

UNITED STATES
FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, D.C. 20429

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

BANK OZK

(Exact Name of Registrant as Specified in Charter)

Arkansas

(State or other jurisdiction of
incorporation or
organization)

110

(FDIC Certificate No.)

71-0130170

(I.R.S. Employer Identification
No.)

18000 Cantrell Road,
Little Rock, Arkansas

(Address of principal executive
offices)

72223

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

4.625% Series A Non-Cumulative Perpetual
Preferred Stock, par value \$0.01 per share

**Name of each exchange on which each
class is to be registered**

The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant’s Securities to be Registered.

This Registration Statement on Form 8-A relates to an aggregate of up to 14,000,000 shares of 4.625% Series A Non-Cumulative Perpetual Preferred Stock, par value \$0.01 per share (the “Series A Preferred Stock”), of Bank OZK (the “Company”) with a liquidation preference of \$25 per share of Series A Preferred Stock, which represents up to \$350 million in aggregate liquidation preference. For a description of the Series A Preferred Stock, reference is made to the information set forth under the heading “Description of the Series A Preferred Stock” in the Company’s offering circular, dated October 28, 2021 relating to the offer and sale of the Series A Preferred Stock (the “Offering Circular”), which information is hereby incorporated herein by reference. The Offering Circular was furnished as Exhibit 99.3 to the Company’s Current Report on Form 8-K filed with the Federal Deposit Insurance Corporation (the “FDIC”) on October 28, 2021.

Item 2. Exhibits.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation of Bank of the Ozarks, effective as of April 10, 2017 (previously filed as Exhibit 3.1 to the Bank’s Current Report on Form 8-K filed with the FDIC on June 26, 2017, and incorporated herein by reference)
3.2	Articles of Amendment to the Amended and Restated Articles of Incorporation of Bank OZK (previously filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the FDIC on July 16, 2018, and incorporated herein by reference)
3.3	Articles of Amendment to the Amended and Restated Articles of Incorporation of Bank OZK, effective as of November 3, 2021
3.4	Second Amended and Restated Bylaws of Bank OZK, effective August 10, 2018 (previously filed as Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the FDIC on August 10, 2018, and incorporated herein by reference)
4.1	Form of Certificate Representing the Series A Preferred Stock

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BANK OZK

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

Date: November 4, 2021

**ARTICLES OF AMENDMENT TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BANK OZK**

Bank OZK, an Arkansas state-chartered bank (the “Bank”), in accordance with the provisions of Section 23-48-313 of the Arkansas Code Annotated (the “Arkansas Code”), hereby adopts these Articles of Amendment to the Amended and Restated Articles of Incorporation of the Bank (these “Articles of Amendment”) and hereby submits these Articles of Amendment to the Arkansas State Bank Department for filing, to be effective as of November 3, 2021.

WHEREAS, the name of the Bank is Bank OZK;

WHEREAS, in accordance with the Amended and Restated Articles of Incorporation of the Bank and Section 23-48-313 of the Arkansas Code, the board of directors of the Bank (the “Board”) by resolution dated September 30, 2021, and by resolution of a committee thereof dated October 28, 2021, (as contemplated and authorized by Section 4-27-825(e)(8) and Section 23-48-326 of the Arkansas Code and Article III, Section 14(h) of the Bank’s Second Amended and Restated Bylaws (“Bylaws”)) authorized a series of 14,000,000 shares of the Bank’s preferred stock, par value \$0.01 per share (the “Preferred Stock”), designated as the “4.625% Series A Non-Cumulative Perpetual Preferred Stock,” and adopted and approved these Articles of Amendment;

WHEREAS, these Articles of Amendment did not require the approval of the shareholders of the Bank;

WHEREAS, the Amended and Restated Articles of Incorporation of the Bank authorize the issuance of up to 100,000,000 shares of Preferred Stock and expressly authorize the Board, subject to limitations prescribed by the Arkansas Code, to issue one or more series of Preferred Stock and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, and rights and qualifications, limitations, or restrictions of all shares of such series, as may be determined by the Board and stated in a resolution or resolutions providing for the issuance of such Preferred Stock; and

