid for the three and nine months ended September 30, 2016 and 2015. The average balances are principally daily averages and, for loans, include both performing and nonperforming balances.

| | Three Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2016 | | | 2015 | | |
| | Average Outstanding Balance | Interest | Yield/ Rate [3] | Average Outstanding Balance | Interest | Yield/ Rate [3] |
| **(dollars in thousands)** | | | | | | |
| **Interest-earning assets:** | | | | | | |
| Loans [1] | $ 4,302,570 | $ 51,194 | 4.73% | $ 3,411,536 | $ 42,145 | 4.90% |
| Taxable securities | 218,286 | 573 | 1.04 | 119,997 | 393 | 1.30 |
| Nontaxable securities | 75,559 | 394 | 2.07 | 65,440 | 461 | 2.79 |
| Interest-bearing deposits and other | 370,011 | 579 | 0.62 | 109,031 | 131 | 0.48 |
| Total interest-earning assets | 4,966,426 | $ 52,740 | 4.22 | 3,706,004 | $ 43,130 | 4.62 |
| Noninterest-earning assets | 568,777 | | | 564,600 | | |
| Total assets | $ 5,535,203 | | | $ 4,270,604 | | |
| **Interest-bearing liabilities:** | | | | | | |
| Checking accounts | $ 1,791,228 | $ 1,946 | 0.43 | $ 1,279,575 | $ 1,416 | 0.44 |
| Savings accounts | 153,526 | 66 | 0.17 | 143,914 | 66 | 0.18 |
| Money market accounts | 396,441 | 474 | 0.48 | 289,895 | 211 | 0.29 |
| Certificates of deposit | 821,283 | 1,563 | 0.76 | 841,009 | 1,374 | 0.65 |
| Total deposits | 3,162,478 | 4,049 | 0.51 | 2,554,393 | 3,067 | 0.48 |
| FHLB advances | 494,141 | 1,063 | 0.86 | 212,267 | 773 | 1.44 |
| Repurchase agreements and other borrowings | 107,284 | 1,733 | 6.43 | 76,313 | 1,064 | 5.53 |
| Junior subordinated debentures | 18,147 | 158 | 3.46 | 18,147 | 137 | 3.00 |
| Total interest-bearing liabilities | 3,782,050 | 7,003 | 0.74 | 2,861,120 | 5,041 | 0.70 |
| Noninterest-bearing checking accounts | 1,100,613 | | | 836,212 | | |
| Noninterest-bearing liabilities | 14,185 | | | 7,395 | | |
| Stockholders’ equity | 638,355 | | | 565,877 | | |
| Total liabilities and equity | $ 5,535,203 | | | $ 4,270,604 | | |
| Net interest income | | $ 45,737 | | | $ 38,089 | |
| Interest rate spread | | | 3.48% | | | 3.92% |
| Net interest margin [2] | | | 3.66 | | | 4.08 |
| Average interest earning assets to interest bearing liabilities | | | 131.32 | | | 129.53 |

(1) Average loan balances include nonaccrual loans.
(2) Net interest margins for the periods presented represent: (i) the difference between interest income on interest-earning assets and the interest expense on interest-bearing liabilities, divided by (ii) average interest-earning assets for the period.
(3) Yield and rates for the three month periods are annualized.

| | For The Nine Months Ended September 30, | | | | | |
|---|---|---|---|---|---|---|
| | 2016 | | | 2015 | | |
| | Average Outstanding Balance | Interest | Yield/ Rate [3] | Average Outstanding Balance | Interest | Yield/ Rate [3] |
| **(dollars in thousands)** | | | | | | |
| **Interest-earning assets:** | | | | | | |
| Loans [1] | $ 4,170,930 | $ 151,522 | 4.85% | $ 3,336,034 | $ 123,350 | 4.94% |
| Taxable securities | 220,176 | 2,067 | 1.25 | 127,250 | 1,553 | 1.63 |
| Nontaxable securities | 73,761 | 1,289 | 2.33 | 67,603 | 1,324 | 2.62 |
| Interest-bearing deposits and other | 243,827 | 1,267 | 0.69 | 136,420 | 386 | 0.38 |
| Total interest-earning assets | 4,708,694 | $ 156,145 | 4.43 | 3,667,307 | $ 126,613 | 4.62 |
| Noninterest-earning assets | 673,676 | | | 554,655 | | |
| Total assets | $ 5,382,370 | | | $ 4,221,962 | | |
| **Interest-bearing liabilities:** | | | | | | |
| Checking accounts | $ 1,718,458 | $ 5,689 | 0.44 | $ 1,287,810 | $ 4,206 | 0.44 |
| Savings accounts | 149,080 | 196 | 0.18 | 143,539 | 198 | 0.18 |
| Money market accounts | 434,010 | 1,385 | 0.43 | 260,768 | 490 | 0.25 |
| Certificates of deposit | 817,693 | 4,353 | 0.71 | 839,155 | 3,900 | 0.62 |
| Total deposits | 3,119,241 | 11,623 | 0.50 | 2,531,272 | 8,794 | 0.46 |
| FHLB advances | 463,811 | 3,062 | 0.88 | 212,005 | 2,243 | 1.41 |
| Repurchase agreements and other borrowings | 81,454 | 3,723 | 6.11 | 76,605 | 3,229 | 5.64 |
| Junior subordinated debentures | 18,147 | 457 | 3.36 | 18,147 | 400 | 2.95 |
| Total interest-bearing liabilities | 3,682,653 | 18,865 | 0.68 | 2,838,029 | 14,666 | 0.69 |
| Noninterest-bearing checking accounts | 1,059,202 | | | 819,649 | | |
| Noninterest-bearing liabilities | 12,207 | | | 7,722 | | |
| Stockholders' equity | 628,308 | | | 556,562 | | |
| Total liabilities and equity | $ 5,382,370 | | | $ 4,221,962 | | |
| Net interest income | | $ 137,280 | | | $ 111,947 | |
| Interest rate spread | | | 3.75% | | | 3.93% |
| Net interest margin [2] | | | 3.89 | | | 4.08 |
| Average interest earning assets to interest bearing liabilities | | | 127.86 | | | 129.22 |

(1) Average loan balances include nonaccrual loans.
(2) Net interest margins for the periods presented represent: (i) the difference between interest income on interest-earning assets and the interest expense on interest-bearing liabilities, divided by (ii) average interest-earning assets for the period.
(3) Yield and rates for the nine month periods are annualized.

**Provision for Loan Losses**

Management actively monitors the Company's asset quality and provides specific loss provisions when necessary. Provisions for loan losses are charged to income to bring the total allowance for loan losses to a level deemed appropriate by management based on such factors as historical loss experience, trends in classified loans and past dues, the volume and growth in the loan portfolio, current economic conditions and the value of collateral.

Loans are charged off against the allowance for loan losses when determined appropriate. Although management believes it uses the best information available to make determinations with respect to the provision for loan losses, future adjustments may be necessary if economic conditions differ from the assumptions used in making the determination.

The Company recorded a $2.1 million provision for loan losses for the three months ended September 30, 2016 compared to $3.9 million for the comparable period in 2015. Provision expense for the nine months ended September 30, 2016 was $7.2 million compared to $7.3 million for the same period in 2015. Provision expense is directly related to organic loan growth and net charge-offs during the respective periods. In addition, the Company increased reserve allocations on the energy portfolio during the three and nine months ended September 2015 and the first quarter 2016 primarily due to continued volatility in commodity prices. Net charge-offs were $3.5 million and $608 thousand for the three months ended September 30, 2016 and 2015, respectively and $4.7 million and $725 thousand for the nine months ended September 30, 2016 and 2015, respectively. The higher level of charge-offs in 2016 is primarily due to charge-offs on energy related credits which had been reserved in the prior periods.

**Noninterest Income**

The following table sets forth the components of noninterest income for the three and nine months ended September 30, 2016 and 2015 and the period-over-period variations in such categories of noninterest income:

| | Three Months Ended September 30, | | Variance | Nine Months Ended September 30, | | Variance |
|---|---|---|---|---|---|---|
| *(dollars in thousands)* | 2016 | 2015 | 2016 v. 2015 | 2016 | 2015 | 2016 v. 2015 |
| **Noninterest Income** | | | | | | |
| Service charges on deposit accounts | $ 1,840 | $ 1,777 | $ 63 | $ 5,287 | $ 5,041 | $ 246 |
| Mortgage fee income | 1,922 | 1,353 | 569 | 5,319 | 4,082 | 1,237 |
| Gain on sale of loans | — | 116 | (116) | — | 116 | (116) |
| Loss on sale of branch | (43) | — | (43) | (43) | — | (43) |
| Gain on sale of other real estate | 4 | 41 | (37) | 57 | 220 | (163) |
| Gain on sale of securities available for sale | — | — | — | 4 | 90 | (86) |
| Gain (loss) on sale of premises and equipment | (9) | (374) | 365 | 32 | (374) | 406 |
| Increase in cash surrender value of bank owned life insurance | 402 | 268 | 134 | 937 | 806 | 131 |
| All other noninterest income | 816 | 618 | 198 | 2,738 | 1,893 | 845 |
| Total noninterest income | $ 4,932 | $ 3,799 | $ 1,133 | $ 14,331 | $ 11,874 | $ 2,457 |

Total noninterest income increased $1.1 million , or 29.8% and $2.5 million, or 20.7% for the three and nine months ended September 30, 2016, respectively, over same periods in 2015. Significant changes in the components of noninterest income are discussed below.

**Mortgage Fee Income.** Mortgage fee income for the three and nine months ended September 30, 2016 increased $569 thousand, or 42.1% and $1.2 million, or 30.3%, respectively, compared to the same periods in 2015. This increase is due to housing market growth and home purchase activity in the north Texas and Austin areas along with continued refinance activity due to borrowers taking advantage of increased home values and low interest rates.

**Gain (Loss) on sale of premises and equipment, net.** The Company recognized a net loss of $9 thousand and net gain of $32 for the three and nine months ended September 30, 2016, respectively and a net loss of $374 thousand on the sale of premises and equipment for the three and nine months ended September 30, 2015. The majority of the loss recognized in 2015 is due to a loss on sale of the Company's aircraft in the amount of $385 thousand.

**Other noninterest income.** Other noninterest income for the three and nine months ended September 30, 2016 increased $198 thousand , or 32.0% and $845 thousand, or 44.6%, respectively, compared to the same periods in 2015. A large portion of this increase in other noninterest income from the prior periods is related to increased earning credits on correspondent accounts, an increase in income distributions from small business fund investments, and an increase in wealth management income during 2016.

