

BANK OF THE OZARKS INC  
Form S-8  
September 14, 2012

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**

**LITTLE ROCK, ARKANSAS 72223**

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

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501-978-2265

(Address of Principal Executive Offices)

**BANK OF THE OZARKS, INC. 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**

**501-978-2265**

(Name, address, and 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

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

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title Of Securities To Be Registered</b>	<b>Amount To Be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share(2)</b>	<b>Proposed Maximum Aggregate Offering Price(2)</b>	<b>Amount Of Registration Fee</b>
Common Stock, \$0.01 par value	1,500,000 shares	\$33.62	\$50,430,000	\$5,779.28

- (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(h) and Rule 457(c) 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 September 11, 2012.

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 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. Stock Option Plan (the Plan ). Accordingly, the contents of the following previously-filed registration statements on Form S-8 with respect to the Plan are incorporated by reference in this Registration Statement to the extent not modified hereby: File No. 333-32173 filed with the United States Securities and Exchange Commission (the Commission ) on July 28, 1997 and File No. 333-68596 filed with the Commission on August 29, 2001.

**Part II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents previously filed or furnished 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, 2011 and filed on February 29, 2012, and Amendment No. 1 thereto on Form 10-K/A filed on March 28, 2012;
- (b) The Company's quarterly reports on Form 10-Q filed on May 10, 2012 for the three months ended March 31, 2012 and on Form 10-Q filed on August 8, 2012, for the six months ended June 30, 2012, respectively;
- (c) The Company's periodic reports on Form 8-K filed on January 18, 2012 (excluding the matters in Items 2.02 and 7.01 and Exhibit 99.1 therein, which are not incorporated by reference herein), February 17, 2012, April 19, 2012 (excluding the matters in Item 7.01 therein, which are not incorporated by reference herein) and August 23, 2012, respectively; and
- (d) 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.**

See attached exhibit index following the signature page, which is 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, this 14<sup>th</sup> day of September, 2012.

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, Mark Ross 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 a Registration Statement on Form S-8, together with all necessary exhibits, and any amendments (including post effective amendments) and supplements thereto, to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, with respect to the issuance and sale of shares of the Company's Common Stock, \$0.01 par value per share, to be issued and delivered in accordance with the Bank of the Ozarks, Inc. Stock Option Plan, and generally to do and perform all things necessary to be done in connection with the foregoing as fully in all respects as I could do personally.

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.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ George G. Gleason  George G. Gleason  (Principal Executive Officer)	Chairman of the Board and Chief Executive Officer	September 14, 2012
/s/ Greg L. McKinney  Greg L. McKinney  (Principal Financial Officer and Accounting Officer)	Chief Financial Officer and Chief Accounting Officer	September 14, 2012
/s/ Mark Ross  Mark Ross	Vice Chairman and Chief Operating Officer	September 14, 2012
/s/ Jean Arehart  Jean Arehart	Director	September 14, 2012

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/s/ Nicholas Brown	Director	September 14, 2012
Nicholas Brown		
/s/ Richard Cisne	Director	September 14, 2012
Richard Cisne		
/s/ Robert East	Director	September 14, 2012
Robert East		
/s/ Linda Gleason	Director	September 14, 2012
Linda Gleason		
/s/ Henry Mariani	Director	September 14, 2012
Henry Mariani		
/s/ Robert Proost	Director	September 14, 2012
Robert Proost		
/s/ R.L. Qualls	Director	September 14, 2012
R.L. Qualls		
/s/ John Reynolds	Director	September 14, 2012
John Reynolds		
/s/ Kenneth Smith	Director	September 14, 2012
Kenneth Smith		
/s/ Sherece West	Director	September 14, 2012
Sherece West		



**EXHIBIT INDEX**

Number	Description
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. Stock Option Plan, as amended April 17, 2007 (previously filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed with the Commission on May 8, 2007, and incorporated herein by reference).