Independent Bank Group, Inc.
Form 424B7
November 30, 2017
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Filed Pursuant to Rule 424(b)(7)
Registration No. 333-218782

Calculation of Registration Fee

Title of Each Class of Securities to Be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (2)
Common Stock, par value $0.01 per share	2,348,459	$64.00	$150,301,376	$18,712.53

(1) Includes 212,953 shares of common stock that may be purchased by the underwriters upon exercise of their options to purchase additional shares of common stock.
(2) Calculated in accordance with Rule 456(b) and Rule 457(r) under the Securities Act of 1933, as amended.

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PROSPECTUS SUPPLEMENT

(to prospectus dated June 16, 2017)

2,135,506 SHARES

COMMON STOCK

We are offering 390,000 shares of our common stock, par value $0.01 per share, and the selling shareholders identified in this prospectus supplement are collectively offering an additional 1,745,506 shares of our common stock. We will not receive any proceeds from the sale of the shares of our common stock being sold by the selling shareholders.

Our common stock is listed on The Nasdaq Global Select Market, or Nasdaq, under the symbol IBTX. On November 27, 2017, the last reported sale price of our common stock on Nasdaq was $64.05 per share.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act, or the JOBS Act, and have been eligible for certain reduced public company reporting requirements as a result of such status. We will cease being an emerging growth company on January 1, 2018. Please see Summary Emerging Growth Company Status in this prospectus supplement.

Investing in our common stock involves certain risks. Before investing in the shares offered hereby, you should consider the information under the heading Risk Factors beginning on page S-16 of this prospectus supplement, and in our Annual Report on Form 10-K for the year ended December 31, 2016 and in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which are incorporated herein by reference.

	The Company		The Selling Shareholders	
	Per Share	**Total**	**Per Share**	**Total**
Price to Public	$ 64.00	$ 24,960,000.00	$ 64.00	$ 111,712,384.00
Underwriting Discount(1)	$ 3.04	$ 1,185,600.00	$ 1.60	$ 2,792,809.60
Proceeds before offering expenses(1)	$ 60.96	$ 23,774,400.00	$ 62.40	$ 108,919,574.40

(1) The underwriters also will be reimbursed for certain expenses incurred in this offering. See Underwriting for details.

We have granted the underwriters an option to purchase up to 58,500 additional shares of our common stock from us, and specified selling shareholders have granted the underwriters options to purchase up to 154,453 additional shares from such specified selling shareholders, in each case, within 30 days after the date of this prospectus supplement at the public offering price, less the applicable underwriting discount.

None of the Securities and Exchange Commission, the Federal Deposit Insurance Corporation, the Federal Reserve, nor any other regulatory body has approved or disapproved of the shares of our common stock offered hereby or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Shares of our common stock are not savings accounts, deposits or other obligations of any bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The underwriters expect to deliver the shares of our common stock offered hereby to purchasers against payment therefor in New York, New York on or about December 6, 2017, which is the 5th business day following the date of pricing of the shares (such settlement being referred to as T+5). See Underwriting for details.

Sole Book-Running Manager

Stephens Inc.

Co-Managers

Keefe, Bruyette & Woods
A Stifel Company

Sandler O Neill + Partners, L.P.

Evercore ISI

Raymond James

Prospectus Supplement dated November 29, 2017

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document is comprised of two parts. The first part is this prospectus supplement, which describes the specific terms of this common stock offering and certain other matters relating to us, our financial condition, and the selling shareholders. This prospectus supplement also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part of this document is the accompanying prospectus, dated June 16, 2017, which is included as part of our automatic shelf registration statement on Form S-3 (File No. 333-218782). That registration statement and the accompanying prospectus provide more general information about securities that we and our selling shareholders may offer from time to time, some of which may not apply to this offering. You should read carefully both this prospectus supplement and the accompanying prospectus in their entirety, together with additional information described under the heading, Where You Can Find More Information, in this prospectus supplement before investing in our common stock.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement and the accompanying prospectus to Independent Bank Group, Inc., Independent, the Company, our Company, we, and ours or similar references mean Independent Bank Group, Inc. and its consolidated subsidiaries.

Neither the Company, the selling shareholders nor the underwriters have authorized anyone to provide you with any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or in any free writing prospectus prepared by, or on behalf of the Company, or to which the Company has referred you. Neither the Company, the selling shareholders nor the underwriters take any responsibility for, or can provide any assurance as to the reliability of, any information that others may give you. If any information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on the information in this prospectus supplement. You should not assume that the information provided in this prospectus supplement, the accompanying prospectus or the documents incorporated by reference in this prospectus supplement and in the accompanying prospectus is accurate as of any date other than the date of this prospectus supplement or the date of the document in which that information is contained. Our business, financial condition, liquidity, results of operations and prospects may have changed since the date of any document in which such information is contained.

Neither the Company, the selling shareholders nor the underwriters are offering to sell nor seeking an offer to buy shares of the Company s common stock in any jurisdiction where offers and sales are not permitted. The distribution of this prospectus supplement and the accompanying prospectus and the offering of our common stock in certain jurisdictions may be restricted by law. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, any sale, offer to sell, or solicitation of any offer to purchase, any of the shares of our common stock offered hereby in any jurisdiction in which it is unlawful to make such an offer or solicitation.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the United States Securities and Exchange Commission, or the SEC. You may read and copy any document that we file with the SEC at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Our filings with the SEC are also available to the public through the SEC s website at www.sec.gov.

Our annual, quarterly and current reports and any amendments to those reports are also available over the Internet at our website at www.ibtx.com. All internet addresses provided in this prospectus supplement or in the accompanying prospectus are for informational purposes only and are not intended to be hyperlinks. In addition, the information on, or accessible through, our website, or any other website described herein, is not a part of, and is not incorporated or deemed to be incorporated by reference in, this prospectus supplement or the accompanying prospectus or other offering materials.

We have filed an automatic shelf registration statement (File No. 333-218782) with the SEC registering the offering of various of our securities, including the shares of our common stock offered by this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus are part of that registration statement. The registration statement may contain additional information that may be important to you. You may obtain from the SEC copies of the registration statement and the related exhibits that we filed with the SEC.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC s rules allow us to incorporate by reference information into this prospectus supplement and the accompanying prospectus. This means that we can disclose important information to you by referring you to another document. Any information incorporated by reference into this prospectus supplement and the accompanying prospectus is considered a part of the information contained herein and therein. We are incorporating by reference in this prospectus supplement, and have incorporated by reference in the accompanying prospectus, the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or Exchange Act, except as to any portion of any future report or document that is deemed furnished to the SEC and not deemed filed under such provisions, so long as the registration statement of which the accompanying prospectus is a part remains effective:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the SEC on March 8, 2017, including certain information included in our Definitive Proxy Statement on Schedule 14A filed with the SEC on April 28, 2017, that is incorporated by reference into Part III of our Annual Report on Form 10-K;

- our Quarterly Reports on Form 10-Q for the three months ended March 31, 2017, June 30, 2017, and September 30, 2017 filed with the SEC on April 27, 2017, July 27, 2017, and October 26, 2017, respectively;

- our Current Reports on Form 8-K, filed with the SEC on January 20, 2017 (two filings), January 27, 2017, April 3, 2017 (as amended by Amendment No. 1 on June 6, 2017), April 14, 2017, April 26, 2017, May 26, 2017, June 26, 2017, July 26, 2017, July 27, 2017, October 25, 2017 and November 28, 2017; and

- the description of our common stock in our registration statement on Form 8-A filed with the SEC on April 2, 2013, including all amendments and reports filed for the purpose of updating such description.

The information contained in this prospectus supplement and the accompanying prospectus will be updated and supplemented by the information contained in the filings we make with the SEC in the future and that are incorporated by reference into this prospectus supplement and the accompanying prospectus as described above. The information contained in those future filings will be considered to be part of this prospectus supplement and the accompanying prospectus and will automatically update and supersede, as appropriate, the information contained in this prospectus supplement and the accompanying prospectus and contained in the filings previously filed with the SEC that are incorporated by reference into this prospectus.

Upon request, we will provide, without charge, to each person to whom a copy of this prospectus supplement and the accompanying prospectus is delivered a copy of the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. You may request a copy of these filings, and any exhibits we have specifically incorporated by reference as an exhibit in this prospectus supplement and the accompanying prospectus, at no cost by writing or telephoning us at the following address:

Independent Bank Group, Inc.

1600 Redbud, Suite 400

McKinney, Texas 75069

Telephone: (972) 562-9004

Facsimile: (972) 562-5496

Attention: Investor Relations

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this prospectus supplement, the accompanying prospectus, and the documents incorporated by reference that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties and are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, or Securities Act. These forward-looking statements include information about our possible or assumed future economic performance future results of operations, including our future revenues, income, expenses, provision for loan losses, provision for taxes, effective tax rate, earnings per share and cash flows, and our future capital expenditures and dividends, future financial condition and changes therein, including changes in our loan portfolio and allowance for loan losses, future capital structure or changes therein, as well as the plans and objectives of management for our future operations, future or proposed acquisitions, the future or expected effect of acquisitions on our operations, results of operations, financial condition, and future economic performance and the statements of the assumptions underlying any such statement. Such statements are typically, but not exclusively, identified by the use in the statements of words or phrases such as aim, anticipate, estimate, expect, goal, guidance, intend, is anticip estimated, is expected, is intended, objective, plan, projected, projection, will affect, will be, will co decrease, will grow, will impact, will increase, will incur, will reduce, will remain, will result, would b 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 our 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. Many possible events or factors could affect our future financial results and performance and could cause those results or performance to differ materially from those expressed in the forward-looking statements. These possible events or factors include, but are not limited to:

our ability to sustain our current internal growth rate and total growth rate;

changes in geopolitical, business and economic events, occurrences and conditions, including changes in rates of inflation or deflation, nationally, regionally and in our target markets, particularly in Texas and Colorado;

worsening business and economic conditions nationally, regionally and in our target markets, particularly in Texas and Colorado, and the geographic areas in those states in which we operate;

our ability to consummate our proposed acquisition of Integrity Bancshares, Inc., or Integrity;

our actual cost savings resulting from the acquisition of Integrity 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 the Integrity acquisitions are less than expected;

