

**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 4, 2021 (May 3, 2021)**

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

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 2021 Annual Shareholders' Meeting (the "Annual Meeting") of Bank OZK (the "Company") was held on May 3, 2021, 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, (iii) the compensation paid to the Company's named executive officers was approved in an advisory, non-binding vote, and (iv) an advisory vote was taken on the frequency of future advisory, non-binding shareholder votes related to the compensation paid to the Company's named executive officers. 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 12, 2021. At the Annual Meeting, 118,836,640 shares of common stock, or approximately 92% of the 129,650,437 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 2022 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., 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>
George Gleason	107,321,865	1,897,847	267,462	9,349,466
Nicholas Brown	108,053,368	1,363,020	70,786	9,349,466
Paula Cholmondeley	108,349,781	1,075,198	62,195	9,349,466
Beverly Cole	109,329,017	92,993	65,164	9,349,466
Robert East	108,883,554	532,888	70,732	9,349,466
Kathleen Franklin	107,995,502	1,428,538	63,134	9,349,466
Catherine B. Freedberg	109,229,678	187,079	70,417	9,349,466
Jeffrey Gearhart	109,334,577	83,788	68,809	9,349,466
Peter Kenny	108,290,895	1,128,335	67,944	9,349,466
William Koefoed, Jr.	109,327,627	93,051	66,496	9,349,466
Christopher Orndorff	109,333,539	82,962	70,673	9,349,466
Steven Sadoff	109,331,894	84,277	71,003	9,349,466
Ross Whipple	109,321,187	85,852	80,135	9,349,466

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, 2021. The table below sets forth the voting results for this proposal:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
118,709,891	66,790	59,959

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>
105,957,149	3,407,031	122,994	9,349,466

Proposal No 4. Advisory Vote on Frequency of the Advisory Vote to Approve the Company's Named Executive Officer Compensation

At the Annual Meeting, the Company's shareholders voted on the frequency of the advisory vote related to

the compensation paid to the Company's named executive officers. The table below sets forth the voting results for this proposal:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
102,151,544	110,163	7,122,605	102,862	9,349,466

The Company's Board of Directors has considered the results of this vote and has determined that, consistent with its prior recommendation and the majority vote of the Company's shareholders at the Annual Meeting, the Company will include a non-binding shareholder advisory vote on the compensation of the Company's named executive officers in the Company's proxy materials every year.

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 4, 2021

By: /s/ Greg McKinney

Name: Greg McKinney

Title: Chief Financial Officer