

Triumph Bancorp, Inc.
Form 424B5
July 27, 2017
Table of Contents

**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-213169**

PROSPECTUS SUPPLEMENT

(To Prospectus dated September 23, 2016)

2,200,000 Shares

Triumph Bancorp, Inc.

Common Stock

We are offering 2,200,000 shares of our common stock, par value \$0.01 per share.

Our common stock is listed on the Nasdaq Global Select Market, or Nasdaq, under the symbol TBK. On July 25, 2017, the last sale price of our common stock as reported on Nasdaq was \$28.60 per share.

We are an emerging growth company as defined in the U.S. Jumpstart Our Business Startups Act of 2012, and are eligible for reduced public company reporting requirements which may make our common stock less attractive to investors. Please see Risk Factors We are an emerging growth company, and the reduced reporting requirements applicable to emerging growth companies may make our common stock less attractive to investors.

Investing in our common stock involves risks. You should consider the information set forth in Risk Factors beginning on page S-10 of this prospectus supplement and page 8 of the accompanying prospectus, as well as the information included 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 June 30, 2017, which are incorporated by reference herein.

	Per Share	Total⁽¹⁾
Public offering price	\$ 27.50	\$ 60,500,000
Underwriting discount ⁽²⁾	\$ 1.375	\$ 3,025,000
Proceeds, before expenses, to us	\$ 26.125	\$ 57,475,000

(1) Assumes no exercise of the underwriters' option to purchase additional shares described below.

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

We have granted the underwriters an option, exercisable in whole or in part for 30 days after the date of this prospectus supplement, to purchase up to 330,000 additional shares of common stock from us at the public offering price, less the underwriting discount.

These securities are not deposits, savings accounts or other obligations of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation, referred to herein as the FDIC, or any other government agency.

Neither the Securities and Exchange Commission, referred to herein as the SEC, the FDIC, the Board of Governors of the Federal Reserve System, the Texas Department of Savings and Mortgage Lending nor any other regulatory body nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver our common stock to purchasers on or about August 1, 2017.

Lead Book-Running Managers

Stephens Inc.

Keefe, Bruyette & Woods

A Stifel Company

Co-Managers

Sandler O'Neill + Partners, L.P.

Wells Fargo Securities

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The date of this prospectus supplement is July 27, 2017.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>ABOUT THIS PROSPECTUS SUPPLEMENT</u>	S-ii
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	S-iii
<u>CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	S-iv
<u>PROSPECTUS SUPPLEMENT SUMMARY</u>	S-1
<u>RISK FACTORS</u>	S-10
<u>USE OF PROCEEDS</u>	S-15
<u>CAPITALIZATION</u>	S-16
<u>PRICE RANGE OF COMMON STOCK AND DIVIDEND POLICY</u>	S-17
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS FOR NON-U.S. HOLDERS</u>	S-18
<u>UNDERWRITING</u>	S-21
<u>LEGAL MATTERS</u>	S-26
<u>EXPERTS</u>	S-26

Prospectus

	Page
<u>IMPORTANT NOTICE ABOUT INFORMATION PRESENTED IN THIS PROSPECTUS AND THE ACCOMPANYING PROSPECTUS SUPPLEMENT</u>	i
<u>ABOUT THIS PROSPECTUS</u>	1
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	2
<u>SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS</u>	4
<u>PROSPECTUS SUMMARY</u>	6
<u>RISK FACTORS</u>	8
<u>TRIUMPH BANCORP, INC.</u>	8
<u>RATIO OF EARNINGS TO FIXED CHARGES AND RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS</u>	8
<u>USE OF PROCEEDS</u>	9
<u>DESCRIPTION OF DEBT SECURITIES</u>	10
<u>DESCRIPTION OF COMMON STOCK AND PREFERRED STOCK</u>	20
<u>DESCRIPTION OF DEPOSITARY SHARES</u>	26
<u>DESCRIPTION OF PURCHASE CONTRACTS</u>	29
<u>DESCRIPTION OF WARRANTS</u>	30
<u>DESCRIPTION OF RIGHTS</u>	32
<u>DESCRIPTION OF UNITS</u>	34
<u>DESCRIPTION OF GLOBAL SECURITIES</u>	35
<u>PLAN OF DISTRIBUTION</u>	37
<u>LEGAL MATTERS</u>	40
<u>EXPERTS</u>	40

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of shares of common stock and certain other matters relating to us and our financial condition. The second part, the accompanying base prospectus, gives more general information about the securities that we may offer from time to time, some of which may not apply to this offering. Generally, when we refer only to the prospectus, we are referring to both parts combined, and when we refer to the accompanying prospectus, we are referring to the base prospectus. 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 the accompanying prospectus and in this prospectus supplement.

