

Great Western Bancorp, Inc.
Form S-1MEF
April 30, 2015

As filed with the Securities and Exchange Commission on April 30, 2015.

Registration No. 333-

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

FORM S-1
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)

6022
(Primary Standard Industrial
Classification Code Number)

47-1308512
(IRS Employer
Identification Number)

100 North Phillips Avenue

Sioux Falls, South Dakota 57104

(605) 334-2548

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Donald J. Straka

General Counsel

Great Western Bancorp, Inc.

100 North Phillips Avenue

Sioux Falls, South Dakota 57104

(605) 334-2548

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

**Mark J. Menting
Catherine M. Clarkin
Sullivan & Cromwell LLP
125 Broad Street
New York, NY 10004
(212) 558-4000**

**Craig E. Chapman
James O. Connor
Sidley Austin LLP
787 Seventh Avenue
New York, NY 10019
(212) 839-5300**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of the Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. File No. 333-203540

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same

offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

(Check one):

Large accelerated filer " Accelerated filer "
 Non-accelerated filer x (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 |
|---|--|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 2,300,000 | \$22.77 | \$52,371,000 | \$6,085.51 |

(1) The 2,300,000 shares of common stock being registered in this Registration Statement are in addition to the 20,700,000 shares of common stock registered pursuant to the Registrant's Registration Statement on Form S-1 (File No. 333-203540), and include 300,000 additional shares of common stock that the underwriters have the option to purchase from National Americas Holdings LLC.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(a) under the Securities Act of 1933, as amended.

This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This Registration Statement is being filed with the Securities and Exchange Commission (the Commission) by Great Western Bancorp, Inc. (the Company) pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended. This Registration Statement is being filed for the sole purpose of increasing the aggregate number of shares of the Company's common stock, par value \$0.01 per share, offered by National Americas Holdings LLC, a subsidiary of National Australia Bank Limited, our parent company, by 2,300,000 shares. The contents of the Registration Statement on Form S-1 (File No. 333-203540), as amended, filed by the Company with the Commission, including the exhibits thereto, which was declared effective by the Commission on April 30, 2015, are incorporated by reference into, and shall be deemed part of, this Registration Statement.

The Company hereby certifies that it (i) has instructed its bank to transmit to the Commission the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount from the Company's account to the Commission's account as soon as practicable (but not later than the close of business on May 1, 2015), (ii) will not revoke such instructions, (iii) has sufficient funds in such account to cover the amount of such filing fee and (iv) will confirm receipt of such instructions by its bank during the bank's regular business hours on May 1, 2015.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (No. 333-203540) are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement. In addition, the following exhibits are filed herewith:

| Number | Description |
|---------------|---|
| 5.1 | Opinion of Sullivan & Cromwell LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Sullivan & Cromwell LLP (contained in Exhibit 5.1) |
| 24.1 | Powers of Attorney (incorporated by reference to Exhibit 24.1 of the Registration Statement on Form S-1 filed on April 20, 2015 (No. 333-203540)) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Sioux Falls, South Dakota, on April 30, 2015.

Great Western Bancorp, Inc.

By: /s/ Ken Karels
 Name: Ken Karels
 Title: President and Chief Executive Officer

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 dates indicated:

| Signature | Title | Date |
|-----------------------|--|----------------|
| | President, Chief Executive Officer and | April 30, 2015 |
| /s/ Ken Karels | Director | |
| Ken Karels | (Principal Executive Officer) | |
| * | | April 30, 2015 |
| Nathan Butler | Director | |
| * | | April 30, 2015 |
| Swati Dave | Director | |
| * | | April 30, 2015 |
| Frances Grieb | Director | |
| * | | April 30, 2015 |
| Andrew Hove | Director | |
| * | | April 30, 2015 |
| Rolfe Lakin | Director | |
| * | | April 30, 2015 |
| Richard Rauchenberger | Director | |

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|-------------------|---|----------------|
| * | | April 30, 2015 |
| Daniel Rykhus | Director | |
| * | | April 30, 2015 |
| Richard Sawers | Director | |
| /s/ Peter Chapman | Chief Financial Officer and Executive Vice President | April 30, 2015 |
| Peter Chapman | (Principal Financial Officer and Principal Accounting Officer) | |

*By : /s/ Peter Chapman
Name: Peter Chapman
Title: Attorney-in-Fact

INDEX TO EXHIBITS

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