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 and Colorado;

changes in asset quality, including increases in default rates and loans and higher levels of nonperforming loans and loan charge-offs;

concentration of the loan portfolio of Independent Bank, before and after the completion of acquisitions of financial institutions, in commercial and residential real estate loans and changes in the prices, values and sales volumes of commercial and residential real estate, values and dales volumes of commercial and residential real estate;

the ability of Independent Bank to make loans with acceptable net interest margins and levels of risk of repayment and to otherwise invest in assets at acceptable yields and presenting acceptable investment risks;

inaccuracy of the assumptions and estimates that the managements of our Company and the financial institutions that we acquire 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 increases or decreases in the amount of deposits held by Independent Bank or other financial institutions that we acquire and the cost of those deposits;

our access to the debt and equity markets and the overall cost of funding our operations;

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 the loans and deposits of each of Independent Bank and the financial institutions that we acquire and the net interest income of each of Independent Bank and the financial institutions that we acquire;

fluctuations in the market value and liquidity of the securities we hold for sale, including as a result of changes in market interest rates;

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 and value of the assets of Independent Bank and of financial institutions that we acquire;

the institution and outcome of, and costs associated with, litigation and other legal proceedings against one of more of us, Independent Bank and financial institutions that we acquire or to which any of such entities is 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, specifically the Dodd-Frank Act stress testing requirements as we approach $10 billion in total assets, and changes in federal government policies;

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, or PCAOB, as the case may be;

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, hurricanes 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;

the liquidity of, and changes in the amounts and sources of liquidity available to, us, before and after the acquisition of any financial institutions that we acquire;

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;

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- the effects of the combination of the operations of financial institutions that we have acquired in the recent past or may acquire in the future with our operations and the operations of Independent Bank, the effects of the integration of such operations being unsuccessful, and the effects of such integration being more difficult, time-consuming or costly than expected or not yielding the cost savings that we expect;

- the impact of investments that we or Independent Bank may have made or may make and the changes in the value of those investments;

- the quality of the assets of financial institutions and companies that we have acquired in the recent past or may acquire in the future being different than we determined or determine in our due diligence investigation in connection with the acquisition of such financial institutions and any inadequacy of loan loss reserves relating to, and exposure to unrecoverable losses on, loans acquired;

- our ability to continue to identify acquisition targets and successfully acquire desirable financial institutions to sustain our growth, to expand our presence in our markets and to enter new markets;

- general business and economic conditions in our markets change or are less favorable than expected;

- changes occur in business conditions and inflation;

- an increase in the rate of personal or commercial customers bankruptcies;

- technology-related changes are harder to make or are more expensive than expected;

- attacks on the security of, and breaches of, our Independent Bank s digital information systems, the costs we or Independent Bank incur to provide security against such attacks and any costs and liability we or Independent Bank incurs in connection with any breach of those systems; and

- the potential impact of technology and FinTech entities on the banking industry generally.

We urge you to consider all of these risks, uncertainties and other factors as well as those risks discussed in this prospectus supplement, in the accompanying prospectus and in the documents incorporated herein by reference, including in our Annual Report on Form 10-K for the year ended December 31, 2016 and Form 10-Q for the quarter ended September 30, 2017, carefully in evaluating all such forward-looking statements made by us. As a result of these and other matters, including changes in facts, assumptions not being realized or other factors, the actual results relating to the subject matter of any forward-looking statement may differ materially from the anticipated results expressed or implied in any forward-looking statement. Any forward-looking statement made in this prospectus supplement, the accompanying prospectus or in any report, filing, document or information incorporated by reference in this prospectus supplement or the accompanying prospectus speaks only as of the date on which it is made. We undertake no obligation to update any such 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. We have chosen these assumptions or bases in good faith, and we believe that they are reasonable. However, we caution you that assumptions as to future occurrences or results almost always vary from actual future occurrences or results, and the differences between assumptions and actual occurrences and results can be material. Therefore, we caution you not to place undue reliance on the forward-looking statements contained in this prospectus supplement, the accompanying prospectus or in any report, filing, document or information incorporated by reference herein or therein.

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PROSPECTUS SUPPLEMENT SUMMARY

The following summary contains basic information about us and this offering. Because it is a summary, it does not contain all the information that may be important to you. Before making an investment decision, you should read this entire prospectus supplement and the accompanying prospectus carefully, including the section entitled Risk Factors in this prospectus supplement, and the documents incorporated by reference herein and in the accompanying prospectus, including the financial statements and the accompanying notes contained in such documents.

Independent Bank Group, Inc.

We are a registered bank holding company headquartered in McKinney, Texas, which is located in the northeastern portion of the Dallas-Fort Worth metropolitan area. We were organized as a Texas corporation on September 20, 2002. Through our wholly owned subsidiary, Independent Bank, a Texas state-chartered bank, we provide a wide range of relationship-driven commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. Independent Bank is a locally managed community bank that seeks to provide personal attention and professional assistance to its customer base, which consists principally of small- to medium-sized businesses, professionals and individuals. Independent Bank s philosophy includes offering direct access to its officers and personnel, providing friendly, informed and courteous service, local and timely decision making, flexible and reasonable operating procedures, and consistently applied credit policies. We operate banking offices in Texas in the Dallas-Fort Worth metropolitan area, the Austin/Central Texas area, the Houston metropolitan area, and in Colorado in the Front Range area along I-25.

As of September 30, 2017, we had consolidated total assets of approximately $8.9 billion, total loans held for investment of approximately $6.4 billion, total deposits of approximately $6.9 billion and total stockholders equity of approximately $1.3 billion.

Our common stock is traded on the Nasdaq Global Select Market under the symbol IBTX. Our principal executive offices are located at 1600 Redbud Boulevard, Suite 400, McKinney, Texas 75069-3257. Our telephone number is (972) 562-9004, and our website is www.ibtx.com.

Recent Development

On November 28, 2017, we announced that we have executed a reorganization agreement with Integrity Bancshares, Inc., or Integrity Bancshares, the parent company of Integrity Bank SSB, a Texas state savings bank, based in Houston, Texas, or Integrity Bank, providing for our acquisition of Integrity Bancshares. Through Integrity Bank, Integrity Bancshares operates four offices in the Houston metropolitan area. As of September 30, 2017, Integrity Bancshares had total consolidated assets of approximately $804.9 million, total loans held for investment of approximately $661.3 million, total deposits of approximately $678.9 million and total stockholders equity of approximately $84.2 million. The consideration we expect to pay to the shareholders and optionholders of Integrity Bancshares in our acquisition of Integrity Bancshares consists of approximately $31.6 million in cash, subject to adjustment, and 2,072,131 shares of our common stock.

Emerging Growth Company Status

We have been an emerging growth company as defined in the JOBS Act. As a result, we, unlike other public companies that do not qualify for emerging growth company status under the JOBS Act, have not been required to:

provide an auditor s attestation report on management s assessment of the effectiveness of our system of internal control over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act of

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2002, although we have been required to provide, and have provided, to our federal banking regulators such an attestation report of our auditor regarding our management s assessment of the effectiveness of our internal control over financial reporting for each of the last eight years;

comply with certain new requirements proposed by the PCAOB;

provide certain disclosure regarding executive compensation required of larger public companies or hold shareholder advisory votes on executive compensation as required by the Dodd-Frank Act; or

obtain shareholder approval of any golden parachute payments not previously approved.

Section 107 of the JOBS Act provides that an emerging growth company can take advantage of the extended transition period for complying with new or revised accounting standards, but we irrevocably opted out of the extended transition period. As a result, during the period for which we have been an emerging growth company, we have adopted new or revised accounting standards on the relevant dates on or by which other public companies that were not emerging growth companies were required to adopt such standards.

We will cease to be an emerging growth company on January 1, 2018, as a result of our Company becoming a large accelerated filer under the rules of the SEC on that date. Accordingly, we expect to comply with all disclosure and other requirements of the federal securities laws applicable to large accelerated filers beginning in 2018, except that we will first be required to comply with the SEC s pay ratio disclosure rule in 2019.

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THE OFFERING

The following summary of this offering contains basic information about this offering and is not intended to be complete. It does not contain all the information that is important to you. For a description of our common stock, please refer to the section of the accompanying prospectus entitled Description of Common Stock.

Issuer	Independent Bank Group, Inc.
Number of shares offered by us	390,000 shares (or 448,500 shares if the underwriters exercise in full the option to purchase additional shares that we have granted to them)
Number of shares offered by selling shareholders	1,745,506 shares (or 1,899,959 shares if the underwriters exercise in full the options to purchase additional shares that certain of the selling shareholders have granted to them)
Underwriters options to purchase additional shares	We have granted the underwriters an option to purchase up to an additional 58,500 shares from us, and certain of the selling shareholders have granted the underwriters options to purchase up to an aggregate of 154,453 additional shares from them, in each case, at the public offering price, less the underwriting discount. Each option may be exercised, in whole or in part, within the 30 days after the date of this prospectus supplement. The options must be exercised pro rata, if any exercise occurs, in accordance with the maximum number of shares that may be purchased from us and each selling shareholder that has granted such an option to the underwriters.
Selling shareholders	The selling shareholders are Arlon Capital Partners LP, Castle Creek Capital Partners IV LP, LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC, and Trident IV PF Depository Holdings, LLC. The selling shareholders owned an aggregate of 4,769,133 shares of our common stock as of November 27, 2017, which shares represented approximately 17.15% of the outstanding shares of our common stock as of that date. Each of LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC, and Trident IV PF Depository Holdings, LLC has granted the underwriters the right to purchase additional shares of the common stock of the Company as described above. See Selling Shareholders and Underwriting.
Shares of common stock to be outstanding after this offering	28,197,190 (or 28,255,690 shares if the underwriters exercise in full their options to purchase additional shares)[1]

Public offering price	$64.00 per share of common stock

[1] The number of shares of our common stock to be outstanding after this offering is based upon 27,807,190 shares of common stock outstanding on November 27, 2017, which excludes 147,341 shares of common stock issuable on the exercise of outstanding warrants to purchase shares of common stock.