WHEREAS, it is the desire of the Board to establish and fix the number of shares to be included in a new series of Preferred Stock, and the designation, relative powers, preferences, and rights and qualifications, limitations and restrictions, of the shares of such new series as provided herein.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the provisions of the Amended and Restated Articles of Incorporation of the Bank and the Arkansas Code, a series of Preferred Stock, having a par value of \$0.01 per share, of the Bank be and hereby is established, and that the designation and number of shares of such series, and the designation, relative powers, preferences, and rights and qualifications, limitations and restrictions of the shares of such series of Preferred Stock are as follows.

1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Bank a series of preferred stock designated as the “4.625% Series A Non-Cumulative Perpetual Preferred Stock” (the “Series A Preferred Stock”). With respect to payment of dividends and rights upon the Bank’s liquidation, dissolution or winding up, the Series A Preferred Stock shall rank (i) senior to the Bank’s common stock, par value \$0.01 per share (“Common Stock”), and any other class or series of the Preferred Stock that, by its terms, ranks junior to the Series A Preferred Stock, (ii) equally with all existing and future class or series of the Preferred Stock that does not by its terms rank junior or senior to the Series A Preferred Stock, and (iii) junior to all existing and future indebtedness and other liabilities of the Bank and any class or series of the Preferred Stock that expressly provides in the

articles of amendment creating such class or series of Preferred Stock that it ranks senior to the Series A Preferred Stock (subject to any requisite consents prior to issuance).

The number of authorized shares of Series A Preferred Stock shall be 14,000,000, which number may, from time to time, be increased (but not in excess of the total number of authorized shares of the Preferred Stock) or decreased (but not below the number of shares of Series A Preferred Stock then outstanding) by further resolution duly adopted by the Board (or a duly authorized committee thereof). The Bank may, from time to time, and without notice to, consent of or additional action by holders of shares of the Series A Preferred Stock, issue additional shares of Series A Preferred Stock, provided that if the additional shares are not fungible for U.S. federal income tax purposes with the initial shares of such series, the additional shares shall be issued under a separate CUSIP number. The additional shares would form a single series together with all previously issued shares of Series A Preferred Stock.

2. Definitions. As used herein with respect to the Series A Preferred Stock.

(a) “Business Day” shall mean any weekday in New York, New York that is not a day on which banking institutions in such city are authorized or required by applicable law, regulation, or executive order to be closed.

(b) “Dividend Payment Dates” shall have the meaning set forth in Section 3(b) hereof.

(c) “Dividend Period” shall mean the period from, and including, each Dividend Payment Date to, but excluding, the next succeeding Dividend Payment Date except for the initial Dividend Period which shall be the period from, and including, the original issue date to, but excluding, the next succeeding Dividend Payment Date.

(d) “Junior Stock” shall mean the Common Stock and any other class or series of the Bank’s capital stock over which the Series A Preferred Stock has preference or priority in the payment of dividends and rights on the liquidation, dissolution or winding up of the Bank.

(e) “Liquidation Preference” shall mean \$25.00 per share of Series A Preferred Stock.

(f) “Nonpayment” shall have the meaning set forth in Section 6(b) hereof.

(g) “Optional Redemption” shall have the meaning set forth in Section 5(a) hereof.

(h) “Parity Stock” shall mean any class or series of the Bank’s capital stock that ranks on par with the Series A Preferred Stock in the payment of dividends and rights on the liquidation, dissolution or winding up of the Bank.

(i) “Preferred Stock Directors” shall have the meaning set forth in Section 6(b) hereof.

(j) “Redemption Price” shall have the meaning set forth in Section 5(c) hereof.

