Great Western Bancorp, Inc.
Form S-1
July 16, 2015
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As filed with the Securities and Exchange Commission on July 16, 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	**Craig E. Chapman**
Catherine M. Clarkin	**James O Connor**
Sullivan & Cromwell LLP	**Sidley Austin LLP**
125 Broad Street	**787 Seventh Avenue**
New York, NY 10004	**New York, NY 10019**
(212) 558-4000	**(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. ¨

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	**Proposed maximum aggregate offering price(1)(2)**	**Amount of registration fee**
Common Stock, par value $0.01 per share	$100,000,000.00	$11,620.00

(1) Includes shares of common stock that the underwriters have the option to purchase from National Americas Holdings LLC.
(2) Estimated solely for purposes of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting

pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. The selling stockholder may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell, nor does it seek an offer to buy, these securities in any jurisdiction where such offer or sale is not permitted.

Subject to Completion

Preliminary Prospectus dated July 16, 2015

PROSPECTUS

Shares

Common Stock

A subsidiary of National Australia Bank Limited, or NAB, our parent company, is offering shares of common stock of Great Western Bancorp, Inc. We will not receive any of the proceeds from the sale of the shares sold by the NAB selling stockholder.

Our common stock is listed on the New York Stock Exchange (NYSE) under the symbol GWB . The last reported sale price of our common stock on the NYSE on July 15, 2015 was $24.17 per share.

Following the completion of this offering (assuming the underwriters option to purchase additional shares of common stock is exercised in full), NAB expects to have fully divested its ownership of our common stock.

We are an emerging growth company as defined in the Jumpstart Our Business Startups Act of 2012 and have elected to take advantage of certain reduced public company reporting and disclosure requirements in this prospectus, and we may take advantage of those reduced reporting and disclosure requirements in future filings.

Shares of our common stock are not saving accounts or deposits and are not insured by the Federal Deposit Insurance Corporation or any other government agency.

Investing in our common stock involves significant risks. See Risk Factors beginning on page 22 of this prospectus for a discussion of certain risks you should consider before deciding to invest in our common stock.

	Per Share	Total
Public offering price	$	$
Underwriting discount*	$	$
Proceeds, before expenses, to the NAB selling stockholder	$	$

* We refer to you to Underwriting beginning on page 207 of this prospectus for additional information regarding underwriting compensation.

The NAB selling stockholder has granted the underwriters an option to purchase up to an additional shares of our common stock at the public offering price less the underwriting discount, within 30 days from the date of this prospectus.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of common stock against payment in New York, New York on or about , 2015.

Joint Book-Running Managers

BofA Merrill Lynch	**Deutsche Bank Securities**	**J.P. Morgan**

The date of this prospectus is , 2015.

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Explanatory Note

Unless we state otherwise or the context otherwise requires, references in this prospectus to:

we, our, us and our company refer to:

Great Western Bancorporation, Inc. and its consolidated subsidiaries, for all periods prior to the completion of the Formation Transactions; and

Great Western Bancorp, Inc., a Delaware corporation, and its consolidated subsidiaries, for all periods after the completion of the Formation Transactions;

Great Western refers to Great Western Bancorporation, Inc. but not its consolidated subsidiaries, for all periods prior to the completion of the Formation Transactions, and Great Western Bancorp, Inc. but not its consolidated subsidiaries, for all periods after the completion of the Formation Transactions;

our bank refers to Great Western Bank, a South Dakota banking corporation;

BHC Act refers to the U.S. Bank Holding Company Act of 1956, as amended;

Federal Reserve refers to the Board of Governors of the Federal Reserve System;

NAB refers to National Australia Bank Limited, an Australian public company and our principal stockholder;

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NAB selling stockholder refers to National Americas Holdings LLC, a Delaware limited liability company and a wholly owned, indirect subsidiary of NAB, through which NAB owns shares of our capital stock;

the Non-Control Date refers to the date NAB ceases to control us for purposes of the BHC Act, as provided for in a written determination from the Federal Reserve to NAB or as provided for in a written notice by NAB to Great Western to such effect;

our stock refers to our common stock and our non-voting common stock;

our states refer to the seven states (South Dakota, Iowa, Nebraska, Colorado, Arizona, Kansas and Missouri) in which we currently conduct our businesses;

our markets and our footprint refer to the geographic markets within our states in which we currently conduct our businesses;

fiscal year refers to our fiscal year, which is based on a twelve-month period ending September 30 of each year (e.g., fiscal year 2014 refers to the twelve-month period ending September 30, 2014);

our peers refer, collectively, to all publicly listed U.S. bank holding companies with total assets between $5 billion and $15 billion at March 31, 2015, and all peer data is obtained from SNL Financial LC, or SNL Financial;

our IPO refers to the initial public offering of 18,400,000 shares of our common stock by the NAB selling stockholder completed on October 20, 2014; and

the Formation Transactions refer to a series of transactions completed on October 17, 2014 and undertaken in preparation for our IPO, which were comprised of:

- the cash contribution by National Americas Holdings LLC to Great Western Bancorp, Inc. in an amount equal to the total stockholder s equity of Great Western Bancorporation, Inc;

- the sale by National Americas Investment, Inc., a Delaware corporation and wholly owned, indirect subsidiary of NAB, of all outstanding capital stock of Great Western Bancorporation, Inc. to Great Western Bancorp, Inc. for an amount in cash equal to the total stockholder s equity of Great Western Bancorporation, Inc.; and the merger of Great Western Bancorporation, Inc. with and into Great Western Bancorp, Inc., with Great Western Bancorp, Inc. continuing as the surviving corporation and succeeding to all the assets, liabilities and business of Great Western Bancorporation, Inc.

About this Prospectus

We, NAB, the NAB selling stockholder and the underwriters have not authorized anyone to provide any information other than that contained in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We, NAB, the NAB selling stockholder and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and NAB, the NAB selling stockholder and the underwriters are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front of this prospectus. This prospectus includes references to information contained on, or that can be accessed through, our website. Information contained on, or that can be accessed through, our website is not part of, and is not incorporated into, this prospectus.

We have proprietary rights to trademarks, trade names and service marks appearing in this prospectus that are important to our business. This prospectus also contains additional trademarks, trade names and service marks belonging to NAB or one of its affiliates. Solely for convenience, the trademarks, trade names and service marks appearing in this prospectus are without the® and symbols, but such references are not intended to

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indicate, in any way, that we will not assert, to the fullest extent under applicable law, our rights or the rights of the applicable licensors to these trademarks, trade names and service marks. All trademarks, trade names and service marks appearing in this prospectus are the property of their respective owners.

Any discrepancies included in this prospectus between totals and the sums of the percentages and dollar amounts presented are due to rounding.

Industry and Market Data

Within this prospectus, we reference certain industry and sector information and statistics. We have obtained this information and statistics from various independent, third party sources. Nothing in the data used or derived from third party sources should be construed as advice. Some data and other information are also based on our good faith estimates, which are derived from our review of internal surveys and independent sources. We believe that these external sources and estimates are reliable, but have not independently verified them. Statements as to our market position are based on market data currently available to us. Although we are not aware of any misstatements regarding the demographic, economic, employment, industry and trade association data presented herein, these estimates involve inherent risks and uncertainties and are based on assumptions that are subject to change.

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Implications of Being an Emerging Growth Company

As a company with less than $1.0 billion in revenues during our last fiscal year, we qualify as an emerging growth company under the Jumpstart Our Business Startups Act of 2012, or the JOBS Act. An emerging growth company may take advantage of reduced reporting requirements and is relieved of certain other significant requirements that are otherwise generally applicable to public companies. As an emerging growth company:

- we are exempt from the requirement to obtain an attestation and report from our auditors on management s assessment of our internal control over financial reporting under the Sarbanes-Oxley Act of 2002;
- we are permitted to provide less extensive disclosure about our executive compensation arrangements; and
- we are not required to give our stockholders non-binding advisory votes on executive compensation or golden parachute arrangements.