**Noninterest Expense**

Noninterest expense increased $1.1 million , or 4.1% and $11.8 million, or 15.7% for the three and nine months and ended September 30, 2016, respectively, as compared to the same periods in 2015. The following table sets forth the components of the Company's noninterest expense for the three and nine months ended September 30, 2016 and 2015 and the period-over-period variations in such categories of noninterest expense:

| | Three Months Ended September 30, | | Variance | Nine Months Ended September 30, | | Variance |
|---|---|---|---|---|---|---|
| *(dollars in thousands)* | 2016 | 2015 | 2016 v. 2015 | 2016 | 2015 | 2016 v. 2015 |
| **Noninterest Expense** | | | | | | |
| Salaries and employee benefits | $ 15,303 | $ 14,918 | $ 385 | $ 51,644 | $ 43,992 | $ 7,652 |
| Occupancy | 4,038 | 4,117 | (79) | 12,119 | 12,054 | 65 |
| Data processing | 1,190 | 786 | 404 | 3,575 | 2,140 | 1,435 |
| FDIC assessment | 1,123 | 541 | 582 | 2,718 | 1,553 | 1,165 |
| Advertising and public relations | 229 | 313 | (84) | 775 | 912 | (137) |
| Communications | 563 | 550 | 13 | 1,648 | 1,643 | 5 |
| Other real estate owned expense, net | 145 | 88 | 57 | 180 | 184 | (4) |
| Impairment of other real estate | 51 | 10 | 41 | 106 | 35 | 71 |
| Core deposit intangible amortization | 492 | 363 | 129 | 1,472 | 1,102 | 370 |
| Professional fees | 717 | 841 | (124) | 2,354 | 2,008 | 346 |
| Acquisition expense, including legal | 3 | 293 | (290) | 732 | 793 | (61) |
| Other | 3,033 | 3,010 | 23 | 9,106 | 8,255 | 851 |
| Total noninterest expense | $ 26,887 | $ 25,830 | $ 1,057 | $ 86,429 | $ 74,671 | $ 11,758 |

**Salaries and Employee Benefits.** Salaries and employee benefits expense, which historically has been the largest component of the Company's noninterest expense, increased $385 thousand , or 2.6% and $7.7 million, or 17.4% for the three and nine months ended September 30, 2016, respectively, compared to the same periods in 2015. Salaries and employee benefits expenses increased in 2016 over the same prior year periods due to an increase in the number of the Company's full-time equivalent employees both resulting from organic growth within the Company and growth through the acquisition completed by the Company in November 2015. The increase in salaries and benefits from the year to date prior period is also due to compensation costs of approximately $2.6 million recognized during the second quarter of 2016 relating to the Company's management restructure.

**Data Processing.** Data processing fees increased $404 thousand , or 51.4% and $1.4 million, or 67.1% for the three and nine months ended September 30, 2016, respectively, compared to the same periods in 2015. The increase is due to increased online banking fees and other costs related directly to an increase in accounts over the same prior year periods, related both to organic growth and growth through acquisition.

**FDIC Assessment.** FDIC assessment expense increased $582 thousand , or 107.6% and $1.2 million, or 75.0% for the three and nine months ended September 30, 2016, respectively, compared to the same periods in 2015. The increase is due to a higher assessment associated with an increase in deposit accounts, both due to organic growth and growth through the Grand Bank acquisition in November 2015.

**Core Deposit Intangible Amortization.** Amortization expense on core deposit intangibles increased $129 thousand and $370 thousand for the three and nine months ended September 30, 2016, respectively, over the same periods in 2015. The increase is due to core deposit intangibles acquired in the Grand Bank acquisition in November 2015. Core deposit intangibles are being amortized on the straight line method over 10 years.

**Professional Fees.** Professional fees increased $346 thousand, or 17.2% for the nine months ended September 30, 2016, respectively, over the same period in 2015. The increase in professional fees is primarily due to increased legal fees on existing litigation inherited in the Bank of Houston transaction and legal fees related to energy loan workouts.

**Acquisition Expenses.** Acquisition expenses decreased $290 thousand and $61 thousand for the three and nine month period ending September 30, 2016, respectively, compared to the same periods in 2015. The decrease in acquisition-related expenses over the prior periods is primarily related to fees incurred related to the Grand Bank acquisition in November 2015.

**Other.** Other expense increased by $851 thousand, or 10.3% for the nine months ended September 30, 2016 compared to the same period in 2015. The majority of the increase in this category from the same prior periods is related to general increases in various operating expenses related both to organic growth and growth through acquisition specific to deposit and loan-related expenses.

**Income Tax Expense**

Income tax expense was $7.2 million and $19.2 million for the three and nine months ended September 30, 2016, respectively and $3.9 million and $13.7 million for the same periods in 2015. The effective tax rates were 33.0% and 33.1% for the three and nine months ended September 30, 2016, respectively, compared to 32.4% and 32.6% for the same periods in 2015.

**Discussion and Analysis of Financial Condition**

The following discussion and analysis of the Company's financial condition discusses and analyzes the financial condition of the Company as of September 30, 2016 and December 31, 2015 .

**Assets**

The Company's total assets increased by $612.2 million, or 12.1%, to $5.7 billion as of September 30, 2016 from $5.1 billion at December 31, 2015 .

**Loan Portfolio**

The following table presents the balance and associated percentage of each major category in our loan portfolio as of September 30, 2016 and December 31, 2015 :

| *(dollars in thousands)* | September 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| Commercial | $ 618,257 | 14.2% | $ 731,818 | 18.3% |
| Real estate: | | | | |
| Commercial | 2,279,628 | 52.2 | 1,949,734 | 48.7 |
| Commercial construction, land and land development | 499,639 | 11.4 | 419,611 | 10.5 |
| Residential [(1)] | 639,509 | 14.6 | 620,289 | 15.5 |
| Single family interim construction | 248,425 | 5.7 | 187,984 | 4.7 |
| Agricultural | 51,684 | 1.2 | 50,178 | 1.3 |
| Consumer | 30,485 | 0.7 | 41,966 | 1.0 |
| Other | 160 | — | 124 | — |
| | 4,367,787 | 100.0% | 4,001,704 | 100.0% |
| Deferred loan fees | (1,898) | | (1,553) | |
| Allowance for loan losses | (29,575) | | (27,043) | |
| Total loans, net | $ 4,336,314 | | $ 3,973,108 | |

(1) Includes mortgage loans held for sale as of September 30, 2016 and December 31, 2015 of $7.1 million and $12.3 million, respectively.

Our loan portfolio is the largest category of our earning assets. As of September 30, 2016 and December 31, 2015 , loans, net of allowance for loan losses, totaled $4.336 billion and $3.973 billion , respectively, which is an increase of 9.1% between the two dates.

**Asset Quality**

***Nonperforming Assets.*** The Company has established procedures to assist the Company in maintaining the overall quality of the Company's loan portfolio. In addition, the Company has adopted underwriting guidelines to be followed by the Company's lending officers and which require significant senior management review of proposed extensions of credit exceeding certain thresholds. When delinquencies exist, the Company rigorously monitors the levels of such delinquencies for any negative or adverse trends. The Company's loan review procedures include approval of lending policies and underwriting guidelines by Independent Bank's board of directors, an annual independent loan review, approval of large credit relationships by Independent Bank's Executive Loan Committee and loan quality documentation procedures. The Company, like other financial institutions, is subject to the risk that its loan portfolio will be subject to increasing pressures from deteriorating borrower credit due to general economic conditions.

The Company discontinues accruing interest on a loan when management of the Company believes, after considering the Company's collection efforts and other factors, that the borrower's financial condition is such that collection of interest of that loan is doubtful. Loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. All interest accrued but not collected for loans, including troubled debt restructurings, that are placed on nonaccrual status or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Real estate we have acquired as a result of foreclosure or by deed-in-lieu-of foreclosure is classified as other real estate owned until sold. The Bank's policy is to initially record other real estate at fair value less estimated costs to sell at the date of foreclosure. After foreclosure, other real estate is carried at the lower of the initial carrying amount (fair value less estimated costs to sell or lease), or at the value determined by subsequent appraisals of other real estate.

The Company periodically modifies loans to extend the term or make other concessions to help a borrower with a deteriorating financial condition stay current on their loan and to avoid foreclosure. The Company generally does not forgive principal or interest on loans or modify the interest rates on loans to rates that are below market rates. Under applicable accounting standards, such loan modifications are generally classified as troubled debt restructurings.

The following table sets forth the allocation of the Company's nonperforming assets among the Company's different asset categories as of the dates indicated. The Company classifies nonperforming loans as nonaccrual loans, loans past due 90 days or more and still accruing interest or loans modified under restructurings as a result of the borrower experiencing financial difficulties. The balances of nonperforming loans reflect the net investment in these assets, including deductions for purchase discounts.

| *(dollars in thousands)* | September 30, 2016 | December 31, 2015 |
|---|---|---|
| **Nonaccrual loans** | | |
| Commercial | $ 7,876 | $ 7,366 |
| Real estate: | | |
| Commercial real estate, construction, land and land development | 49 | 591 |
| Residential real estate | 934 | 552 |
| Agricultural | — | 170 |
| Consumer | 60 | 111 |
| **Total nonaccrual loans [(1)]** | 8,919 | 8,790 |
| **Loans delinquent 90 days or more and still accruing** | | |
| Consumer | 10 | — |
| **Total loans delinquent 90 days or more and still accruing** | 10 | — |
| **Troubled debt restructurings, not included in nonaccrual loans** | | |
| Commercial | 5 | 16 |
| Real estate: | | |
| Commercial real estate, construction, land and land development | 1,235 | 3,480 |
| Residential real estate | 1,016 | 2,574 |
| **Total troubled debt restructurings, not included in nonaccrual loans** | 2,256 | 6,070 |
| **Total nonperforming loans** | 11,185 | 14,860 |
| **Other real estate owned and other repossessed assets:** | | |
| Commercial | — | 1,050 |
| Commercial real estate, construction, land and land development | 783 | 2,168 |
| Residential Real Estate | 1,300 | — |
| Consumer | — | 14 |
| **Total other real estate owned and other repossessed assets** | 2,083 | 3,232 |
| **Total nonperforming assets** | $ 13,268 | $ 18,092 |
| **Ratio of nonperforming loans to total loans** | 0.26% | 0.37% |
| **Ratio of nonperforming assets to total assets** | 0.23 | 0.34 |

(1) Nonaccrual loans include troubled debt restructurings of $85 thousand and $621 thousand as of September 30, 2016 and December 31, 2015, respectively.

