BankUnited, Inc.
Form 424B3
October 30, 2013

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To Be Registered	Amount To be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, par value $.01 per share	10,350,000(1)	$30.75	$318,262,500	$40,992.21(2)

(1) Assumes that the underwriters exercise their option to purchase 1,350,000 additional shares.

(2) Calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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Filed pursuant to Rule 424(b)(3)
Registration Nos. 333-187060

PROSPECTUS SUPPLEMENT
TO PROSPECTUS DATED MARCH 6, 2013

9,000,000 Shares

COMMON STOCK

The selling stockholders identified in this prospectus supplement are offering 9,000,000 shares of our common stock. The selling stockholders will receive all net proceeds from the sale of the shares of our common stock in this offering.

Our common stock is listed for trading on the New York Stock Exchange under the symbol "BKU." The last reported sale price of our common stock on October 25, 2013 was $31.88 per share.

Investing in our common stock involves risks. See the "Risk Factors" section on page S-9 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our subsequent Quarterly Reports on Form 10-Q.

PRICE $30.75 PER SHARE

	Price to Public	Underwriting Discounts and Commissions	Proceeds to Selling Stockholders
Per Share	$30.75	$0.93	$29.82
Total	$276,750,000	$8,370,000	$268,380,000

The selling stockholders have granted the underwriters an option to purchase an additional 1,350,000 shares of common stock.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock to purchasers on November 1, 2013.

J.P. Morgan	**BofA Merrill Lynch**	**Morgan Stanley**
Credit Suisse	**Goldman, Sachs & Co.**	**Keefe, Bruyette & Woods** *A Stifel Company*
Guggenheim Securities	**RBC Capital Markets**	**Wells Fargo Securities**

October 28, 2013.

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For investors outside the United States: Neither we, the selling stockholders nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus supplement and the accompanying prospectus in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus supplement and the accompanying prospectus.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which contains specific information about the selling stockholders and the terms on which the selling stockholders are offering and selling our common stock. The second part is the accompanying prospectus, dated March 6, 2013, which contains and incorporates by reference important business and financial information about us and other information about the offering.

You should rely only on the information contained or incorporated by reference, as the case may be, in this prospectus supplement and the accompanying prospectus or in any free writing prospectus. We have not, and the selling stockholders and underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not, and the selling stockholders and underwriters are not, making an offer to sell the common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

Before you invest in our common stock, you should carefully read the registration statement (including the exhibits thereto) of which this prospectus supplement and the accompanying prospectus form a part, this prospectus supplement, the accompanying prospectus and the documents incorporated by reference therein.

Unless we state otherwise or the context otherwise requires, references in this prospectus to "we," "our," "us," and the "Company" refer to BankUnited, Inc., a Delaware corporation, and its consolidated subsidiaries.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, prospectuses and other information with the Securities and Exchange Commission (the "SEC"). You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains our reports, proxy and other information regarding us at http://www.sec.gov. Our SEC filings are also available free of charge at our website (www.bankunited.com). The information on our website is not incorporated by reference into this prospectus.

The SEC allows "incorporation by reference" into this prospectus supplement and the accompanying prospectus of information that we file with the SEC. This permits us to disclose important information to you by referencing these filed documents. Any information referenced this way is considered to be a part of this prospectus supplement and the accompanying prospectus and any information filed by us with the SEC subsequent to the date of this prospectus supplement automatically will be deemed to update and supersede this information until all of the securities offered by this prospectus supplement are sold or the offering is otherwise terminated. We incorporate by reference the following documents which we have filed with the SEC (excluding any portions of such documents that have been "furnished" but not "filed" for purposes of the Exchange Act):

- our Annual Report on Form 10-K for the year ended December 31, 2012, which we filed with the SEC on February 25, 2013;
- our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013, which we filed with the SEC on May 9, 2013 and August 8, 2013, respectively;
- our Current Reports on Form 8-K, which we filed with the SEC on March 13, 2013, April 23, 2013, May 30, 2013, July 2, 2013, September 16, 2013 and October 28, 2013;
- the information specifically incorporated by reference into our Annual Report on Form 10-K for the year ended December 31, 2012 from our Definitive Proxy Statement on Schedule 14A, which we filed with the SEC on April 25, 2013; and
- the description of our common stock set forth in our registration statement on Form 8-A filed on January 18, 2011.