Use of Proceeds	We intend to use the net proceeds that we receive from the offering for general corporate purposes, including to increase our consolidated capital to support continued growth through acquisitions and continued organic growth. See Use of Proceeds. We will not receive any of the proceeds from the sale of shares by the selling shareholders.
Dividend Policy	We have paid a quarterly dividend on our common stock in each quarter commencing with the third quarter of 2013. We currently expect to continue to pay (when, as and if declared by our board of directors out of funds legally available for that purpose and subject to regulatory restrictions) regular quarterly cash dividends on our common stock; however, there can be no assurance that we will continue to pay dividends in the future. See Price Range of Common Stock and Dividends Dividends below in this prospectus supplement, Description of Common Stock Dividend Rights and Distributions in the accompanying prospectus, and Business Supervision and Regulation, Independent Bank Group as a Bank Holding Company, and Regulation of Independent Bank in our Annual Report on Form 10-K for the year ended December 31, 2016 for certain information regarding regulatory and other restrictions on our ability to pay dividends and the ability of Independent Bank to pay dividends to us, and Risk Factors in such Annual Report on Form 10-K for a discussion of certain risks relating to our continued payment of dividends on the common stock.
Nasdaq Listing	Our common stock is listed on The Nasdaq Global Select Market under the symbol IBTX.
Risk Factors	Investing in our common stock involves certain risks. See Risk Factors on page S-16 of this prospectus supplement and the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2016, and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which are incorporated herein by reference, for information regarding risk factors you should consider before investing in the shares offered hereby.

Presentation of Information

Unless otherwise indicated, all information in this prospectus supplement assumes no exercise by the underwriters of their options to purchase up to an additional 212,953 shares of common stock in the aggregate from us and the specified selling shareholders in this offering.

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SELECTED FINANCIAL INFORMATION

The following selected historical consolidated financial information as of and for the nine months ended September 30, 2017 and 2016 has been derived from our unaudited consolidated financial statements for such periods, which are incorporated herein by reference, and the following selected consolidated financial information as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012 has been derived from our audited consolidated financial statements for the years ended December 31, 2016, 2015 and 2014, each of which is incorporated herein by reference, and our audited consolidated financial statements for the years ended December 31, 2013 and 2012.

You should read the following financial information relating to us in conjunction with other information contained in this prospectus supplement and the accompanying prospectus, including our consolidated financial statements and related accompanying notes incorporated therein by reference. Our historical results for any prior period are not necessarily indicative of results to be expected in any future period, and our historical results for the nine months ended September 30, 2017, are not necessarily indicative of our results to be expected for all of 2017. We have consummated several acquisitions in recent fiscal periods. The results and other financial information of those acquired operations are not included in the table below for the periods or dates prior to their respective acquisition dates and, therefore, the results for these prior periods are not comparable in all respects and may not be predictive of our future results.

	As of and for the Nine Months Ended September 30,		As of and for the Year Ended December 31,				
	2017	**2016**	**2016**	**2015**	**2014**	**2013**	**2012**
(dollars in thousands except per share)	**(unaudited)**						
Selected Income Statement Data							
Interest income	$ 220,494	$ 156,145	$ 210,049	$ 174,027	$ 140,132	$ 87,214	$ 71,890
Interest expense	30,270	18,865	26,243	19,929	15,987	12,281	13,337
Net interest income	190,224	137,280	183,806	154,098	124,145	74,933	58,553
Provision for loan losses	6,368	7,243	9,440	9,231	5,359	3,822	3,184
Net interest income after provision for loan losses	183,856	130,037	174,366	144,867	118,786	71,111	55,369
Noninterest income	27,708	14,331	19,555	16,128	13,624	11,021	9,168
Noninterest expense	127,260	86,429	113,790	103,198	88,512	57,671	47,160
Income tax expense	26,985	19,174	26,591	19,011	14,920	4,661	
Net income	57,319	38,765	53,540	38,786	28,978	19,800	17,377
Preferred stock dividends		8	8	240	169		
Net income available to common shareholders	57,319	38,757	53,532	38,546	28,809	19,800	17,377
Pro forma net income[(1)] (unaudited)	n/a	n/a	n/a	n/a	n/a	16,174	12,147
Per Share Data (Common Stock)[(2)]							
Earnings:							

Basic	$ 2.31	$ 2.10	$ 2.89	$ 2.23	$ 1.86	$ 1.78	$ 2.23
Diluted(3)	2.30	2.09	2.88	2.21	1.85	1.77	2.23
Pro forma earnings:(1) (unaudited)							
Basic	n/a	n/a	n/a	n/a	n/a	1.45	1.56
Diluted(3)	n/a	n/a	n/a	n/a	n/a	1.44	1.56
Dividends(4)	0.30	0.24	0.34	0.32	0.24	0.77	1.12
Book value(5)	46.09	34.79	35.63	32.79	30.35	18.96	15.06
Tangible book value per common share(6)	22.57	20.03	21.19	17.85	16.15	15.89	11.19

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(dollars in thousands except per share)	As of and for the Nine Months Ended September 30, 2017	2016	As of and for the Year Ended December 31, 2016	2015	2014	2013	2012
	(unaudited)						
Selected Period End Balance Sheet Data							
Total assets	$ 8,891,114	$ 5,667,195	$ 5,852,801	$ 5,055,000	$ 4,132,639	$ 2,163,984	$ 1,740,060
Cash and cash equivalents	763,017	589,600	505,027	293,279	324,047	93,054	102,290
Securities available for sale	747,147	267,860	316,435	273,463	206,062	194,038	113,355
Total loans (gross)	6,390,758	4,367,787	4,582,566	4,001,704	3,205,537	1,726,543	1,378,676
Allowance for loan losses	37,770	29,575	31,591	27,043	18,552	13,960	11,478
Goodwill and core deposit intangible	653,899	272,988	272,496	275,000	241,912	37,852	31,993
Other real estate owned	10,189	2,083	1,972	2,168	4,763	3,322	6,819
Adriatica real estate owned							9,727
Noninterest-bearing deposits	1,939,342	1,143,479	1,117,927	1,071,656	818,022	302,756	259,664
Interest-bearing deposits	4,933,289	3,273,014	3,459,182	2,956,623	2,431,576	1,407,563	1,131,076
Borrowings (other than junior subordinated debentures)	683,492	577,974	568,045	371,283	306,147	195,214	201,118
Junior subordinated debentures[7]	27,604	18,147	18,147	18,147	18,147	18,147	18,147
Series A Preferred Stock				23,938	23,938		
Total stockholders equity	1,281,460	643,253	672,365	603,371	540,851	233,772	124,510
Selected Performance Metrics[8]							
Return on average assets[9]	0.99%	0.97%	0.98%	0.88%	0.87%	1.04%	1.17%
Return on average equity[9]	7.16	8.27	8.42	6.83	6.65	9.90	16.54
Return on average common equity[9]	7.16	8.27	8.42	7.13	6.89	9.90	16.54

Pro forma return on average assets(1)(9) (unaudited)	n/a	n/a	n/a	n/a	n/a	0.85	0.82
Pro forma return on average equity(1)(9) (unaudited)	n/a	n/a	n/a	n/a	n/a	8.09	11.56
Net interest margin(10)	3.79	3.89	3.81	4.05	4.19	4.30	4.40
Efficiency ratio(11)	56.88	57.01	54.99	59.71	63.32	66.28	68.67
Dividend payout ratio(12)	12.99	11.43	11.76	14.35	12.90	14.20	11.89
Credit Quality Ratios							
Nonperforming assets to total assets	0.28%	0.23%	0.34%	0.36%	0.36%	0.58%	1.59%
Nonperforming loans to total loans held for investment(13)	0.24	0.26	0.39	0.37	0.32	0.53	0.81
Allowance for loan losses to nonperforming loans(13)	257.76	264.42	177.06	181.99	183.43	152.93	104.02
Allowance for loan losses to total loans	0.61	0.68	0.69	0.68	0.58	0.81	0.84
Net charge-offs to average loans outstanding (unaudited)(8)			0.12	0.02	0.03	0.09	0.06
Capital Ratios							
Common equity tier 1 capital to risk-weighted assets(14)	9.17%	7.92%	8.20%	7.94%	n/a	n/a	n/a
Tier 1 capital to average assets	8.30	7.46	7.82	8.28	8.15%	10.71%	6.45%
Tier 1 capital to risk-weighted assets(14)	9.60	8.29	8.55	8.92	9.83	12.64	8.22
Total capital to risk-weighted assets(14)	11.72	11.24	11.38	11.14	12.59	13.83	10.51
Total common equity to total assets	14.41	11.35	11.49	11.94	13.09	10.80	7.16
Total common equity to total assets(14)	14.41	11.35	11.49	11.94	12.51	10.80	7.16
Tangible common equity to tangible	7.62	6.86	7.17	6.87	7.07	9.21	5.42

assets[15]

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(1) Prior to April 1, 2013, we elected to be taxed for federal income tax purposes as an S corporation under the provisions of Sections 1361 through 1379 of the Internal Revenue Code of 1986, as amended, and, as a result, we did not pay U.S. federal income taxes and have not been required to make any provision or recognize any liability for federal income tax in our consolidated financial statements for any period ended on or before March 31, 2013. As of April 1, 2013, we terminated our S corporation election and commenced being subject to federal income taxation as a C corporation. We have calculated our pro forma net income, pro forma earnings per share on a basic and diluted basis, pro forma return on average assets and pro forma return on average equity for each period presented by calculating a pro forma provision for federal income taxes using an assumed annual effective federal income tax rate of 33.9% and 30.1% for the years ended December 31, 2013 and 2012, respectively, and adjusting our historical net income for each period presented to give effect to the pro forma provision for federal income taxes for such period.

(2) The per share amounts and the weighted average shares outstanding for the years ended December 31, 2013 and 2012 shown have been adjusted to give effect to the 3.2-for-one split of the shares of our common stock that was effective as of February 22, 2013.