Nonaccrual loans increased slightly to $8.9 million at September 30, 2016 from $8.8 million as of December 31, 2015. Troubled debt restructurings that were not on nonaccrual status totaled $2.3 million and $6.1 million at September 30, 2016 and December 31, 2015, respectively. The decrease was primarily due to the payoffs of two commercial real estate loans totaling $1.9 million and the foreclosure of a residential real estate property totaling $1.4 million. The net decrease in other real estate owned and repossessed assets is due to the disposition of three other real estate properties totaling $1.3 million and a repossessed airplane totaling $1.1 million offset by the same residential real estate foreclosure discussed above.

As of September 30, 2016, the Company had a total of 60 substandard loans with an aggregate principal balance of $28.1 million that were not currently impaired loans, nonaccrual loans, 90 days past due loans or troubled debt restructurings, but where the Company had information about possible credit problems of the borrowers that caused the Company's management to have serious concerns as to the ability of the borrowers to comply with present loan repayment terms and that could result in those loans becoming nonaccrual loans, 90 days past due loans or troubled debt restructurings in the future.

The Company generally continues to use the classification of acquired loans classified nonaccrual or 90 days and accruing as of the acquisition date. The Company does not classify acquired loans as troubled debt restructurings, or TDRs, unless the Company modifies an acquired loan subsequent to acquisition that meets the TDR criteria. Reported delinquency of the Company's purchased loan portfolio is based upon the contractual terms of the loans.

***Allowance for Loan Losses.*** The allowance for loan losses is established through charges to earnings in the form of a provision for loan losses. The Company's allowance for loan losses represents the Company's estimate of probable and reasonably estimable loan losses inherent in loans held for investment as of the respective balance sheet date. The Company's methodology for assessing the adequacy of the allowance for loan losses includes a general allowance for performing loans, which are grouped based on similar characteristics, and an allocated allowance for individual impaired loans. Actual credit losses or recoveries are charged or credited directly to the allowance. As of September 30, 2016, the allowance for loan losses amounted to $29.6 million, or 0.68% of total loans, compared with $27.0 million, or 0.68% of total loans as of December 31, 2015. The increase in the allowance is due to general reserves for organic loan growth and increased qualitative factors in the general allocation related to the energy portfolio. This increase is offset by higher chargeoffs during the year, specifically the $3 million chargeoff of an impaired energy loan, which was previously fully reserved at time of chargeoff.

The allowance for loan losses to nonperforming loans has increased from 181.99% at December 31, 2015 to 264.42% at September 30, 2016. Nonperforming loans have decreased to $11.2 million at September 30, 2016 compared to $14.9 million at December 31, 2015 primarily due to the payoff of two commercial real estate loans totaling $1.9 million and the foreclosure of a residential real estate property totaling $1.4 million.

**Securities Available for Sale**

The Company's investment strategy aims to maximize earnings while maintaining liquidity in securities with minimal credit, interest rate and duration risk. The types and maturities of securities purchased are primarily based on the Company's current and projected liquidity and interest rate sensitivity positions.

The Company recognized a $0 and $4 thousand gain on the sale of securities for the three and nine months ended September 30, 2016 and a gain of $0 and $90 thousand on the sale of securities during the three and nine months ended September 30, 2015. Securities represented 4.7% and 5.4% of the Company's total assets at September 30, 2016 and December 31, 2015, respectively.

Management evaluates securities for other-than-temporary impairment (OTTI) on at least a quarterly basis and more frequently when economic of market conditions warrant such an evaluation. Management does not intend to sell any debt securities it holds and believes the Company more likely than not will not be required to sell any debt securities it holds before their anticipated recovery, at which time the Company will receive full value for the securities. Management has the ability and intent to hold the securities classified as available for sale that were in a loss position as of September 30, 2016 for a period of time sufficient for an entire recovery of the cost basis of the securities. For those securities that are impaired, the unrealized losses are largely due to interest rate changes. The fair value is expected to recover as the securities approach their maturity date. Management believes any impairment in the Company's securities at September 30, 2016 is temporary and no other-than-temporary impairment has been realized in the Company's consolidated financial statements.

**Capital Resources and Regulatory Capital Requirements**

Total stockholder's equity was $643.3 million at September 30, 2016 compared with $603.4 million at December 31, 2015, an increase of approximately $39.9 million. The increase was due primarily to net income of $38.8 million earned by the Company during the nine months ended September 30, 2016, as well as stock based compensation of $4.5 million and an increase of $1.2 million in unrealized gain (loss) on available for sale securities offset by dividends paid of $4.4 million.

As of September 30, 2016, the Company exceeded all capital ratio requirements under prompt corrective action and other regulatory requirements, as detailed in the table below:

| | As of September 30, 2016 | | |
|---|---|---|---|
| | Actual | Required to be considered well capitalized | Required to be considered adequately capitalized |
| | Ratio | Ratio | Ratio |
| Tier 1 capital to average assets ratio | 7.46% | ≥5.00% | 4.00-5.00% |
| Common equity tier 1 capital to risk-weighted assets ratio | 7.92 | ≥6.50 | 4.50-6.50 |
| Tier 1 capital to risk-weighted assets ratio | 8.29 | ≥8.00 | 6.00-8.00 |
| Total capital to risk-weighted assets ratio | 11.24 | ≥10.00 | 8.00-10.00 |

**Liquidity Management**

The Company continuously monitors the Company's liquidity position to ensure that assets and liabilities are managed in a manner that will meet all of the Company's short-term and long-term cash requirements. The Company manages the Company's liquidity position to meet the daily cash flow needs of customers, while maintaining an appropriate balance between assets and liabilities to meet the return on investment objectives of the Company's shareholders. The Company also monitors its liquidity requirements in light of interest rate trends, changes in the economy, and the scheduled maturity and interest rate sensitivity of the investment and loan portfolios and deposits.

Liquidity risk management is an important element in the Company's asset/liability management process. The Company's short-term and long-term liquidity requirements are primarily to fund on-going operations, including payment of interest on deposits and debt, extensions of credit to borrowers, capital expenditures and shareholder dividends. These liquidity requirements are met primarily through cash flow from operations, redeployment of pre-paid and maturing balances in the Company's loan and investment portfolios, debt financing and increases in customer deposits. The Company's liquidity position is supported by management of liquid assets and liabilities and access to alternative sources of funds. Liquid assets include cash, interest-bearing deposits in banks, federal funds sold, securities available for sale and maturing or prepaying balances in the Company's investment and loan portfolios. Liquid liabilities include core deposits, brokered deposits, federal funds purchased, securities sold under repurchase agreements and other borrowings. Other sources of liquidity include the sale of loans, the ability to acquire additional national market non core deposits, the issuance of additional collateralized borrowings such as FHLB advances, the issuance of debt securities, borrowings through the Federal Reserve's discount window and the issuance of equity securities. For additional information regarding the Company's operating, investing and financing cash flows, see the Consolidated Statements of Cash Flows provided in the Company's consolidated financial statements.

In addition to the liquidity provided by the sources described above, Independent Bank maintains correspondent relationships with other banks in order to sell loans or purchase overnight funds should additional liquidity be needed. As of September 30, 2016, the Bank had established federal funds lines of credit with nine unaffiliated banks totaling $225.0 million with no amounts advanced against those lines at that time. In addition, the Company has an unsecured line of credit totaling $50.0 million at two unaffiliated commercial banks. Based on the values of stock, securities, and loans pledged as collateral, as of September 30, 2016, the Company had additional borrowing capacity with the FHLB of $784.3 million.

**Contractual Obligations**

In the ordinary course of the Company's operations, the Company enters into certain contractual obligations, such as obligations for operating leases and other arrangements with respect to deposit liabilities, FHLB advances and other borrowed funds. The Company believes that it will be able to meet its contractual obligations as they come due through the maintenance of adequate cash levels. The Company expects to maintain adequate cash levels through profitability, loan and securities repayment and maturity activity and continued deposit gathering activities. The Company has in place various borrowing mechanisms for both short-term and long-term liquidity needs.

Other than normal changes in the ordinary course of business, there have been no significant changes in the types of contractual obligations or amounts due since December 31, 2015.

**Off-Balance Sheet Arrangements**

In the normal course of business, the Company enters into various transactions, which, in accordance with accounting principles generally accepted in the United States, are not included in the Company's consolidated balance sheets. However, the Company has only limited off-balance sheet arrangements that have, or are reasonably likely to have, a current or future material effect on the Company's financial condition, revenues, expenses, results of operations, liquidity, capital expenditures or capital resources. Independent Bank enters into these transactions to meet the financing needs of the Company's customers. These transactions include commitments to extend credit and issue standby letters of credit, which involve, to varying degrees, elements of credit risk and interest rate risk in excess of the amounts recognized in the consolidated balance sheets.

***Commitments to Extend Credit*** . Independent Bank enters into contractual commitments to extend credit, normally with fixed expiration dates or termination clauses, at specified rates and for specific purposes. Substantially all of Independent Bank's commitments to extend credit are contingent upon customers maintaining specific credit standards at the time of loan funding. Independent Bank minimizes its exposure to loss under these commitments by subjecting them to credit approval and monitoring procedures.

***Standby Letters of Credit*** . Standby letters of credit are written conditional commitments that Independent Bank issues to guarantee the performance of a customer to a third party. In the event the customer does not perform in accordance with the terms of the agreement with the third party, Independent Bank would be required to fund the commitment. The maximum potential amount of future payments Independent Bank could be required to make is represented by the contractual amount of the commitment. If the commitment is funded, the customer is obligated to reimburse Independent Bank for the amount paid under this standby letter of credit.

Independent Bank's commitments to extend credit and outstanding standby letters of credit were $854.0 million and $10.9 million , respectively, as of September 30, 2016. Since commitments associated with letters of credit and commitments to extend credit may expire unused, the amounts shown do not necessarily reflect the actual future cash funding requirements. The Company manages the Company's liquidity in light of the aggregate amounts of commitments to extend credit and outstanding standby letters of credit in effect from time to time to ensure that the Company will have adequate sources of liquidity to fund such commitments and honor drafts under such letters of credit.

**Critical Accounting Policies and Estimates**

The preparation of the Company's consolidated financial statements in accordance with U.S. generally accepted accounting principles, or GAAP, requires the Company to make estimates and judgments that affect the Company's reported amounts of assets, liabilities, income and expenses and related disclosure of contingent assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under current circumstances, results of which form the basis for making judgments about the carrying value of certain assets and liabilities that are not readily available from other sources. The Company evaluates the Company's estimates on an ongoing basis. Actual results may differ from these estimates under different assumptions or conditions.