(k) “Regulatory Capital Treatment Event” shall mean a good faith determination by the Board that, as a result of any (i) amendment to, clarification of, or change (including any announced prospective change) in, the laws or regulations of the United States or any political subdivision of or in the United States that is enacted or becomes effective after the initial issuance of the Series A Preferred Stock; (ii) proposed change in those laws or regulations that is announced or becomes effective after the initial issuance of the Series A Preferred Stock; or (iii) official administrative decision or judicial decision or administrative action or other official pronouncement interpreting or applying those laws or regulations that is announced or

becomes effective after the initial issuance of the Series A Preferred Stock, there is more than an insubstantial risk that the Bank shall not be entitled to treat the full liquidation value of the Series A Preferred Stock then outstanding as “Tier 1 Capital” (or its equivalent) for purposes of the capital adequacy laws or regulations of the Federal Deposit Insurance Corporation (or, as and if applicable, the capital adequacy laws or regulations of any successor appropriate federal banking agency), as then in effect and applicable, for as long as any share of Series A Preferred Stock is outstanding.

(l) “Regulatory Event Redemption” shall have the meaning set forth in Section 5(b) hereof.

(m) “Series A Preferred Stock” shall have the meaning set forth in Section 1 hereof.

(n) “Special Voting Preferred Stock” shall have the meaning set forth in Section 6(b) hereof.

3. Dividends.

(a) Holders of shares of Series A Preferred Stock shall be entitled to receive, only when, as, and if declared by the Board, out of assets legally available under applicable law for payment, non-cumulative cash dividends based upon the Liquidation Preference, and no more, at a rate equal to 4.625% per annum, for each quarterly Dividend Period occurring from, and including, the original issue date of the shares of Series A Preferred Stock.

(b) When, as, and if declared by the Board, the Bank shall pay cash dividends on the shares of Series A Preferred Stock quarterly, in arrears, on February 15, May 15, August 15, and November 15 of each year (each such date, a “Dividend Payment Date”), beginning on February 15, 2022, and, when, as and if declared by the Board. The Bank shall pay cash dividends to the holders of record of shares of the Series A Preferred Stock, as such holders appear on the Bank’s stock register at the close of business on the applicable record date designated by the Board for the payment of dividends, that is not more than seventy (70) calendar days prior to such Dividend Payment Date.

(c) If any Dividend Payment Date is a day that is not a Business Day, then the dividend with respect to that Dividend Payment Date shall instead be paid on the immediately succeeding Business Day, without interest or other payment in respect of such delayed payment.

(d) The Bank shall calculate dividends on the shares of Series A Preferred Stock on the basis of a 360-day year of twelve 30-day months. Dollar amounts resulting from such calculation shall be rounded to the nearest cent, with one-half cent being rounded upward.

(e) Dividends on the shares of Series A Preferred Stock shall not be cumulative or mandatory. If the Board does not declare a dividend on the shares of Series A Preferred Stock or if the Board authorizes and the Bank declares less than a full dividend in respect of any Dividend Period, the holders of the shares of Series A Preferred Stock will have no right to receive any dividend or a full dividend, as the case may be, for the Dividend Period, and the Bank shall have no obligation to pay a dividend or to pay full dividends for that Dividend Period at any time, whether or not dividends on the shares of Series A Preferred Stock or any other series of the Preferred Stock or Common Stock are declared for any future Dividend Period.

(f) Dividends on the shares of Series A Preferred Stock shall accrue from the original issue date of the shares of Series A Preferred Stock at the dividend rate on the liquidation preference amount of \$25.00 per share. If the Bank issues additional shares of the Series A Preferred Stock, dividends on those additional shares shall accrue from the original issue date of those additional shares at the dividend rate.