We have elected to take advantage of the scaled disclosure requirements and other relief described above in this prospectus and may take advantage of these exemptions for so long as we remain an emerging growth company. We will remain an emerging growth company until the end of our current fiscal year.

In addition to scaled disclosure and the other relief described above, the JOBS Act permits us an extended transition period for complying with new or revised accounting standards affecting public companies. We have elected not to take advantage of this extended transition period, which means that the financial statements included in this prospectus, as well as any financial statements that we file in the future, will be subject to all new or revised accounting standards generally applicable to public companies.

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PROSPECTUS SUMMARY

This summary provides a brief overview of important information regarding key aspects of the offering contained elsewhere in this prospectus. This summary does not contain all of the information that you should consider before deciding to invest in our common stock. You should read this entire prospectus carefully, including the more detailed information regarding the risks of purchasing our common stock in the sections titled Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and the related notes thereto, before making an investment decision.

Our Business

We are a full-service regional bank holding company focused on relationship-based business and agribusiness banking. We serve our customers through 158 branches in attractive markets in seven states: South Dakota, Iowa, Nebraska, Colorado, Arizona, Kansas and Missouri. We were established more than 70 years ago and have achieved strong market positions by developing and maintaining extensive local relationships in the communities we serve. By leveraging our business and agribusiness focus, presence in attractive markets, highly efficient operating model and robust approach to risk management, we have achieved significant and profitable growth both organically and through disciplined acquisitions. We have successfully completed eight acquisitions since 2006, including our 2010 Federal Deposit Insurance Corporation, or FDIC, assisted acquisition of TierOne Bank, which represented approximately $2.5 billion in acquired assets.

Our net income was $46.4 million for the six months ended March 31, 2015 and $105.0 million for the twelve months ended September 30, 2014, representing a compound annual growth rate, or CAGR, of 18% from fiscal year 2009 to fiscal year 2014 and a 9% increase from fiscal year 2013 to fiscal year 2014. Our total assets were $9.78 billion at March 31, 2015, and, on an annualized basis, our net charge-offs for the six months ended March 31, 2015 represented 0.23% of our average total loans. Since fiscal year 2009, we have also operated with efficiency ratios superior to our peer median. For a discussion of the manner in which our efficiency ratios are calculated, see Our Competitive Strengths Highly Efficient Operating Model. For fiscal year 2014, we achieved a return on average total assets of 1.14% and a return on average tangible common equity of 16.6%. For more information on our return on average tangible common equity, see Summary Historical Consolidated Financial and Operating Information.

The following table illustrates our net income over the periods indicated:

Net Income ($MM)(1)

(1) For the fiscal years ended September 30, except as otherwise indicated.

-1-

We focus on business and agribusiness banking, complemented by retail banking and wealth management services. Our loan portfolio consists primarily of business loans, comprised of commercial and industrial, or C&I, loans and commercial real estate, or CRE, loans, and agribusiness loans. At March 31, 2015, our business and agribusiness loans collectively accounted for 86% of our total loan portfolio. In addition, 62% of our aggregate loan portfolio, comprising our CRE loans (representing 38% of our aggregate loan portfolio), residential real estate loans (representing 13% of our aggregate loan portfolio) and agriculture real estate loans (representing 12% of our aggregate loan portfolio), was primarily secured by interests in real estate predominantly located in the states in which we operate at March 31, 2015. In addition, some of our other lending occasionally involves taking real estate as primary or secondary collateral. We offer small and mid-sized businesses a focused suite of financial products and have established strong relationships across a diversified range of sectors, including key areas supporting regional growth such as agribusiness services, freight and transport, healthcare and tourism. We have developed extensive expertise in agribusiness lending, which serves one of the most prominent industries across our markets, and we offer a variety of financial services designed to meet the specific needs of our agribusiness customers. We also provide a range of deposit and loan products to our retail customers through several channels, including our branch network, online banking system, mobile banking applications and customer care centers. In our wealth management business, we seek to expand our private banking, financial planning, investment management and insurance operations to better position us to capture an increased share of the business of managing the private wealth of many of our business and agribusiness customers.

Our banking model seeks to balance the best of being a big enough & small enough bank, providing capabilities typical of a much larger bank, such as diversified product specialists, customized banking solutions and multiple delivery channels, with a customer-focused culture usually associated with smaller banks. Our focus on balancing these capabilities with a service-oriented culture is embedded within our operations and is enhanced by focusing on our core competencies. We are well recognized within our markets for our relationship-based banking model that provides for local, efficient decision making. We believe we serve our customers in a manner that is responsive, flexible and accessible. Our relationship bankers strive to build deep, long-term relationships with customers and understand the customers specific needs to identify appropriate financial solutions. We believe we have been successful in attracting customers from larger competitors because of our flexible approach and the speed and efficiency with which we provide banking solutions to our customers while maintaining disciplined underwriting standards.

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Market Opportunity

We operate 158 branches located in 115 communities in seven states. In 2007, we began operating in Arizona with our acquisition of Sunstate Bank. In 2009, we expanded our footprint into Colorado through our acquisition of First Community Bank s Colorado franchise. In 2010, we significantly expanded our presence in Nebraska through our acquisition of TierOne Bank.

Geographic Footprint

We believe that the states in which we operate present attractive opportunities for our banking model.

The economies of Nebraska, Iowa and South Dakota are growing. According to the Bureau of Economic Analysis of the U.S. Department of Commerce, or the Bureau of Economic Analysis, real GDP growth in these states from 2010 to 2014 has been faster than national real GDP growth, with real GDP in these states growing at a CAGR of 2.1%, compared to 1.9% for the nation. According to the Bureau of Labor Statistics of the U.S. Department of Labor, overall unemployment rates for May 2015 in these states were also below the 5.3% U.S. national seasonally adjusted unemployment rate for May 2015, with Nebraska having the lowest unemployment rate in the country and South Dakota and Iowa tied for 5th lowest seasonally adjusted unemployment rate in the country.

Markets in each of Arizona and Colorado are recognized as fast-growing and dynamic economies. For example, according to data from SNL Financial, the populations of Phoenix and Denver are expected to grow by 5.3% and 9.9%, respectively, from 2014 through 2019. The U.S. Census Bureau estimates that, as of July 1, 2013, Phoenix had a population of 1.5 million and was the 6th largest city in the United States. According to Moody s Analytics, Arizona ranks 1st among U.S. states for projected employment growth from 2013 through 2018 and Colorado ranks 5th.

Nebraska, Iowa, South Dakota, Arizona and Colorado are each home to a number of small and mid-sized businesses across a diverse range of sectors and together serve as the corporate headquarters for several Fortune 500 companies. The economies within these states represent a diverse range of industries, with manufacturing, trade, agriculture, professional and business services, finance and insurance, and government accounting for approximately 57% of GDP in these states in 2014 according to the Bureau of Economic Analysis. We expect strong population and job growth will lead to an increased need for business banking services, more deposits and an increased credit demand to fund ongoing capital investments and working capital, cash management solutions and credit cards, among other products and services. We believe integrated banking support is important to providing a focused suite of services to meet the evolving needs of business customers in our markets.