(3) We calculate our diluted earnings per share for each period shown as our net income divided by the weighted-average number of our common shares outstanding during the relevant period adjusted for the dilutive effect of our outstanding warrants to purchase shares of common stock. Earnings per share on a basic and diluted basis and pro forma earnings per share on a basic and diluted basis were calculated using the following outstanding share amounts, which includes participating shares (those shares with dividend rights):

	As of September 30,		As of December 31,				
	2017	2016	2016	2015	2014	2013	2012
Weighted average shares outstanding basic	24,862,241	18,463,952	18,501,663	17,321,513	15,208,544	10,921,777	7,626,205
Weighted average shares outstanding diluted	24,967,558	18,542,611	18,588,309	17,406,108	15,306,998	10,990,245	7,649,366

(4) Dividends declared for the years ended December 31, 2013 and 2012, include quarterly cash distributions paid to our shareholders as to the three months ended March 31, 2013 and the year ended December 31, 2012, to provide them with funds to pay their federal income tax liabilities incurred as a result of the pass-through of our net taxable income for such periods to our shareholders as holders of shares in an S corporation for federal income tax purposes. The aggregate amounts of such cash distributions relating to the payment of tax liabilities were $0.52 per share and $0.85 per share for the years ended December 31, 2013 and 2012, respectively.

(5) Book value per share equals our total common stockholders equity (excludes preferred stock) as of the date presented divided by the number of shares of our common stock outstanding as of the date presented. The number of shares of our common stock outstanding as of September 30, 2017 and 2016, was 27,804,877 and 18,488,628, respectively, and as of December 31, 2016, 2015, 2014, 2013 and 2012 was 18,870,312 shares, 18,399,194 shares, 17,032,669 shares, 12,330,158 shares and 8,269,707 shares, respectively.

(6) We calculate tangible book value per share as of the end of a period as total common stockholders equity (excluding preferred stock) less goodwill and other intangible assets at the end of the relevant period divided by the outstanding number of shares of our common stock at the end of that period. Tangible book value per common share is a non-GAAP financial measure, and, as we calculate tangible book value per common share, the most

directly comparable GAAP financial measure is book value per common share. We believe that the presentation of tangible book value per common share provides useful information to investors regarding our financial condition because, as do our management, banking regulators, many financial analysts and other investors, you can use the tangible book value in conjunction with more traditional bank capital ratios to assess our capital adequacy without the effect of our goodwill and other intangible assets and compare our capital adequacy with the capital adequacy of other banking organizations with significant amounts of goodwill and/or other intangible assets, which typically stem from the use of the purchase accounting method of accounting for mergers and acquisition. A reconciliation of tangible book value to total stockholders equity is presented below.

(7) Each of seven wholly owned, but nonconsolidated, subsidiaries of Independent Bank Group holds a series of our junior subordinated debentures purchased by the subsidiary in connection with, and paid for with the proceeds of, the issuance of trust preferred securities by that subsidiary. We have guaranteed the payment of the amounts payable under each of those issues of trust preferred securities.

(8) The values for the selected performance metrics presented and for the net charge-offs to average loans outstanding ratio presented for the nine months ended September 30, 2017 and 2016, other than the dividend payout ratio, are annualized.

(9) We have calculated our return on average assets and return on average equity for a period by dividing net income for that period by our average assets and average equity, as the case may be, for that period. We have calculated our pro forma return on average assets and pro forma return on average equity for a period by calculating our pro forma net income for that period as described in note (1) above and dividing that by our average assets and average equity, as the case may be, for that period. We calculate our average assets and average equity for a period by dividing the sum of our total asset balance or total stockholder s equity balance, as the case may be, as of the close of business on each day in the relevant period and dividing by the number of days in the period. We calculate our return on average common equity by excluding the preferred stock dividends to derive at net income available to common stockholders and excluding the average balance of our Series A preferred stock from the total average equity to derive at common average equity. We calculate our return on average common equity by excluding the preferred stock dividends to derive our net income available to common stockholders and excluding the average balance of our Series A preferred stock from the total average equity to derive at common average equity.

(10) Net interest margin for a period represents net interest income for that period divided by average interest-earning assets for that period.

(11) Efficiency ratio for a period represents noninterest expenses, excluding the amortization of core deposit intangibles, for that period divided by the sum of net interest income and noninterest income for that period.

(12) We calculate our dividend payout ratio for each period presented as the dividends paid per share for such period (excluding cash distributions made to shareholders in connection with tax liabilities as described in note (4) above) divided by our basic earnings per share for such period.

(13) Nonperforming loans include nonaccrual loans, loans past due 90 days or more and still accruing interest, and accruing loans modified under troubled debt restructurings. Total loans held for investment as of September 30, 2017 excludes mortgage warehouse purchase loans of $138.6 million.

(14) Prior to 2015, we calculated our risk-weighted assets using the standardized method of the Basel II Framework, as implemented by the Federal Reserve and the FDIC. Beginning January 1, 2015, we calculated our risk-weighted assets using the Basel III Framework. The common equity tier 1 capital to risk-weighted assets ratio was a new ratio required under the Basel III Framework, effective January 1, 2015. This ratio is not applicable for periods prior to January 1, 2015. We calculate common equity as of the end of the period as total stockholders equity less the preferred stock at period end.

(15) We calculate tangible common equity as of the end of a period as total common equity (excluding preferred stock) less goodwill and other intangible assets as of the end of the period and calculate tangible assets as of the end of a period as total assets less goodwill and other intangible assets as of the end of the period. Tangible common equity to tangible assets is a non-GAAP financial measure, and as we calculate tangible common equity to tangible assets, the most directly comparable GAAP financial measure is total common equity to total assets. We believe that the presentation of tangible common equity to tangible assets provides useful information to investors regarding our financial condition because, as do our management, banking regulators, many financial analysts and other investors, you can use the tangible common equity in conjunction with more traditional bank capital ratios to assess our capital adequacy without the effect of our goodwill and core deposit intangibles and compare our capital adequacy with the capital adequacy of other banking organizations with significant amounts of goodwill and/or core deposit intangibles. A reconciliation of the ratios of tangible common equity to tangible assets to the ratios of total common equity to total assets is presented below.

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Reconciliations of Non-GAAP Financial Measures

The following information reconciles: (i) our tangible book value per common share, a non-GAAP financial measure, as of the dates presented to our book value per common share, a financial measure calculated and presented in accordance with GAAP, as of the dates presented; and (ii) our ratio of tangible common equity to tangible assets, a non-GAAP financial measure, as of the dates presented to our ratios of total common equity to total assets, a financial measure calculated and presented in accordance with GAAP, as of the dates presented.

	September 30,		December 31,				
	2017	**2016**	**2016**	**2015**	**2014**	**2013**	**2012**
(dollars in thousands except per share)	**(unaudited)**						
Tangible Common Equity							
Total common equity	$ 1,281,460	$ 643,253	$ 672,365	$ 603,371	$ 516,913	$ 233,772	$ 124,510
Adjustments:							
Goodwill	(606,701)	(258,319)	(258,319)	(258,643)	(229,457)	(34,704)	(28,742)
Core deposit intangibles, net	(47,198)	(14,669)	(14,177)	(16,357)	(12,455)	(3,148)	(3,251)
Tangible Common Equity	$ 627,561	$ 370,265	$ 399,869	$ 328,371	$ 275,001	$ 195,920	$ 92,517
Common shares outstanding	27,804,877	18,488,628	18,870,312	18,399,194	17,032,669	12,330,158	8,269,707
Book value per common share	$ 46.09	$ 34.79	$ 35.63	$ 32.79	$ 30.35	$ 18.96	$ 15.06
Tangible book value per common share	$ 22.57	$ 20.03	21.19	$ 17.85	$ 16.15	$ 15.89	$ 11.19
Tangible Assets							
Total assets-GAAP	$ 8,891,114	$ 5,667,195	$ 5,852,801	$ 5,055,000	$ 4,132,639	$ 2,163,984	$ 1,740,060
Adjustments:							
Goodwill	(606,701)	(258,319)	(258,319)	(258,643)	(229,457)	(34,704)	(28,742)

Core deposit intangibles	(47,198)	(14,669)	(14,177)	(16,357)	(12,455)	(3,148)	(3,251)
Tangible Assets	$ 8,237,215	$ 5,394,207	$ 5,508,305	$ 4,780,000	$ 3,890,727	$ 2,126,132	$ 1,708,067
Total common equity to total assets	14.41%	11.35%	11.49%	11.94%	12.51%	10.80%	7.16%
Tangible common equity to tangible assets	7.62	6.86	7.17	6.87	7.07	9.21	5.42

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RISK FACTORS

Investing in our common stock involves a high degree of risk. Before deciding to invest in our common stock, you should carefully consider the following risk factors, as well as those beginning in our Annual Report on Form 10-K for the year ended December 31, 2016 and our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 and all of the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus. The realization of any of the matters referenced as risk factors could have a material adverse effect on our business, financial condition, liquidity, results of operations and prospects, and holders of our common stock could lose some or all of their investment.

Risks Related to Our Common Stock and This Offering

Sales of a significant number of shares of our common stock in the public markets and issuance of a significant number of shares in connection with the acquisition of other financial institutions, such as Integrity Bancshares, and other transactions that we may pursue, could depress the market price of our common stock.

Sales of a substantial number of shares of our common stock in the public markets and the perception that such sales may occur could adversely affect the market price of our common stock. The completion of this offering will increase the number of shares of our common stock not held by insiders and those shareholders subject to lock-up agreements by up to 13.33% because the shares of our common stock issued by us and sold by the selling shareholders in this offering will be freely tradable without restriction or further registration under the Securities Act. In addition, future issuances of equity securities in offerings or acquisitions, such as the acquisition of Integrity Bancshares, may dilute the interests of our existing shareholders and cause the market price of our common stock to decline. We may issue equity securities, or securities that are convertible or exercisable into equity securities, in the future for a number of reasons, including to finance our operations and business strategy, to adjust our ratio of debt to equity, to address regulatory capital concerns, to executives or employees as compensation or to satisfy our obligations upon the exercise of outstanding options or warrants. We may issue equity securities in transactions that generate cash proceeds, such as this offering, transactions that free up regulatory capital but do not immediately generate or preserve substantial amounts of cash, and transactions that generate regulatory or balance sheet capital only and do not generate or preserve cash. In addition, shareholders of the Company other than the selling shareholders named herein hold their shares of common stock subject to restrictions on resale, but may sell those shares in the public markets once those restrictions terminate, thereby increasing the number of freely tradable shares of our common stock in the public markets. We cannot predict the effect that these transactions would have on the market price of our common stock.