(g) So long as any share of Series A Preferred Stock remains outstanding, if full dividends on the

Series A Preferred Stock for the most recently completed Dividend Period have not been declared and paid, or declared and a sum sufficient for the payment thereof shall not have been set apart for such payments:

(i) no dividend shall be declared and paid or set aside for payment and no distribution shall be declared and made or set aside for payment on any Junior Stock (other than a dividend payable solely in shares of Junior Stock or any dividend in connection with the implementation of a shareholder rights plan or the redemption or repurchase of any rights under such a plan, including with respect to any successor shareholder rights plan);

(ii) no shares of Junior Stock shall be repurchased, redeemed, or otherwise acquired for consideration by the Bank, directly or indirectly (other than as a result of a reclassification of Junior Stock for or into other Junior Stock, or the exchange for or conversion into Junior Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of Junior Stock or pursuant to a contractually binding requirement to buy Junior Stock pursuant to a binding stock repurchase plan existing prior to the most recently completed Dividend Period), nor shall any monies be paid to or made available for a sinking fund for the redemption of any such securities by the Bank; and

(iii) no shares of Parity Stock shall be repurchased, redeemed or otherwise acquired for consideration by the Bank (other than pursuant to pro rata offers to purchase all, or a pro rata portion, of the shares of Series A Preferred Stock and such Parity Stock, through the use of the proceeds of a substantially contemporaneous sale of other shares of Parity Stock or Junior Stock, as a result of a reclassification of Parity Stock for or into other Parity Stock, or by conversion into or exchange for Junior Stock) during a Dividend Period;

The foregoing limitations in subsections (i), (ii) and (iii) immediately above shall not apply to purchases or acquisitions of the Bank's Junior Stock pursuant to any employee or director incentive or benefit plan or arrangement (including any of the Bank's employment, severance, or consulting agreements) of the Bank or of any of the Bank's subsidiaries heretofore or hereafter adopted.

(h) Except as provided below, for so long as any share of Series A Preferred Stock remains outstanding, the Bank shall not declare, pay, or set aside for payment full dividends on any Parity Stock unless the Bank has paid in full, or set aside payment in full, in respect of all unpaid dividends for all Dividend Periods for outstanding shares of Series A Preferred Stock. To the extent that the Bank declares dividends on the shares of Series A Preferred Stock and on shares of any Parity Stock but cannot make full payment of such declared dividends, the Bank shall allocate the dividend payments on a pro rata basis among the holders of the shares of Series A Preferred Stock and the holders of any Parity Stock then outstanding. For purposes of calculating the pro rata allocation of partial dividend payments, the Bank shall allocate dividend payments based on the ratio between (1) the aggregate of the declared but unpaid dividends due on the shares of Series A Preferred Stock and (2) (A) in the case of cumulative Parity Stock, the aggregate of the accrued and unpaid dividends due on any such Parity Stock and (B) in the case of non-cumulative Parity Stock, the aggregate of the declared but unpaid dividends due on any such Parity Stock. No interest shall be payable in respect of any dividend payment on shares of Series A Preferred Stock that may be in arrears.

(i) Subject to the foregoing conditions, and not otherwise, dividends (payable in cash, stock, or otherwise), as may be determined by the Board (or a duly authorized committee thereof), may be declared and paid on the Common Stock and any Junior Stock from time to time out of any funds legally available for such payment, and the holders of the shares of Series A Preferred Stock shall not be entitled to participate in such dividends.

4. Liquidation Rights.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Bank, the holders of the shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the Bank's assets legally available for distribution to the Bank's shareholders, before any distribution of assets is made to holders of Common Stock or any other Junior Stock, a liquidating distribution per share of Series A Preferred Stock in the amount equal to the sum of (1) the Liquidation Preference, plus (2) the sum of (A) any declared and unpaid dividends for Dividend Periods ending prior to the commencement of the Dividend Period in which the liquidation distribution is made and (B) any declared and unpaid dividends for the then current Dividend Period in which the liquidation distribution is made (to the date of such liquidation distribution). After payment of the full amount of the liquidating distributions to which they are entitled pursuant to the foregoing, the holders of shares of Series A Preferred Stock shall have no right or claim to any remaining assets of the Bank.

