

Section 1: S-8 (S-8)

As filed with the Securities and Exchange Commission on August 8, 2018.

Registration No. 333-

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

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

Great Western Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware

*(State or other jurisdiction of
incorporation or organization)*

47-1308512

*(IRS Employer
Identification Number)*

**225 South Main Avenue
Sioux Falls, South Dakota**

(Address of principal executive offices)

57104

(Zip Code)

Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan

Great Western Bancorp, Inc. 2014 Non-Employee Director Plan

(Full title of the plan)

Donald J. Straka

General Counsel

Great Western Bancorp, Inc.

225 S. Main Ave.

Sioux Falls SD 57104

(605) 334-2548

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definitions of "large accelerated filer", "accelerated filer," "smaller reporting company," and "emerging growth 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

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 7(a)(2)(B) of the Securities Act.

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 ⁽²⁾
Common Stock, par value \$0.01 per share, under the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan	562,000 shares	\$42.43	\$23,845,660.00	\$2,968.78
Common Stock, par value \$0.01 per share, under the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan	38,000 shares	\$42.43	\$1,612,340.00	\$200.74

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this registration statement also covers an indeterminate number of shares of common stock, par value \$0.01 per share, of the Company (the “Common Stock”) that may be issuable under the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan and the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan as a result of any stock dividend, stock split, recapitalization or similar transaction affecting the Common Stock.
- (2) Estimated pursuant to Rules 457(c) and 457(h) of the Securities Act solely for purposes of calculating the amount of the registration fee on the basis of the average of the high and low prices per share of the Common Stock as reported on the New York Stock Exchange on August 7, 2018.

EXPLANATORY NOTE

On February 22, 2018, at the annual meeting of shareholders of Great Western Bancorp, Inc. (the “Company”), the Company’s shareholders approved amendments to the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan (the “Omnibus Plan”) and the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan (the “Director Plan,” and together with the Omnibus Plan, the “Plans”) which: (i) amended the Omnibus Plan to increase the number of shares of Common Stock (the “Shares”), that may be issued under the Omnibus Plan by 562,000 Shares from the 813,889 Shares which were originally authorized for issuance, resulting in a total of 1,375,889 Shares being authorized for issuance under the Omnibus Plan; and (ii) amended the Director Plan to increase the number of Shares that may be issued under the Director Plan by 38,000 Shares from the 83,333 Shares which were originally authorized for issuance, resulting in a total of 121,333 Shares being authorized for issuance under the Director Plan. This Registration Statement on Form S-8 (the “Registration Statement”) covers the additional 562,000 Shares authorized for issuance under the Omnibus Plan and the additional 38,000 Shares authorized for issuance under the Director Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 with respect to the Plans (Registration No. 333-199426), filed with the Securities and Exchange Commission (the “Commission”) on October 16, 2014 (the “Original Registration Statement”), including the information contained therein, is hereby incorporated by reference into this Registration Statement, except that the provisions contained in Part II of the Original Registration Statement is modified as set forth in this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed with the Commission, are incorporated by reference into this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2017, filed with the Commission on November 28, 2017, which includes audited financial statements for the Company's most recent fiscal year-end;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2017, March 31, 2018 and June 30, 2018 filed with the Commission on February 7, 2018, May 8, 2018 and August 7, 2018, respectively;
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on October 26, 2017, October 30, 2017, December 18, 2017, January 23, 2018, January 25, 2018, February 22, 2018, February 26, 2018, February 28, 2018, March 15, 2018, April 26, 2018, May 2, 2018, July 25, 2018 and July 26, 2018; and
- (d) The Company's Proxy Statement for the annual meeting of shareholders held on February 22, 2018, filed with the Commission on January 10, 2018; and
- (e) The description of the Common Stock contained in its Registration Statement on Form 8-A (File No. 001-36688) filed with the Commission on October 14, 2014, including any amendments or reports files for purposes of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which registers all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except as to any portion of any future annual, quarterly or current report of the Company or document that is not deemed filed under such provisions. Unless expressly incorporated into this Registration Statement, a report (or portion thereof) "furnished" on Form 8-K shall not be incorporated by reference into this Registration Statement. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Sioux Falls, State of South Dakota, on August 8, 2018.

Great Western Bancorp, Inc.

By: /s/ Kenneth Karels

Name: Kenneth Karels

Title: President, Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Donald J. Straka and Peter Chapman, or any one of them, their true and lawful attorney-in-fact, with full power of substitution and resubstitution, for their name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, including any filings pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto such said attorneys-in-fact and agents with full power and authority to do so 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 each might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact, 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 indicated on August 8, 2018.

