

Guaranty Financial Group Inc.  
Form 8-K  
July 11, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934  
Date of report (Date of earliest event reported) July 10, 2008  
Guaranty Financial Group Inc.**

(Exact name of registrant as specified in its charter)  
**Delaware**

(State or other jurisdiction of incorporation)

**001-33661**

**74-2421034**

(Commission File Number)

(IRS Employer Identification No.)

**1300 MoPac Expressway South  
Austin, Texas**

**78746**

(Address of principal executive offices)

(Zip Code)

**(512) 434-1000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 10, 2008, Guaranty Financial Group Inc. (the Company) filed a Certificate of Designations, Preferences and Rights (the Certificate of Designations) of Series B Mandatory Convertible Perpetual Cumulative Preferred Stock, par value \$0.01 per share (the Series B Preferred Stock), with the Secretary of State of the State of Delaware, designating 7,800,000 shares of Series B Preferred Stock. The Series B Preferred Stock was created in connection with the Investment Agreements, each dated June 7, 2008 (the Investment Agreements), between the Company and several institutional investors and the Purchase Agreement, dated June 7, 2008 (the Purchase Agreement), between the Company, Guaranty Bank and the institutional investors signatory thereto. The Investment Agreements and the Purchase Agreement are both described in the Company's Current Report on Form 8-K filed June 9, 2008. A copy of the Certificate of Designations is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 3.1 Certificate of Designations, Preferences and Rights of Series B Mandatory Convertible Perpetual Cumulative Preferred Stock

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 11, 2008

Guaranty Financial Group Inc.

By: /s/ Scott A. Almy  
Scott A. Almy  
Executive Vice President, General Counsel and  
Secretary

3

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**Index to Exhibits**

Item Number	Exhibit
3.1	Certificate of Designations, Preferences and Rights of Series B Mandatory Convertible Perpetual Cumulative Preferred Stock

4