

**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): **November 14, 2022 (November 13, 2022)**

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 7.01 Regulation FD Disclosure

On November 14, 2022, Bank OZK (the “Bank”) issued a press release (the “Press Release”) regarding the Repurchase Program (defined below). A copy of the Press Release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be deemed to be incorporated by reference into any filing of the Bank under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events

The Bank announced today that its Board of Directors has authorized a new stock repurchase program (the “Repurchase Program”) pursuant to which the Bank may repurchase up to an aggregate of \$300 million of its outstanding common stock, par value \$0.01 per share. The shares will be repurchased from time to time at prevailing market prices, through open market or privately negotiated transactions, or otherwise in accordance with applicable federal securities laws, including Rule 10b-18 of the Exchange Act. The number of shares to be repurchased and the timing of any repurchases will depend on factors such as the share price, economic and market conditions, and corporate and regulatory requirements. The Repurchase Program will be in effect until November 9, 2023 unless extended or shortened by the Board of Directors.

Cautionary Statements Regarding Forward-Looking Information

This Current Report on Form 8-K, including the Exhibit 99.1 and certain other communications by the Bank contain statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. Such statements are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Bank’s present expectations. Additional information regarding these and other risks is contained in the Bank’s filings with the Federal Deposit Insurance Corporation (“FDIC”). Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made. The Bank undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the FDIC, through press releases, or through other public disclosure, including disclosure on the Bank’s website.

Item 9.01 Financial Statements and Exhibits

(d) *Exhibits.* The following exhibit is being furnished to this Current Report on Form 8-K:

99.1 Bank OZK Press Release dated November 14, 2022, Regarding Repurchase Program

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: November 14, 2022

By: /s/ Tim Hicks

Name: Tim Hicks

Title: Chief Financial Officer

**NEWS RELEASE**

Date: November 14, 2022
Investor Contact: Jay Staley (501) 906-7842
Media Contact: Michelle Rossow (501) 906-3922

Bank OZK Announces \$300 Million Stock Repurchase Program

LITTLE ROCK, ARKANSAS: Bank OZK (the “Bank”) (Nasdaq: OZK) today announced that its Board of Directors approved a new stock repurchase program pursuant to which the Bank may repurchase up to \$300 million of its outstanding common stock (the “Repurchase Program”). The Bank’s previous stock repurchase program expired on November 4, 2022.

The Repurchase Program, which has received all required regulatory approval, will expire on the earlier to occur of: (i) the Bank repurchasing shares of its common stock at an aggregate cost of \$300 million, or (ii) November 9, 2023. The Repurchase Program may be suspended or discontinued at any time. Repurchases may be made at management’s discretion from time to time on the open market, through privately negotiated transactions or otherwise in accordance with applicable federal securities laws, including through Rule 10b5-1 trading plans and under Rule 10b-18 of the Securities Exchange Act of 1934. The number of shares to be repurchased and the timing of repurchases will be based on a variety of factors, including the Bank’s capital position, expected growth, alternative uses of capital, liquidity, financial performance, stock price, current and expected macroeconomic environment, regulatory requirements and other factors.

GENERAL INFORMATION

Bank OZK (Nasdaq: OZK) is a regional bank providing innovative financial solutions delivered by expert bankers with a relentless pursuit of excellence. Established in 1903, Bank OZK conducts banking operations through over 240 offices in eight states including Arkansas, Georgia, Florida, North Carolina, Texas, New York, California and Mississippi and had \$26.23 billion in total assets as of September 30, 2022. Bank OZK can be found at www.ozk.com and on Facebook, Twitter and LinkedIn or contacted at (501) 978-2265 or P.O. Box 8811, Little Rock, Arkansas 72231-8811.

CAUTION ABOUT FORWARD-LOOKING STATEMENTS

This release and certain other communications by the Bank contain statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Bank’s present expectations. Additional information regarding these risks and uncertainties is contained in the Bank’s filings with the Federal Deposit Insurance Corporation. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Bank undertakes no obligation to update such statements.