(b) In the event that, upon any such voluntary or involuntary liquidation, dissolution or winding up, the available assets of the Bank are insufficient to pay the amount of the liquidating distributions on all outstanding shares of Series A Preferred Stock and the corresponding amounts payable on all shares of Parity Stock in the distribution of assets upon any liquidation, dissolution or winding up of the Bank, then the holders of the shares of Series A Preferred Stock and such Parity Stock shall share ratably in any such distribution of assets in proportion to the full liquidating distributions to which they respectively would be entitled.

(c) For the purposes of this Section 4, the merger or consolidation of the Bank with or into any other entity or by another entity with or into the Bank or the sale, lease, exchange or other transfer of all or substantially all of the assets of the Bank (for cash, securities or other consideration) shall not be deemed to constitute the liquidation, dissolution or winding up of the Bank. If the Bank enters into any merger or consolidation transaction with or into any other entity and the Bank is not the surviving entity in such transaction, shares of the Series A Preferred Stock may be converted into shares of the surviving or successor corporation or the direct or indirect parent of the surviving or successor corporation having terms identical to the terms of the Series A Preferred Stock set forth herein.

5. Redemption Rights.

(a) The Series A Preferred Stock is not subject to any mandatory redemption, sinking fund or other similar provisions. Subject to the terms and conditions of this Section 5, the Bank may redeem shares of Series A Preferred Stock, in whole or in part, at its option, on any Dividend Payment Date on or after November 15, 2026, with not less than thirty (30) calendar days' and not more than sixty (60) calendar days' notice (an "Optional Redemption"), subject to the approval of the appropriate federal and/or state banking agencies, at the Redemption Price. Dividends shall not accrue on those shares of Series A Preferred Stock so redeemed on and after the applicable redemption date.

(b) In addition, the Bank may redeem shares of Series A Preferred Stock, in whole but not in part, at its option, for cash, at any time within ninety (90) calendar days following a Regulatory Capital Treatment Event, subject to the approval of the appropriate federal and/or state banking agencies, at the Redemption Price (a "Regulatory Event Redemption").

(c) The redemption price for any redemption of a share of Series A Preferred Stock, whether an Optional Redemption or Regulatory Event Redemption, shall be an amount equal to the sum of (1) the Liquidation Preference, plus (2) the sum of (A) any declared and unpaid dividends for Dividend Periods ending prior to the commencement of the Dividend Period in which the redemption occurs and (B) any

declared and unpaid dividends for the then current Dividend Period in which the redemption occurs (to, but excluding, the date of redemption (the “Redemption Price”).

(d) Any notice given as provided in this Section 5 shall be conclusively presumed to have been duly given, whether or not the holder receives the notice, and any defect in the notice or in the provision of the notice, to any holder of shares of Series A Preferred Stock designated for redemption will not affect the redemption of any other shares of Series A Preferred Stock. Any notice provided to a holder of shares of Series A Preferred Stock shall be deemed given on the date provided, whether or not the holder actually receives the notice. A notice of redemption shall be given not less than thirty (30) calendar days and not more than sixty (60) calendar prior to the date of redemption specified in the notice, and shall specify (1) the redemption date, (2) the Redemption Price, (3) if fewer than all shares of Series A Preferred Stock are to be redeemed, the number of shares of Series A Preferred Stock to be redeemed and (4) the manner in which holders of shares of Series A Preferred Stock called for redemption may obtain payment of the Redemption Price in respect of those shares. Notwithstanding anything to the contrary in this Section 5, if the Series A Preferred Stock is issued in book-entry form through The Depository Trust Company or any other similar facility, notice of redemption may be given to the holders of shares of Series A Preferred Stock at such time and in any manner permitted by such facility.