We incorporate by reference any filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this prospectus supplement and the date all of the securities offered hereby are sold or the offering is otherwise terminated, with the exception of any information furnished under Item 2.02 and Item 7.01 of Form 8-K, which is not deemed filed and which is not incorporated by reference herein. Any such filings shall be deemed to be incorporated by reference and to be a part of this prospectus supplement from the respective dates of filing of those documents.

We will provide to each person, including any beneficial owner, to whom a prospectus supplement is delivered, without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement and the accompanying prospectus but not delivered with this prospectus supplement and the accompanying prospectus, excluding any exhibits to those documents unless the exhibit is specifically incorporated by reference as an exhibit in this prospectus supplement or the accompanying prospectus. You should direct requests for documents to:

BankUnited, Inc.
Investor Relations
14817 Oak Lane
Miami Lakes, Florida 33016
(305) 569-2000

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the information incorporated by reference therein contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the Company's current views with respect to, among other things, future events and financial performance. Words such as "anticipates," "expects," "intends," "plans," "believes," "seeks," "estimates" and similar expressions identify forward-looking statements. These forward-looking statements are based on the historical performance of the Company or on the Company's current plans, estimates and expectations. The inclusion of this forward-looking information should not be regarded as a representation by the Company that the future plans, estimates or expectations so contemplated will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to the Company's operations, financial results, financial condition, business prospects, growth strategy and liquidity. If one or more of these or other risks or uncertainties materialize, or if the Company's underlying assumptions prove to be incorrect, the Company's actual results may vary materially from those indicated in these statements. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements, including, but not limited to, the risk factors described on page S-9 of this prospectus supplement, in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our subsequent Quarterly Reports on Form 10-Q. The Company does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained or incorporated by reference, as the case may be, in this prospectus supplement and the accompanying prospectus and does not contain all of the information that you should consider in making your investment decision. You should read this summary together with the more detailed information appearing elsewhere in this prospectus supplement, as well as the information in the accompanying prospectus and in the documents incorporated by reference therein. You should carefully consider, among other things, the matters discussed in the sections titled "Risk Factors" on page S-9 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our subsequent Quarterly Reports on Form 10-Q.

BANKUNITED, INC.

Overview

BankUnited, Inc. ("BankUnited, Inc." or "BKU") is a national bank holding company with one direct wholly-owned subsidiary, BankUnited, National Association ("BankUnited" or the "Bank"). BankUnited, a national banking association headquartered in Miami Lakes, Florida with $13.1 billion and $11.7 billion of assets as of June 30, 2013 and December 31, 2012, respectively, provides a full range of banking and related services to individual and corporate customers through 98 branches located in 15 Florida counties and 5 branches located in the New York metropolitan area as of September 30, 2013.

The Company has built, through organic growth and acquisitions, a premier regional bank with a low-risk, long-term value-oriented business model focused on small and medium sized businesses and consumers. We endeavor to provide personalized customer service and offer a full range of traditional banking products and services to both our commercial and retail customers.

BankUnited, Inc. was organized by a management team led by our Chairman, President and Chief Executive Officer, John A. Kanas, on April 28, 2009 and was initially capitalized with $945.0 million by a group of investors. On May 21, 2009, BankUnited acquired substantially all of the assets and assumed all of the non-brokered deposits and substantially all other liabilities of BankUnited, FSB, from the Federal Deposit Insurance Corporation, or the FDIC, in a transaction which we refer to as the "FSB Acquisition". Concurrently with the FSB Acquisition, the Bank entered into two loss sharing agreements (the "Loss Sharing Agreements"), which cover certain legacy assets, including the entire legacy loan portfolio and other real estate owned ("OREO") and certain purchased investment securities. We refer to assets covered by the Loss Sharing Agreements as covered assets or, in certain cases, covered loans or covered securities. At June 30, 2013 and December 31, 2012, covered assets represented approximately 14% and 17%, respectively, of our total assets.

On February 2, 2011, we completed the initial public offering of 33,350,000 shares of our common stock, 4,000,000 of which was sold by us, for which we received proceeds, after deducting underwriting discounts and offering expenses, of approximately $98.6 million.

On February 29, 2012, BKU completed the acquisition of Herald National Bank ("Herald"), a national banking association located in the New York metropolitan area, for an aggregate purchase price of $65.0 million in cash and stock. In March 2013, Herald was merged into BankUnited.

On March 20, 2013, we completed a secondary offering of 22,540,000 shares of our common stock. The selling stockholders received all net proceeds and the Company did not receive any proceeds from such offering.