Accounting policies, as described in detail in the notes to the Company's consolidated financial statements, are an integral part of the Company's financial statements. A thorough understanding of these accounting policies is essential when reviewing the Company's reported results of operations and the Company's financial position. The Company believes that the critical accounting policies and estimates discussed below require the Company to make difficult, subjective or complex judgments about matters that are inherently uncertain. Changes in these estimates, that are likely to occur from period to period, or the use of different estimates that the Company could have reasonably used in the current period, would have a material impact on the Company's financial position, results of operations or liquidity.

***Acquired Loans.*** The Company's accounting policies require that the Company evaluates all acquired loans for evidence of deterioration in credit quality since origination and to evaluate whether it is probable that the Company will collect all contractually required payments from the borrower.

Acquired loans from the transactions accounted for as a business combination include both loans with evidence of credit deterioration since their origination date and performing loans. The Company accounts for performing loans under ASC Paragraph 310-20, *Nonrefundable Fees and Other Costs* , with the related discount being adjusted for over the life of the loan

and recognized as interest income. The Company accounts for the loans acquired in accordance with ASC Paragraph 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality* . At the date of the acquisition, acquired loans are recorded at their fair value.

The Company recognizes the difference between the undiscounted cash flows the Company expects (at the time the Company acquires the loan) to be collected and the investment in the loan, or the “accretable yield,” as interest income using the interest method over the life of the loan. The Company does not recognize contractually required payments for interest and principal that exceed undiscounted cash flows expected at acquisition, or the “nonaccretable difference,” as a yield adjustment, loss accrual or valuation allowance. Increases in the expected cash flows subsequent to the initial investment are recognized prospectively through adjustment of the yield on the loan over the loan’s remaining life, while decreases in expected cash flows are recognized as impairment. Valuation allowances on these impaired loans reflect only losses incurred after the acquisition.

Upon an acquisition, the Company generally continues to use the classification of acquired loans classified nonaccrual or 90 days and accruing. The Company does not classify acquired loans as TDRs unless the Company modifies an acquired loan subsequent to acquisition that meets the TDR criteria. Reported delinquency of the Company’s purchased loan portfolio is based upon the contractual terms of the loans.

***Allowance for Loan Losses.*** The allowance for loan losses represents management’s estimate of probable and reasonably estimable credit losses inherent in the loan portfolio. In determining the allowance, the Company estimates losses on individual impaired loans, or groups of loans which are not impaired, where the probable loss can be identified and reasonably estimated. On a quarterly basis, the Company assesses the risk inherent in the Company’s loan portfolio based on qualitative and quantitative trends in the portfolio, including the internal risk classification of loans, historical loss rates, changes in the nature and volume of the loan portfolio, industry or borrower concentrations, delinquency trends, detailed reviews of significant loans with identified weaknesses and the impacts of local, regional and national economic factors on the quality of the loan portfolio. Based on this analysis, the Company records a provision for loan losses in order to maintain the allowance at appropriate levels.

Determining the amount of the allowance is considered a critical accounting estimate, as it requires significant judgment and the use of subjective measurements, including management’s assessment of overall portfolio quality. The Company maintains the allowance at an amount the Company believes is sufficient to provide for estimated losses inherent in the Company’s loan portfolio at each balance sheet date, and fluctuations in the provision for loan losses may result from management’s assessment of the adequacy of the allowance. Changes in these estimates and assumptions are possible and may have a material impact on the Company’s allowance, and therefore the Company’s financial position, liquidity or results of operations.

***Goodwill and Core Deposit Intangible.*** The excess purchase price over the fair value of net assets from acquisitions, or goodwill, is evaluated for impairment at least annually and on an interim basis if an event or circumstance indicates that it is likely an impairment has occurred. Under current accounting standards, the Company has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If, after assessing the totality of events or circumstances, the Company determines it is not more likely than not that the fair value of a reporting unit is less than its carrying amount, no further testing is necessary. If the Company concludes otherwise, then it is required to perform the first step of the two step impairment test by calculating the fair value of the reporting unit and comparing the fair value with the carrying amount of the reporting unit. The Company performs its impairment test annually as of December 31. There have been no circumstances since December 31, 2015 that would indicate any impairment has occurred, therefore, management does not believe goodwill is impaired as of September 30, 2016.

Core deposit intangibles are acquired customer relationships that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights or because the asset is capable of being sold or exchanged either on its own or in combination with a related contract, asset, or liability. Core deposit intangibles are being amortized on a straight-line basis over their estimated useful lives of ten years. Core deposit intangibles are tested for impairment whenever events or changes in circumstances indicate the carrying amount of the assets may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The principal objective of the Company's asset and liability management function is to evaluate the interest rate risk within the balance sheet and pursue a controlled assumption of interest rate risk while maximizing net income and preserving adequate levels of liquidity and capital. The Investment Committee of the Bank's Board of Directors has oversight of our asset and liability management function, which is managed by our Treasurer. Our Treasurer meets with our Chief Financial Officer and senior executive management team regularly to review, among other things, the sensitivity of the Company's assets and liabilities to market interest rate changes, local and national market conditions and market interest rates. That group also reviews the liquidity, capital, deposit mix, loan mix and investment positions of our Company.

Our management and our Board of Directors are responsible for managing interest rate risk and employing risk management policies that monitor and limit our exposure to interest rate risk. Interest rate risk is measured using net interest income simulations and market value of portfolio equity analyses. These analyses use various assumptions, including the nature and timing of interest rate changes, yield curve shape, prepayments on loans, securities and deposits, deposit decay rates, pricing decisions on loans and deposits, reinvestment/replacement of asset and liability cash flows.

Instantaneous parallel rate shift scenarios are modeled and utilized to evaluate risk and establish exposure limits for acceptable changes in net interest margin. These scenarios, known as rate shocks, simulate an instantaneous change in interest rates and use various assumptions, including, but not limited to, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, reinvestment and replacement of asset and liability cash flows.

We also analyze the economic value of equity as a secondary measure of interest rate risk. This is a complementary measure to net interest income where the calculated value is the result of the market value of assets less the market value of liabilities. The economic value of equity is a longer term view of interest rate risk because it measures the present value of the future cash flows. The impact of changes in interest rates on this calculation is analyzed for the risk to our future earnings and is used in conjunction with the analyses on net interest income.

We conduct periodic analyses of our sensitivity to interest rate risks through the use of a third-party proprietary interest-rate sensitivity model. That model has been customized to our specifications on an installment level basis. The analyses conducted by use of that model are based on current information regarding our actual interest-earnings assets, interest-bearing liabilities, capital and other financial information that we supply. The third party uses that information in the model to estimate our sensitivity to interest rate risk.

Our interest rate risk model indicated that we were in a balanced rate sensitive position as of September 30, 2016. The table below illustrates the impact of an immediate and sustained 200 and 100 basis point increase and a 100 basis point decrease in interest rates on net interest income based on the interest rate risk model as of September 30, 2016:

| Hypothetical Shift in Interest Rates (in bps) | % Change in Projected Net Interest Income |
|---|---|
| 200 | (0.78)% |
| 100 | (0.47)% |
| (100) | 2.86% |

These are good faith estimates and assume that the composition of our interest sensitive assets and liabilities existing at each period-end and is based on future maturities and market pricing over the relevant twelve month measurement period and that changes in market interest rates are instantaneous and sustained across the yield curve regardless of duration of pricing characteristics of specific assets or liabilities. Also, this analysis does not contemplate any actions that we might undertake in response to changes in market interest rates. We believe these estimates are not necessarily indicative of what actually could occur in the event of immediate interest rate increases or decreases of this magnitude. As interest-bearing assets and liabilities re-price in different time frames and proportions to market interest rate movements, various assumptions must be made based on historical relationships of these variables in reaching any conclusion. Since these correlations are based on competitive and market conditions, we anticipate that our future results will likely be different from the foregoing estimates, and such differences could be material.

## ITEM 4. CONTROLS AND PROCEDURES

***Evaluation of disclosure controls and procedures*** . An evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q was performed under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

***Changes in internal control over financial reporting*** . There were no changes in the Company’s internal control over financial reporting during the three months ended September 30, 2016 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## PART II

### Item 1. LEGAL PROCEEDINGS

In the normal course of business, the Company and Independent Bank are named as defendants in various lawsuits. Management of the Company and Independent Bank, following consultation with legal counsel, do not expect the ultimate disposition of any, or a combination, of these matters to have a material adverse effect on the business of the Company or Independent Bank. A legal proceeding that the Company believes could become material is described below.

Independent Bank is a party to a legal proceeding inherited by Independent Bank in connection with the Company's acquisition of BOH Holdings, Inc. and its subsidiary, Bank of Houston, or BOH, that was completed on April 15, 2014. Several entities related to R. A. Stanford, or the Stanford Entities, including Stanford International Bank, Ltd., or SIBL, had deposit accounts at BOH. Certain individuals who had purchased certificates of deposit from SIBL filed a class action lawsuit against several banks, including BOH, on November 11, 2009 in the U.S. District Court Northern District of Texas, Dallas Division, alleging, among other things, that the plaintiffs were victims of fraud by SIBL and other Stanford Entities and seeking to recover damages and alleged fraudulent transfers by the defendant banks.

On May 1, 2015, the plaintiffs filed a motion requesting permission to file a Second Amended Class Action Complaint in this case, which motion was subsequently granted. The Second Amended Class Action Complaint asserted previously unasserted claims, including aiding and abetting or participation in a fraudulent scheme based upon the large amount of deposits that the Stanford Entities held at BOH and the alleged knowledge of certain BOH officers. Given the new allegations, Independent Bank notified its insurance carriers of the claims made in the Second Amended Class Action Complaint. The insurance carriers have initially indicated that a “loss” has not yet occurred or that the claims are not covered by the policies. However, Independent Bank is continuing to pursue insurance coverage for these claims, as well as for the reimbursement of defense costs, through the initiation of litigation and other means.

Independent Bank believes that the claims made in this lawsuit are without merit and is vigorously defending this lawsuit. This is complex litigation involving a number of procedural matters and issues. As such, Independent Bank is unable to predict when this matter may be resolved and, given the uncertainty of litigation, the ultimate outcome of, or potential costs or damages arising from, this case.

### Item 1A. RISK FACTORS

In evaluating an investment in our securities, investors should consider carefully, among other things, the risk factors previously disclosed in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2015, in the information contained in this Quarterly Report on Form 10-Q and our other reports and registrations statements, and, with respect to our 5.875% Subordinated Notes due August 1, 2024, in the Prospectus Supplement filed pursuant to Rule 424(b)(5) on June 23, 2016, in each case as filed with the SEC.

### Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

### Item 3. DEFAULTS UPON SENIOR SECURITIES

None

### Item 4. MINE SAFETY DISCLOSURES

Not applicable

### Item 5. OTHER INFORMATION

None

**Item 6. EXHIBITS**

The following documents are filed as exhibits to this Quarterly Report on Form 10-Q:

| | |
|---|---|
| Exhibit 3.1 | Amended and Restated Certificate of Formation of Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.1 to Registration Statement on Form S-1 of Independent Bank Group, Inc. filed with the SEC on February 27, 2013 (the "S-1 Registration Statement"). |
| Exhibit 3.2 | Certificate of Amendment to Amended and Restated Certificate of Formation of Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.3 to Amendment No. 2 to the S-1 Registration Statement filed with the SEC on April 1, 2013. |
| Exhibit 3.3 | Third Amended and Restated Bylaws of Independent Bank Group, Inc., which are incorporated herein by reference to Exhibit 3.2 to Amendment No. 1 to the S-1 Registration Statement filed with the SEC on March 18, 2013. |
| Exhibit 3.4 | Statement of Designations of Senior Non-Cumulative Perpetual Preferred Stock, Series A of Independent Bank Group, Inc., as filed with the Office of the Secretary of State of the State of Texas on April 15, 2014, which is incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of Independent Bank Group, Inc. filed with the SEC on April 17, 2014. |
| Exhibit 3.5 | Certificate of Merger, dated January 2, 2014, of Live Oak Financial Corp. with and into Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.5 to Amendment No. 1 to the Registrant’s Registration Statement on Form S-3 (Registration No. 333-196627) filed with the SEC on June 25, 2014 (the “S-3 Registration Statement”) |
| Exhibit 3.6 | Certificate of Merger, dated April 15, 2014, of BOH Holdings, Inc. with and into Independent Bank Group, Inc., which is incorporated herein by reference to Exhibit 3.6 to Amendment No. 1 to the S-3 Registration Statement filed with the SEC on June 25, 2014 |
| Exhibit 3.7 | Certificate of Merger, dated September 30, 2014, of Houston City Bancshares, Inc. with and into Independent Bank Group, Inc., which are incorporated by reference to Exhibit 3.7 to the Registrant’s Quarterly Report on Form 10-Q, dated July 31, 2015 |
| Exhibit 4.1 | Form of certificate representing shares of the Registrant’s common stock, which is incorporated herein by reference to Exhibit 4.1 to Amendment No. 1 to the Form S-1 Registration Statement filed with the SEC on March 18, 2013 |
| Exhibit 4.2 | Form of Common Stock Purchase Warrant, with schedules of differences, which is incorporated herein by reference to Exhibit 4.2 to the Form S-1 Registration Statement |
| Exhibit 4.3 | Form of certificate representing shares of the Registrant’s Series A preferred stock, which is incorporated herein by reference to Exhibit 4.3 to the S-3 Registration Statement |
| Exhibit 4.4 | Subordinated Debt Indenture, dated as of June 25, 2014, between Independent Bank Group, Inc. and Wells Fargo Bank, National Association, in its capacity as Indenture Trustee, which is incorporated herein by reference to Exhibit 4.6 to the Registrant’s Amendment No. 1 to the S-3 Registration Statement filed with the SEC on June 25, 2014 |
| Exhibit 4.5 | First Supplemental Indenture, dated as of July 17, 2014, between Independent Bank Group, Inc. and Wells Fargo Bank Shareowner Services, in its capacity as Indenture Trustee, which is incorporated herein by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K, dated July 17, 2014. |
| Exhibit 4.6 | Form of Global Note to represent the 5.875% Subordinated Notes due August 1, 2024, of the Registrant, which is incorporated herein by reference to Exhibit 4.3 to the Registrant’s Current Report on Form 8-K, dated July 17, 2014. |

| | |
|---|---|
| Exhibit 4.7 | Form of Global Note to represent the 5.875% Subordinated Notes due August 1, 2024, of the Registrant, which is incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, dated June 22, 2016. |
| Exhibit 4.8 | Independent Bank 401(k) Profit Sharing Plan, including related Adoption Agreement, which is incorporated herein by reference to Exhibit 4.9 to the Registrant's Registration Statement on Form S-8 filed with the SEC on August 29, 2014. |
| Exhibit 10.1(a)* | Form of Change in Control Agreement, dated July 26, 2016, between Independent Bank Group, Inc. and certain Executive Officers |
| Exhibit 10.1(b)* | Schedule of Executive Officers who have Executed a Change in Control Agreement |
| Exhibit 10.2* | Employment Agreement, dated July 26, 2016, between Independent Bank Group, Inc. and Torry Berntsen |

The other instruments defining the rights of holders of the long-term debt securities of the Registrant and its subsidiaries are omitted pursuant to section (b)(4)(iii)(A) of Item 601 of Regulation S-K. The Registrant hereby agrees to furnish copies of these instruments to the SEC upon request.

| | |
|---|---|
| Exhibit 31.1* | Chief Executive Officer Section 302 Certification |
| Exhibit 31.2* | Chief Financial Officer Section 302 Certification |
| Exhibit 32.1** | Chief Executive Officer Section 906 Certification |
| Exhibit 32.2** | Chief Financial Officer Section 906 Certification |
| Exhibit 101.INS * | XBRL Instance Document |
| Exhibit 101.SCH * | XBRL Taxonomy Extension Schema Document |
| Exhibit 101.CAL * | XBRL Taxonomy Extension Calculation Linkbase Document |
| Exhibit 101.DEF * | XBRL Taxonomy Extension Definition Linkbase Document |
| Exhibit 101.LAB * | XBRL Taxonomy Extension Label Linkbase Document |
| Exhibit 101.PRE * | XBRL Taxonomy Extension Presentation Linkbase Document |

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* Filed herewith as an Exhibit.

** Furnished herewith as an Exhibit.

**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 thereunto duly authorized.

| | |
|---|---|
| | **Independent Bank Group, Inc.** |
| **Date: October 27, 2016** | **By: /s/ David R. Brooks** |
| | **David R. Brooks**<br>**Chairman, Chief Executive Officer and President** |
| **Date: October 27, 2016** | **By: /s/ Michelle S. Hickox** |
| | **Michelle S. Hickox**<br>**Executive Vice President**<br>**Chief Financial Officer** |

**Exhibit 10.1(a)**

# CHANGE IN CONTROL AGREEMENT

This Change in Control Agreement (the "CIC Agreement") is entered into as of __________, 2016 by and between **Independent Bank Group, Inc.** ("IBG"), which is the parent holding company of **Independent Bank** , McKinney, Texas (the "Bank") (IBG and the Bank are collectively referred to as the "Company"), and ________________ (the "Executive").

## RECITALS

**WHEREAS** , the Executive is an executive officer of the Company;

**WHEREAS** , in order to maximize the benefits to the Company's shareholders of any change in control of the Company that may arise in the future, the Company desires to maintain continuity of management and objective operation of the Company by providing benefits to the Executive to encourage the Executive to continue employment and support any such change in control that might otherwise be detrimental to the Executive;

**WHEREAS** , the Company has made Restricted Stock Awards to the Executive under the Company's 2013 Equity Incentive Plan (the "Equity Incentive Plan") by granting restricted shares of the Company's common stock (the "Restricted Stock") pursuant to restricted stock agreements (the "Restricted Stock Agreements"); and

**WHEREAS** , the Executive is a "Participant" in the Independent Bank Survivor Benefit Plan (the "BOLI Plan") as evidenced by the Independent Bank Survivor Benefit Plan Participation Agreement between the Bank and the Executive (the "Participation Agreement").

**NOW, THEREFORE** , in consideration of the mutual promises, benefits, and covenants herein contained, the Company and the Executive agree as follows:

**1. Effective Date and Term** . This CIC Agreement shall be effective as of the date first written above (the "Effective Date"). The term of this CIC Agreement shall be three years (the "Term"). At the end of the Term and at each anniversary of the end of the Term thereafter the CIC Agreement shall automatically be extended for a one-year period; provided, however, that such automatic extension shall be effective only if the Compensation Committee of IBG explicitly reviews the CIC Agreement and expressly approves each extension within a 90-day period prior to the end of the Term. Reference herein to the Term shall refer both to the initial term and any such extended terms. This CIC Agreement shall automatically terminate prior to expiration of the Term as provided in Section 4 of this CIC Agreement.

**2. Change in Control Benefits** . If, during a period that begins upon a "Change in Control" (as defined in Section 9(b) of the Equity Incentive Plan) and ending twelve months following a Change in Control (the "Change in Control Period"), (a) the Company terminates the Executive's employment without Cause (as defined in Section 2.2 below) or the Executive terminates his employment for Good Reason (as defined in Section 2.2 below), *and* (b) the Executive

signs and allows to become effective a general release of all known and unknown claims in a form mutually satisfactory to the Company and the Executive (the “Release”), then the Company shall provide the Executive with the following benefits (the “Change in Control Benefits”):

(i) A lump sum cash payment in an amount equal to ____ times the sum of (x) the Executive’s current annual base salary, *plus* (y) the Executive’s target total annual bonus for the year of termination. The lump sum cash payment shall be paid to the Executive on the later of (a) the effective date of the termination of the Executive’s employment, or (b) the effective date of the Release. Such payment shall be subject to applicable tax withholdings and deductions.

(ii) Notwithstanding any other provision of the Equity Incentive Plan or the Restricted Stock Agreements, all unvested grants of Restricted Stock shall become vested and no longer be subject to restriction or forfeiture.

(iii) Notwithstanding the termination of the Executive’s employment or any other provision of the BOLI Plan or the Participation Agreement, the Executive shall continue to be a “Participant” in the BOLI Plan such that if the Executive dies before attaining age 65, and provided that the Bank actually receives sufficient proceeds from a life insurance policy insuring the life of the Executive, then the Company shall pay to the Executive’s “Beneficiary” (as defined in the BOLI Plan and the Participation Agreement), as a survivor benefit, a single lump sum cash payment equal to the Executive’s annual base salary in effect on the date of the termination of the Executive’s employment. Such payment shall be made within thirty days following the Executive’s date of death.

