

BANK OF THE OZARKS INC  
Form S-8  
May 18, 2015

As filed with the Securities and Exchange Commission on May 18, 2015

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**BANK OF THE OZARKS, INC.**

(Exact name of registrant as specified in its charter)

**ARKANSAS**  
(State or other jurisdiction of  
incorporation or organization)  
**17901 CHENAL PARKWAY**

**71-0556208**  
(I.R.S. Employer  
Identification No.)  
**72223**

**LITTLE ROCK, ARKANSAS**  
(Address of Principal Executive Offices) (Zip Code)  
**BANK OF THE OZARKS, INC. AMENDED AND RESTATED STOCK OPTION PLAN**

(Full title of the plan)

**Greg L. McKinney**

**Chief Financial Officer and Chief Accounting Officer**

**Bank of the Ozarks, Inc.**

**17901 Chenal Parkway**

**Little Rock, Arkansas 72223**

(Name and address of agent for service)

**501-978-2265**

(Telephone number, including area code, of agent for service)

**With a copy to:**

**H. Watt Gregory, III**

**Kutak Rock LLP**

**124 West Capitol, Suite 2000**

**Little Rock, Arkansas 72201**

**501-975-3000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>To Be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount Of</b>
<b>To Be Registered</b>	<b>Registered (1)</b>	<b>Offering Price</b>	<b>Offering Price (2)</b>	<b>Registration Fee</b>
Common Stock, \$0.01 par value	1,500,000 shares	\$42.40	\$63,600,000	\$7,390

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the Securities Act ), the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant's Common Stock as reported on the NASDAQ Stock Market on May 14, 2015.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,500,000 shares of Common Stock, \$0.01 par value, of Bank of the Ozarks, Inc. (the Company or the Registrant ) to be issued pursuant to the Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan (the Plan ). The prior registration statements on Form S-8 (File Nos. 333-183909, 333-68596, 333-32173 referred to as the Prior Registration Statements ), as filed with the U.S. Securities and Exchange Commission (the SEC or Commission ) on September 14, 2012, August 29, 2001 and July 28, 1997, respectively, are currently effective and, as permitted by General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated by reference herein:

- (a) The Company's annual report on Form 10-K for the fiscal year ended December 31, 2014, filed with the Commission on February 27, 2015 (including portions of the Company's definitive Proxy Statement for the 2015 Annual Meeting of Shareholders incorporated therein by reference);
- (b) The Company's Current Reports on Form 8-K filed on May 18, 2015, May 6, 2015, February 10, 2015, January 16, 2015, January 15, 2015 (only Item 8.01 information), and January 2, 2015, in each case except to the extent furnished but not filed; and
- (c) The description of the Company's Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on June 26, 1997, and any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained in this Registration Statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this Registration Statement.

#### Item 8. Exhibits.

Number	Description
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- 5.1 Opinion of Kutak Rock LLP.
- 23.1 Consent of Kutak Rock LLP (included in the opinion filed as Exhibit 5.1).
- 23.2 Consent of Crowe Horwath LLP.
- 24.1 Power of Attorney (included on signature page of the Registration Statement).
- 99.1 Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 18, 2015, and incorporated herein by reference).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on May 18, 2015.

BANK OF THE OZARKS, INC.

By: /s/ Greg L. McKinney  
 Name: Greg L. McKinney  
 Title: Chief Financial Officer and Chief  
 Accounting Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Bank of the Ozarks, Inc. (the Company), acting pursuant to authorization of the Board of Directors of the Company, hereby appoints George G. Gleason and Greg L. McKinney or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of the Company, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all supplements and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURES	TITLE	DATE
/s/ George G. Gleason  George G. Gleason  (Principal Executive Officer)	Chairman of the Board and Chief Executive Officer	May 18, 2015
/s/ Greg L. McKinney Greg L. McKinney  (Principal Financial Officer and Accounting Officer)	Chief Financial Officer and Chief Accounting Officer	May 18, 2015
/s/ Dan Thomas  Dan Thomas	Vice Chairman, Chief Lending Officer and President Real Estate Specialties Group	May 18, 2015

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/s/ Tyler Vance

Chief Operating Officer, Chief Banking Officer and  
Director

Tyler Vance

May 18, 2015

/s/ Nicholas Brown

Nicholas Brown

Director

May 18, 2015

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/s/ Richard Cisne Richard Cisne	Director	May 18, 2015
/s/ Robert East Robert East	Director	May 18, 2015
/s/ Catherine B. Freedberg Catherine B. Freedberg	Director	May 18, 2015
/s/ Linda Gleason Linda Gleason	Director	May 18, 2015
/s/ Peter Kenny Peter Kenny	Director	May 18, 2015
/s/ William A. Koefoed, Jr. William A. Koefoed, Jr.	Director	May 18, 2015
/s/ Henry Mariani Henry Mariani	Director	May 18, 2015
/s/ Robert Proost Robert Proost	Director	May 18, 2015
/s/ R.L. Qualls R.L. Qualls	Director	May 18, 2015
/s/ John Reynolds John Reynolds	Director	May 18, 2015
/s/ Sherece West-Scantlebury Sherece West-Scantlebury	Director	May 18, 2015
/s/ Ross Whipple Ross Whipple	Director	May 18, 2015



**EXHIBIT INDEX**

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