

**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 9, 2023 (May 8, 2023)**

**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.)

**18000 Cantrell Road, 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
4.625% Series A Non-Cumulative Perpetual Preferred Stock, \$0.01 par value per share	OZKAP	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 2023 Annual Shareholders' Meeting (the "Annual Meeting") of Bank OZK (the "Company") was held on May 8, 2023, at which (i) thirteen (13) 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 17, 2023. At the Annual Meeting, 107,504,319 shares of common stock, or approximately 91.84% of the 117,052,292 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 2024 Annual Shareholders' Meeting or until their successors are duly elected and qualified: Nicholas Brown, Paula Cholmondeley, Beverly Cole, Robert East, Kathleen Franklin, Jeffrey Gearhart, George Gleason, Peter Kenny, William Koefoed, Jr., Elizabeth Musico, Christopher Orndorff, 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>
Nicholas Brown	95,671,534	4,009,137	81,634	7,742,014
Paula Cholmondeley	97,892,061	1,768,376	101,868	7,742,014
Beverly Cole	99,099,293	570,415	92,597	7,742,014
Robert East	96,437,542	3,228,482	96,281	7,742,014
Kathleen Franklin	97,038,755	2,634,527	89,023	7,742,014
Jeffrey Gearhart	99,125,141	542,371	94,793	7,742,014
George Gleason	96,181,455	3,497,222	83,628	7,742,014
Peter Kenny	97,301,403	2,364,943	95,959	7,742,014
William Koefoed, Jr.	97,931,232	1,745,511	85,562	7,742,014
Elizabeth Musico	99,067,717	601,581	93,007	7,742,014
Christopher Orndorff	99,139,271	540,159	82,875	7,742,014
Steven Sadoff	99,137,051	542,686	82,568	7,742,014
Ross Whipple	99,119,993	547,299	95,013	7,742,014

### **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, 2023. The table below sets forth the voting results for this proposal:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
106,670,663	755,656	78,000

### **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>
97,925,211	1,696,399	140,695	7,742,014

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### BANK OZK

Date: May 8, 2023

By:       /s/ Tim Hicks        
Name: Tim Hicks  
Title: Chief Financial Officer