If the information set forth in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement. If the information conflicts with any statement in a document that we have incorporated by reference, then you should consider only the statement in the more recent document. The information contained or incorporated by reference into this prospectus supplement, the accompanying prospectus or in any free writing prospectus is accurate only as of the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date.

You should rely only on the information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus and any written communication from Triumph Bancorp, Inc. or the underwriters specifying the final terms of this offering. Neither we nor the underwriters have authorized anyone to provide you with different or additional information from that contained or incorporated by reference into this prospectus supplement and the accompanying prospectus. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This prospectus supplement may be used only for the purpose for which it has been prepared. We and the underwriters are offering to sell our common stock, and seeking offers to buy our common stock, only in jurisdictions where offers and sales are permitted. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer, or an invitation on our behalf or on behalf of the underwriters, to subscribe for and purchase any of our securities, and may not be used for or in connection with an offer or solicitation by anyone, in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

Unless otherwise indicated or unless the context requires otherwise, all references in this prospectus supplement and the accompanying prospectus to Triumph, the Company, we, our, ours, and us or similar references mean Triumph Bancorp, Inc. References to TBK Bank or the Bank mean TBK Bank, SSB, which is our wholly owned bank subsidiary.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC under the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy this information at the Public Reference Room of the SEC, located at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may also obtain copies of this information by mail from the Public Reference Room at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a website that contains the reports, proxy statements and other information that we file electronically with the SEC. The address of that site is: www.sec.gov.

The SEC allows us to incorporate by reference information. This means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is considered to be a part of this prospectus supplement, except for any information that is superseded by information that is included directly in this prospectus supplement or in a more recent incorporated document.

This prospectus supplement incorporates by reference the documents listed below that we have previously filed with the SEC under the file number 001-36722 (excluding any portion of these documents that has been furnished to and deemed not to be filed with the SEC).

Reports	Periods of Reports or Dates Filed
Annual Report on Form 10-K	For the year ended December 31, 2016
Quarterly Reports on Form 10-Q	For the quarters ended March 31, 2017 and June 30, 2017
Current Reports on Form 8-K	Filed on March 31, 2017, May 4, 2017 (regarding Item 5.07), May 12, 2017, June 26, 2017 and July 26, 2017

In addition, we incorporate by reference all future documents that we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until the completion of the offering of the common stock or until we terminate this offering. These documents include periodic reports, such as Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K (other than current reports furnished under Items 2.02 or 7.01 of Form 8-K), as well as proxy statements.

The information incorporated by reference contains information about us and our business, financial condition and results of operations and is an important part of this prospectus.

You can obtain any of the documents incorporated by reference in this document through us, or from the SEC through the SEC's website at www.sec.gov. Documents incorporated by reference are available from us without charge, excluding any exhibits to those documents, unless the exhibit is specifically incorporated by reference in those documents. You can obtain documents incorporated by reference in this prospectus by requesting them in writing or by telephone from us at the following address:

Triumph Bancorp, Inc.

Attention: Investor Relations

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12700 Park Central Drive, Suite 1700

Dallas, Texas 75251

(214) 365-6900

We also make our periodic reports and other information filed with the SEC available free of charge through our website, www.triumphbancorp.com, as soon as reasonably practicable after those reports and other information are electronically filed with the SEC. The information on, or otherwise accessible through, our website is not incorporated by reference herein and does not constitute a part of this prospectus.

