

HOME BANCSHARES INC
Form 5
February 13, 2017

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
French Tracy

2. Issuer Name and Ticker or Trading Symbol
HOME BANCSHARES INC
[HOMB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Centennial Bank CEO/ President

P.O. BOX 966

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

CONWAY, AR 72033

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 92,168 ⁽¹⁾ | D | Â |
| Common Stock - Restricted | Â | Â | Â | Â | Â | Â | 31,000 ⁽²⁾ ⁽³⁾ | D | Â |
| Common Stock - Performance Based | Â | Â | Â | Â | Â | Â | 25,000 ⁽¹⁾ ⁽⁴⁾ ₍₅₎ | D | Â |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------------------------|---|-----------|
| Common Stock | Â | Â | Â | Â | Â | Â | 27,922 | I | By IRA |
| Common Stock | Â | Â | Â | Â | Â | Â | 41,104.102 <u>(6)</u> | I | By 401(k) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Performance Stock Option | \$ 18.46 | Â | Â | Â | Â Â | Â <u>(7)</u> | 08/23/2025 | Common Stock | 150,000 |
| Stock Option | \$ 8.62 | Â | Â | Â | Â Â | Â <u>(8)</u> | 01/17/2023 | Common Stock | 40,000 |
| Stock Option | \$ 9.54 | Â | Â | Â | Â Â | Â <u>(9)</u> | 04/17/2023 | Common Stock | 40,000 |
| Stock Option | \$ 14.71 | Â | Â | Â | Â Â | Â <u>(10)</u> | 01/15/2025 | Common Stock | 100,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| French Tracy P.O. BOX 966 CONWAY, AR 72033 | Â X | Â | Â Centennial Bank CEO/ President | Â |

Signatures

/s/ Tracy French by Rachel Wesson
02/13/2017
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reporting person had 8,000 shares vest since the last filing.
- (2) Restricted Stock granted on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third anniversary of the award date.
- (3) Restricted Stock granted on January 17, 2014 will "cliff" vest 100% three years from award date.
The Performance Stock awarded on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third annual anniversary of the date that the performance goal is met. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.3125 diluted earnings per share for four consecutive quarters or \$1.25 total diluted earnings per share over a period of four consecutive quarters.
- (4) The Performance Stock awarded on August 2, 2012 will "cliff" vest on the third annual anniversary of the date that the performance goal is met. The performance goal was met on September 30, 2013 and therefore "cliff" vested 100% on September 30, 2016.
- (5) Includes 138,228 shares acquired through the Home BancShares, Inc. 401(k) Plan since the last filing.
Once the performance goal has been met, the Performance Stock Option awarded on August 24, 2015 will become exercisable in seven equal annual installments beginning on the first annual anniversary of the award date. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.3125 diluted earnings per share for four consecutive quarters or \$1.25 total diluted earnings per share over a period of four consecutive quarters.
- (6) The option is exercisable in five equal annual installments. The first installment became exercisable on January 16, 2016.
- (7) The option is exercisable in five equal annual installments. The first installment became exercisable on January 18, 2014.
- (8) The option is exercisable in five equal annual installments. The first installment became exercisable on April 18, 2014.
- (9) The option is exercisable in five equal annual installments. The first installment became exercisable on April 18, 2014.
- (10) The option is exercisable in five equal annual installments. The first installment became exercisable on April 18, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.