
Section 1: S-8 (FORM S-8)

As filed with the Securities and Exchange Commission on May 18, 2015

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

BANK OF THE OZARKS, INC.

(Exact name of registrant as specified in its charter)

ARKANSAS
(State or other jurisdiction of
incorporation or organization)

71-0556208
(I.R.S. Employer
Identification No.)

**17901 CHENAL PARKWAY
LITTLE ROCK, ARKANSAS**
(Address of Principal Executive Offices)

72223
(Zip Code)

BANK OF THE OZARKS, INC. AMENDED AND RESTATED STOCK OPTION PLAN
(Full title of the plan)

Greg L. McKinney
Chief Financial Officer and Chief Accounting Officer
Bank of the Ozarks, Inc.
17901 Chenal Parkway
Little Rock, Arkansas 72223
(Name and address of agent for service)

501-978-2265
(Telephone number, including area code, of agent for service)

With a copy to:

H. Watt Gregory, III
Kutak Rock LLP
124 West Capitol, Suite 2000
Little Rock, Arkansas 72201
501-975-3000

1934.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Amount To Be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount Of Registration Fee |
|---|--|--|--|---------------------------------------|
| Common Stock, \$0.01 par value | 1,500,000 shares | \$42.40 | \$63,600,000 | \$7,390 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), the number of shares of Common Stock registered hereunder includes such indeterminate number of additional shares of Common Stock as may be offered or issued in the future to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Calculated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based upon the average of the high and low sales prices of the shares of the registrant's Common Stock as reported on the NASDAQ Stock Market on May 14, 2015.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,500,000 shares of Common Stock, \$0.01 par value, of Bank of the Ozarks, Inc. (the “Company” or the “Registrant”) to be issued pursuant to the Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan (the “Plan”). The prior registration statements on Form S-8 (File Nos. 333-183909, 333-68596, 333-32173 referred to as the “Prior Registration Statements”), as filed with the U.S. Securities and Exchange Commission (the “SEC” or “Commission”) on September 14, 2012, August 29, 2001 and July 28, 1997, respectively, are currently effective and, as permitted by General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by the Company with the Commission are incorporated by reference herein:

- (a) The Company’s annual report on Form 10-K for the fiscal year ended December 31, 2014, filed with the Commission on February 27, 2015 (including portions of the Company’s definitive Proxy Statement for the 2015 Annual Meeting of Shareholders incorporated therein by reference);
- (b) The Company’s Current Reports on Form 8-K filed on May 18, 2015, May 6, 2015, February 10, 2015, January 16, 2015, January 15, 2015 (only Item 8.01 information), and January 2, 2015, in each case except to the extent furnished but not filed; and
- (c) The description of the Company’s Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on June 26, 1997, and any amendment or report filed with the Commission for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded to the extent that a statement contained in this Registration Statement or in any other later filed document that also is or is deemed to be incorporated by reference modifies or supersedes such statement. Any statement modified or superseded will not be deemed, except as so modified or superseded, to be a part of this Registration Statement.

Item 8. Exhibits.

| <u>Number</u> | <u>Description</u> |
|---------------|---|
| 5.1 | Opinion of Kutak Rock LLP. |
| 23.1 | Consent of Kutak Rock LLP (included in the opinion filed as Exhibit 5.1). |
| 23.2 | Consent of Crowe Horwath LLP. |
| 24.1 | Power of Attorney (included on signature page of the Registration Statement). |
| 99.1 | Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan (previously filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 18, 2015, and incorporated herein by reference). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Little Rock, State of Arkansas, on May 18, 2015.

BANK OF THE OZARKS, INC.

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

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, a director or officer, or both, of Bank of the Ozarks, Inc. (the "Company"), acting pursuant to authorization of the Board of Directors of the Company, hereby appoints George G. Gleason and Greg L. McKinney or any one of them, attorneys-in-fact and agents for me and in my name and on my behalf, individually and as a director or officer, or both, of the Company, to sign this Registration Statement and any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and all supplements and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURES | TITLE | DATE |
|---|--|--------------|
| <u>/s/ George G. Gleason</u> George G. Gleason (Principal Executive Officer) | Chairman of the Board and Chief Executive Officer | May 18, 2015 |
| <u>/s/ Greg L. McKinney</u> Greg L. McKinney (Principal Financial Officer and Accounting Officer) | Chief Financial Officer and Chief Accounting Officer | May 18, 2015 |
| <u>/s/ Dan Thomas</u> Dan Thomas | Vice Chairman, Chief Lending Officer and President—Real Estate Specialties Group | May 18, 2015 |
| <u>/s/ Tyler Vance</u> Tyler Vance | Chief Operating Officer, Chief Banking Officer and Director | May 18, 2015 |
| <u>/s/ Nicholas Brown</u> Nicholas Brown | Director | May 18, 2015 |