Our stock price is subject to fluctuations, and the value of your investment may decline.

The trading price of our common stock has been subject to wide fluctuations during certain periods, and may be subject to fluctuations in the future. The stock market in general, and the market for commercial banks and other financial services companies in particular, has experienced significant price and volume fluctuations that sometimes have been unrelated or disproportionate to the operating performance of those companies. These broad market and industry factors may seriously harm the market price of our common stock, regardless of our operating performance, and the value of your investment may decline.

Our management will have broad discretion as to the use of the net proceeds to us from this offering, and we may not use the proceeds effectively.

We intend to use our net proceeds from this offering for general corporate purposes, including to increase our consolidated capital to support continued growth through acquisitions and continued organic growth. Our net proceeds from the offering may be applied in ways with which some investors in this offering may not agree. Moreover, our management may use such net proceeds in ways that do not improve our financial position or results of operations or enhance the value of our common stock. You will not have the opportunity, as part of

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your investment decision, to assess whether these proceeds are being used appropriately. Management s failure to use such funds effectively could have an adverse effect on our business, results of operations and financial condition. See Use of Proceeds. We will not receive any of the proceeds from the sale of shares by the selling shareholders.

Securities analysts may discontinue coverage on our common stock, which could adversely affect the market for our common stock.

The trading market for our common stock will depend in part on the research and reports that securities analysts publish about us and our business. We do not have any control over these securities analysts and they may decide not to cover, or to discontinue their coverage of, our common stock. If securities analysts do not cover, or discontinue their coverage of, our common stock, the lack of research coverage may adversely affect our market price. If we are covered by securities analysts and our common stock is the subject of an unfavorable report, the price of our common stock may decline. If one or more of these analysts cease to cover us or fail to publish regular reports on us, we could lose visibility in the financial markets, which could cause the price or trading volume of our common stock to decline.

We may borrow funds or issue additional debt and equity securities or securities convertible into equity securities, any of which may be senior to our common stock as to distributions and in liquidation, which could negatively affect the value of our common stock.

In the future, we may attempt to increase our capital resources by entering into debt or debt-like financing that is unsecured or secured by all or up to all of our assets, or by issuing additional debt or equity securities, which could include issuances of secured or unsecured commercial paper, medium-term notes, senior notes, subordinated notes, preferred stock, common stock or securities convertible into or exchangeable for equity securities. In the event of our liquidation, our lenders and holders of our debt and preferred securities would receive a distribution of our available assets before distributions to the holders of our common stock. Because our decision to incur debt and issue securities in our future offerings will depend on market conditions and other factors beyond our control, we cannot predict or estimate with certainty the amount, timing or nature of our future offerings and debt financings. Further, market conditions could require us to accept less favorable terms for the issuance of our securities in the future. In addition, the borrowing of funds or issuance of debt would increase our leverage and decrease our liquidity, and the issuance of additional equity securities would dilute the interests of our existing shareholders.

We depend on the profitability of our bank subsidiary.

Our principal source of funds to pay dividends on our common and preferred stock and service any of our obligations are dividends received directly from our subsidiaries. Substantially all of our current operations are currently conducted through our bank subsidiary. As is the case with all financial institutions, the profitability of our bank subsidiary is subject to the fluctuating cost and availability of money, changes in interest rates and in economic conditions in general. In addition, various federal and state statutes limit the amount of dividends that our bank subsidiary may pay to us, with or without regulatory approval.

Securities issued by us, including our common stock, are not FDIC insured.

Securities issued by us, including our common stock, are not savings or deposit accounts or other obligations of any bank and are not insured by the FDIC, the Deposit Insurance Fund or any other governmental agency or instrumentality, or any private insurer, and are subject to investment risk, including the possible loss of principal.

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Risks Related to the Pending Acquisition of Integrity Bancshares

The pending acquisition of Integrity Bancshares may not be completed.

Completion of the acquisition of Integrity Bancshares with and into Independent Bank is subject to regulatory approval. We cannot assure you that we will be successful in obtaining required regulatory approvals. If we are not successful in obtaining required regulatory approvals, the acquisition will not be completed. If such regulatory approvals are received, there can be no assurance as to the timing of those approvals or whether any conditions will be imposed that would result in certain closing conditions of the acquisition not being satisfied.

The consummation of the acquisition is also subject to other conditions precedent described in the reorganization agreement between the Company and Integrity Bancshares. If a condition of either party is not satisfied, that party may be able to terminate the reorganization agreement and, in such case, the acquisition would not be consummated. We cannot assure you that all of the conditions precedent in the reorganization agreement will be satisfied or that the acquisition of Integrity Bancshares will be completed.

Integrity Bancshares and Integrity Bank will be subject to business uncertainties and contractual restrictions while the acquisition is pending.

Uncertainty about the effect of the acquisition on employees and customers may have an adverse effect on Integrity Bancshares and Integrity Bank and, consequently, on Independent and Independent Bank. Uncertainties surrounding the acquisition may impair the ability of one or more of Independent, Independent Bank, Integrity Bancshares and Integrity Bank to attract, retain and motivate key personnel until the acquisition is completed, and could cause customers and others that deal with either of the banks to seek to change their existing business relationships with such bank. In addition, the reorganization agreement restricts Integrity Bancshares and Integrity Bank from taking other specified actions until the acquisition occurs without Independent s consent. These restrictions may prevent Integrity Bancshares or Integrity Bank from pursuing attractive business opportunities that may arise prior to the completion of the acquisition.

Integrating Integrity Bank into Independent Bank s operations may be more difficult, costly or time-consuming than Independent expects.

Independent Bank and Integrity Bank will continue to operate independently until the acquisition is completed. Accordingly, the process of integrating Integrity Bank s operations into Independent Bank s operations could result in the disruption of operations or the loss of Integrity Bank customers and employees and make it more difficult to achieve the intended benefits of the acquisition. Inconsistencies between the standards, controls, procedures and policies of Independent Bank and those of Integrity Bank could adversely affect Independent Bank s ability to maintain relationships with current customers and employees of Integrity Bank if and when the acquisition is completed.

As with any acquisition of banking institutions, business disruptions may occur that may cause Independent Bank to lose customers or may cause Integrity Bank s customers to withdraw their deposits from Integrity Bank prior to the acquisition s consummation and from Independent Bank thereafter. The realization of the anticipated benefits of the acquisition may depend in large part on Independent s ability to integrate Integrity Bank s operations into Independent Bank s operations, and to address differences in business models and cultures. If Independent is unable to integrate the operations of Integrity Bancshares and Integrity Bank into Independent s and Independent Bank s operations successfully and on a timely basis, some or all of the expected benefits of the acquisition may not be realized. Difficulties encountered with respect to such matters could result in an adverse effect on the financial condition, results of operations, capital, liquidity or cash flows of Independent Bank and Independent.

Independent may fail to realize the cost savings anticipated from the acquisition.

Although Independent anticipates that it would realize certain cost savings as to the operations of Integrity Bancshares and Integrity Bank and otherwise from the acquisition if and when the operations of Integrity

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Bancshares and Integrity Bank are fully integrated into Independent s and Independent Bank s operations, it is possible that Independent may not realize all of the cost savings that Independent has estimated it can realize from the acquisition. For example, for a variety of reasons, Independent may be required to continue to operate or maintain some facilities or support functions that are currently expected to be combined or reduced as a result of the acquisition. Independent s realization of the estimated cost savings also will depend on Independent s ability to combine the operations of Independent and Independent Bank with the operations of Integrity Bancshares and Integrity Bank in a manner that permits those costs savings to be realized. If Independent is not able to integrate the operations of Integrity Bancshares and Integrity Bank into Independent s and Independent Bank s operations successfully and to reduce the combined costs of conducting the integration operations of the two banks, the anticipated cost savings may not be fully realized, if at all, or may take longer to realize than expected. Independent s failure to realize those cost savings could materially adversely affect Independent s financial condition, results of operations, capital, liquidity or cash flows.

The completion of Independent s acquisition of Integrity Bancshares would result in the immediate dilution of Independent s existing shareholders ownership percentages in Independent s common stock and their voting power, which could adversely affect the market for Independent s common stock.

The acquisition of Integrity Bancshares by Independent would result in the issuance of a substantial number of additional shares of Independent s common stock. That issuance would result in the immediate dilution of the percentage ownership and voting power of the existing holders of Independent s common stock. Although Independent believes that the acquisition will be accretive to all of Independent s shareholders, factors associated with the consummation of the acquisition of Integrity Bancshares with and into Independent, such as those discussed above, could adversely affect the market for Independent s common stock.

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USE OF PROCEEDS

We expect that the net proceeds of the offering to us, after the underwriting discount and estimated offering expenses, will be approximately $23.27 million, or approximately $26.84 million if the underwriters exercise their options to purchase additional shares from us in full.

We intend to use the net proceeds from this offering, after the payment of offering expenses, for general corporate purposes, including to increase our consolidated capital to support continued growth through acquisitions and continued organic growth. We will not receive any proceeds from the sale of shares of our common stock by the selling shareholders.

Our management will have broad discretion in the application of the net proceeds from this offering, and investors will be relying on the judgment of our management with regard to the use of these net proceeds. Pending the use of the net proceeds from this offering as described above, we may invest the net proceeds in short-term, investment-grade, interest-bearing instruments.

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CAPITALIZATION

You should read this information together with the consolidated historical financial statements and the related notes thereto incorporated by reference into this prospectus supplement and the accompanying prospectus.