(e) If notice of redemption of any shares of Series A Preferred Stock has been given by the Bank and if the funds necessary for such redemption have been set aside by the Bank in trust for the benefit of the holders of any shares of Series A Preferred Stock, then from and after the redemption date such shares of Series A Preferred Stock shall no longer be outstanding for any purpose, all dividends with respect to such shares of Series A Preferred Stock shall cease to accrue from the redemption date and all rights of the holders of such shares shall terminate, except the right to receive the Redemption Price, without interest. Shares of Series A Preferred Stock redeemed pursuant to this Section 5 or purchased or otherwise acquired for value by the Bank shall, after such acquisition, have the status of authorized and unissued shares of the Preferred Stock and may be reissued by the Bank at any time as shares of any series of the Preferred Stock other than as Series A Preferred Stock.

(f) In the event that fewer than all of the outstanding shares of Series A Preferred Stock are to be redeemed, the shares of Series A Preferred Stock to be redeemed shall be selected either pro rata or by lot or in such other manner as the Board determines to be fair and equitable and permitted by the rules of any stock exchange on which the Series A Preferred Stock is listed, subject to the provisions hereof. The Board shall have the full power and authority to prescribe the terms and conditions upon which such shares of Series A Preferred Stock may be redeemed from time to time.

(g) No holder of shares of Series A Preferred Stock shall have the right to require the redemption of the Series A Preferred Stock.

6. Voting Rights.

(a) Holders of shares of Series A Preferred Stock shall not have any voting rights, except as set forth below or as otherwise required by the Arkansas Code.

(b) Whenever dividends payable on the shares of Series A Preferred Stock or any other class or series of the Preferred Stock ranking equally with the Series A Preferred Stock as to payment of dividends, and upon which voting rights equivalent to those described in this paragraph have been conferred and are exercisable (together with the Series A Preferred Stock, the “Special Voting Preferred Stock”), have not been declared and paid in an aggregate amount equal to, as to any such class or series of Special Voting Preferred Stock, the equivalent of at least six (6) or more quarterly Dividend Periods, whether or not for consecutive Dividend Periods (a “Nonpayment”), the holders of outstanding shares of the Special Voting

Preferred Stock voting together as a single class, shall, exclusively, be entitled to vote for the election of two (2) additional directors of the Board on the terms set forth in this Section 6 (and to fill any vacancies in the terms of such directorships) (the “Preferred Stock Directors”). In the event that the holders of the shares of the Special Voting Preferred Stock are entitled to vote as described in this Section 6, the number of members of the Board at that time shall be increased by two (2) directors, and the holders of the shares of Special Voting Preferred Stock shall have the right to elect two (2) directors at a special meeting of the holders of the Special Voting Preferred Stock called at the request of the holders of record of at least twenty percent (20%) of the aggregate voting power of the Special Voting Preferred Stock provided that the election of any Preferred Stock Directors shall not cause the Bank to violate any corporate governance requirements of the NASDAQ Stock Exchange (or any other exchange on which the securities of the Bank may at such time be listed), including that listed companies must have a majority of independent directors, and provided further that at no time shall the Board include more than two (2) Preferred Stock Directors.

(c) The Preferred Stock Directors elected at any such special meeting shall hold office until the next annual meeting of the Bank’s shareholders unless they have been previously terminated or removed pursuant to this Section 6. In case any vacancy in the office of a Preferred Stock Director occurs (other than prior to the initial election of the Preferred Stock Directors), the vacancy may be filled by the written consent of the Preferred Stock Director remaining in office, or, if none remains in office, by the vote of the holders of the shares of Special Voting Preferred Stock to serve until the next annual meeting of the shareholders.

(d) When the Bank has paid full dividends on the Special Voting Preferred Stock for the equivalent of at least four (4) Dividend Periods, following a Nonpayment, then the right of the holders of shares of Special Voting Preferred Stock to elect the Preferred Stock Directors set forth in this Section 6 shall cease (subject to the continued applicability of the provisions for the vesting of the special voting rights in the case of any future Nonpayment). Upon termination of the right of the holders of shares of the Special Voting Preferred Stock to vote for Preferred Stock Directors as set forth in this Section 6, the term of office of all Preferred Stock Directors then in office shall terminate immediately. Whenever the term of office of the Preferred Stock Directors ends and the related voting rights have expired, the number of directors automatically will be decreased to the number of directors as otherwise would prevail.