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Our Business Strategy

Since the FSB Acquisition, the management team has led the transformation of the Company into a healthy, well-capitalized commercial bank with a disciplined and opportunistic approach to growth. We shifted from a price-driven, transaction-based culture to a service-driven, relationship-based franchise. We also have invested in and dedicated a significant amount of capital to build a strong enterprise-risk management infrastructure to ensure appropriate oversight and strong regulatory relations.

We will continue to build our banking franchise, employing the following key elements:

After achieving remarkable success in growing our market share in Florida, we are excited about the next chapter of our organic growth strategy with our entry into the Tri-State market. Since 2010, we have attracted and invested in strong lending teams with many years of experience in the Florida market that have helped transform our franchise into a premier commercial bank. Through these teams, we have been able to grow organically at a healthy pace, and we believe this trend will continue as the economy improves and as we maintain our reputation as a strong and well-capitalized financial institution. Our performance in the New York metropolitan market has been strong since our entry. We anticipate that our further expansion in New York, New Jersey and Connecticut (the "Tri-State market"), where our management team has extensive knowledge and experience, will significantly contribute to our growth.

A culture of disciplined credit underwriting. At June 30, 2013 and December 31, 2012, 24% and 33%, respectively, of our total loan portfolio was covered by the FDIC Loss Sharing Agreements and contained limited credit risk exposure. At June 30, 2013, our new loan portfolio had grown to $5.1 billion, and has been underwritten based on high credit standards, procedures and policies. Asset quality has remained strong with the ratio of non-performing new loans to total new loans at 0.42%, 0.43% and 0.17% at June 30, 2013, December 31, 2012 and December 31, 2011, respectively. The ratio of total non-performing loans to total loans was 0.54%, 0.62% and 0.70% at June 30, 2013, December 31, 2012 and December 31, 2011, respectively. At June 30, 2013, non-performing assets totaled $87.0 million, including $50.0 million of OREO. At June 30, 2013, 74.6% of total non-performing assets, including substantially all OREO, were covered assets. At December 31, 2012, non-performing assets totaled $110.6 million, including $76.0 million of OREO, as compared to $152.6 million, including $123.7 million of OREO, at December 31, 2011. At December 31, 2012, 85.5% of total non-performing assets, including all OREO, were covered assets.

A disciplined acquisition strategy. The Company has acquired three businesses since the FSB Acquisition. In 2010, we acquired two businesses which launched our leasing platform on a national basis. Through United Capital Business Lending, we offer equipment financing services and through Pinnacle Public Finance, we offer municipal leasing and lending services. Collectively, these two wholly-owned subsidiaries of the Bank have grown from $42.7 million as of October 8, 2010 to $575.7 million in loans and leases as of June 30, 2013. On February 29, 2012, we completed the acquisition of Herald, and in March 2013, Herald was merged into BankUnited. The management team continues to remain disciplined in evaluating merger and acquisition opportunities which will enhance the franchise and create shareholder and strategic value. This includes traditional whole bank mergers and acquisitions and complementary mergers and acquisitions of select banking and banking-related businesses. While we actively explore potential merger and acquisition opportunities in the ordinary course of our business, which could result in our entering into one or more definitive agreements, at the present time, we have not entered into any definitive agreements for potential mergers or acquisitions.

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Strategic and financial diversification. We believe diversification of our business leads to stability in earnings and reduces risk. As such, we have and will continue to diversify the Bank and the composition of our loan portfolio through prudent expansion of our product offerings, channels and geography. In addition to our core commercial banking franchise and completed acquisitions, we are building a residential origination channel in-house, and in 2012 entered into the indirect auto and taxi medallion lending businesses.

A scalable and efficient operating model. Our management team has a history of running highly efficient banking institutions and is focused on building a culture of operational efficiency. We have made and will continue to make strategic investments in our infrastructure to position us for future growth. This has included technology enhancements, as well as physical infrastructure improvements, which include the refurbishment of our entire bank footprint.

Our Market Areas

Our primary banking markets are Florida, in particular the Miami metropolitan statistical area, and the Tri-State market. We believe both represent long-term attractive banking markets as the economy has shown signs of improvement.