The following table sets forth our cash and cash equivalents and capitalization, including regulatory capital ratios, on a consolidated basis, as of September 30, 2017, on an actual basis and on an as adjusted basis for this offering taking into account the expected net proceeds of this offering to us (after deducting the underwriting discount and estimated offering expenses payable by us and assuming no exercise of the underwriters options to purchase additional shares):

	As of September 30, 2017	
(Dollars in thousands, except per share amounts)	**Actual**	**As Adjusted**
Cash and cash equivalents		
Cash and due from banks	$ 268,498	$ 291,772
Interest bearing deposits with other banks	484,519	484,519
Federal funds sold	10,000	10,000
Total cash and cash equivalents	$ 763,017	$ 786,291
Debt:		
Federal Home Loan Bank borrowings	$ 560,687	$ 560,687
Subordinated debt	107,567	107,567
Junior subordinated notes issued to capital trusts	27,604	27,604
Long-term debt		
Total Debt	$ 695,858	$ 695,858
Shareholders equity:		
Common stock, par value $0.01 per share, 100,000,000 shares Authorized; issued and outstanding 27,804,877 shares actual, 28,194,877 shares as adjusted[1]	$ 278	$ 282
Other shareholders equity	1,281,182	1,304,452
Total shareholders equity	$ 1,281,460	$ 1,304,734
Capital Ratios:		
Common equity Tier 1 ratio[2]	9.17%	9.51%
Leverage ratio[2]	8.30	8.58
Tier 1 capital to risk-weighted assets[2]	9.60	9.94
Total capital to risk-weighted assets[2]	11.72	12.05

(1) Our charter authorizes us to issue up to 10,000,000 shares of our preferred stock, of which no shares were issued or outstanding as of September 30, 2017, or thereafter through the date hereof.

(2) Capital ratios are as of September 30, 2017, as indicated in our regulatory filings with the Board of Governors of the Federal Reserve System.

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PRICE RANGE OF COMMON STOCK AND DIVIDENDS

Our common stock trades on The Nasdaq Global Select Market under the symbol IBTX. On November 27, 2017, the last reported sale price of our common stock on The Nasdaq Global Select Market was $64.05 per share. The following table provides the range of high and low sale prices per share during the periods indicated, as reported on The Nasdaq Global Select Market.

	High	Low
2017		
Fourth Quarter (through November 27, 2017)	$ 65.30	$ 59.25
Third Quarter	62.40	51.70
Second Quarter	65.30	54.55
First Quarter	66.85	58.35
2016		
Fourth Quarter	$ 65.65	$ 43.00
Third Quarter	45.00	34.00
Second Quarter	43.00	25.50
First Quarter	34.95	25.74
2015		
Fourth Quarter	$ 43.16	$ 31.11
Third Quarter	46.66	37.85
Second Quarter	45.93	38.04
First Quarter	39.45	29.73

As of November 27, 2017, we had 398 holders of record of our common stock.

Dividends

We currently expect to continue to pay (when, as and if declared by our board of directors out of funds legally available for that purpose and subject to regulatory restrictions) regular quarterly cash dividends on our common stock. There can be no assurance that we will continue to pay dividends in the future. Future dividends on our common stock will depend upon our earnings and financial condition, liquidity and capital requirements, regulatory restrictions on our payment of dividends to the holders of our common stock, the general economic and regulatory climate, our ability to service any equity or debt obligations senior to the common stock and other factors deemed relevant by our board of directors.

As a holding company, we are ultimately dependent on our receipt of dividends from our subsidiaries, particularly Independent Bank, to provide funding for our operating expenses, debt service and dividends. Various banking laws applicable to Independent Bank limit the payment of dividends and other distributions by Independent Bank to us, and may therefore limit our ability to pay dividends on our capital stock, including our common stock. Moreover, if required payments on our outstanding junior subordinated debentures held by our unconsolidated subsidiary trusts are not made or are suspended, we will be prohibited from paying dividends on our capital stock, including our common stock. Regulatory authorities could impose administratively stricter limitations on the ability of Independent Bank to pay dividends to us if such limits were deemed appropriate or necessary to ensure that Independent Bank meets certain capital adequacy requirements.

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SELLING SHAREHOLDERS

The selling shareholders named in the table below are offering to sell, severally, and not jointly, an aggregate of 1,745,506 shares of our common stock in the offering to which this prospectus supplement relates. As of November 27, 2017, the selling shareholders held an aggregate of 4,769,133 shares of our common stock, or 17.15% of our outstanding shares of common stock on a fully diluted basis. The following table sets forth the number of shares that are offered by each of the selling shareholders in the offering initially and the number of shares that are subject to the options granted by each of LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC and Trident IV PF Depository Holdings, LLC to the underwriters as described below and information concerning the beneficial ownership of the shares of each of the selling shareholders as of November 27, 2017. See Underwriting Option to Purchase Additional Shares for information regarding the options to purchase additional shares granted by certain of the selling shareholders to the underwriters. Beneficial ownership of the selling shareholders, as stated below, is determined in accordance with the rules and regulations of the SEC.

	Shares of Common Stock Beneficially Owned Before Offering		Shares of Common Stock Offered in the Offering	Shares of Common Stock Subject to Underwriters Option	Shares of Common Stock to be Beneficially Owned After Offering (If No Exercise of Underwriters Options Occurs)		Shares of Common Stock to be Beneficially Owned After Offering (If Underwriters Options Exercised In Full)	
Name of Selling Shareholder	**Number**	**Percent[5]**	**Number**	**Number**	**Number**	**Percent[6]**	**Number**	**Percent[6]**
Arlon Capital Partners LP[1]	729,934	2.62%	729,934					
Castle Creek Capital Partners IV LP[2]	342,532	1.23	342,532					
LEP Carlile Holdings, LLC[3]	1,933,495	6.95	314,521	72,178	1,618,974	5.74%	1,546,796	5.47%
Trident IV Depository Holdings, LLC[4]	1,733,818	6.24	352,550	80,905	1,381,268	4.89	1,300,363	4.60
Trident IV PF Depository Holdings, LLC[4]	29,354	0.11	5,969	1,370	23,385	0.08	22,015	0.08

(1) Arlon Capital Partners General Partner LP (ACP GP) is the general partner of Arlon Capital Partners LP (Arlon) with respect to the securities of Independent Bank Group owned by Arlon. Arlon Capital Partners Management Company LLC (ACPM) is ACP GP s sole general partner. Arlon Advisor LLC (Advisor) is the sole member of ACPM. Continental Grain Company (CGC) is the sole member of the Advisor and the holder of an indirect majority interest in Arlon. CGC is owned by various trusts and entities that have been established for the benefit of certain members of the Fribourg family and that collectively control a majority interest in CGC. Such members of the Fribourg family disclaim ownership of the securities owned by Arlon. The address of Arlon Capital Partners LP is 767 Fifth Avenue, 15th Floor, New York, New York 10153.

(2) Castle Creek Capital IV LLC is the sole general partner of Castle Creek Capital Partners IV, LP (CC Fund IV). Castle Creek Capital IV LLC disclaims beneficial ownership of the securities owned by CC Fund IV, except to the extent of its pecuniary interest therein. Each of John M. Eggemeyer, J. Mikesell Thomas, Mark G. Merlo and John T. Pietrzak is a Managing Principal of Castle Creek Capital IV LLC. Each of Messrs. Eggemeyer, Thomas, Merlo and Pietrzak disclaims beneficial ownership of the securities owned by CC Fund IV, except to the extent of his pecuniary interest therein. The address of CC Fund IV is 6051 El Tordo, P.O. Box 1329, Rancho Santa Fe, California 92067.

(3) Represents shares held directly by LEP Carlile Holdings, LLC. The members of LEP Carlile Holdings are Thomas H. Lee, Lee Equity Partners Realization Fund, L.P., a Delaware limited partnership (Lee Equity), Lee Equity Strategic Partners Realization Fund, L.P., a Delaware limited partnership (Lee Strategic), and

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LEP Carlile Co-Investor Group I, LLC, a Delaware limited liability company (Co-Investor and together with Lee Equity and Lee Strategic, the Funds). Lee Equity Partners Realization Fund GP, LLC, a Delaware limited liability company, is the general partner of Lee Equity and Lee Strategic (General Partner). Lee Equity Partners, LLC, a Delaware limited liability company (the Investment Manager) is the manager of LEP Carlile and Co-Investor and serves as the investment manager of Lee Equity and Lee Strategic. Voting and disposition decisions at the General Partner with respect to such securities are made by a majority in number of the General Partner s managers, Thomas H. Lee, Benjamin A. Hochberg, Mark Gormley, Yoo Jim Kim, David J. Morrison, and Joseph B. Rotberg. Each of the managers disclaims beneficial ownership of these securities except to the extent of any pecuniary interest therein. Mark Gormley, one of our directors, is a member and equity owner of the general partner of the Funds. The address of LEP Carlile Holdings, LLC is 650 Madison Avenue, 21st Floor, New York, New York 10022.

(4) As the sole member of Trident IV Depository Holdings, LLC (Trident IV Depository), Trident IV, L.P. (Trident IV) controls Trident IV Depository, including with respect to the voting and investment power over shares of common stock held by Trident IV Depository, and is a beneficial owner of such shares of common stock. As the general partner of Trident IV, Trident Capital IV, L.P. (Trident IV GP) holds voting and investment power with respect to the shares of common stock that are, or may be deemed to be, beneficially owned by Trident IV. Stone Point Capital LLC (Stone Point) has received delegated authority from Trident IV GP relating to Trident IV, including the authority to exercise voting rights of the shares of common stock on behalf of Trident IV Depository, but does not have any power with respect to disposition of the shares of Common Stock held by Trident IV Depository. As the sole member of Trident IV PF Depository Holdings, LLC (Trident IV PF Depository), Trident IV Professionals Fund, L.P. (Trident IV PF) controls Trident IV PF Depository, including with respect to the voting and investment power over shares of common stock held by Trident IV PF Depository, and is a beneficial owner of such shares of common stock. As the general partner of Trident IV PF, Stone Point GP Ltd. (Trident IV PF GP) holds voting and investment power with respect to the shares of common stock that are, or may be deemed to be, beneficially owned by Trident IV PF. The manager of Trident IV PF is Stone Point. In its role as manager, Stone Point has authority delegated to it by Trident IV PF GP to exercise voting rights of shares of common stock on behalf of Trident IV PF Depository but does not have any power with respect to disposition of the shares of Common Stock held by Trident IV PF Depository. The general partners of Trident IV GP are four single member limited liability companies that are owned by individuals who are members of Stone Point (Charles A. Davis, James D. Carey, David J. Wermuth and Nicolas D. Zerbib). There are five shareholders of Trident IV PF GP: Messrs. Davis, Carey, Stephen Friedman, Wermuth and Zerbib. The address of Trident IV Depository Holdings, LLC and Trident IV PF Depository Holdings, LLC is 20 Horseneck Lane, Greenwich, Connecticut 06830.