Agribusiness customers in Nebraska, Iowa, South Dakota, Arizona and Colorado produce and raise a variety of grains, proteins and other produce, including corn, soybeans, wheat, dairy products, beef cattle, hogs and vegetables. These products are consumed globally as foods and also serve as inputs for goods made by other industries. Agriculture, as defined by the Bureau of Economic Analysis, has grown faster than the U.S. economy as a whole, with real agricultural GDP growing at a CAGR of 1.7% nationally from 2000 to 2014 compared to a CAGR of 1.6% for the United States over the same period. Although the agricultural economy has been more subdued over the last one to two years, principally due to lower grain prices, the value of U.S. agricultural exports is also expected to grow by 26% from 2014 through 2023 according to the United States Department of Agriculture, or USDA. In addition, there has been a growing emphasis on research and development and technology in the agricultural sector, with consumers and producers focused on sustainable methods of food production, particularly with a view to decreasing their reliance on non-renewable inputs.

We believe increasing demand for agricultural products and changing agricultural industry dynamics will continue to drive the need for banking services in our markets, particularly from banks such as ours that understand, and provide products and services that specifically address, the unique needs of our agribusiness customers. We believe that we are well positioned to continue to serve the banking needs of small and mid-sized businesses and the agribusiness sector.

Our Competitive Strengths

We attribute our success to the following competitive strengths, among others:

Focus on Business Banking

We focus on business banking which has contributed significantly to our profitability and growth. As of March 31, 2015, business banking accounted for approximately 61% of our loan portfolio, with C&I loans representing 23%, owner-occupied CRE loans representing 16% and other CRE loans representing 22% of our total loan portfolio. From September 30, 2009 through March 31, 2015, our business banking loan portfolio has grown at a CAGR of 14%. We believe we have developed a strong brand and market reputation in business banking within the markets we serve by focusing on our core competencies. We provide business banking services to small and mid-sized businesses across a diverse range of industries that support economic growth in the markets in which our business banking customers operate. We offer our business banking customers focused banking services designed to meet the specific needs of their businesses. We have a significant presence in attractive markets, particularly markets such as Omaha, Des Moines and Sioux Falls, which we believe are located in growing economies and present opportunities to increase our business banking activities.

Specialized Agribusiness Expertise

In addition to business banking, we focus on agribusiness banking. According to the American Bankers Association, at March 31, 2015, we were ranked the 6th-largest farm lender bank in the United States measured by total dollar volume of farm loans. We have been providing banking services to the agricultural community since our bank was founded in 1935. We have developed extensive expertise and brand recognition in agribusiness lending, which is one of the fastest growing industries in our markets and is the largest single industry sector that we serve. At March 31, 2015, our agribusiness loan portfolio was balanced among the major types of agricultural production in our footprint grains (primarily corn, soybeans and wheat) representing 36% of our agribusiness loan portfolio, proteins (primarily beef cattle, dairy products and hogs) representing 48% of our agribusiness loan portfolio, and other (including cotton and vegetables) representing 16% of our agribusiness loan portfolio. We have grown our agribusiness lending significantly in recent years through our focus on expansion within the markets in our footprint and the recruitment of specialist relationship bankers with a deep understanding of, and strong relationships with customers in, the agriculture industry. Our agribusiness loan

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portfolio represented 25% of our total loan portfolio at March 31, 2015, and has grown at a CAGR of 19% from September 30, 2009 to March 31, 2015. In our most recent fiscal year, our agribusiness loan portfolio grew 6% from September 30, 2013 to September 30, 2014. In addition, we estimate that approximately 14% of our C&I loans and owner-occupied CRE loans are agriculture-related loans, as of March 31, 2015.

Track Record of Strong and Disciplined Growth

We have a track record of combining organic expansion with strategic acquisitions to achieve strong overall growth. Our record of steadily growing and successfully operating our business is demonstrated by our:

- Balance sheet growth: From September 30, 2009 to March 31, 2015, we have grown our total assets at a CAGR of 12%, our loan portfolio at a CAGR of 14% and our deposit base at a CAGR of 13%. This growth was primarily generated by our acquisition of TierOne Bank in 2010, which represented approximately $2.5 billion of our $3.1 billion total asset growth in fiscal year 2010. From September 30, 2013 to September 30, 2014 our total assets, loan portfolio and deposit base grew by 3%, 7% and 1%, respectively, as our loan growth drove continued asset growth, despite being offset by a reduction in the size of our investment portfolio. At March 31, 2015, our total assets, loans and deposits grew by 4%, 4% and 6%, respectively, to $9.78 billion in total assets, $7.07 billion in loans and $7.49 billion in deposits compared with September 30, 2014;

- Earnings growth: We have increased our net income to $105.0 million for fiscal year 2014, representing a CAGR of 18% from fiscal year 2009 and an increase of 9% from fiscal year 2013. Our net income was $46.4 million for the six months ended March 31, 2015; and

- Return on assets and equity: For fiscal year 2014, we achieved a 1.14% return on average total assets and a 16.6% return on average tangible common equity.

For more information on our return on average tangible common equity, see Summary Historical Consolidated Financial and Operating Information.

We have achieved organic growth by increasing our market share in select markets and entering new markets. We have been successful at recruiting and retaining relationship bankers with extensive industry expertise. We have also developed streamlined processes that allow us to be responsive, flexible and accessible to our customers, which we believe has allowed us to attract new customers and grow our loan portfolio and deposit base. We have achieved this growth while maintaining strong asset quality, with annual net charge-offs peaking at 88 basis points of average loans for fiscal year 2011 and declining to 14 basis points of average loans for fiscal year 2014. The average tax equivalent yield on loans, other than loans acquired with deteriorated credit quality, was 4.91% for the first six months of fiscal year 2015, a decrease of 23 basis points compared to 5.14% for the same period in fiscal year 2014.

Our organic growth has been supplemented by our disciplined acquisition strategy led by our experienced management team. We seek to maximize the success of our acquisitions through a well-established integration process. We have successfully leveraged our business banking model with our specialized agribusiness expertise to expand our footprint through eight acquisitions since 2006, including our 2010 FDIC-assisted acquisition of TierOne Bank, which represented approximately $2.5 billion in acquired assets. We expect to continue to opportunistically pursue acquisitions consistent with our strategic objectives, although we do not have any current agreements, arrangements or understandings regarding future acquisitions.

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The following chart shows our loan portfolio and the portion of our loans acquired through acquisitions completed since September 30, 2009:

Loans ($BN)(1)(2)

(1) At September 30 of each year, other than as of March 31, 2015.
(2) Acquired loans includes all loans acquired in acquisitions completed after September 30, 2009.

Through organic growth and acquisitions, we have grown our total loan portfolio to $7.1 billion at March 31, 2015. As illustrated above, from September 30, 2009 to March 31, 2015 our total loan portfolio, less acquired loans, has grown from $3.4 billion to $6.7 billion, representing a CAGR of 13%.

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Highly Efficient Operating Model

We believe our highly efficient and scalable operating model has enabled us to operate profitably, remain competitive, increase market share and develop new business. We emphasize company-wide operating principles focused on proactive expense management, targeted investment, disciplined lending practices and focused product offerings. We have achieved cost efficiencies by consolidating our branch network through the closure of less profitable locations and through our demonstrated success in acquiring and integrating banks. We have also achieved significant cost efficiencies through the use of the *Kaizen* & *Lean* principles, which are management techniques for improving processes and reducing waste, to eliminate redundancies and improve the efficient allocation of resources throughout our operations. We believe our focus on operating efficiency has contributed significantly to our return on equity, return on assets and net income and is reflected in our efficiency ratios presented below.

Efficiency Ratios[1]

PeerMedian Source: SNL Financial.

(1) For the twelve months ended September 30, other than the six months ended March 31, 2015.

(2) One financial measure we use to evaluate our operational efficiency is our efficiency ratio, which is not presented in accordance with U.S. GAAP. We calculate our efficiency ratio as the ratio of our tangible noninterest expense, which excludes amortization of core deposits and other intangible assets, to our total revenue (equal to the sum of net interest income and noninterest income) on a fully taxable equivalent basis. For more information on this measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Summary Historical Consolidated Financial and Operating Information.