2.1 *Excise Tax Matters* . Notwithstanding anything in this Section 2 or elsewhere in this CIC Agreement to the contrary, if the payments and benefits payable hereunder to or on behalf of the Executive, when added to all other amounts and benefits payable to or on behalf of the Executive resulting from a Change in Control, would constitute a “parachute payment” within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the “Code”), and, but for this Section 2.1, would result in the imposition of an excise tax under Section 4999 of the Code, the amounts and benefits payable hereunder shall be reduced to such extent as may be necessary to avoid such imposition of excise tax. The Executive shall have the right to specify which amounts and benefits shall be reduced to satisfy the requirements of this Section 2.1. All calculations required to be made under this Section 2.1 will be made by the Company’s independent public accountants, subject to the right of Executive’s representative to review the same. The parties recognize that the actual implementation of the provisions of this Section 2.1 are complex and agree to deal with each other in good faith to resolve any questions or disagreements arising hereunder.

2.2 *Definitions* . For purposes of this CIC Agreement:

"Cause" shall mean (a) any material act of self-dealing between the Company and Executive which is not disclosed in full to, and approved by, the Company's Board of Directors; (b) deliberate falsification by Executive of any records or reports; (c) fraud on the part of Executive against the Company or any subsidiary or affiliate; (d) theft, embezzlement, or misappropriation by Executive of any funds of the Company, or conviction of any felony; (e) execution of any document transferring, or creating any material liens or encumbrance on, any material property of the Company, not in the ordinary course of business, without authorization of the Board of Directors; (f) the Executive's engaging in inappropriate behavior which is found by the Company after due investigation to be sexual harassment or assault, (g) the declaration by an independent medical authority that Executive is addicted to drugs or alcohol; or (h) any recommendation or suggestion by any bank regulatory authority that Executive's employment must be terminated. Cause shall not be deemed to exist unless the Company shall have provided notice in writing to the Executive, specifying such Cause with reasonable particularity, and giving the Executive thirty days from the receipt thereof in which to cure the act or omission complained of, unless the act or omission of its very nature cannot be cured.

"Good Reason" shall mean (a) the assignment to Executive of any duties or responsibilities, other than in connection with a promotion, inconsistent in any material respect with Executive's position (including status, offices, titles and reporting relationships), authority, duties or responsibilities in effect immediately prior to the beginning of the Change in Control Period, or any other action by the Company which results in a material diminution in such position, authority, duties or responsibilities, excluding for this purpose an isolated, insubstantial and inadvertent action not taken in bad faith and which is remedied by the Company promptly following receipt of notice thereof given by Executive; (b) a reduction in the Executive's compensation and benefits which were in effect immediately prior to the beginning of the Change in Control Period; (c) the material breach by the Company of any provision of this CIC Agreement; or (d) the requirement that the Executive's principal place of employment be based at a location further than thirty miles from the Company's principal office immediately prior to the Change in Control. Notwithstanding the foregoing, the Executive cannot terminate his employment for Good Reason unless he has provided written notice to the Company of the existence of the circumstances alleged to constitute Good Reason and the Company has had at least 30 days from the date on which such notice is provided to cure such circumstances. In the event that the Company does not timely cure such circumstances and if the Executive does not terminate his employment for Good Reason within 90 days of the first occurrence of the applicable circumstances, the Executive shall be deemed to have waived his right to terminate for Good Reason with respect to such circumstances.

2.3 *Continuing Obligations* . The obligations of the Company under this Section 2 shall survive termination of the Executive's employment.

**3. Restricted Stock Agreements** . The Executive acknowledges the covenants in the Restricted Stock Agreements regarding confidentiality, non-competition, and non-solicitation, and expressly agrees that such covenants shall survive the termination of the Executive's employment for the periods stated therein.

**4. Termination of CIC Agreement** . This CIC Agreement shall automatically terminate by its own terms without further action by the Company if the Executive's employment is terminated (a) by the Company for Cause or upon the Executive's death or Disability (as defined in Section 2(p) of the Equity Incentive Plan), or (b) voluntarily by the Executive without Good Reason.

**5. Miscellaneous** .

5.1 *409A Compliance* . The parties intend for the payments and benefits under this CIC Agreement to be exempt from Section 409A ("Section 409A") of the Code, or, if not so exempt, to be paid or provided in a manner that complies with the requirements of such section, and intend that this CIC Agreement shall be construed and administered in accordance with such intention. If any payments or benefits due to Executive hereunder would cause the application of an accelerated or additional tax under Section 409A, such payments or benefits shall be restructured in a manner which does not cause such an accelerated or additional tax.

(a) Notwithstanding any other provision of this CIC Agreement, if it is determined that the Change of Control Benefits constitute "non-qualified deferred compensation" under Section 409A, and if it is determined that Executive is a "specified employee", as such term is defined in Section 409A, then, solely to the extent necessary to avoid the incurrence of the adverse personal tax consequences under Section 409A, the Change in Control Benefits shall not be paid until the date that is six months and one day after Executive's "separation from service" as defined in Section 409A.

5.2 *Dispute Resolutions* . Any and all disputes that arise out of or relate to the provisions of this CIC Agreement, or the alleged breach thereof, shall be resolved by arbitration in accordance with the Federal Arbitration Act and in accordance with the Employment Arbitration Rules of the American Arbitration Association (AAA) before a single arbitrator who shall be selected in accordance with the AAA rules. The arbitrator must have at least ten years' experience in employment matters. Arbitration will be conducted in Collin County, Texas. Judgment may be entered upon the final award of the arbitrator. Notwithstanding the foregoing, the Executive may initiate legal proceedings to seek injunctive relief for the purpose of enforcing the provisions set forth in Section 2.

5.3 *Notices* . Any notices under this CIC Agreement shall be in writing and shall be given by personal delivery, by local courier service, by certified or registered letter, return receipt requested, or by a nationally recognized overnight delivery service; and shall be deemed given when delivered in person or by local courier or upon actual receipt of the facsimile or certified or registered letter, or on the business day next following delivery to a nationally recognized overnight delivery service at the addresses set forth below of this CIC Agreement or to such other address or addresses as either party shall have specified in writing to the other party hereto.

If to the Company:

______________________
______________________
Independent Bank Group, Inc.
1600 Redbud Blvd., Suite 400
McKinney, Texas 75069

If to Executive:

______________________
______________________
______________________

5.4 *Governing Law* . ALL QUESTIONS PERTAINING TO THE VALIDITY, CONSTRUCTION, EXECUTION AND PERFORMANCE OF THIS CIC AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH, AND BE GOVERNED BY, THE LAWS OF THE STATE OF TEXAS. EXCLUSIVE VENUE FOR DISPUTES ARISING UNDER THIS CIC AGREEMENT SHALL BE COLLIN COUNTY, TEXAS.

5.5 *Entire Agreement; Amendment or Modification* . This CIC Agreement constitutes the entire agreement of the parties hereto with respect to the matters contained herein and supersedes all prior agreements between the parties. No modification or amendment of any of the provisions of such agreements shall be effective unless in writing and signed by the Executive and the Company. No failure to exercise any right or remedy hereunder shall operate as a waiver thereof. No term or condition of this CIC Agreement shall be deemed to have been waived, nor shall a party be estopped from enforcing any provision of this CIC Agreement, except by a statement in writing signed by the Executive or the Company, whichever party against whom such waiver or estoppel is sought. If any provision of this CIC Agreement is found to be unreasonably broad, it shall nevertheless be enforceable to the extent reasonably necessary to protect the Company and to the greatest extent permitted by law. If any provision of this CIC Agreement is determined to be invalid or unenforceable, such provision shall be reformed to the extent necessary to make it valid or enforceable and to carry out the intent of the parties, or if such reformation is not possible, the remaining provisions of this CIC Agreement shall continue in full force and effect.

5.6 *Successors and Binding Nature* . The Company shall require any successor (whether direct or indirect, by purchase, merger, consolidation or other business combination, or otherwise) to expressly assume and agree to perform this CIC Agreement (or cause it to be performed) in the same manner and to the same extent that the Company would be required to perform it if no succession had taken place. Failure by the Company to expressly obtain such assumption and agreement prior to the effectiveness of a succession shall constitute a material breach of this CIC Agreement. This CIC Agreement shall be binding upon and inure to the benefit of the parties and their respective successors, heirs (in the case of the Executive) and permitted assigns.

5.7 *Headings* . The paragraph and subparagraph headings contained in this CIC Agreement are for reference purposes only and shall not affect the construction or interpretation of this CIC Agreement.

5.8 *Counterparts* . This CIC Agreement may be executed in several counterparts, and all counterparts so executed shall constitute one agreement, binding on the parties hereto, notwithstanding that both parties are not signatory to the original or the same counterpart.

5.9 *Prohibition Against Certain Payments* . Notwithstanding any other provision to the contrary herein, the Company shall not be required to make any payment to the Executive hereunder if such payment would be a "golden parachute payment" as defined in 12 CFR § 359 unless such payment can be made in compliance with such regulation. The Company shall use commercially reasonable efforts to obtain any regulatory approvals required to enable it to provide the Change in Control Benefits to the Executive.

5.10 *Injunctive Relief* . In the event that the Company and/or the Executive violate any of the provisions set forth in this CIC Agreement, the Company and the Executive acknowledge that the injured party would suffer immediate and irreparable harm and would not have an adequate remedy at law for money damages in the event that any of the covenants contained herein were not performed in accordance with their terms or otherwise were materially breached. Accordingly, the Company and the Executive agree that, without the necessity of proving actual damages or posting bond or other security, the parties hereto shall be entitled to temporary or permanent injunction or injunctions to prevent breaches of such performance and to specific enforcement of such covenants in addition to any other remedy to which a party may be entitled, at law or in equity. In such a situation, the parties agree that the injured party may pursue any remedy available, including declaratory relief, concurrently or consecutively in any order as to any breach, violation, or threatened breach or violation of this CIC Agreement, and the pursuit of any particular remedy or remedies shall not be deemed an election of remedies or waiver of the right to pursue any other remedy.

5.11 *Effect on Employment Rights* . This CIC Agreement does not constitute an employment contract. The Executive's employment is "At-Will" and the Executive's employment may be terminated at any time with or without Cause. This CIC Agreement shall have no effect on the determination of compensation or benefits payable by the Company to the Executive unrelated to a Change in Control.

*[Signature Page to Follow]*

*(Signature Page to Change in Control Agreement)*

IN WITNESS WHEREOF, the parties hereto have executed this CIC Agreement on the date first above written.

INDEPENDENT BANK GROUP, INC.