(5) Ownership percentages are based on 27,807,190 shares of our common stock outstanding on November 27, 2017, and reflect the ownership percentage of each selling shareholder as of such date.

(6) Ownership percentages are based on 27,807,190 shares of our common stock outstanding on November 27, 2017 and an additional 390,000 shares issued in connection with the offering, or 448,500 shares if the underwriters options to purchase additional shares from us are exercised in full, and reflect the ownership percentage of each selling shareholder as of such date, as applicable.

We will not receive any of the net proceeds of the sale of shares of our common stock by any of the selling shareholders in the offering.

The shares offered for sale by each selling shareholder were initially acquired by such selling shareholder in connection with our acquisition of Carlile Bancshares, Inc. on April 1, 2017. The issuance of the shares acquired by the selling shareholders in connection with our acquisition of Carlile Bancshares, Inc. was registered in accordance with the requirements of the Securities Act and the rules and regulations of the SEC thereunder. Each of Arlon Capital Partners LP, Castle Creek Capital Partners IV, LP, LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC and Trident PF IV Depository Holdings, LLC is a party to a lock-up agreement with us pursuant to which they have agreed that, without our prior consent, they will not sell their shares of common stock acquired in connection with our acquisition of Carlile Bancshares, Inc. prior to April 1, 2018. We have

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consented to each selling shareholder s sale of its shares in the offering to which the prospectus supplement relates.

Information with respect to the beneficial ownership of all or any part of the shares of our common stock appearing in any prospectus supplement, report or post-effective amendment that we file with the SEC relating to any selling shareholder or to a particular offer of any of the shares will be based on our records, information filed with the SEC or information furnished to us by one or more of the selling shareholders. Beneficial ownership of the shares has been and will be determined in accordance with the rules of the SEC. These rules generally attribute beneficial ownership of securities to persons who possess sole or shared voting power and investment power with respect to those securities.

The selling shareholders are offering and selling the shares of our common stock in reliance on our currently effective automatic shelf registration statement on Form S-3 by which we have registered, under the Securities Act, the offer and sale shares of our common stock and other securities. That registration statement contemplates as a part of the plan of distribution described therein that selling shareholders may offer and sell shares of our common stock through underwriters in reliance on that registration statement from time to time. As a result, those persons who are not affiliates of the Company and purchase shares of our common stock in the offering made hereby may freely trade the shares they purchase.

We have not agreed to register or otherwise qualify any of the shares of our common stock for offer and sale in any other country or to seek to have the shares admitted to trading on any foreign securities exchange.

We and the selling shareholders will be parties to, and will sell the shares of our common stock being offered by means of this prospectus supplement and the accompanying prospectus to the underwriters in accordance with, the underwriting agreement described below under Underwriting.

Mr. Christopher M. Doody, a director of our Company, is a principal of Stone Point Capital LLC, which manages the sole members of each of Trident IV Depository Holdings, LLC and Trident IV PF Depository Holdings, LLC, two of the selling shareholders. Mr. Mark J. Gormley, a director of our Company, is a partner at Lee Equity Partners, LLC, which manages LEP Carlile Holdings, LLC, one of the selling shareholders. Each of Messrs. Doody and Gormley are directors of the Company and each of them was nominated to stand for election and will be nominated to stand for election in the future on the terms and subject to the conditions set forth in the applicable agreement between the Company and the applicable selling shareholder to which the director is related. More detailed information regarding these agreements may be found in the section entitled Board and Committee Matters - Director Nominations in the Company s Definitive Proxy Statement on Schedule 14A filed with the SEC on April 28, 2017, which information is incorporated by reference into this prospectus supplement and the accompanying prospectus.

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UNDERWRITING

We have entered into an underwriting agreement, dated November 29, 2017, with Stephens Inc., as representative of the underwriters named below, or the Representative, and the selling shareholders. Subject to certain conditions, each underwriter has severally agreed to purchase from us and the selling shareholders the number of shares of our common stock set forth opposite its name below.

Underwriters	Number of Shares
Stephens Inc.	1,281,307
Keefe, Bruyette & Woods, Inc.	320,325
Sandler O Neill & Partners, L.P.	213,550
Evercore Group L.L.C.	160,162
Raymond James & Associates, Inc	160,162
Total	2,135,506

The underwriting agreement provides that the obligations of the underwriters are subject to certain conditions precedent and that the underwriters have severally agreed to purchase all of the shares sold under the underwriting agreement if any of these shares are purchased, other than shares covered by the underwriters option to purchase additional shares described below.

The underwriters are offering the shares, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by counsel to the underwriters and other conditions specified in the underwriting agreement. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

Underwriting Discount

The underwriters propose to initially offer the shares of common stock directly to the public at the price set forth on the cover page of this prospectus supplement. If all of the shares of common stock are not sold at the public offering price, the Representative may change the public offering price and the other selling terms.

The following table shows the public offering price, the underwriting discount that we and the selling shareholders are to pay the underwriters and the proceeds, before expenses, to us and the selling shareholders, on both a per share and aggregate basis. The aggregate amounts are shown assuming both no exercise and full exercise of the underwriters options to purchase additional shares of our common stock.

		Total	
	Per Share	No Exercise of Options	Full Exercise of Options
Public offering price	$ 64.00	$ 136,672,384.00	$ 150,301,376.00
Underwriting discount to be paid by:			
Us	$ 3.04	$ 1,185,600.00	$ 1,363,440.00
The selling shareholders	$ 1.60	$ 2,792,809.60	$ 3,039,934.40

Proceeds, before expenses, to us	$ 60.96	$ 23,774,400.00	$ 27,340,560.00
Proceeds, before expenses, to the selling shareholders	$ 62.40	$ 108,919,574.40	$ 118,557,441.60

We estimate that our total offering expenses, excluding the underwriting discount, will be approximately $500,000. This amount includes certain of the offering expenses of the underwriters, including legal fees and expenses of up to approximately $150,000, which we have agreed to reimburse. In accordance with FINRA Rule 5110, these reimbursed fees and expenses are deemed underwriting compensation for this offering.

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Options to Purchase Additional Shares

We have granted an option to the underwriters to purchase up to 58,500 additional shares from us, and certain selling shareholders have granted to the underwriters options to purchase up to an aggregate of 154,453 additional shares from them. Such purchases will be made at the public offering price shown on the cover of this prospectus supplement, less the applicable underwriting discount. Such options are exercisable, in whole or part, within 30 days after the date of this prospectus supplement. The option granted by us and the options granted by the selling shareholders must be exercised pro rata if any of the options are to be exercised by the underwriters. If the options are exercised by the underwriters as to any additional shares, the underwriters will be obligated, subject to conditions contained in the underwriting agreement, to purchase the number of additional shares subject to such options that are proportionate to the maximum number of shares that may be purchased from us and each selling shareholder that has granted such an option to the underwriters.

Lock-Up Agreements

We, each of our executive officers and directors, each of LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC and Trident IV PF Depository Holdings, LLC and one of our other shareholders, Vincent J. Viola, have agreed, for a period of 90 days after the date of this prospectus supplement, without the prior written consent of the Representative, not to:

- offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant for the sale of, hypothecate, establish an open put equivalent position within the meaning of Exchange Act Rule 16a-1(h), or otherwise dispose of or transfer any shares of our common stock or any securities convertible into or exchangeable or exercisable for shares of our common stock, whether the common stock is owned on the date of this prospectus supplement or acquired after the date of this prospectus supplement, or file or cause to be filed any registration statement relating to any of the restricted activities;

- enter into any swap, hedge or any other agreement or any transaction that transfers, in whole or in part, directly or indirectly, the economic consequence of ownership of our common stock, whether the swap, hedge or transaction is to be settled by delivery of shares of our common stock or other securities, in cash or otherwise; or

- publicly disclose the intention to make any such offer, pledge, sale or disposition, or to enter into any such swap, hedge, transaction or other arrangement.

These restrictions are expressly agreed to in order to preclude us, our executive officers, directors, each of LEP Carlile Holdings, LLC, Trident IV Depository Holdings, LLC and Trident IV PF Depository Holdings, LLC and one of our other shareholders, Vincent J. Viola, from engaging in any hedging or other transaction or arrangement that is designed to, or which reasonably could be expected to, lead to or result in a sale, disposition or transfer, in whole or in part, of any of the economic consequences of ownership of our common stock, whether such transaction would be settled by delivery of our common stock or other securities, in cash or otherwise. These restrictions are subject to customary exceptions. The Representative may, in its sole discretion and at any time and from time to time, without notice, release all or any portion of the shares of our common stock and other securities that are restricted by these agreements from the restrictions listed above.

Settlement

Delivery of the shares is expected to be made against payment therefor on or about December 6, 2017, which is the 5th business day following the date of pricing of the shares (such settlement being referred to as T+5). Under Rule 15c6-1 of the Exchange Act, trades in the secondary market generally are required to settle in two business days unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade the shares on the date of pricing of the shares or the next two succeeding business days will be required, by virtue of the fact that the shares initially will settle in T+5, to specify an alternate settlement cycle at the time of any such trade to prevent failed settlement and should consult their own advisers.

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Nasdaq Listing

Our common stock is listed on The Nasdaq Global Select Market under the symbol IBTX.