(3) Our peers refer, collectively, to all publicly listed U.S. bank holding companies with total assets between $5 billion and $15 billion at March 31, 2015. For each period, the peer group excludes any bank holding company for which data was not available for such period. SNL Financial calculates peer efficiency ratios for all twelve-month periods as the ratio of noninterest expense, which excludes amortization of intangible assets, to the sum of net interest income on a fully taxable equivalent basis and noninterest income. We calculated peer efficiency ratios for the six months ended March 31, 2015 based on the same methodology, with data obtained from SNL Financial.

Disciplined Risk Management

Risk management is a core competency of our business, and we believe that our risk management approach is more robust than that of most U.S. banks our size. Following the acquisition of us by NAB, we expanded our risk management staff significantly to conform to NAB s global standards. We have also implemented comprehensive policies and procedures for credit underwriting and monitoring of our loan portfolio, including strong credit practices among our relationship bankers, allowing credit decisions to be made efficiently on a local basis consistent with our underwriting standards. We were able to remain profitable while maintaining strong

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asset quality through the financial crisis, in part due to our focus on our core business and adherence to our disciplined risk management. We believe our robust approach to risk management has enabled us to grow our loan portfolio without compromising credit quality. By focusing on our core areas of expertise, we largely avoided higher-risk lending practices that impacted other lenders in the industry during 2009 to 2011.

The following chart shows our annual net charge-offs as a percentage of average loans for fiscal year 2009 through fiscal year 2014, and for the six months ended March 31, 2015, compared to the median of our peers:

Annual Net Charge-offs as a Percentage of Average Loans[(1)]

PeerMedian Source: SNL Financial.

(1) For the twelve months ended September 30, other than the six months ended March 31, 2015. Information for the six months ended March 31, 2015 is computed on an annualized basis. For each period, the peer group excludes any bank holding company for which data was not available for such period.
(2) Our peers refer, collectively, to all publicly listed U.S. bank holding companies with total assets between $5 billion and $15 billion at March 31, 2015.
(3) Our net charge-offs increased for the six months ended March 31, 2015 due to higher credit-related charges of approximately $14 million incurred during the period. As a result of these charge-offs, our annual net charge-offs as a percentage of average loans increased to 0.23%. For a discussion of these credit-related charges, see Management s Discussion and Analysis of Financial Condition and Results of Operations for more information.

Experienced Management Team With Local Market Experience

Our senior management team, led by Ken Karels, our President and Chief Executive Officer, has a long and successful history of managing financial institutions in the region and, in particular, significant experience in business and agribusiness lending, with an average of over 25 years of banking experience. Our senior management team has a demonstrated track record of managing profitable growth, successfully executing and integrating acquisitions, improving operating efficiencies, maintaining a strong risk management culture and implementing a relationship-based and service-focused approach to banking.

Our Business Strategy

We believe that stable long-term growth and profitability are the result of building strong customer relationships while maintaining disciplined underwriting standards. We plan to focus on originating high-quality loans and growing our low-cost deposit base through our relationship-based business and agribusiness banking.

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We believe that continuing to focus on our core strengths will enable us to gain market share, continue to improve our operational efficiency and increase profitability. The key components of our strategy for continued success and future growth include the following:

Attract and Retain High-Quality Relationship Bankers

A key component of our growth in our existing markets and entry into new markets has been our ability to attract and retain high-quality relationship bankers. We have recruited approximately 58 new business and agribusiness relationship bankers since January 1, 2011 (out of a total of approximately 181 business and agribusiness relationship bankers at June 30, 2015), with average industry experience of 17 years when hired. We believe we have been successful in recruiting qualified relationship bankers due primarily to our decentralized management approach, focused product suite and flexible and customer-focused culture while continuing to provide sophisticated banking capabilities to serve our customers needs. We intend to continue to hire experienced relationship bankers to execute our relationship-driven banking model. We utilize a variable compensation structure designed to incentivize our relationship bankers by tying their compensation to their individual overall performance and the performance of the loans that they help originate, which we measure based on revenues, return on assets and asset quality/risk, among other things. We believe this structure establishes the appropriate incentives to maximize performance and satisfy our risk management objectives. By leveraging the strong networks and reputation of our experienced relationship bankers, we believe we can continue to grow our loan portfolio and deposit base as well as cross-sell other products and services.

Optimize Footprint in Existing and Complementary Markets

We pursue attractive growth opportunities to expand within our existing footprint and enter new markets aligned with our business model and strategic plans. We believe we can increase our presence in under-represented areas in our existing markets and broaden our footprint in attractive markets adjacent and complementary to our current markets by continuing our emphasis on business and agribusiness banking. Our branch strategy is guided by our ability to recruit experienced relationship bankers in under-represented and new markets. These bankers expand our banking relationships into these markets prior to opening a branch, which increases our likelihood of expanding profitably by developing an asset base before we establish a branch in that market. We will continue to opportunistically consider opening new branches. We intend to capitalize on growth opportunities we believe exist in growing economies in and adjacent to our existing markets.

Deepen Customer Relationships

We believe that our reputation, expertise and relationship-based banking model enable us to deepen our relationships with our customers. We look to leverage our relationships with existing customers by cross-selling our products and services. We have sought to grow our low-cost customer deposit base by attracting more deposits from our business and agribusiness customers. We offer alternative cash management solutions intended to help retain business customers. We seek to expand and enhance our wealth management platform through focused product offerings that we believe will appeal to our more affluent customers. We intend to continue to capitalize on opportunities to capture more business from existing customers throughout our banking network.

Continue to Improve Efficiency and Lower Costs

We believe that our focus on operational efficiency, even in light of incremental costs from being a public company, is critical to our profitability and future growth. We intend to carefully manage our cost structure and continuously refine and implement internal processes to create further efficiencies and enhance our earnings. We continue to optimize our branch network and have commenced reviews of additional internal processes and our vendor relationships, with a view to identifying opportunities to further improve efficiency and enhance earnings. In March 2015, we closed three branches in Omaha and two branches in Sioux Falls while opening a new

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Business Banking center in Omaha to improve our operating efficiency and better serve our customers. We are also continuing our efforts to shift our deposit base to lower-cost customer deposits, a strategic initiative that has been primarily responsible for driving our cost of deposit funding down since September 30, 2012. We believe our scalable systems, risk management infrastructure and operating model will better enable us to achieve further operational efficiencies as we grow our business.

Opportunistically Pursue Acquisitions

Our management team has extensive expertise and a successful track record in evaluating, executing and integrating attractive, franchise enhancing acquisitions. We will continue to consider acquisitions that are consistent with our business strategy and financial model as opportunities arise. Illustrated below, as of September 30 of each indicated year, is the growth in our total assets as a result of our acquisitions in that fiscal year.

(1) Acquired assets are the total of the fair value of assets acquired and the net cash and cash equivalents received at the time of acquisition in each indicated year.

We believe acquisition opportunities will continue to arise within our markets, as well as in familiar and complementary markets.

Our Structure

Prior to our IPO in 2014, we were an indirect, wholly-owned subsidiary of National Australia Bank Limited, or NAB. We were formed to be the publicly traded holding company for our bank, and prior to the completion of the Formation Transactions described below, we did not engage in any business or other activities other than in connection with our formation and the IPO. NAB traces its history back to the establishment of the Bank of Australasia in 1858. NAB is a large Australian financial institution incorporated in 1893 and listed on the Australian Securities Exchange. NAB operates in Australia, New Zealand, the United Kingdom, the United States and parts of Asia. Other than our business, NAB s U.S. operations primarily consist of wholesale banking operations used by NAB to obtain financing for its Australian operations and facilitate the provision of financing and risk management products to its Australian clients and international clients with significant Australian operations. NAB s wealth management business also has operations in the United States designed to facilitate access to U.S. investment opportunities by NAB s Australian clients.

