

**UNITED STATES
FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 5, 2020 (May 4, 2020)**

Bank OZK

(Exact name of registrant as specified in its charter)

Arkansas

(State or other jurisdiction of incorporation)

110

(FDIC Certificate Number)

71-0130170

(IRS Employer Identification No.)

17901 Chenal Parkway, Little Rock, Arkansas

(Address of principal executive offices)

72223

(Zip Code)

(501) 978-2265

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- () Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- () Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- () Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- () Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value per share	OZK	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2020 Annual Shareholders' Meeting (the "Annual Meeting") of Bank OZK (the "Company") was held on May 4, 2020, at which (i) fifteen (15) directors were elected, (ii) the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm was ratified, and (iii) the compensation paid to the Company's named executive officers was approved in an advisory, non-binding vote. Each proposal is described in detail in the Company's Proxy Statement for the Annual Meeting, which was filed with the Federal Deposit Insurance Corporation on March 13, 2020. At the Annual Meeting, 118,016,767 shares of common stock, or approximately 91% of the 129,330,552 shares of common stock outstanding and entitled to vote at the Annual Meeting, were present in person or by proxies. The final results for the votes regarding each proposal are set forth below.

Proposal No. 1. Election of Directors

The following persons were duly elected as directors of the Company until the 2021 Annual Shareholders' Meeting or until their successors are duly elected and qualified: Nicholas Brown, Paula Cholmondeley, Beverly Cole, Robert East, Kathleen Franklin, Catherine B. Freedberg, Jeffrey Gearhart, George Gleason, Peter Kenny, William Koefoed, Jr., Walter J. Mullen, III, Christopher Orndorff, John Reynolds, Steven Sadoff and Ross Whipple. The table below sets forth the voting results for each director nominee:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
George Gleason	104,071,459	2,076,440	117,871	11,750,997
Nicholas Brown	105,483,745	684,206	97,819	11,750,997
Paula Cholmondeley	105,622,786	553,940	89,044	11,750,997
Beverly Cole	105,853,456	321,581	90,733	11,750,997
Robert East	104,563,557	1,603,982	98,231	11,750,997
Kathleen Franklin	105,332,149	845,477	88,144	11,750,997
Catherine B. Freedberg	105,543,214	636,247	86,309	11,750,997
Jeffrey Gearhart	105,850,770	312,806	102,194	11,750,997
Peter Kenny	105,325,338	842,563	97,869	11,750,997
William Koefoed, Jr.	105,830,499	336,369	98,902	11,750,997
Walter J. Mullen, III	105,853,239	311,748	100,783	11,750,997
Christopher Orndorff	105,858,734	305,110	101,926	11,750,997
John Reynolds	105,856,849	307,944	100,977	11,750,997
Steven Sadoff	105,842,356	323,344	100,070	11,750,997
Ross Whipple	105,832,070	320,632	113,068	11,750,997

Proposal No 2. Ratification of PricewaterhouseCoopers LLP as the Company's Independent Auditors

At the Annual Meeting, the Company's shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The table below sets forth the voting results for this proposal:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
117,621,097	318,176	77,494

Proposal No 3. Advisory Vote to Approve the Company's Named Executive Officer Compensation

At the Annual Meeting, the Company's shareholders approved an advisory, non-binding resolution to approve the compensation of the Company's named executive officers. The table below sets forth the voting results for this proposal:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
103,945,394	2,141,299	179,077	11,750,997