By: ____________
Name: ____________
Title: ____________

INDEPENDENT BANK

By: ____________
Name: ____________
Title: ____________

EXECUTIVE:

______________

Name: ______________

**Exhibit 10.1(b)**

**SCHEDULE OF EXECUTIVE OFFICERS WHO HAVE EXECUTED A CHANGE IN CONTROL AGREEMENT IN THE FORM FILED AS EXHIBIT 10.1(a) TO THE QUARTERLY REPORT ON FORM 10-Q OF THE COMPANY FOR THE QUARTER ENDED SEPTEMBER 30, 2016 (this "Schedule")**

This Schedule of Executive Officers Who Have Executed a Change in Control Agreement relates to the form of Change in Control Agreement filed by Independent Bank Group, Inc. as Exhibit 10.1(a) to its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, as filed with the Securities and Exchange Commission on October 27, 2016 (the "Form Agreement"). This Schedule is included pursuant to Instruction 2 of Item 601(a) of Regulation S-K for the purpose of setting forth the details in which the specific agreements executed in the form of the Form Agreement differ from the Form Agreement, and, in particular to set forth the persons who, with Independent Bank Group, Inc., were parties to the Change in Control Agreements in such form as of September 30, 2016.

| Executive Officer Who is a Party to such Change in Control Agreement | Date of Change in Control Agreement | The number of times the sum of (a) Executive's current base salary plus (b) Executive's target total annual bonus for the year of termination paid upon a Change in Control |
|---|---|---|
| David R. Brooks | July 26, 2016 | Three (3) times |
| Daniel W. Brooks | July 26, 2016 | Two (2) times |
| Michelle S. Hickox | July 26, 2016 | Two (2) times |
| Brian E. Hobart | July 26, 2016 | Two (2) times |

**Exhibit 10.2**

**EXECUTION COPY**
**EMPLOYMENT AGREEMENT**

This Employment Agreement (this " Agreement ") is made and entered into as of July 26, 2016, between **Independent Bank Group, Inc** ., McKinney, Texas (" IBG ") and **Torry Berntsen** (the " Executive ").

**RECITALS**

**WHEREAS** , the Executive is currently an executive officer of IBG;

**WHEREAS** , IBG and its subsidiary, Independent Bank, have restructured their respective executive leadership teams which has resulted in a reassignment of the Executive's duties, responsibilities, and compensation;

**WHEREAS,** IBG and the Executive desire to set forth the restructured terms and conditions of the Executive's employment at IBG;

**NOW, THEREFORE** , in consideration of the mutual promises, benefits and covenants herein contained, IBG and Executive hereby agree as follows:

1. **Effective Date; Term.** This Agreement shall be effective as of the date hereof (the " Effective Date "). IBG employs the Executive, and the Executive accepts such employment, for the period commencing on the Effective Date and continuing through December 31, 2020 (the " Term ").This Agreement may be terminated prior to the expiration of the Term as provided in Section 4 of this Agreement.

**2. Position and Duties.**

2.3 During the Term, IBG shall employ the Executive as President. The Executive shall oversee IBG's investment banking, correspondent banking, rating agency and other similar type financial institution relationships, manage institutional investor relations, work with IBG's Chief Financial Officer on capital market transactions and earnings reporting, and have such other similar duties as assigned from time to time by IBG's Chairman and Chief Executive Officer, including sitting on various committees of IBG and IBG's subsidiary, Independent Bank. Any written communication regarding the Executive's employment and position with IBG shall be mutually acceptable to IBG and the Executive, such consent not to be unreasonably withheld.

2.4 Executive agrees to serve IBG faithfully and to the best of the Executive's ability; provided, however, that IBG acknowledges and agrees that the Executive may provide services to Vincent Viola related entities and personal interests as long as such services do not violate the non-

competition and non-solicitation provisions of the Restricted Stock Agreements. The Executive agrees at all times to perform all his duties in accordance with applicable laws, rules and regulations and the policies and procedures of IBG applicable to officers in effect from time to time.

**3. Compensation, Benefits and Expenses.** As compensation for the services to be provided to Employer by Executive and in consideration of the covenants of Executive set forth herein, Executive shall receive the following compensation.

3.3 *Salary* . During the period from the Effective Date through December 31, 2016, IBG shall continue to pay to the Executive the Executive's annual base salary in effect as of the Effective Date and shall pay to the Executive an annual incentive cash bonus for 2016 (consistent with the previous year's annual cash bonus paid to the Executive) on or before January 31, 2017. Beginning January 1, 2017 and continuing through the Term of this Agreement, IBG shall pay to Executive an annual base salary of $300,000.00 (the " Base Salary Amount ") in equal installments pursuant to IBG's standard payroll policies and subject to such withholding or deductions as may be mutually agreed between IBG and the Executive or required by law.

3.4 *Stock Grant* . IBG shall grant and issue to the Executive the following restricted shares of its common stock. The number of shares granted shall be determined by dividing the dollar amount set forth below (the "Stock Grant Cash Amount") by the market price of the shares of IBG common stock on the date of grant:

- $220,000 on or before January 31, 2017
- $110,000 on or before January 31, 2018
- $110,000 on or before January 31, 2019
- $110,000 on or before January 31, 2020
- $110,000 on or before December 31, 2020

The grant and issuance of the restricted shares provided for in this Section 3.2 is subject to the terms and conditions of IBG's 2013 Equity Incentive Plan (the " Plan "), a copy of which has been provided to the Executive. Such grant of restricted shares shall be pursuant to, and evidenced by, a Restricted Stock Agreement as provided for in the Plan and be subject to a three year vesting requirement.

3.5 *Fringe Benefits* . During the period of his employment, Executive shall be entitled to participate in IBG's (i) group health plan, (ii) group disability insurance plan, (iii) life insurance benefits, (iv) 401(k) plan benefits, and (v) other benefits consistent with those provided by Employer to other officers of similar positions with IBG. Executive will be entitled to four weeks of paid time off each year; no more than two consecutive weeks may be taken at any given time in each fiscal

year. The Executive shall be entitled to administrative assistant support during the Term similar to the support currently being provided.

3.6 *Expenses* . During the Term, IBG authorizes Executive to incur reasonable and necessary out-of-pocket business expenses in the course of performing his duties and rendering services hereunder in accordance with Employer's policies with respect thereto, including the cost of commercial airfare for one round trip to New York, New York per month (not to exceed $1,250 (including change fees) per month), and IBG shall reimburse Executive for all such expenses, provided (i) such expenses and the purpose for which they were incurred are in accordance with Employer's policies, and (ii) the Executive timely submits to IBG expense reports and substantiation of the expenses in accordance with Employer's policies. In such event, any such reimbursement shall be made as soon as practicable and in no event later than the end of the calendar month following the calendar month in which the expenses were incurred and submitted for reimbursement.

**4. Termination.** This Agreement shall terminate upon the death or disability of the Executive, the voluntary resignation by the Executive, and the termination of employment by IBG. The following sets forth IBG's obligations to the Executive upon each of these events.

4.3 *Termination Upon Death* . Upon death of the Executive during the Term, IBG shall pay to the Executive's estate a lump sum payment representing all compensation and benefits earned by the Executive and unpaid at the date of termination. Upon such payment, IBG shall have no further obligation to the Executive or his estate under this Agreement.

4.4 *Termination Upon Disability* . Upon the disability of the Executive during the Term, IBG shall continue to pay to the Executive his Base Salary Amount until the earlier to occur of (a) 90 days after the date of termination, or (b) the date the Executive begins receiving long term disability insurance benefits. Upon such payment, IBG shall have no further obligation to the Executive under this Agreement.

4.5 *Voluntary Resignation* . If the Executive voluntarily resigns from his position with Employer without Good Reason, IBG shall pay to the Executive a payment representing all compensation earned by the Executive and unpaid at the date of termination. Upon such payment, IBG shall have no further obligation to the Executive under this Agreement.

4.6 *Termination for Cause* . Employer may terminate this Agreement for Cause (as defined below) pursuant to notice in writing to Executive, specifying such Cause with reasonable particularity. Executive shall have thirty (30) days from receipt thereof in which to cure the act or omission complained of, unless the act or omission of its very nature cannot be cured. If no cure has been or can be effected within the time allowed, the Executive's employment and this Agreement shall thereupon terminate. For purposes hereof, "Cause" shall be limited to (a) any material act of self-dealing between Employer and Executive which is not disclosed in full to, and approved by,

the Board; (b) deliberate falsification by Executive of any records or reports; (c) fraud on the part of Executive against IBG or any subsidiary or affiliate; (d) theft, embezzlement, or misappropriation by Executive of any funds of Employer, or conviction of any felony; (e) execution of any document transferring, or creating any material liens or encumbrance on, any material property of Employer, not in the ordinary course of business, without authorization of the Board; (f) the Executive's engaging in inappropriate behavior which is determined by IBG following due investigation to be sexual harassment or assault, (g) the declaration by an independent medical authority that Executive is addicted to drugs or alcohol; or (h) any recommendation or suggestion by any bank regulatory authority that Executive's employment must be terminated. In the event of Executive's termination for reasons described in this Section 4.4, this Agreement will terminate; provided IBG shall pay to the Executive a payment representing all compensation earned by the Executive and unpaid at the date of termination and IBG shall have no further obligation to the Executive under this Agreement.

4.7 *Termination by Employer without Cause or by Executive for Good Reason* . IBG may terminate the Executive's employment without Cause pursuant to thirty (30) days prior written notice to the Executive. Further, Executive may voluntarily terminate this Agreement for Good Reason pursuant to thirty (30) days prior written notice to IBG. For the purpose hereof, "Good Reason" shall be limited to (a) the assignment to Executive of any duties or responsibilities inconsistent in any material respect with Executive's position (including a change in his reporting relationships), authority, duties or responsibilities as set forth herein, or any other action by IBG which results in a material diminution in such position, authority, duties or responsibilities, excluding for this purpose an isolated, insubstantial and inadvertent action not taken in bad faith and which is remedied by IBG promptly following receipt of notice thereof given by Executive; (b) a reduction in the Base Salary Amount; (c) the material breach by IBG of any other provision of this Agreement; or (d) the requirement by IBG that Executive be based anywhere other than in Collin County, Texas. Notwithstanding the foregoing, the Executive cannot terminate his employment for Good Reason unless he has provided written notice to IBG of the circumstances alleged to constitute Good Reason and IBG has had at least 30 days from the date on which such notice is provided to cure such circumstances. In the event that IBG does not timely cure such circumstances and if the Executive does not terminate his employment for Good Reason within 90 days of the first occurrence of the applicable circumstances, the Executive shall be deemed to have waived his right to terminate for Good Reason with respect to such circumstances.

Upon termination without Cause or for Good Reason, IBG shall continue to pay the Base Salary Amount through the end of the Term, pay (on the dates set forth in Section 3.2) an amount of cash equal to the Stock Grant Cash Amount for any grants of restricted stock that have not yet been made pursuant to Section 3.2, and provide the benefits to the Executive provided for herein until the end of the Term.