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On October 17, 2014, we completed a series of internal reorganization transactions, which we refer to as the Formation Transactions, as a result of which Great Western Bancorp, Inc. succeeded to all the assets, liabilities and business of Great Western Bancorporation, Inc. For additional information related to the Formation Transactions, see Management s Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting our Business and Financial Statements Formation Transactions.

Our Relationship with NAB

On August 29, 2014, NAB publicly announced its intent to divest itself of our bank over time, subject to market conditions, consistent with its strategy of focusing on its core Australian and New Zealand franchises. On October 20, 2014, we completed the IPO of our common stock in which the NAB selling stockholder sold 18,400,000 shares of our common stock, representing 31.8% of our outstanding common stock. On May 6, 2015, we completed a secondary offering of our common stock in which the NAB selling stockholder sold 23,000,000 shares, representing 39.7% of our outstanding common stock.

This offering of shares of our common stock by the NAB selling stockholder, representing % of its beneficial ownership interest in our outstanding common stock prior to this offering, is the third stage of NAB s planned divestment. Following the completion of this offering (assuming the underwriters option to purchase additional shares of common stock is exercised in full), NAB expects to have fully divested its ownership of our common stock.

Prior to our IPO, as an indirect, wholly-owned subsidiary of NAB, we historically received financial and administrative support from NAB and its affiliates and engaged in business transactions with them. For a discussion of these transactions, see Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB.

In connection with our IPO, we and NAB entered into certain agreements that provide a framework for our ongoing relationship, including a Stockholder Agreement governing NAB s rights as a stockholder, a Transitional Services Agreement pursuant to which NAB has agreed to continue to provide us with certain services for a transition period and a Registration Rights Agreement requiring that we register shares of our common stock beneficially owned by NAB under certain circumstances. For further information regarding these agreements with NAB, see Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB.

NAB s rights under these agreements generally terminate on the Non-Control Date, which will occur on the date on which NAB ceases to control us for purposes of the BHC Act and delivers a notice to such effect, or a non-control notice, to us. A determination that an entity no longer controls a bank holding company for purposes of the BHC Act takes into consideration a variety of factors, including the percentage of voting securities held, the percentage of stockholders equity held, the existence of director and management interlocks, the existence of business or other relationships between the parties and the willingness of such entity to enter into certain types of passivity commitments. We expect the Non-Control Date to occur upon the completion of this offering but it is possible that it will be delayed until a later date. In that case, NAB s rights under the agreements will continue for some period of time following the offering until NAB delivers a non-control notice to us. NAB s delivery of a non-control notice to us, and therefore the Non-Control Date, could be delayed if NAB continues to beneficially own any shares of our outstanding common stock following the offering, which would be the case if the underwriters option to purchase additional shares of common stock is not exercised at all or is not exercised in full. We expect that NAB will deliver a non-control notice to us, and that the Non-Control Date will occur, on the first day that NAB no longer beneficially owns any shares of our outstanding common stock.

The agreements summarized below have been filed as exhibits to the registration statement of which this prospectus forms a part.

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Stockholder Agreement. Under the Stockholder Agreement, dated October 20, 2014, NAB has certain consent and other rights with respect to our business until the Non-Control Date. As a result, NAB historically has had significant control over us. See Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB Stockholder Agreement. The Stockholder Agreement provides NAB with the following rights, among others:

- the ability to nominate candidates for election to our board of directors (with the number of designees depending on the level of NAB s beneficial ownership of our outstanding common and non-voting common stock, as described below);
- the right to have its designees to our board of directors serve on committees of the board of directors in certain circumstances;
- consent rights giving NAB the ability to veto mergers, acquisitions, changes to our capital stock, business activities, corporate governance and various other significant corporate actions, such as incurring or guaranteeing certain additional indebtedness, entering into or terminating joint venture relationships, amending our constituent documents, amending or terminating certain material contracts, settling material litigation or entering into material written agreements with a regulatory agency, we may pursue;
- the right to continue to access our internal information and to be consulted on our public disclosures and filings before we publish them;
- access rights to our independent auditor and our internal audit function (through the head of internal audit), including work papers and relevant personnel, and cooperation rights with respect to NAB s independent auditor; and
- the right to exchange shares of our common stock for shares of our non-voting common stock for so long as NAB beneficially owns shares of our common stock, which will permit NAB to reduce its voting interest in our common stock and corresponding ability to control us for U.S. bank regulatory purposes.

Certain rights under the Stockholder Agreement will terminate on the earlier to occur of (i) May 6, 2016, the one-year anniversary of the first date when NAB ceased to directly or indirectly beneficially own at least 50% of our outstanding common stock, and (ii) the Non-Control Date. These rights include, for example, NAB s right to designate for nomination and election a majority of our board of directors. If NAB continues to control us for purposes of the BHC Act after May 6, 2016, NAB will have the right to designate for nomination and election a number of individuals equal to the number of independent directors nominated to serve on our board of directors (other than any independent directors who have been designated by NAB) minus two until such time as NAB ceases to have such control. After the Non-Control Date, NAB will have the right to designate one nominee for election to our board of directors as long as NAB continues to beneficially own at least 5% of our outstanding common stock and non-voting common stock. NAB s right to have its designees to our board of directors serve on committees of our board extends until NAB no longer controls us for purposes of the BHC Act, or such earlier time as may be required to satisfy the independence requirements under NYSE listing standards. NAB s consent rights to veto certain actions we may desire to take extends until the Non-Control Date.

NAB s information rights generally extend until NAB no longer controls us for purposes of the BHC Act or is no longer required to consolidate our financial results with theirs. For example, as long as NAB is required under applicable accounting standards to consolidate our financial statements with theirs, and in any case for all financial periods commencing before the earlier of (i) May 6, 2016 and (ii) the Non-Control Date, we are required to provide NAB with full access to information and data relating to our business and financial results, including full access to our independent auditor and internal audit function. We also are required to provide NAB with access to business and financial information and data for so long as NAB is required under applicable accounting standards to account for its investment in us under the equity accounting method. For so long as NAB controls us for purposes of the BHC Act, (i) NAB also has reasonable access and cooperation rights with respect to our independent auditor and internal audit function, (ii) we are required to consult and coordinate with NAB with respect to public disclosures and filings, (iii) we may not change our independent auditor without NAB s consent and (iv) neither of us can take any action that could cause the other party s auditor to not be independent. With limited exceptions, NAB will not be entitled to any of the rights described above after it no longer owns any shares of our outstanding common stock. NAB will, however, have limited information access rights to the extent necessary to comply with regulatory or supervisory reporting obligations or inquiries or other legitimate business needs for a period of ten years following the Non-Control Date, subject to extension under certain circumstances. The Stockholder Agreement may not be assigned by either party, except with the other party s written consent.

Transitional Services Agreement. We entered into a Transitional Services Agreement with NAB governing the continued provision of certain services to us by NAB or its affiliates for the applicable transition period. These services include continuing to act as a counterparty to us on specified interest rate swaps consistent with past practice and providing fair value calculations related to specified loans and interest rate swaps, access to certain reporting systems and applications, certain risk, credit rating and tax oversight currently provided to us by a branch of NAB and certain insurance coverage under NAB s group-wide insurance policies. The fees for each of these services have been negotiated on arms -length terms and are consistent with the fees we historically have paid to NAB and its affiliates for these services as part of NAB s consolidated group. We currently expect to incur aggregate annual costs of approximately $1.8 million for all services provided by NAB under the Transitional Services Agreement, though our actual costs may vary. Unless earlier terminated by us or NAB, the Transitional Services Agreement terminates with respect to each service to be provided thereunder on the dates specified in the agreement, which range in duration. Most services to be provided by NAB or its affiliates will terminate on the Non-Control Date, and a smaller number of services will terminate on May 6, 2016. Accordingly, we expect that most services provided under the agreement will terminate upon the completion of this offering. The Transitional Services Agreement may not be assigned by either party, except with the other party s written consent. See Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB Transitional Services Agreement.