Following the financial crisis, many Florida banks experienced capital constraints and liquidity and earnings challenges. Undercapitalization and increased regulation of the banking sector caused many banks to reduce lending to new and existing clients and focus primarily on improving their balance sheets, putting pressure on borrowers to look for new banking relationships. Our competitive strengths, including an experienced management team, robust capital position and scalable platform, continue to allow us to take advantage of the resultant opportunities. More recently, Florida has shown signs of recovery. According to estimates from SNL Financial, from 2000 to 2012, Florida added 3.0 million new residents, the third most of any U.S. state, and, in 2012, had a total population of 19.0 million and a median household annual income of $43,924. As of September 30, 2013, we had 98 branches throughout Florida, including two de novo branches which were established this year. We also expect recent improving economic trends in Florida to enhance our opportunities for growth.

Through the acquisition of Herald, we entered the Tri-State market in March 2013. We have begun to establish a presence in the New York metropolitan market by opening five banking centers as of September 30, 2013. According to SNL Financial, as of June 30, 2013, the Tri-State area has approximately $1.5 trillion in deposits, with the majority of the market concentrated in the New York metropolitan area. The economic health of the Tri-State market, coupled with the management team's experience in building a successful Northeast regional bank in the past, make us well positioned to continue our expansion and growth in this market.

Recent Developments

On October 22, 2013, the Company announced financial results for the third quarter and nine months ended September 30, 2013. For the quarter ended September 30, 2013, the Company reported net income of $54.3 million, or $0.52 per diluted share. For the nine months ended September 30, 2013, the Company reported net income of $156.5 million, or $1.51 per diluted share, generating an annualized return on average stockholders' equity of 11.27% and an annualized return on average assets of 1.61%.

Performance highlights include:

New loans grew by $1.1 billion during the third quarter of 2013. For the nine months ended September 30, 2013, new loans increased by $2.5 billion to $6.2 billion.

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Total deposits increased by $817 million for the quarter ended September 30, 2013 to $9.8 billion, reflecting growth across all deposit categories. For the nine months ended September 30, 2013, total deposits grew by $1.3 billion.

The net interest margin, calculated on a tax-equivalent basis, was 5.70% for the quarter ended September 30, 2013.

Earnings for the quarter ended September 30, 2013 benefited from a reduction in the effective income tax rate, primarily due to a $3.6 million release of reserves for uncertain tax liabilities.

Book value and tangible book value per common share were $18.70 and $18.01, respectively, at September 30, 2013.

The Company remains well-capitalized, with a tier 1 leverage ratio of 13.1%, tier 1 risk-based capital ratio of 24.1% and total risk-based capital ratio of 25.0%.

Corporate Information

Our principal executive offices are located at 14817 Oak Lane, Miami Lakes, Florida 33016. Our telephone number is (305) 569-2000. Our Internet address is www.bankunited.com. Information on, or accessible through, our website is not part of this prospectus supplement.

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THE OFFERING

Common stock offered by the selling stockholders	9,000,000 shares.
Common stock outstanding after this offering	100,934,226 shares.
Option to purchase additional shares	The selling stockholders have granted the underwriters an option to purchase up to an additional 1,350,000 shares within 30 days from the date of this prospectus supplement.
Use of proceeds	The selling stockholders will receive all net proceeds from the sale of our common stock in this offering. We will not receive any of the proceeds from the sale of the shares of our common stock by the selling stockholders.
Dividends	The Company declared a quarterly dividend of $0.21 per share on its common stock for each of the first three quarters of 2013. The Company declared a quarterly dividend of $0.17 per share on its common stock for each of the first three quarters of 2012, and increased its dividend to $0.21 per share on its common stock for the fourth quarter of 2012, resulting in total dividends for 2012 of $74.1 million, or $0.72 per share for the year ended December 31, 2012. Dividends from the Bank are the principal source of funds for the payment of dividends on our common stock. The Bank is subject to certain restrictions that may limit its ability to pay dividends to us. The quarterly dividends on our common stock are subject to the discretion of our board of directors and dependent on, among other things, our financial condition, results of operations, capital requirements, restrictions contained in financing instruments and other factors that our board of directors may deem relevant. See "Dividend Policy."
NYSE symbol	"BKU"
Risk factors	Investing in our common stock involves risks. See the sections titled "Risk Factors" on page S-9 of this prospectus supplement and in our Annual Report on Form 10-K for the year ended December 31, 2012 and in our subsequent Quarterly Reports on Form 10-Q for a discussion of certain risks you should consider before investing in our common stock.

Unless the context requires otherwise, the number of shares of our common stock to be outstanding after this offering is based on 100,934,226 shares outstanding as of October 25, 2013. The number of shares of common stock outstanding before and after this offering excludes:

- 5,200,955 shares of common stock issuable upon the exercise of options outstanding as of October 25, 2013 at a weighted average exercise price of approximately $26.26 per share; and

- 2,511,470 shares of common stock reserved for issuance under our benefit plans.

