



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

January 2, 2013

**Mr. David R. Brooks**  
**Chairman and Chief Executive Officer**  
**Independent Bank Group Inc.**  
**1600 Redbud Boulevard, Suite 400**  
**McKinney, Texas 75069-3257**

**Re: Independent Bank Group Inc.**  
**Confidential Draft Registration Statement**  
**Submitted December 28, 2012**  
**CIK No. 0001564618**

Dear Mr. Brooks:

Our preliminary review of your confidential draft registration statement indicates that it fails in material respects to comply with the requirements of the form, as the audit report is unsigned. We will not perform a detailed examination of the confidential draft registration statement and we will not issue comments because to do so would delay the review of other disclosure documents that do not appear to contain material deficiencies.

You may submit a substantive amendment to correct the deficiencies. If you have any questions, please contact the undersigned at 202-551-3423.

Sincerely,

/s/ Amit Pande

Amit Pande  
Accounting Branch Chief