S-iii

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the other documents incorporated by reference herein or therein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Exchange Act, and the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as may, should, could, predict, potential, believe, will likely result, expect, continue, will, anticipate, intend, plan, projection, would and outlook, or the negative version of those words or other comparable of a future forward-looking nature. These forward-looking statements are not historical facts and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

our ability to consummate this offering in the size and manner described herein;

our limited operating history as an integrated company and our recent acquisitions;

risks relating to our ability to consummate the pending acquisitions of Valley Bancorp, Inc. and nine branches from Independent Bank in Colorado, including the possibility that the expected benefits related to the pending acquisitions may not materialize as expected; of the pending acquisitions not being timely completed, if completed at all; that prior to the completion of the pending acquisitions, the targets' businesses could experience disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, customers, other business partners or governmental entities, difficulty retaining key employees; and of the parties' being unable to successfully implement integration strategies or to achieve expected synergies and operating efficiencies within our management's expected timeframes or at all;

business and economic conditions generally and in the bank and non-bank financial services industries, nationally and within our local market areas;

our ability to mitigate our risk exposures;

our ability to maintain our historical earnings trends;

risks related to the integration of acquired businesses (including our pending acquisitions of Valley Bancorp, Inc. and nine branches from Independent Bank in Colorado) and any future acquisitions;

changes in management personnel;

interest rate risk;

concentration of our factoring services in the transportation industry;

credit risk associated with our loan portfolio;

lack of seasoning in our loan portfolio;

deteriorating asset quality and higher loan charge-offs;

time and effort necessary to resolve nonperforming assets;

S-iv

Table of Contents

inaccuracy of the assumptions and estimates we make in establishing reserves for probable loan losses and other estimates;

lack of liquidity;

fluctuations in the fair value and liquidity of the securities we hold for sale;

impairment of investment securities, goodwill, other intangible assets or deferred tax assets;

our risk management strategies;

environmental liability associated with our lending activities;

increased competition in the bank and non-bank financial services industries, nationally, regionally or locally, which may adversely affect pricing and terms;

the accuracy of our financial statements and related disclosures;

material weaknesses in our internal control over financial reporting;

system failures or failures to prevent breaches of our network security;

the institution and outcome of litigation and other legal proceedings against us or to which we become subject;

changes in carry-forwards of net operating losses;

changes in federal tax law or policy;

the impact of recent and future legislative and regulatory changes, including changes in banking, securities and tax laws and regulations, such as the Dodd-Frank Act and their application by our regulators;

governmental monetary and fiscal policies;

changes in the scope and cost of FDIC, insurance and other coverages;

failure to receive regulatory approval for future acquisitions; and

increases in our capital requirements.

The foregoing factors should not be construed as exhaustive. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

Any investor in our securities should consider all risks and uncertainties disclosed in our SEC filings described above under the heading **Where You Can Find More Information**, all of which are accessible on the SEC's website at www.sec.gov.

S-v

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights selected information contained elsewhere in, or incorporated by reference into, this prospectus supplement or the accompanying prospectus. Because this is a summary, it may not contain all of the information that is important to you in making your investment decision. You should carefully read this entire prospectus supplement and the accompanying prospectus, as well as the information to which we refer you and the information incorporated by reference herein, before deciding whether to invest in our common stock. You should pay special attention to the information contained under the caption entitled *Risk Factors* in this prospectus supplement, in Part I, Item 1A, *Risk Factors* in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, in Part II, Item 1A, *Risk Factors* in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017, and in our other reports filed from time to time with the SEC, which are incorporated by reference into this prospectus supplement and the accompanying prospectus, to determine whether an investment in our common stock is appropriate for you.*

Triumph Bancorp, Inc.

We are a financial holding company headquartered in Dallas, Texas and registered under the Bank Holding Company Act of 1956, as amended. Through our wholly owned bank subsidiary, TBK Bank, we offer traditional banking products as well as commercial finance products to businesses that require specialized financial solutions. Our community banking operations include a full suite of lending and deposit products and services focused on our local market areas. These activities generate a stable source of core deposits and a diverse asset base to support our overall operations. Our commercial finance products include factoring, asset-based lending, equipment lending, premium finance and healthcare lending products offered on a nationwide basis. These product offerings supplement the asset generation capacity in our community banking markets and enhance the overall yield of our loan portfolio, enabling us to earn attractive risk-adjusted net interest margins. We believe our integrated business model distinguishes us from other banks and non-bank financial services companies in the markets in which we operate.

As of June 30, 2017, we had consolidated total assets of \$2.837 billion, total loans held for investment of \$2.295 billion, total deposits of \$2.072 billion and total stockholders' equity of \$310.5 million.

