

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Nelson Adam D</u>  (Last) (First) (Middle) 12700 PARK CENTRAL DRIVE SUITE 1700  (Street) DALLAS TX 75251  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Triumph Financial, Inc. [ TFIN ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ EVP and General Counsel
	3. Date of Earliest Transaction (Month/Day/Year) 12/05/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/05/2023		M		10,539	A	\$15.87	41,589	D	
Common Stock	12/05/2023		S		10,539	D	\$70.53 <sup>(1)</sup>	31,050 <sup>(2)</sup>	D	

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

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Options <sup>(3)</sup>	\$15.87	12/05/2023		M			10,539	(4)	04/01/2026	Common Stock	10,539	\$15.87	0	D	

**Explanation of Responses:**

- The reported price in Column 4 represents the weighted average price per share. Reporting person shall provide upon request by the Commission staff, the Issuer, or a Security Holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- Consists of (i) 28,080 shares beneficially owned by reporting person, and (ii) 2,970 shares of restricted stock or restricted stock units of the reporting person subject to future vesting requirements.
- Represents non-qualified stock options of Issuer granted to reporting person under Issuer's 2014 Omnibus Incentive Plan.
- Exercise of the employee stock option is subject to vesting over four years from the date of grant, with one fourth of such options becoming exercisable on each of the first four anniversaries of the date of grant.

**Remarks:**

/s/ Adam D. Nelson 12/07/2023

\*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.