# 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 17, 2022 (May 16, 2022)

#### **BANK OZK**

(Exact name of registrant as specified in its charter)

110 DIC Certificate Number)	71-0130170 (IRS Employer Identification No.)	
18000 Cantrell Road, Little Rock, Arkansas (Address of principal executive offices)		
	,	

#### (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 (17 240.14d-2(b))	CFR

( ) 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).

CFR §240.120-2).	
	Emerging growth company
If an emerging growth company, indicate by check m extended transition period for complying with any ner pursuant to Section 13(a) of the Exchange Act. □	e e e e e e e e e e e e e e e e e e e

#### Item 5.07 Submission of Matters to a Vote of Security Holders

The 2022 Annual Shareholders' Meeting (the "Annual Meeting") of Bank OZK (the "Company") was held on May 16, 2022, at which (i) twelve (12) 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 18, 2022. At the Annual Meeting, 110,646,230 shares of common stock, or approximately 89% of the 123,996,465 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 2023 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., Christopher Orndorff, Steven Sadoff and Ross Whipple. The table below sets forth the voting results for each director nominee:

				Broker Non-
Name	Votes For	Votes Against	Abstentions	Votes
Nicholas Brown	101,218,116	1,075,615	50,919	8,301,580
Paula Cholmondeley	101,697,665	601,998	44,987	8,301,580
Beverly Cole	101,971,754	322,442	50,454	8,301,580
Robert East	98,141,307	4,111,273	92,070	8,301,580
Kathleen Franklin	97,716,567	4,578,287	49,796	8,301,580
Jeffrey Gearhart	101,996,933	293,721	53,996	8,301,580
George Gleason	99,829,993	2,463,821	50,836	8,301,580
Peter Kenny	99,685,810	2,603,745	55,095	8,301,580
William Koefoed, Jr.	101,979,747	317,606	47,297	8,301,580
Christopher Orndorff	101,987,818	306,370	50,462	8,301,580
Steven Sadoff	101,998,638	296,613	49,399	8,301,580
Ross Whipple	101,983,824	310,737	50,089	8,301,580

# $\underline{Proposal\ No\ 2}.\ Ratification\ of\ Price waterhouse Coopers\ LLP\ as\ the\ Company's\ Independent\ Auditors$

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, 2022. The table below sets forth the voting results for this proposal:

Votes For	Votes Against	Abstentions
109,842,371	755,030	48,829

# <u>Proposal No 3</u>. 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:

Votes For	Votes For Votes Against		<b>Broker Non-</b>	
			Votes	
100,035,899	2,189,714	119,037	8,301,580	

# Item 8.01 Other Events

Effective May 16, 2022, the Company's Board of Directors elected Nicholas Brown as its non-executive Vice Chairman and Presiding Independent Director.

## **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**

By: /s/ Tim Hicks
Name: Tim Hicks Date: May 17, 2022

Title: Chief Credit and Administrative Officer