Registration Rights Agreement. Pursuant to the Registration Rights Agreement, dated October 20, 2014, upon NAB s request, we must use our reasonable best efforts to file a registration statement for, and affect the registration under applicable federal and state securities laws of, any shares of our common stock beneficially owned by NAB. See Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB Registration Rights Agreement.

Termination of NAB s Controlling Interest. Because NAB expects to fully divest its ownership of our common stock in this offering, we expect NAB to cease to control us for purposes of the BHC Act and for the Non-Control Date to occur following the completion of this offering. NAB s delivery of a non-control notice to us, and therefore the Non-Control date, could be delayed if NAB continues to beneficially own any shares of our outstanding common stock upon the completion of this offering as would be the case if the underwriters option to purchase additional shares of common stock is not exercised at all or is not exercised in full. In this case, NAB could continue to exercise control over us for a period of time following completion of the offering because its rights under the agreements it has entered into with us would continue until the Non-Control Date, when NAB delivers a non-control notice to us. NAB s contractual veto rights with respect to our business, together with its control of our board of directors, could deprive stockholders of an opportunity to receive a premium for their shares of common stock as part of a sale of our company, among other opportunities. See Risk Factors Risks Related to NAB s Beneficial Ownership of Our Common Stock NAB has significant control over us, and its interests may conflict with ours or our other stockholders in the future.

Current NAB Employees and Appointees. Prior to our IPO, our Chief Financial Officer and Chief Risk Officer were employees of NAB or its subsidiary, Bank of New Zealand. In connection with our IPO, we entered into employment agreements with our Chief Financial Officer and Chief Risk Officer, whose employment with

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NAB, or Bank of New Zealand, as applicable, terminated and was transferred to us when the agreements became effective upon the completion of our IPO. See Our Relationship with NAB and Certain Other Related Party Transactions Related Party Transactions with NAB. Further, five of Great Western Bancorp, Inc. s current directors were nominated by NAB. See Management Directors and Executive Officers.

Historical Transactions with NAB. NAB and its affiliates have provided certain services to us historically, including acting as counterparty, pursuant to an ISDA master agreement with our bank, on approximately $1.05 billion in total notional amount of interest rate swaps outstanding at March 31, 2015 and providing the services discussed above that are currently provided pursuant to the Transitional Services Agreement. In addition, we have borrowed from NAB from time to time, including through a revolving credit agreement and through certain subordinated capital notes, although we intend to repay our outstanding indebtedness to NAB in connection with this offering. See Our Relationship with NAB and Certain Other Related Party Transactions Related Party Transactions with NAB. Notwithstanding these historical funding transactions, we are not reliant on NAB and its affiliates to satisfy funding requirements associated with our business.

Risks Relating to Our Company

An investment in our common stock involves substantial risks and uncertainties. Investors should carefully consider all of the information in this prospectus, including the detailed discussion of these risks under Risk Factors beginning on page 22, prior to investing in our common stock. Some of the more significant risks include the following:

- Our business may be adversely affected by conditions in the financial markets and economic conditions in the markets in which we and our customers operate generally and in the Midwest region in particular.

- We focus on originating business and agricultural loans, both of which may involve greater risk than residential mortgage lending and are dependent for repayment on various factors outside of the borrower s control.

- Repayment of our agricultural loans is dependent on the successful operation of the farm property and on the health of the agricultural industry.

- A continuation of the current low interest rate environment or subsequent movements in interest rates may have an adverse effect on our profitability.

- Our business depends on our ability to successfully manage risk, including credit, interest rate, liquidity and operational risks.

- Our allowance for loan losses and our credit marks on acquired loan portfolios may be insufficient which could lead to additional losses on loans beyond those currently anticipated.

Our credit-related charges may be higher in the future and loans on our Watch list may result in additional charge-offs in the future.

Severe weather, natural disasters, acts of war or terrorism or other external events could significantly impact our business.

We may not be able to attract and retain key personnel and other skilled employees, successfully execute our strategic plan or manage our growth.

We operate in a highly competitive industry and market area.

We may not be able to report our future financial results accurately and timely as a publicly listed company if we fail to maintain an effective system of disclosure controls and procedures and internal control over financial reporting, or if we fail to remediate the material weakness identified relating to the design and operation of our internal control over financial reporting.

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Following the completion of this offering, NAB may continue to have significant control over us.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of stockholder-initiated actions and proceedings, which could limit our stockholders ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

We are subject to extensive regulation, and legislative or regulatory actions, including possible enforcement actions, taken now or in the future could have a significant adverse effect on our operations.

Our Corporate Information

Our principal executive office is located at 100 N. Phillips Ave, Sioux Falls, South Dakota 57104. Our telephone number is (605) 334-2548, and our website address is greatwesternbank.com. The information contained on our website is not a part of, or incorporated by reference into, this prospectus.

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THE OFFERING

Common stock offered by the NAB selling stockholder	shares
Option to purchase additional shares from the NAB selling stockholder	shares
Common and non-voting common stock outstanding	57,886,114 shares of common stock and no shares of non-voting common stock
Use of proceeds	We will not receive any of the proceeds from the sale of the shares of common stock being sold in this offering. All of the shares in this offering are being sold by the NAB selling stockholder.
Dividend policy	On April 28, 2015, our board of directors declared a cash dividend of $0.12 per common share payable on May 29, 2015 to owners of record as of May 15, 2015.
	The declaration of all future dividends, if any, will be at the discretion of our board of directors and will depend on many factors, including the financial condition, earnings and liquidity requirements of our company and Great Western Bank, regulatory constraints, corporate law and contractual restrictions, and any other factors that our board of directors deems relevant in making such a determination. Our ability to pay dividends is subject to restrictions under applicable banking laws and regulations. In addition, dividends from Great Western Bank are the principal source of funds for the payment of dividends on our stock. Our bank is subject to certain restrictions under banking laws and regulations that may limit its ability to pay dividends to us. Therefore, there can be no assurance that we will pay any dividends to holders of our stock, or as to the amount of any such dividends. See Dividend Policy and Dividends for more information.
Principal stockholder	Following the completion of this offering (assuming the underwriters option to purchase additional shares of common stock is exercised in full), NAB expects to have fully divested its ownership of our common stock.

	For additional information regarding our relationship with NAB, see Our Relationship with NAB and Certain Other Related Party Transactions Relationship with NAB.
Preemptive rights	Purchasers of our common stock sold in this offering will not have any preemptive rights.
Listing	Our common stock is listed on the NYSE under the symbol GWB .
Risk factors	Investing in our common stock involves significant risks. See Risk Factors beginning on page 22 for a discussion of certain risks that you should consider before deciding to invest in our common stock.

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The number of shares of our common stock outstanding excludes 897,222 shares of our common stock reserved and available for issuance under our equity incentive plans, the Great Western Bancorp, Inc. 2014 Omnibus Incentive Compensation Plan and the Great Western Bancorp, Inc. 2014 Non-Employee Director Plan. Unless we specifically state otherwise, the information in this prospectus assumes no exercise of the underwriters option to purchase additional shares of our common stock from the NAB selling stockholder.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING INFORMATION

You should read the summary historical consolidated financial and operating data set forth below in conjunction with the sections titled Management s Discussion and Analysis of Financial Condition and Results of Operations and Capitalization, as well as our consolidated financial statements and the related notes included elsewhere in this prospectus. The historical financial information as of and for the fiscal years ended September 30, 2014, 2013 and 2012 is derived from our audited financial statements included elsewhere in this prospectus. The historical financial information as of and for the six-month periods ended March 31, 2015 and 2014 is derived from our unaudited financial statements included elsewhere in this prospectus, which have been prepared on the same basis as our audited consolidated financial statements. Our historical results may not be indicative of our future performance. In addition, results for the six-month periods ended March 31, 2015 and 2014 may not be indicative of the results that may be expected for the full fiscal year. The historical financial information below also contains non-GAAP financial measures, which have not been audited.