4.6 *Termination Upon Change in Control.* If, during a period that begins upon a Change in Control (as defined in Section 9(b) of the Plan) and ends 12 months following a Change in Control, (a) the Company terminates the Executive's employment without Cause or the Executive terminates his employment for Good Reason, *and* (b) the Executive signs and allows to become effective a general release of all known and unknown claims in a form mutually satisfactory to the Company and the Executive (the "Release"), then (i) IBG shall pay to the Executive a lump sum cash amount equal to the *greater* of (x) the aggregate unpaid Base Salary Amount payable to the Executive through the end of the Term, *plus* an amount of cash equal to the aggregate Stock Grant Cash Amount for all grants of restricted stock that have not yet been made pursuant to Section 3.2 (the "Aggregate Stock Grant Cash Amount"), or (y) the aggregate Base Salary Amount for two years, *plus* the Aggregate Stock Grant Cash Amount (the " Change in Control Amount "), and (ii) notwithstanding the termination of the Executive's employment or any other provision of the Independent Bank Survivor Benefit Plan (the "BOLI Plan") or the Independent Bank Survivor Benefit Plan Participation Agreement between Independent Bank and the Executive (the "Participation Agreement"), the Executive shall continue to be a "Participant" in the BOLI Plan such that if the Executive dies before attaining age 65, and provided that Independent Bank actually receives sufficient proceeds from a life insurance policy insuring the life of the Executive, then the Company shall pay to the Executive's "Beneficiary" (as defined in the BOLI Plan and the Participation Agreement), as a survivor benefit, a single lump sum cash payment equal to the Executive's annual base salary in effect on the date of the termination of the Executive's employment. Such payment shall be made within thirty days following the Executive's date of death. IBG shall deduct from the Change in Control Amount all federal, state, local income or employment taxes required to be withheld or paid pursuant to applicable law. IBG shall pay the Change in Control Amount in a single lump sum cash payment on the later of (1) the date the termination of Executive's employment becomes effective, or (2) the date the Release becomes effective.

(a) Notwithstanding anything in this Section 4.6 to the contrary, if the payment of the Change in Control Amount to or on behalf of the Executive, when added to all other amounts and benefits payable to or on behalf of the Executive resulting from a Change in Control, would constitute a "parachute payment" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the "Code"), and, but for this Section 4.6(a), would result in the imposition of an excise tax under Section 4999 of the Code, the amounts and benefits payable hereunder shall be reduced to such extent as may be necessary to avoid such imposition of excise tax. The Executive shall have the right to specify which amounts and benefits shall be reduced to satisfy the requirements of this Section 4.6(a). All calculations required to be made under this Section 4.6(a) will be made by IBG's independent public accountants, subject to the right of Executive's representative to review the same. The parties recognize that the actual implementation of the provisions of this Section 4.6

(a) are complex and agree to deal with each other in good faith to resolve any questions or disagreements arising hereunder.

4.3 *Continuing Obligations* . The obligations of IBG under this Section 4 shall survive termination of the Executive's employment and the expiration or termination of this Agreement.

**5. Confidentiality and Restrictive Covenants.** The Executive acknowledges that the Restricted Stock Agreements providing for previous grants of restricted stock and for the grants of restricted stock contemplated by this Agreement include covenants regarding confidentiality, non-competition and non-solicitation, and agrees that the Executive is and will continue to be subject to such provisions following the execution of this Agreement.

**6. Miscellaneous.**

6.3 *409A Compliance* . The parties intend for the payments and benefits under this Agreement to be exempt from Section 409A (" Section 409A ") of the Internal Revenue Code of 1986, as amended (the " Code "), or, if not so exempt, to be paid or provided in a manner that complies with the requirements of such section, and intend that this Agreement shall be construed and administered in accordance with such intention. If any payments or benefits due to Executive hereunder would cause the application of an accelerated or additional tax under Section 409A, such payments or benefits shall be restructured in a manner which does not cause such an accelerated or additional tax.

6.4 *Dispute Resolutions* . Any and all disputes that arise out of or relate to the provisions of this Agreement, or the alleged breach thereof, shall be resolved by arbitration in accordance with the Federal Arbitration Act and in accordance with the Employment Arbitration Rules of the American Arbitration Association (AAA) before a single arbitrator who shall be selected in accordance with the AAA rules. The arbitrator must have at least ten years' experience in employment matters. Arbitration will be conducted in Collin County, Texas. Judgment may be entered upon the final award of the arbitrator.

6.5 *Notices* . Any notices under this Agreement shall be in writing and shall be given by personal delivery, by local courier service, by certified or registered letter, return receipt requested, or by a nationally recognized overnight delivery service; and shall be deemed given when delivered in person or by local courier or upon actual receipt of the facsimile or certified or registered letter, or on the business day next following delivery to a nationally recognized overnight delivery service at the addresses set forth below of this Agreement or to such other address or addresses as either party shall have specified in writing to the other party hereto.

If to IBG:

Mr. David R. Brooks
Chairman of the Board
Independent Bank
1600 Redbud Blvd., Suite 400
McKinney, Texas 75069

If to Executive:

Torry Berntsen

______________________

______________________

6.6 *Governing Law* . ALL QUESTIONS PERTAINING TO THE VALIDITY, CONSTRUCTION, EXECUTION AND PERFORMANCE OF THIS AGREEMENT SHALL BE CONSTRUED IN ACCORDANCE WITH, AND BE GOVERNED BY, THE LAWS OF THE STATE OF TEXAS. EXCLUSIVE VENUE FOR DISPUTES ARISING UNDER THIS AGREEMENT SHALL BE COLLIN COUNTY, TEXAS.

6.7 *Entire Agreement; Amendment or Modification* . This Agreement constitutes the entire agreement of the parties hereto with respect to the matters contained herein and supersedes all prior agreements between the parties. No modification or amendment of any of the provisions of such agreements shall be effective unless in writing and signed by the Executive and Employer. No failure to exercise any right or remedy hereunder shall operate as a waiver thereof. No term or condition of this Agreement shall be deemed to have been waived, nor shall a party be estopped from enforcing any provision of this Agreement, except by a statement in writing signed by the Executive or Employer, whichever party against whom such waiver or estoppel is sought. If any provision of this Agreement is found to be unreasonably broad, it shall nevertheless be enforceable to the extent reasonably necessary to protect IBG and to the greatest extent permitted by law. If any provision of this Agreement is determined to be invalid or unenforceable, such provision shall be reformed to the extent necessary to make it valid or enforceable and to carry out the intent of the parties, or if such reformation is not possible, the remaining provisions of this Agreement shall continue in full force and effect.

6.8 *Successors and Binding Nature* . IBG shall require any successor (whether direct or indirect, by purchase, merger, consolidation or other business combination, or otherwise) to expressly assume and agree to perform this Agreement (or cause it to be performed) in the same manner and to the same extent that IBG would be required to perform it if no succession had taken place. Failure by IBG to expressly obtain such assumption and agreement prior to the effectiveness of a succession shall constitute a material breach of this Agreement. This Agreement shall be binding

upon and inure to the benefit of the parties and their respective successors, heirs (in the case of the Executive) and permitted assigns.

6.9 *Headings* . The paragraph and subparagraph headings contained in this Agreement are for reference purposes only and shall not affect the construction or interpretation of this Agreement.

6.10 *Counterparts* . This Agreement may be executed in several counterparts, and all counterparts so executed shall constitute one agreement, binding on the parties hereto, notwithstanding that both parties are not signatory to the original or the same counterpart.

6.11 *Prohibition Against Certain Payments* . Notwithstanding any other provision to the contrary herein, IBG shall not be required to make any payment to the Executive hereunder if such payment would be a "golden parachute payment" as defined in 12 CFR § 359 unless such payment can be made in compliance with such regulation.

6.12 *Injunctive Relief* . In the event that Employer, IBG and/or the Executive violate any of the provisions set forth in this Agreement, Employer, IBG, and the Executive acknowledge that the injured party would suffer immediate and irreparable harm and would not have an adequate remedy at law for money damages in the event that any of the covenants contained herein were not performed in accordance with their terms or otherwise were materially breached. Accordingly, Employer, IBG, and the Executive agree that, without the necessity of proving actual damages or posting bond or other security, the parties hereto shall be entitled to temporary or permanent injunction or injunctions to prevent breaches of such performance and to specific enforcement of such covenants in addition to any other remedy to which a party may be entitled, at law or in equity. In such a situation, the parties agree that the injured party may pursue any remedy available, including declaratory relief, concurrently or consecutively in any order as to any breach, violation, or threatened breach or violation of this Agreement, and the pursuit of any particular remedy or remedies shall not be deemed an election of remedies or waiver of the right to pursue any other remedy.

*[Signature Page to Follow]*

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on the date first above written, but to be effective for all purposes as of the Effective Date.

INDEPENDENT BANK

By: /s/ David R. Brooks
David R. Brooks
Chairman of the Board and CEO

EXECUTIVE:

/s/ Torry Berntsen
Torry Berntsen

**Exhibit 31.1**

**I, David R. Brooks, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q of Independent Bank Group, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information related to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors:
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 27, 2016

/s/ David R. Brooks

David R. Brooks
Chairman, Chief Executive Officer and President

**Exhibit 31.2**

**I, Michelle S. Hickox, certify that:**

1. I have reviewed this Quarterly Report on Form 10-Q of Independent Bank Group, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information related to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors:
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 27, 2016

/s/ Michelle S. Hickox

Michelle S. Hickox
Executive Vice President and Chief Financial Officer

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350 (AS ADOPTED**
**PURSUANT TO SECTION 906 OF THE**
**SARBANES-OXLEY ACT OF 2002)**

In connection with the Quarterly Report of Independent Bank Group, Inc. (the “Company”) on Form 10-Q for the period ending September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David R. Brooks, Chairman, Chief Executive Officer and President of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of October 27, 2016.

/s/ David R. Brooks

David R. Brooks
Chairman, Chief Executive Officer and President

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO**
**18 U.S.C. SECTION 1350 (AS ADOPTED**
**PURSUANT TO SECTION 906 OF THE**
**SARBANES-OXLEY ACT OF 2002)**

In connection with the Quarterly Report of Independent Bank Group, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2016 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michelle S. Hickox, Executive Vice President and Chief Financial Officer of the Company, certify to my knowledge and in my capacity as an officer of the Company, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

IN WITNESS WHEREOF, the undersigned has executed this Certificate, effective as of October 27, 2016.

/s/ Michelle S. Hickox

Michelle S. Hickox
Executive Vice President and Chief Financial Officer