Our common stock is listed on the Nasdaq Global Select Market under the symbol *TBK*. Our principal executive offices are located at 12700 Park Central Drive, Suite 1700, Dallas, Texas 75251. Our telephone number is (214) 365-6900. Additional information about us and our subsidiaries is included in the documents incorporated by reference in this prospectus supplement. See *Where You Can Find More Information* on page S-iii of this prospectus supplement.

Recent Developments

Our Pending Acquisition of Colorado Branches from Independent Bank

As previously announced, on June 23, 2017, the Bank entered into a Purchase and Assumption Agreement (the *Purchase Agreement*) with Independent Bank, a Texas state chartered bank, pursuant to which the Bank agreed to acquire certain assets and assume certain liabilities associated with nine Independent Bank branch locations in Colorado (the *Branches*, and the transaction, the *Branch Acquisition*). Pursuant to the terms of the Purchase Agreement, the Bank will purchase approximately \$102 million in loans (with an average loan yield of 5.0%) and assume approximately \$169 million in deposits (with an average cost of deposits of 38 basis points) associated with the Branches and will pay a deposit premium based on Branch deposits during the 30 days prior to the closing, which we estimate to be approximately \$7 million, or 4.12%, based on Branch deposits as of June 30, 2017. The Branches

currently provide a wide range of relationship-driven retail and commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. As of June 30,

S-1

Table of Contents

2017, the Branches had a 60% loan to deposit ratio, 42% of the Branch deposits were demand deposits and 97% of the Branch deposits were core deposits. The transaction is expected to close during the fourth quarter of 2017 and is subject to certain closing conditions, including receipt of regulatory approvals and other customary closing conditions.

Our Pending Acquisition of Valley Bancorp

As previously announced, we entered into an Agreement and Plan of Merger (the Merger Agreement), dated as of July 26, 2017, with Valley Bancorp, Inc., a Colorado corporation (Valley), and James J. O'Dell, solely in his capacity as the representative of each Valley shareholder, pursuant to which, subject to the terms and conditions set forth in the Merger Agreement, Valley will merge with and into the Company (the Merger, and the transaction, the Valley Acquisition), with the Company continuing as the surviving corporation in the Merger. We will pay cash consideration of \$39 million in the Valley Acquisition. Immediately following the Merger (or at such later time that we may determine in our sole discretion), Valley Bank & Trust, the banking subsidiary of Valley (Valley Bank), will merge with and into TBK Bank, with TBK Bank surviving the bank merger. Valley currently provides a variety of financial services to individuals and business customers through Valley Bank in seven branches in Colorado, and as of June 30, 2017, Valley Bank had \$314 million in total assets, \$281 million in total deposits (with an average cost of deposits of 10 basis points) and \$171 million in total loans outstanding (with an average loan yield of 5.68%). As of June 30, 2017, Valley Bank had a 61% loan to deposit ratio, 56% of the Valley Bank deposits were demand deposits and 99% of the Valley Bank deposits were core deposits. The transaction is expected to close during the fourth quarter of 2017 and is subject to certain closing conditions, including receipt of regulatory approvals, approval of the Merger Agreement by Valley shareholders and other customary closing conditions. Shareholders that beneficially own an aggregate of approximately 89% of the outstanding shares of Valley's voting common stock have entered into an agreement to vote in favor of the Valley Acquisition.

Table of Contents**THE OFFERING**

*The following summary contains basic information about our common stock. This description is not complete and does not contain all of the information that you should consider before investing in shares of our common stock. For a more complete understanding of our common stock, you should read *Description of Common Stock and Preferred Stock Common Stock* in the accompanying prospectus.*

