

BANK OF THE OZARKS INC
Form DEFA14A
April 01, 2004

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

Bank of the Ozarks, Inc.

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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Notes:

[The following letter will be sent by Bank of the Ozarks, Inc. to one or more institutional holders of Bank of the Ozarks, Inc. common stock beginning April 1, 2004]

[Bank of the Ozarks Letterhead]

April __, 2004

[Institutional Shareholder]

Dear _____:

You have previously received our proxy statement for the Annual Meeting of Stockholders of Bank of the Ozarks, Inc. (the Company) to be held on April 20, 2004. This letter provides additional information regarding Board Proposal No. 2 relating to the amendment of the Bank of the Ozarks, Inc. Non-Employee Director Stock Option Plan (the Plan). This letter responds to your concern that the proposed form of Plan does not contain an express provision that all future material amendments will require stockholder approval.

A proposal will be submitted to the Personnel and Compensation Committee of the Board of Directors (the Committee) to approve an amendment Plan, as follows:

The Plan will not be materially amended without obtaining the approval of stockholders of the Company for such amendment. Materially amended shall have the meaning ascribed to such phrase in Nasdaq's Revised Marketplace Rule 4350(i), and the Nasdaq's accompanying interpretive materials IM-4350-5, each as in effect on the date of this amendment.

The foregoing proposal will be submitted to the Committee at its next meeting, which is currently scheduled to occur immediately following the stockholders' meeting on April 20, 2004. Additionally, I will recommend to the Committee that it adopt the foregoing amendment to the Plan.

Sincerely,

/s/ George G. Gleason, II

George G. Gleason, II

Chairman of the Board of Directors and

Chief Executive Officer