(e) So long as any shares of Series A Preferred Stock remain outstanding, the Bank shall not, without the affirmative vote or consent of holders of at least 66 2/3% in voting power of the shares of Series A Preferred Stock, given in person or by proxy, either in writing without a meeting or at any meeting called for the purpose, authorize, create or issue any shares of capital stock ranking senior to the Series A Preferred Stock as to dividends and rights upon liquidation, dissolution or winding up, or reclassify any authorized capital stock into any such shares of such capital stock or issue any obligation or security convertible into or evidencing the right to purchase any such shares of capital stock. Further, so long as any shares of the Series A Preferred Stock remain outstanding, the Bank shall not, without the affirmative vote of the holders of at least 66 2/3% in voting power of the Series A Preferred Stock, amend, alter or repeal any provision of these Articles of Amendment or the Amended and Restated Articles of Incorporation of the Bank, including by merger, consolidation or otherwise, in any manner that would affect the powers, preferences or special rights of the Series A Preferred Stock. Notwithstanding the foregoing, (i) any increase in the amount of authorized shares of Common Stock or authorized shares of the Preferred Stock, or any increase or decrease in the number of shares of any series of the Preferred Stock, or the authorization, creation and issuance of other classes or series of capital stock, in each case ranking on parity with or junior to the shares of the Series A Preferred Stock as to dividends and distribution of assets upon liquidation, dissolution or winding up, shall not be deemed to affect such powers, preferences or special rights, (ii) a merger or consolidation of the Bank with or into another entity in which the shares of the Series A Preferred Stock (1) remain outstanding or (2) are converted into or exchanged for preference securities of the surviving entity or any entity, directly or indirectly, controlling such surviving entity and such new preference securities have

powers, preferences and special rights that are not materially less favorable than the Series A Preferred Stock shall not be deemed to affect the powers, preferences or special rights of the Series A Preferred Stock and (iii) the foregoing voting rights of the holders of Series A Preferred Stock shall not apply if, at or prior to the time when the act with respect to which the vote would otherwise be required shall be effected, all outstanding shares of Series A Preferred Stock shall have been redeemed or called for redemption upon proper notice and sufficient funds shall have been set aside by the Bank for the benefit of holders of shares of Series A Preferred Stock to effect the redemption.

(f) A request for a special meeting of the holders of the Special Voting Preferred Stock shall be in writing and delivered to the Secretary of the Bank, and shall include (1) the name and address, as they appear on the Bank's books, of each shareholder of record signing such request, the date of each such shareholder's signature and the name and address of any beneficial owner on whose behalf such request is made; (2) the class and number of shares of Special Voting Preferred Stock that are owned of record or beneficially by each such shareholder and any such beneficial owner and documentary evidence of such record or beneficial ownership; (3) all information relating to each shareholder signing the special meeting request and such shareholder's nominee(s) for relating to each shareholder signing the special meeting request and such shareholder's nominee(s) for the Preferred Stock Directors that must be disclosed in solicitations for proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder. The provisions of Article II, Sections 3 through 13 of the Bank's Bylaws (as the same may be amended or restated from time to time) shall apply to any special meeting of the holders of the Special Voting Preferred Stock for the election of the Preferred Stock Directors. If the Secretary of the Bank does not call a special meeting of the holders of the Special Voting Preferred Stock within thirty (30) calendar days after receipt of any such request, then any holder of shares of Special Voting Preferred Stock may (at the Bank's reasonable expense) call such meeting, upon notice as provided in Article II, Section 4 of the Bank's Bylaws (as the same may be amended or restated from time to time) and, for that purpose, shall have access to the stock register of the Bank.

(g) Each holder of shares of Series A Preferred Stock will have one (1) vote per share on any matter on which holders of shares of Series A Preferred Stock are entitled to vote.