Issuer	Triumph Bancorp, Inc., a Texas corporation.
Common Stock We Are Offering	2,200,000 shares (or 2,530,000 shares if the underwriters of this offering exercise in full their option to purchase additional shares).
Shares of Common Stock to Be Outstanding After This Offering	20,337,776 shares (or 20,667,776 shares if the underwriters of this offering exercise in full their option to purchase additional shares).
Public Offering Price Per Share	\$27.50
Nasdaq Global Select Market Symbol for our Common Stock	TBK
Use of Proceeds	<p>We estimate that the net proceeds from the offering will be approximately \$57.5 million (or approximately \$66.1 million if the underwriters exercise in full their option to purchase additional shares), after deducting the underwriting discount (before estimated expenses). We intend to use a portion of the net proceeds of this offering to fund a portion of the consideration payable in the Valley Acquisition, and to use the remainder for general corporate purposes, including potential future strategic acquisitions and investments in TBK Bank as regulatory capital. This offering is not conditioned on, and is expected to be consummated before, the closing of the Valley Acquisition. See Prospectus Supplement Summary Recent Developments Our Pending Valley Bancorp Acquisition and Use of Proceeds.</p>
Risk Factors	<p>Investing in our common stock involves risks. Before deciding whether to invest in our common stock, you should carefully consider the information set forth in the section of the prospectus supplement entitled Risk Factors beginning on page S-10, as well as the other information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus, including the information contained under the caption entitled Risk Factors in our Annual Report on Form</p>

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10-K for the year ended December 31, 2016 and in our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2017.

S-3

Table of Contents**SUMMARY OF SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA**

The following tables set forth consolidated financial and other data as of and for each of the periods indicated. The selected consolidated financial data presented below as of and for the years ended December 31, 2016, 2015, 2014, 2013 and 2012 is derived from our audited consolidated financial statements, which are incorporated by reference into this prospectus. The selected consolidated financial data presented below as of and for the six months ended June 30, 2017 and 2016 is derived from our unaudited interim consolidated financial statements, which are incorporated by reference into this prospectus. Results from past periods are not necessarily indicative of results that may be expected for any future period. You should read these tables together with the historical consolidated financial information contained in our consolidated financial statements and related notes, as well as the information contained under the caption entitled Management's Discussion and Analysis of Financial Condition and Results of Operations, 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 June 30, 2017, which have been filed with the SEC and are incorporated herein by reference.

<i>(Dollars in thousands)</i>	As of and for the Six Months		As of and for the Years Ended December 31,				
	Ended June 30,	2016	2016	2015	2014	2013	2012
Income Statement Data:							
Interest income	\$ 79,870	\$ 53,247	\$ 124,492	\$ 98,760	\$ 87,230	\$ 42,630	\$ 26,952
Interest expense	9,494	4,851	12,134	8,109	6,770	3,947	3,715
Net interest income	70,376	48,396	112,358	90,651	80,460	38,683	23,237
Provision for loan losses	9,125	1,428	6,693	4,529	5,858	3,412	1,739
Net interest income after provision	61,251	46,968	105,665	86,122	74,602	35,271	21,498
Gain on branch sale/sale of subsidiary	20,860				12,619		
Bargain purchase gain				15,117		9,014	
Other noninterest income	11,627	8,649	20,956	18,180	12,148	3,999	2,661
Noninterest income	32,487	8,649	20,956	33,297	24,767	13,013	2,661
Noninterest expense	62,158	40,409	93,112	81,865	69,202	32,724	18,479
Net income before income taxes	31,580	15,208	33,509	37,554	30,167	15,560	5,680
Income tax expense (benefit)	11,447	5,576	12,809	8,421	10,378	2,133	(5,394)
Net income	20,133	9,632	20,700	29,133	19,789	13,427	11,074
Income attributable to noncontrolling interests					(2,060)	(867)	(993)
Dividends on preferred stock	(385)	(389)	(887)	(780)	(780)	(721)	
Net income available to common stockholders	\$ 19,748	\$ 9,243	\$ 19,813	\$ 28,353	\$ 16,949	\$ 11,839	\$ 10,081

S-4

Table of Contents

<i>(Dollars in thousands)</i>	As of and for the Six Months		As of and for the Years Ended December 31,				
	Ended June 30,		2016	2015	2014	2013	2012
	2017	2016					
Balance Sheet Data:							
Total assets	\$ 2,836,684	\$ 1,783,395	\$ 2,641,067	\$ 1,691,313	\$ 1,447,898	\$ 1,288,239	\$ 301,462
Cash and cash equivalents	117,502	61,750	114,514	105,277	160,888	85,797	15,784
Investment securities	253,242	187,292	304,381	163,169	162,769	185,397	43,645
Loans held for sale				1,341	3,288	&nbs	