	At and for the six months ended March 31,		At and for the fiscal year ended September 30,		
	2015	2014	2014	2013	2012
	(dollars in thousands)				
Income Statement Data:					
Interest and dividend income	$ 178,782	$ 173,657	$ 352,476	$ 349,634	$ 339,142
Interest expense	15,248	16,559	32,052	39,161	50,971
Net interest income	163,534	157,098	320,424	310,473	288,171
Provision (recovery) for loan losses	12,998	(3,565)	684	11,574	30,145
Net interest income, after provision (recovery) for loan losses	150,536	160,663	319,740	298,899	258,026
Noninterest income	14,836	20,966	39,781	59,832	67,946
Noninterest expense	95,529	97,626	200,222	208,590	208,819
Income before income taxes	69,843	84,003	159,299	150,141	117,153
Provision for income taxes	23,422	29,428	54,347	53,898	44,158
Net income	$ 46,421	$ 54,575	$ 104,952	$ 96,243	$ 72,995
Other Financial Info / Performance Ratios:					
Net interest margin(6)	3.90%	3.99%	4.02%	3.99%	3.94%
Adjusted net interest margin(2) (6)	3.66%	3.77%	3.79%	3.81%	3.81%
Efficiency ratio(3)	50.1%	49.0%	50.4%	50.6%	52.8%
Return on average total assets(6)	0.96%	1.19%	1.14%	1.07%	0.85%

Return on average common equity[6]	6.44%	7.70%	7.34%	6.97%	5.40%
Return on average tangible common equity[1] [6]	13.8%	17.9%	16.6%	17.5%	15.0%
Balance Sheet Data:					
Loans[4]	$ 7,072,465	$ 6,531,763	$ 6,787,467	$ 6,362,673	$ 6,138,574
Allowance for loan losses	52,426	47,153	47,518	55,864	71,878
Securities	1,402,508	1,316,338	1,341,242	1,480,449	1,581,875
Goodwill	697,807	697,807	697,807	697,807	697,807
Total assets	9,781,645	9,274,880	9,371,429	9,134,258	9,008,252
Total deposits	7,487,698	7,252,684	7,052,180	6,948,208	6,884,515
Total liabilities	8,312,093	7,837,224	7,950,339	7,717,044	7,619,689
Total stockholders equity	1,469,552	1,437,656	1,421,090	1,417,214	1,388,563

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	At and for the six months ended March 31, 2015	2014	At and for the fiscal year ended September 30, 2014	2013	2012
	(dollars in thousands)				
Asset Quality Ratios:					
Nonperforming loans / total loans	1.05%	1.40%	1.16%	2.03%	2.76%
Allowance for loan losses / total loans	0.74%	0.72%	0.70%	0.88%	1.17%
Net charge-offs / average total loans(6)	0.23%	0.16%	0.14%	0.44%	0.54%
Capital Ratios:					
Tier 1 capital ratio	11.6%	12.4%	11.8%	12.4%	11.9%
Total capital ratio	12.6%	13.6%	12.9%	13.8%	13.7%
Tier 1 leverage ratio	9.3%	9.4%	9.1%	9.2%	8.3%
Tangible common equity to tangible assets(5)	8.4%	8.4%	8.2%	8.2%	7.8%

(1) Two of the financial measures we use to evaluate our profitability and performance are cash net income and return on average tangible common equity, which are not presented in accordance with U.S. generally accepted accounting principles, or U.S. GAAP. We compute our cash net income by adding to net income (and thereby effectively excluding) amortization expense relating to intangible assets and related tax effects that have accumulated as a result of the acquisition of us by NAB and our various acquisitions of other institutions as described in Management s Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting Our Business and Financial Statements Goodwill and Amortization of Other Intangibles. We compute our return on average tangible common equity as the ratio of our cash net income to our average tangible common equity, which is calculated by subtracting (and thereby effectively excluding) amounts related to the effect of goodwill and other intangible assets described above from our average common equity. We believe each of these measures is helpful in highlighting trends associated with our financial condition and results of operations by providing net income and return information based on our cash payments and receipts during the applicable period.

The following table shows our cash net income and return on average tangible common equity as well as reconciliations to our net income and return on average common equity, respectively, for the periods indicated:

	Six months ended March 31, 2015	2014	Fiscal year ended September 30, 2014	2013	2012
	(dollars in thousands)				
Cash net income and return on average tangible common equity:					
Net income	$ 46,421	$ 54,575	$ 104,952	$ 96,243	$ 72,995
Add: Amortization of intangible assets	4,691	9,379	16,215	19,290	19,646
Add: Tax on amortization of intangible assets	(440)	(1,622)	(3,244)	(3,244)	(3,244)

Cash net income	$ 50,607	$ 62,332	$ 117,923	$ 112,289	$ 89,397
Average common equity	$ 1,445,984	$ 1,421,478	$ 1,430,772	$ 1,380,296	$ 1,352,069
Less: Average goodwill and other intangible assets	709,935	721,652	719,573	738,140	756,149
Average tangible common equity	$ 736,049	$ 699,826	$ 711,199	$ 642,156	$ 595,920
Return on average common equity	6.44%	7.70%	7.34%	6.97%	5.40%
Return on average tangible common equity*	13.8%	17.9%	16.6%	17.5%	15.0%

* Calculated as cash net income divided by average tangible common equity.

(2) Two of the financial measures we use to evaluate our profitability and efficiency are adjusted net interest margin and adjusted yield on loans other than loans acquired with deteriorated credit quality, which are not

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presented in accordance with U.S. GAAP. We compute each measure by including the current realized gain (loss) on derivatives we use to manage interest rate risk on certain of our loans, as described in Management s Discussion and Analysis of Financial Condition and Results of Operations Key Factors Affecting Our Business and Financial Statements Loans and Interest Rate Swaps Accounted for at Fair Value. We believe that these measures are helpful in highlighting trends in our business that may not otherwise be apparent when relying solely on our U.S. GAAP-calculated results because we believe the current realized gain (loss) on the derivatives economically offsets the interest income earned on the related loans.