Signatures	Title
<u>/s/ Ken Karels</u>	Chairman, President and Chief Executive Officer
Ken Karels	(Principal Executive Officer)
<u>/s/ Peter Chapman</u>	Chief Financial Officer and Executive Vice President
Peter Chapman	(Principal Financial Officer and Principal Accounting Officer)
<u>/s/ James Brannen</u>	Director
James Brannen	
<u>/s/ Frances Grieb</u>	Director
Frances Grieb	
<u>/s/ Thomas Henning</u>	Lead Independent Director
Thomas Henning	
<u>/s/ James Israel</u>	Director
James Israel	
<u>/s/ Stephen Lacy</u>	Director
Stephen Lacy	
<u>/s/ Daniel Rykhus</u>	Director
Daniel Rykhus	
<u>/s/ James Spies</u>	Director
James Spies	

EXHIBIT LIST

Number	Description
4.1	Amended and Restated Certificate of Incorporation of Great Western Bancorp, Inc. (incorporated by reference to Exhibit 3.1 of the Registration Statement on Form S-1, as amended (File No. 333-198458)).
4.2	Amended and Restated Bylaws of Great Western Bancorp, Inc., (incorporated by reference to Exhibit 3.2 of the Registration Statement on Form S-1, as amended (File No. 333-198458)).
5.1 *	Opinion of Nyemaster Goode, P.C.
10.1	Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan (incorporated by reference to Appendix A to the Company's Proxy Statement dated January 10, 2018)
10.2	Great Western Bancorp, Inc. 2014 Non-Employee Director Plan (incorporated by reference to Appendix B to the Company's Proxy Statement dated January 10, 2018)
23.1 *	Consent of Nyemaster Goode, P.C. (included in Exhibit 5.1)
23.2 *	Consent of Ernst & Young LLP.
24.1 *	Power of Attorney (included in the signature page to this Registration Statement).

* Filed herewith.

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Section 2: EX-5.1 (EXHIBIT 5.1)

Exhibit 5.1

August 8, 2018

Great Western Bancorp, Inc.
225 S. Main Avenue
Sioux Falls, SD 57104

Re: Registration Statement on Form S-8 related to the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan and the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan (collectively, the "Plans")

Ladies and Gentlemen:

We have acted as counsel with respect to the Registration Statement on Form S-8 (the "Registration Statement") being filed by Great Western Bancorp, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of 600,00 shares of Common Stock, \$0.01 par value per share, of the Company which have been reserved for issuance under the terms of the Plans (the "Shares").

In rendering our opinion, we have examined and relied upon copies of the Plans and the Registration Statement. We have also examined such records, documents and questions of law as we have considered relevant and necessary as a basis for this opinion. As to matters of fact material to our opinion, we have with your agreement relied upon certificates of officers of the Company and on information obtained from public officials.

Based on the foregoing, and subject to the following limitations, it is our opinion that the Shares to be issued under the Plans will be validly issued, fully paid and non-assessable when: (a) the Registration Statement shall have become effective under the Securities Act; (b) the terms of the sale and issuance of the Shares have been duly established in conformity with the provisions of the applicable Plan; and (c) the Shares shall have been duly sold and issued in accordance with the terms of the applicable Plan and any award thereunder, and assuming the Company completes all actions and proceedings required on its part to be taken prior to issuance and delivery of the Shares pursuant to the terms of the applicable Plan.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion herein as to the laws of any other jurisdiction, including the federal laws of the United States.

Except as expressly set forth herein, we express no opinion, and no opinion is implied or may be inferred, in connection with the Registration Statement, the Plans or the issuance of the Shares pursuant to the terms of the Plans. Without limiting the generality of the foregoing, we express no opinion with respect to the securities or blue sky laws of any state or any other jurisdiction.

We hereby consent to the filing of this opinion as an Exhibit to the Registration Statement and to the use of our name in the Registration Statement. 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.

Very truly yours,

/s/ Nyemaster Goode, PC

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Section 3: EX-23.2 (EXHIBIT 23.2)

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan and Great Western Bancorp, Inc. 2014 Non-Employee Director Plan of our reports dated November 28, 2017, with respect to the consolidated financial statements of Great Western Bancorp Inc. and the effectiveness of internal control over financial reporting of Great Western Bancorp, Inc., included in its Annual Report on Form 10-K for the year ended September 30, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Minneapolis MN
August 8, 2018

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