Except as otherwise indicated, the information in this prospectus supplement assumes no exercise of the underwriters' option to purchase additional shares.

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SUMMARY CONSOLIDATED FINANCIAL DATA

The summary consolidated historical balance sheet data at December 31, 2012, 2011 and 2010 and the summary consolidated historical income statement data for the years ended December 31, 2012, 2011 and 2010 presented below have been derived from our audited consolidated financial statements. The summary consolidated historical balance sheet data at June 30, 2013 and the summary consolidated historical income statement data for the six months ended June 30, 2013 and 2012 have been derived from our unaudited consolidated financial statements. In the opinion of management, the unaudited financial statements provided herein have been prepared on substantially the same basis as the audited consolidated financial statements and reflect all normal and recurring adjustments necessary for a fair statement of the information for the periods presented. Our historical results may not be indicative of future results, and our results for the six months ended June 30, 2013 may not be indicative of the results for the year ending December 31, 2013. All financial data presented in this prospectus supplement has been prepared in accordance with United States generally accepted accounting principles.

This information should be read in conjunction with our consolidated financial statements (including the related notes thereto) and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended December 31, 2012 and our Quarterly Reports on Form 10-Q for the quarters ended June 30, 2013 and March 31, 2013, each of which is incorporated by reference into this prospectus supplement.

	At June 30,	At December 31,		
	2013	2012	2011	2010
	(dollars in thousands)			
Consolidated Balance Sheet Data:				
Cash and cash equivalents	$ 213,552	$ 495,353	$ 303,742	$ 564,774
Investment securities available for sale, at fair value	4,146,283	4,172,412	4,181,977	2,926,602
Loans, net	6,748,894	5,512,618	4,088,656	3,875,857
FDIC indemnification asset	1,345,134	1,457,570	2,049,151	2,667,401
Goodwill and other intangible assets	69,413	69,768	68,667	69,011
Total assets	13,233,425	12,375,953	11,322,038	10,869,560
Deposits	9,030,915	8,538,073	7,364,714	7,163,728
Federal Home Loan Bank advances	2,196,605	1,916,919	2,236,131	2,255,200
Total liabilities	11,380,716	10,569,273	9,786,758	9,616,052
Total stockholders' equity	1,852,709	1,806,680	1,535,280	1,253,508

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	Six Months Ended June 30,		Years Ended December 31,		
	2013	2012	2012	2011	2010
	(dollars in thousands, except per share data)				
Consolidated Income Statement Data:					
Interest income	$ 362,473	$ 348,205	$ 720,856	$ 638,097	$ 557,688
Interest expense	44,636	64,599	123,269	138,937	168,200
Net interest income before provision for loan losses	317,837	283,606	597,587	499,160	389,488
Provision for loan losses	16,848	11,492	18,896	13,828	51,407
Net interest income after provision for loan losses	300,989	272,114	578,691	485,332	338,081
Non-interest income	23,923	58,064	89,247	163,217	297,779
Non-interest expense	158,856	167,149	323,073	455,805	323,320
Income before income taxes	166,056	163,029	344,865	192,744	312,540
Provision for income taxes	63,822	63,828	133,605	129,576	127,805
Net income	$ 102,234	$ 99,201	$ 211,260	$ 63,168	$ 184,735
Share Data:					
Earnings per common share, basic	$ 1.00	$ 0.96	$ 2.05	$ 0.63	$ 1.99
Earnings per common share, diluted	$ 0.99	$ 0.96	$ 2.05	$ 0.62	$ 1.99
Cash dividends declared per common share	$ 0.42	$ 0.34	$ 0.72	$ 0.56	$ 0.37
Dividend payout ratio	42.42%	35.42%	35.13%	90.32%	18.59%
Other Data (unaudited):					
Financial ratios					
Return on average assets	1.62%	1.66%	1.71%	0.58%	1.65%
Return on average common stockholders' equity	11.15%	12.25%	12.45%	4.34%	15.43%
Yield on earning assets(1)	6.88%	7.35%	7.27%	7.92%	7.26%
Cost of interest bearing liabilities	0.97%	1.42%	1.33%	1.62%	1.81%
Equity to assets ratio	14.00%	13.61%	14.60%	13.56%	11.53%
Interest rate spread(1)	5.91% &nbs				