| | | |
|---|----------|--------------|
| <u>/s/ Richard Cisne</u> Richard Cisne | Director | May 18, 2015 |
| <u>/s/ Robert East</u> Robert East | Director | May 18, 2015 |
| <u>/s/ Catherine B. Freedberg</u> Catherine B. Freedberg | Director | May 18, 2015 |
| <u>/s/ Linda Gleason</u> Linda Gleason | Director | May 18, 2015 |
| <u>/s/ Peter Kenny</u> Peter Kenny | Director | May 18, 2015 |
| <u>/s/ William A. Koefoed, Jr.</u> William A. Koefoed, Jr. | Director | May 18, 2015 |
| <u>/s/ Henry Mariani</u> Henry Mariani | Director | May 18, 2015 |
| <u>/s/ Robert Proost</u> Robert Proost | Director | May 18, 2015 |
| <u>/s/ R.L. Qualls</u> R.L. Qualls | Director | May 18, 2015 |
| <u>/s/ John Reynolds</u> John Reynolds | Director | May 18, 2015 |
| <u>/s/ Sherece West-Scantlebury</u> Sherece West-Scantlebury | Director | May 18, 2015 |
| <u>/s/ Ross Whipple</u> Ross Whipple | Director | May 18, 2015 |

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Section 2: EX-5.1 (EX-5.1)

Exhibit 5.1

May 18, 2015

Bank of the Ozarks, Inc.
17901 Chenal Parkway
Little Rock, Arkansas 72223

Re: REGISTRATION ON FORM S-8 OF SHARES OF COMMON STOCK, PAR VALUE \$0.01 PER SHARE, OFFERED PURSUANT TO THE BANK OF THE OZARKS, INC. AMENDED AND RESTATED STOCK OPTION PLAN

Ladies and Gentlemen:

We are acting as counsel to Bank of the Ozarks, Inc., an Arkansas corporation (the "Company") in connection with the registration under the Securities Act of 1933, as amended, of up to 1,500,000 shares (the "Shares") of Common Stock, par value \$0.01 per share, of the Company issuable under the Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan (the "Plan").

We have examined such documents, records, and matters of law as we have deemed necessary for purposes of this opinion. Based on such examination and on the assumptions set forth below, we are of the opinion that the Shares to be offered and sold, when issued and delivered in accordance with the terms and provisions of the Plan, against receipt of the consideration provided for therein, will be legally issued, fully paid, and nonassessable.

In rendering this opinion, we have (i) assumed and have not independently verified (a) the due authorization, execution and delivery of the Plan, (b) that all signatures on all certificates and other documents examined by us are genuine, and that, where any such signature purports to have been made in a corporate, governmental or other capacity, the person who affixed such signature to such certificate or other document had authority to do so, and (c) the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies and (ii) as to certain factual matters, relied upon certificates of public officials and of the Company and its officers and have not independently checked or verified the accuracy of the factual statements contained therein. In addition, our examination of matters of law has been limited to the Arkansas Business Corporation Act and all applicable provisions of the Arkansas Constitution and reported judicial decisions interpreting such laws and the federal laws of the United States of America and reported judicial decisions interpreting such laws, in each case as in effect on the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion is furnished to you in connection with the filing of the Registration Statement.

Very truly yours,

/s/ Kutak Rock LLP

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Section 3: EX-23.2 (EX-23.2)

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Bank of the Ozarks, Inc. Amended and Restated Stock Option Plan of our reports dated February 27, 2015 with respect to the consolidated financial statements of Bank of the Ozarks, Inc. and the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of Bank of the Ozarks, Inc. for the year ended December 31, 2014.

/s/ Crowe Horwath LLP

Atlanta, Georgia
May 18, 2015
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