7. Conversion Rights. The holders of shares of Series A Preferred Stock shall not have any rights to convert such shares into shares of any other class or series of stock or into any other securities of, or any interest or property in, the Bank.

8. No Sinking Fund. No sinking fund shall be established for the retirement or redemption of shares of Series A Preferred Stock.

9. No Preemptive or Subscription Rights. No holder of shares of Series A Preferred Stock shall, as such holder, have any preemptive right to purchase or subscribe for any additional shares of capital stock of the Bank or any other security of the Bank that it may issue or sell.

10. Certificates. The Bank may, at its option, issue shares of Series A Preferred Stock without certificates.

11. No Other Rights. The shares of Series A Preferred Stock shall not have any designations, preferences or relative, participating, optional or other special rights except as set forth in these Articles of Amendment, the Bank's Amended and Restated Articles of Incorporation or as otherwise required by applicable law, including the Arkansas Code.

IN WITNESS WHEREOF we have hereunto set our hands and the Seal of said bank on this 29th day of October, 2021.

/s/ George G. Gleason

George G. Gleason
Chairman and CEO

/s/ Helen W. Brown

Helen W. Brown
Secretary of the Bank

Number *0*

Shares *0*

BANK OZK
 INCORPORATED UNDER THE LAWS OF THE STATE OF ARKANSAS
 4.625% SERIES A NON-CUMULATIVE PERPETUAL PREFERRED STOCK
 PAR VALUE \$0.01 PER SHARE

Specimen

is the owner of

Zero

FULLY PAID AND NONASSESSABLE SHARES OF 4.625% SERIES A NON-CUMULATIVE PERPETUAL PREFERRED STOCK, PAR VALUE \$0.01 PER SHARE AND LIQUIDATION PREFERENCE \$25.00 PER SHARE, OF BANK OZK

(the "Bank") transferable on the books of the Bank by the holder hereof in person or by its duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Amended and Restated Articles of Incorporation of the Bank, as amended, and the Second Amended and Restated Bylaws, as amended, of the Bank.

IN WITNESS WHEREOF, the Bank has caused this Certificate to be executed on its behalf by its duly authorized officers this 4th day of November, 2021.

 Helen Brown
 Secretary

 George G. Gleason
 Chief Executive Officer

[CORPORATE SEAL]

BANK OZK WILL FURNISH TO ANY SHAREHOLDER UPON REQUEST AND WITHOUT CHARGE A FULL STATEMENT OF THE DESIGNATIONS, RELATIVE RIGHTS, PREFERENCES AND LIMITATIONS OF THE SHARES OF EACH CLASS OR SERIES OF CAPITAL STOCK AUTHORIZED TO BE ISSUED BY BANK OZK.

THE SECURITIES REPRESENTED BY THIS INSTRUMENT ARE NOT SAVINGS ACCOUNTS, DEPOSITS OR OTHER OBLIGATIONS OF A BANK AND ARE NOT INSURED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM TEN ENT JT TEN	- as tenants in common - as tenants by the entireties - as joint tenants with rights of survivorship and not as tenants in common	UNIF GIFT MIN ACT -	(Cust)	Custodian	(Minor)
		UNIF TRF MIN ACT -	Under Uniform Gift to Minors Act		Custodian
			(Cust)	(until) Age (Minor)	
Additional abbreviations may also be used though not in the above list.			Under Uniform Gift to Minors Act		(State)

For Value Received, _____ hereby sell, assign and transfer unto
 PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

 (PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ shares
 of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

_____ Attorney
 to transfer said stock on the books of the within named Bank with full power of substitution in premises.

Date: _____ 20_

 Signature:

SIGNATURE(S) GUARANTEED:
 THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Stockbrokers, Banks, Savings Banks, Federal Savings Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO SEC RULE 17Ad-15.

NOTE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT, OR ANY CHANGE WHATSOEVER.