Indemnity

We and the selling shareholders have agreed to indemnify the underwriters and their affiliates, selling agents and controlling persons against certain liabilities, including liabilities under the Securities Act. If we and the selling shareholders are unable to provide this indemnification, we and the selling shareholders will contribute to the payments the underwriters and their affiliates, selling agents and controlling persons may be required to make in respect of those liabilities.

Stabilization Transactions

In connection with this offering, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of our common stock, including stabilizing transactions, short sales and purchases to cover positions created by short sales.

Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of our common stock while this offering is in progress. These transactions may include the sale by the underwriters of more shares than they are obligated to purchase under the underwriting agreement, creating a short position that may be either a covered short position or a naked short position. A short sale is covered if the short position is no greater than the number of shares available for purchase by the underwriters under the option to purchase additional shares described above. The underwriters can close out a covered short sale by exercising their option to purchase additional shares or purchasing shares in the open market. In determining the source of shares to close out a covered short sale, the underwriters will consider, among other things, the open market price of shares compared to the price available under the option to purchase additional shares described above. The underwriters also may sell shares in excess of their option to purchase additional shares, creating a naked short position to the extent of the excess. The underwriters must close out any naked short position by purchasing shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market after pricing that could adversely affect investors who purchase in this offering.

These transactions may have the effect of raising or maintaining the market price of the shares of our common stock or preventing or retarding a decline in the market price of the shares of our common stock. As a result, the price of the shares of our common stock in the open market may be higher than it would otherwise be in the absence of these transactions. Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of the shares of our common stock. These transactions may be effected on The Nasdaq Global Select Market, in the over-the-counter market or otherwise and, if commenced, may be discontinued at any time without notice.

Passive Market Making

In connection with this offering, the underwriters may engage in passive market making transactions in our common stock on The Nasdaq Global Select Market in accordance with Rule 103 of Regulation M under the Exchange Act during a period before the commencement of offers or sales of common stock and extending through the completion of the distribution of this offering. In general, a passive market maker must display its bid at a price not in excess of the highest independent bid for the security. If all independent bids are lowered below the bid of the passive market maker, however, the bid must then be lowered when purchase limits are exceeded. Net purchases by a passive market maker on each day are limited to a specified percentage of the passive market maker s average daily trading volume in the common stock during a specified period and must be discontinued when that limit is reached. Passive market making may cause the price of our common stock to be higher than the price that otherwise would exist in the open market in the absence of those transactions. The underwriters are not required to engage in passive market making and may end passive market making activities at any time.

Electronic Prospectus Delivery

A prospectus supplement in electronic format may be made available by e-mail or on the websites maintained by the underwriters. In connection with this offering, the underwriters or certain securities dealers may distribute prospectuses electronically. In those cases, prospective investors may view offering terms online and may be allowed to place orders online. The underwriters may agree with us to allocate shares of our common stock for sale to online brokerage account holders. Any such allocation of online distributions will be made by the underwriters on the same basis as other allocations. Other than this prospectus supplement in electronic format, the information on any of these websites and any other information contained on a website maintained by an underwriter or syndicate member is not part of this prospectus supplement, has not been approved and/or endorsed by the underwriter, us or any of the selling shareholders and should not be relied upon by investors.

Notice to Investors

United Kingdom

Each of the underwriters has represented and agreed that:

- it has not made or will not make an offer of the securities to the public in the United Kingdom within the meaning of Section 102B of the Financial Services and Markets Act 2000, as amended, or the FSMA, except to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities or otherwise in circumstances which do not require the publication by us of a prospectus pursuant to the Prospectus Rules of the Financial Conduct Authority;

- it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of FSMA) received in connection with this offering in circumstances in which Section 21(1) of the FSMA does not apply to the issuer; and

- it has complied with, and will comply with, all applicable provisions of FSMA with respect to anything done by it in relation to the securities in, from or otherwise involving the United Kingdom.

European Economic Area

In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive, each referred to as a Relevant Member State, each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State, referred to as the Relevant Implementation Date, it has not made and will not make an offer of the securities which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State other than:

to any legal entity which is a qualified investor as defined in the Prospectus Directive;

to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) in such Relevant Member State; or

in any other circumstances falling within Article 3(2) of the Prospectus Directive; provided, that no such offer of securities shall require the issuer or any underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Directive.

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Each person in a Relevant Member State who receives any communication in respect of, or who acquires any securities under, the offer contemplated in this prospectus supplement will be deemed to have represented, warranted and agreed to and with us and each underwriter that:

- it is a qualified investor as defined in the Prospectus Directive; and

- in the case of any securities acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (1) the securities acquired by it in the offer have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than qualified investors, as that term is defined in the Prospectus Directive, or in circumstances in which the prior consent of the underwriters has been given to the offer or resale; or (2) where securities have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those securities to it is not treated under the Prospectus Directive as having been made to such persons.

For the purposes of the provisions in the two immediately preceding paragraphs, the expression an offer of the securities to the public in relation to the securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to purchase or subscribe for the securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, and the expression Prospectus Directive means Directive 2003/71/EC (as amended, including by Directive 2010/73/EU) and includes any relevant implementing measure in each Relevant Member State.

Other Considerations

The underwriters and their affiliates have in the past provided, and may in the future from time to time provide, investment banking and other financial services to us, for which they have in the past received, and may in the future receive, customary fees and reimbursement for their expenses.

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LEGAL MATTERS

The validity of the Shares will be passed upon for us by Andrews Kurth Kenyon LLP, Dallas, Texas. Certain legal matters in connection with this offering will be passed upon for the underwriters by Covington & Burling LLP, Washington, D.C.

EXPERTS

The consolidated financial statements of Independent Bank Group, Inc. appearing in Independent Bank Group, Inc. s Annual Report on Form 10-K for the year ended December 31, 2016, have been audited by RSM US LLP, an independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein and in the accompanying prospectus by reference. Such consolidated financial statements are incorporated herein and in the accompanying prospectus by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The consolidated financial statements for the years ended December 31, 2016 and 2015, of Carlile Bancshares, Inc., which was acquired by the Company on April 1, 2017, and appearing in Amendment No. 1 to the Company s Current Report on Form 8-K, filed with the SEC on June 6, 2017, have been audited by Crowe Horwath, LLP, independent auditors, as set forth in their report thereon, included therein, and incorporated herein and in the accompanying prospectus by reference. Such consolidated financial statements are incorporated herein and in the accompanying prospectus by reference upon such report given on the authority of such firm as experts in accounting and auditing.

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PROSPECTUS

1600 Redbud Boulevard, Suite 400

McKinney, Texas 75069-3257

(972) 562-9004

DEBT SECURITIES, PREFERRED STOCK, COMMON STOCK, AND UNITS OF SECURITIES

By this prospectus, Independent Bank Group, Inc. may offer from time to time:

- Senior debt securities of one or more series;
- Subordinated debt securities of one or more series;
- shares of its common stock;
- shares of one or more series of its preferred stock; and
- units of a combination of one or more of the above types of our securities

In addition, this prospectus may be used to offer securities for the account of selling securityholders.

When Independent Bank Group, Inc. or selling securityholders offer our securities for sale, we or they will provide you with a prospectus supplement describing the terms of the specific issue of our securities being offered, including the price at which those securities are being offered to the public.

We or any selling securityholders may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis, as described in more detail below under Plan of Distribution or in any accompanying prospectus supplement

You should read this prospectus and any accompanying prospectus supplement carefully before you decide to invest. This prospectus may not be used to sell securities unless it is accompanied by a prospectus supplement that further describes the securities being offered to you.

Our common stock is listed for trading on The Nasdaq Stock Market LLC Global Select Market, or NASDAQ Global Select Market, under the symbol IBTX. We have not yet determined whether any of the other securities that may be offered by this prospectus will be listed for trading on any exchange. If we decide to apply to list any such securities for trading on a securities exchange upon their issuance, the prospectus supplement relating to those securities will disclose the exchange on which we will apply to have those securities listed for trading.

Investing in our securities involves risks. See Risk Factors in our most recent Annual Report on Form 10-K, which is incorporated herein by reference, and in any of our subsequently filed quarterly and current reports that are incorporated herein by reference. We may include specific risk factors in an applicable prospectus supplement under the heading Risk Factors. You should carefully read this prospectus together with the documents we incorporate by reference and any accompanying prospectus supplement before you invest in our securities.

This prospectus is not an offer to sell any securities other than the securities offered hereby. This prospectus is not an offer to sell securities in any jurisdictions or in any circumstances in which such an offer is unlawful.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The offered securities are not savings accounts, deposits or other obligations of any bank or savings association and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this prospectus is June 16, 2017.

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You should rely only on the information contained in or incorporated by reference in this prospectus and in the applicable prospectus supplement deciding whether to invest. We have not, and no selling securityholder has, authorized anyone to give oral or written information about this offering, our Company, or the securities offered hereby that is different from the information included or incorporated by reference in this prospectus. If anyone provides you with different information, you should not rely on it. You should assume that the information contained in this prospectus is accurate only as of the date on the front cover of this prospectus. Our business, financial condition, results of operations and prospects may have changed since that date.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement on Form S-3 that we filed with the Securities and Exchange Commission, or the SEC, using the automatic shelf registration process offered to well-known seasoned issuers as described in Rule 405 of the SEC under the Securities Act of 1933, or the Securities Act. Under this automatic shelf registration statement, we and selling securityholders may offer and sell, from time to time and in one or more offerings, either separately or together, shares of our common stock, shares of one or more series of our preferred stock, senior debt securities of one or more series, and subordinated debt securities of one or more series and unit purchase agreements as described in this prospectus and an applicable prospectus supplement.

Each time we or selling securityholders sell securities we and the selling securityholders will provide a prospectus supplement containing specific information about the terms of the securities being offered thereby. The prospectus supplement may include a discussion of any risk factors or other special considerations that apply to those securities. The prospectus supplement may also add, update or change the information in this prospectus. If there is any inconsistency between the information in this prospectus (including the information incorporated by reference herein) and information in any prospectus suppleme