
Section 1: S-8 (FORM S-8)

As filed with the Securities and Exchange Commission on May 17, 2016

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)

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

**17901 CHENAL PARKWAY
LITTLE ROCK, ARKANSAS**
(Address of Principal Executive Offices)

72223
(Zip Code)

**SECOND AMENDED AND RESTATED BANK OF THE OZARKS, INC.
2009 RESTRICTED STOCK AND INCENTIVE 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

Title Of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount Of Registration Fee
Common Stock, \$0.01 par value	800,000 shares	\$36.65	\$29,320,000	\$2,953

- (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 16, 2016.
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 800,000 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 Second Amended and Restated Bank of the Ozarks, Inc. 2009 Restricted Stock and Incentive Plan (the “Plan”). The prior registration statements on Form S-8 (File Nos. 333-18390 and 333-194721, 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 and March 21, 2014, 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) Annual Report on Form 10-K for the fiscal year ended December 31, 2015, filed with the Commission on February 19, 2016 (including portions of the Company’s definitive Proxy Statement for the 2016 Annual Meeting of Shareholders incorporated therein by reference);
- (b) Quarterly Report on Form 10-Q for the quarter ended March 31, 2016, filed with the Commission on May 6, 2016;
- (c) Current Reports on Form 8-K filed with the Commission on May 17, 2016, May 13, 2016, March 4, 2016, February 23, 2016, February 19, 2016, January 22, 2016 and January 15, 2016, in each case except to the extent furnished but not filed; 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.

<u>Number</u>	<u>Description</u>
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	Second Amended and Restated Bank of the Ozarks, Inc. 2009 Restricted Stock and Incentive Plan (previously filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 17, 2016, 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 17, 2016.

BANK OF THE OZARKS, INC.

By: /s/ Greg McKinney
Name: Greg 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 Gleason and Greg 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.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ George Gleason</u> George Gleason (Principal Executive Officer)	Chairman of the Board and Chief Executive Officer	May 17, 2016
<u>/s/ Greg McKinney</u> Greg McKinney (Principal Financial and Accounting Officer)	Chief Financial Officer and Chief Accounting Officer	May 17, 2016
<u>/s/ Dan Thomas</u> Dan Thomas	Vice Chairman, Chief Lending Officer and President—Real Estate Specialties Group	May 17, 2016
<u>/s/ Nicholas Brown</u> Nicholas Brown	Director	May 17, 2016
<u>/s/ Paula Cholmondeley</u> Paula Cholmondeley	Director	May 17, 2016

<u>/s/ Richard Cisne</u> Richard Cisne	Director	May 17, 2016
<u>/s/ Robert East</u> Robert East	Director	May 17, 2016
<u>/s/ Catherine B. Freedberg</u> Catherine B. Freedberg	Director	May 17, 2016
<u>/s/ Linda Gleason</u> Linda Gleason	Director	May 17, 2016
<u>/s/ Peter Kenny</u> Peter Kenny	Director	May 17, 2016
<u>/s/ William A. Koefoed, Jr.</u> William A. Koefoed, Jr.	Director	May 17, 2016
<u>/s/ Henry Mariani</u> Henry Mariani	Director	May 17, 2016
<u>/s/ Walter J. Mullen, III</u> Walter J. Mullen, III	Director	May 17, 2016
<u>/s/ Robert Proost</u> Robert Proost	Director	May 17, 2016
<u>/s/ John Reynolds</u> John Reynolds	Director	May 17, 2016
<u>/s/ Ross Whipple</u> Ross Whipple	Director	May 17, 2016

EXHIBIT INDEX

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[\(Back To Top\)](#)

Section 2: EX-5.1 (EX-5.1)

[Kutak Rock LLP Letterhead]

Exhibit 5.1

May 17, 2016

Bank of the Ozarks, Inc.
17901 Chenal Parkway
Little Rock, Arkansas 72223

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OFFERED PURSUANT TO THE SECOND AMENDED AND RESTATED BANK OF THE OZARKS, INC. 2009 RESTRICTED STOCK AND INCENTIVE PLAN

Ladies and Gentlemen:

We are acting as counsel to Bank of the Ozarks, Inc., an Arkansas corporation (the "Company") in connection with the registration under the Securities Act of 1933, as amended, of up to 800,000 shares (the "Shares") of Common Stock, par value \$0.01 per share, of the Company issuable under the Second Amended and Restated Bank of the Ozarks, Inc. 2009 Restricted Stock and Incentive Plan (the "Plan").

We have examined such documents, records, and matters of law as we have deemed necessary for purposes of this opinion. Based on such examination and on the assumptions set forth below, we are of the opinion that the Shares to be offered and sold, when issued and delivered in accordance with the terms and provisions of the Plan, against receipt of the consideration provided for therein, will be legally issued, fully paid, and nonassessable.

In rendering this opinion, we have (i) assumed and have not independently verified (a) the due authorization, execution and delivery of the Plan, (b) that all signatures on all certificates and other documents examined by us are genuine, and that, where any such signature purports to have been made in a corporate, governmental or other capacity, the person who affixed such signature to such certificate or other document had authority to do so, and (c) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies and (ii) as to certain factual matters, relied upon certificates of public officials and of the Company and its officers and have not independently checked or verified the accuracy of the factual statements contained therein. In addition, our examination of matters of law has been limited to the Arkansas Business Corporation Act and all applicable provisions of the Arkansas Constitution and reported judicial decisions interpreting such laws and the federal laws of the United States of America and reported judicial decisions interpreting such laws, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Very truly yours,

/s/ Kutak Rock LLP

[\(Back To Top\)](#)

Section 3: EX-23.2 (EX-23.2)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Second Amended and Restated Bank of the Ozarks, Inc. 2009 Restricted Stock and Incentive Plan of our reports dated February 19, 2016 with respect to the Consolidated Financial Statements of Bank of the Ozarks, Inc. and the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Bank of the Ozarks, Inc. for the year ended December 31, 2015.

/s/ Crowe Horwath LLP

Atlanta, Georgia

May 17, 2016

[\(Back To Top\)](#)