

HOME BANCSHARES INC
Form S-8
May 04, 2016

As filed with the Securities and Exchange Commission on May 4, 2016

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

HOME BANCSHARES, INC.
(Exact name of registrant as specified in its charter)

Arkansas
(State or other jurisdiction of
incorporation or organization)

71-0682831
(IRS Employer
Identification Number)

719 Harkrider, Suite 100, Conway, Arkansas
(Address of registrant's principal executive offices)

72032
(Zip Code)

**HOME BANCSHARES, INC. AMENDED AND RESTATED
2006 STOCK OPTION AND PERFORMANCE INCENTIVE PLAN
(Full title of the plan)**

C. Randall Sims

Chief Executive Officer

Home BancShares, Inc.

719 Harkrider

Conway, Arkansas 72032

Telephone: (501) 328-4656

**(Name, address and telephone number,
including area code, of agent for service)**

Copy to:

C. Douglas Buford, Jr., Esq.

**Mitchell, Williams, Selig, Gates & Woodyard,
P.L.L.C.**

425 West Capitol Avenue, Suite 1800

Little Rock, Arkansas 72201

Telephone: (501) 688-8866

Facsimile: (501) 918-7866

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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 Each Class 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 (2)
Common Stock, par value \$0.01	1,000,000	\$43.175	\$43,175,000	\$4,348

- (1) Pursuant to Rule 416, this registration statement is deemed to include additional shares of Common Stock issuable under the terms of the Amended and Restated 2006 Stock Option and Performance Incentive Plan to prevent dilution resulting from any further stock split, stock dividend or similar transaction.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, to be equal to \$43.175 per share, the average of the high and low prices of the Common Stock as reported on The NASDAQ Global Select Market on May 2, 2016.

Home BancShares, Inc. (the registrant or the Company) has previously registered a total of 4,644,000 shares (adjusted for prior stock dividends and a prior stock split) of its common stock, par value \$0.01 per share (Common Stock), reserved for issuance under its Amended and Restated 2006 Stock Option and Performance Incentive Plan (the Plan). On April 21, 2016, the shareholders of the Company approved an amendment to the Plan to increase the total number of shares of Common Stock that may be issued under the Plan to 5,644,000 shares. This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register the additional 1,000,000 shares issuable under the Plan. The Company hereby incorporates by reference into this Registration Statement the contents of the registration statements on Form S-8 (File Nos. 333-136645, 333-148763 and 333-188591) filed on August 15, 2006, January 18, 2008, and May 14, 2013, respectively.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We hereby incorporate by reference into this registration statement the following documents previously filed with the Commission:

- (1) Our Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Commission on February 26, 2016.
- (2) Our Current Reports on Form 8-K filed with the Commission on February 19, 2016 and March 24, 2016, and Items 5.02 and 5.07 of our Current Report on Form 8-K filed with the Commission on April 22, 2016.
- (3) The description of our Common Stock contained in our Registration Statement on Form 10, filed with the Commission on April 7, 2006, under Section 12 of the Securities Exchange Act of 1934 (the Exchange Act), and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that 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.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters with respect to the validity of the shares of our Common Stock offered hereby will be passed upon for us by Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C., Little Rock, Arkansas. As of May 2, 2016, attorneys with Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. participating in this matter beneficially own approximately 2,634 shares of our Common Stock.

Item 8. Exhibits.

The exhibits to this Form S-8 are listed on the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing this registration statement 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 Conway, State of Arkansas, on May 4, 2016.

HOME BANCSHARES, INC.

By: */s/ C. RANDALL SIMS*
 C. Randall Sims
 Chief Executive Officer and President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints C. Randall Sims and Brian S. Davis, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all documents in connection therewith, with the 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 in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each said attorneys-in-fact and agents, or his, her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<i>/s/ JOHN W. ALLISON</i> John W. Allison	Chairman of the Board of Directors	May 4, 2016
<i>/s/ C. RANDALL SIMS</i> C. Randall Sims	Chief Executive Officer, President and Director (Principal Executive Officer)	May 4, 2016
<i>/s/ BRIAN S. DAVIS</i> Brian S. Davis	Chief Financial Officer, Treasurer and Director (Principal Financial Officer)	May 4, 2016
<i>/s/ JENNIFER C. FLOYD</i> Jennifer C. Floyd	Chief Accounting Officer and Investor Relations Officer (Principal Accounting Officer)	May 4, 2016
<i>/s/ MILBURN ADAMS</i>	Director	May 4, 2016

Milburn Adams

/s/ ROBERT H. ADCOCK, JR.

Vice Chairman of the Board of Directors

May 4, 2016

Robert H. Adcock, Jr.

/s/ RICHARD H. ASHLEY	Director	May 4, 2016
Richard H. Ashley		
/s/ MIKE D. BEEBE	Director	May 4, 2016
Mike D. Beebe		
/s/ DALE A. BRUNS	Director	May 4, 2016
Dale A. Bruns		
/s/ JACK E. ENGELKES	Director	May 4, 2016
Jack E. Engelkes		
/s/ TRACY M. FRENCH	Director	May 4, 2016
Tracy M. French		
/s/ JAMES G. HINKLE	Director	May 4, 2016
James G. Hinkle		
/s/ ALEX R. LIEBLONG	Director	May 4, 2016
Alex R. Lieblong		
/s/ THOMAS J. LONGE	Director	May 4, 2016
Thomas J. Longe		

EXHIBIT INDEX

Exhibit Number	Description
4.1	Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
4.2	Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.2 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
4.3	Second Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.3 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
4.4	Third Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.4 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
4.5	Fourth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007)
4.6	Fifth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 4.6 to the Company's registration statement on Form S-3 (File No. 333-157165))
4.7	Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, filed with the Secretary of State of the State of Arkansas on January 14, 2009 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on January 21, 2009)
4.8	Seventh Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 19, 2013)
4.9	Eighth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 22, 2016)
4.10	Restated Bylaws of Home BancShares, Inc. (incorporated by reference to Exhibit 3.5 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
4.11	Specimen Stock Certificate representing Home BancShares, Inc. Common Stock (incorporated by reference to Exhibit 4.6 to the Company's registration statement on Form S-1 (File No. 333-132427), as amended)
5.1	Opinion of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
23.1	Consent of BKD, LLP
23.2	Consent of Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C. (included in Exhibit 5.1)
24.1	Power of Attorney (on signature page)
99.1	Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc., as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on March 30, 2012)
99.2	

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Amendment to Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc., as amended (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015, filed on August 6, 2015)

99.3 Amendment to Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc., as amended (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 22, 2016)