

Guaranty Financial Group Inc.  
Form 8-K  
July 22, 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 21, 2008**

**Guaranty Financial Group Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-33661**

(Commission File Number)

**74-2421034**

(IRS Employer Identification No.)

**1300 MoPac Expressway South  
Austin, Texas**

(Address of Principal Executive Offices)

**78746**

(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))



**Item 8.01 Other Events.**

On July 22, 2008, Guaranty Financial Group Inc. ( the Company ) issued a press release announcing the closing and funding of the transactions contemplated by the Investment Agreements, each dated as of June 7, 2008, between the Company and several institutional investors (collectively, the Stock Investors ), including TRT Financial Holdings, LLC, and Icahn Partners LP and certain of its affiliated companies, and the Purchase Agreement, dated July 7, 2008, among the Company and its subsidiary, Guaranty Bank, certain of the Stock Investors, and other institutional investors. The press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release dated July 22, 2008

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**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 22, 2008

Guaranty Financial Group Inc.

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

**EXHIBIT INDEX**

99.1	Press Release dated July 22, 2008	4
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