

Independent Bank Group, Inc.
 Form 4/A
 February 17, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 SMITH G STACY

2. Issuer Name and Ticker or Trading Symbol
 Independent Bank Group, Inc.
 [IBTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 CRESCENT COURT SUITE
 1111

3. Date of Earliest Transaction (Month/Day/Year)
 05/01/2015

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 DALLAS, TX 75201

4. If Amendment, Date Original Filed(Month/Day/Year)
 05/05/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------|-----------------------|---|-------------------|
| | | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 05/01/2015 | | P | | 4,800 | A | | \$ 38.5847 | 33,900 ⁽²⁾ | I | By SCW Capital LP |

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

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

SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH G STACY 300 CRESCENT COURT SUITE 1111 DALLAS, TX 75201 | | X | | |

Signatures

/s/ Jan Webb, as Attorney
in Fact 02/17/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- THIS AMENDMENT IS BEING FILED TO AMEND THAT CERTAIN FORM 4, FILED MAY 5, 2015 (THE "ORIGINAL FORM 4"), IN ORDER TO CORRECT THE NUMBER OF SHARES ACQUIRED INDIRECTLY BY THE REPORTING PERSON IN THE ORIGINAL FORM 4 AND THE TOTAL SECURITIES OWNED AFTER SUCH TRANSACTION. SUCH CORRECTION ALSO AFFECTS (AND IS DEEMED TO ALSO CORRECT AND AMEND TO THE EXTENT NECESSARY) THE TOTAL SECURITIES OWNED (DIRECTLY OR INDIRECTLY) FOLLOWING ANY TRANSACTION OR REFLECTED AS A HOLDING IN ANY FORM 4 FILED SUBSEQUENT TO THE ORIGINAL FORM 4 BUT PRIOR TO DATE OF THIS AMENDMENT. PURSUANT TO GUIDANCE FROM THE SEC, ONLY THE LINE ITEM REQUIRING AMENDMENT IS RESTATED IN TABLE I ABOVE. ALL OTHER LINE ITEMS IN THE ORIGINAL FORM 4 (OTHER THAN WITH RESPECT TO THE NUMBER OF SECURITIES OWNED FOLLOWING ANY SUBSEQUENT TRANSACTION) REMAIN UNCHANGED.
- (1) INCLUDES THE 9,000 SHARES REFLECTED IN THE ORIGINAL FORM 4 AS HELD INDIRECTLY THROUGH TRINITY INVESTMENT GROUP, THE GENERAL PARTNER OF SCW CAPITAL LP. THE ORIGINAL FORM 4 IS HEREBY FURTHER AMENDED TO DELETE THE LINE ITEM REFLECTING AN INDIRECT HOLDING THROUGH TRINITY INVESTMENT GROUP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.