The following table shows our adjusted net interest margin as well as a reconciliation to our net interest margin and our adjusted yield on loans other than loans acquired with deteriorated credit quality as well as a reconciliation to unadjusted yield for the periods indicated:

	Six months ended March 31,		Fiscal year ended September 30,		
	2015	2014	2014	2013	2012
	(dollars in thousands)				
Adjusted net interest income and adjusted net interest margin (fully tax-equivalent basis):					
Net interest income	$ 163,534	$ 157,098	$ 320,424	$ 310,473	$ 288,171
Add: Tax equivalent adjustment	3,094	2,139	4,663	3,541	2,111
Net interest income (FTE)	$ 166,628	$ 159,237	$ 325,087	$ 314,014	$ 290,282
Add: Current realized derivative gain (loss)	(10,589)	(8,677)	(18,255)	(14,217)	(9,931)
Adjusted net interest income (FTE)	$ 156,039	$ 150,560	$ 306,832	$ 299,797	$ 280,351
Average interest-earning assets	$ 8,558,582	$ 8,012,542	$ 8,093,861	$ 7,862,860	$ 7,367,085
Net interest margin	3.90%	3.99%	4.02%	3.99%	3.94%
Adjusted net interest margin	3.66%	3.77%	3.79%	3.81%	3.81%
Adjusted interest income and adjusted yield (fully tax-equivalent basis) on loans other than acquired with deteriorated credit quality, net:					
Interest income	$ 161,689	$ 156,562	$ 318,775	$ 304,904	$ 286,530
Add: Tax equivalent adjustment	3,094	2,139	4,663	3,541	2,111
Interest income (FTE)	$ 164,783	$ 158,701	$ 323,438	$ 308,445	$ 288,641
Add: Current realized derivative gain (loss)	(10,589)	(8,677)	(18,255)	(14,217)	(9,931)

Adjusted interest income (FTE)	$ 154,194	$ 150,024	$ 305,183	$ 294,228	$ 278,710
Average Loans, other than loans acquired with deteriorated credit quality	$ 6,727,508	$ 6,186,621	$ 6,311,857	$ 5,876,116	$ 5,093,013
Yield	4.91%	5.14%	5.12%	5.25%	5.67%
Adjusted yield	4.60%	4.86%	4.84%	5.01%	5.47%

(3) One of the financial measures we use to evaluate our operational efficiency is our efficiency ratio, which is not presented in accordance with U.S. GAAP. We compute our efficiency ratio as the ratio of our tangible noninterest expense to our total revenue (equal to the sum of our net interest income and noninterest income). For purposes of this calculation, our noninterest expense is adjusted to exclude amounts related to the amortization of core deposits and other intangibles, which are non-cash expense items, and our total revenue is adjusted to include the tax-related benefit associated with our tax-advantaged loans and investments. We believe that our efficiency ratio is helpful in highlighting trends in our business that may not otherwise be apparent when relying solely on our U.S. GAAP-calculated results by eliminating fluctuations in non-cash expense items which do not represent cash flow expenditures during the relevant period and by reflecting all tax-related benefits associated with our loan and investment portfolio.

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The following table shows our efficiency ratio as well as a reconciliation with the components used in the calculation for the periods indicated:

	Six months ended March 31,		Fiscal year ended September 30,		
	2015	2014	2014	2013	2012
	(dollars in thousands)				
Efficiency ratio:					
Total revenue	$ 178,370	$ 178,064	$ 360,205	$ 370,305	$ 356,117
Plus: Tax equivalent adjustment	3,094	2,139	4,663	3,541	2,111
Total revenue (FTE)	$ 181,464	$ 180,203	$ 364,868	$ 373,846	$ 358,228
Noninterest expense	$ 95,529	$ 97,625	$ 200,222	$ 208,590	$ 208,819
Less: Amortization of core deposit and other intangibles	4,626	9,379	16,215	19,290	19,646
Tangible noninterest expense	$ 90,903	$ 88,246	$ 184,007	$ 189,300	$ 189,173
Efficiency ratio	50.1%	49.0%	50.4%	50.6%	52.8%

(4) Loans include unpaid principal balance net of unamortized discount on acquired loans and unearned net deferred fees and costs and loans in process.

(5) One of the financial measures we use to evaluate our financial condition is our tangible common equity to tangible assets ratio, which is not presented in accordance with U.S. GAAP. We compute this figure as the ratio of our tangible common equity to our tangible assets, each of which we calculate by subtracting (and thereby effectively excluding) the value of our goodwill and other intangible assets. We believe this measure is helpful in highlighting the common equity component of our capital and because of its focus by federal bank regulators when reviewing the health and strength of financial institutions in recent years, and when considering regulatory approvals for certain actions, including capital actions.

The following table shows our tangible common equity to tangible assets ratio as well as a reconciliation with the components used in its calculation for the periods indicated:

	March 31,		September 30,		
	2015	2014	2014	2013	2012
	(dollars in thousands)				
Tangible common equity and tangible common equity to tangible assets:					
Total stockholders equity	$ 1,469,552	$ 1,437,656	$ 1,421,090	$ 1,417,214	$ 1,388,563
	707,410	718,872	712,036	728,251	747,552

Less: Goodwill, core deposits and other intangibles					
Tangible common equity	$ 762,142	$ 718,784	$ 709,054	$ 688,963	$ 641,011
Total assets	$ 9,781,645	$ 9,274,880	$ 9,371,429	$ 9,134,258	$ 9,008,252
Less: Goodwill, core deposits and other intangibles	707,410	718,872	712,036	728,251	747,552
Tangible assets	$ 9,074,235	$ 8,556,008	$ 8,659,393	$ 8,406,007	$ 8,260,700
Tangible common equity to tangible assets	8.4%	8.4%	8.2%	8.2%	7.8%

(6) Calculated as an annualized percentage for the six months ended March 31, 2015 and 2014, as applicable.

RISK FACTORS

Investing in our common stock involves a significant degree of risk. The material risks and uncertainties that management believes affect us are described below. Before investing in our common stock, you should carefully consider the risks and uncertainties described below, in addition to the other information contained in this prospectus. Any of the following risks, as well as risks that we do not know or currently deem immaterial, could have a material adverse effect on our business, financial condition or results of operations. As a result, the trading price of our common stock could decline, and you could lose some or all of your investment. Further, to the extent that any of the information in this prospectus constitutes forward-looking statements, the risk factors below are cautionary statements identifying important factors that could cause actual results to differ materially from those expressed in any forward-looking statements made by us or on our behalf. See Cautionary Note Regarding Forward-Looking Statements.

Risks Related to Our Business

Our business may be adversely affected by conditions in the financial markets and economic conditions generally and in our states in particular.

Our financial performance generally, and in particular the ability of our borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, as well as demand for loans and other products and services we offer and whose success we rely on to drive our future growth, is highly dependent upon the business environment in the markets in which we operate, principally in our states, and in the United States as a whole. Unlike larger banks that are more geographically diversified, we provide banking and financial services to customers in South Dakota, Iowa, Nebraska, Colorado, Arizona, Kansas and Missouri. The economic conditions in these local markets may be different from, and in some instances worse than, the economic conditions in the United States as a whole. Some elements of the business environment that affect our financial performance include short-term and long-term interest rates, the prevailing yield curve, inflation and price levels (particularly for agricultural commodities), monetary policy, unemployment and the strength of the domestic economy and the local economy in the markets in which we operate. Unfavorable market conditions can result in a deterioration in the credit quality of our borrowers and the demand for our products and services, an increase in the number of loan delinquencies, defaults and charge-offs, additional provisions for loan losses, adverse asset values and an overall material adverse effect on the quality of our loan portfolio. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment; natural disasters; state or local government insolvency; or a combination of these or other factors.

In recent years, the U.S. economy has faced a severe economic crisis including a major recession from which it is slowly recovering. Business growth across a wide range of industries and regions in the United States remains reduced, and local governments and many businesses continue to experience financial difficulty. Since the recession, economic growth has been slow and uneven, unemployment levels generally remain elevated and there are continuing concerns related to the level of U.S. government debt and fiscal actions that may be taken to address that debt. There can be no assurance that economic conditions will continue to improve, and these conditions could worsen. Economic pressure on consumers and uncertainty regarding continuing economic improvement may result in changes in consumer and business spending, borrowing and saving habits. Such conditions could have a material adverse effect on the credit quality of our loans or our business, financial condition or results of operations.

The agricultural economy in our states has been affected by recent declines in prices and the rates of price growth for various crops. Weaker crop prices themselves could increase the risk of default on agricultural loans. Similarly, weaker crop prices could reduce the cash flows generated by farms and the value of agricultural land in our local markets and thereby increase the risk of default by our borrowers or reduce the foreclosure value of agricultural land and equipment that serve as collateral for certain of our loans. For example, in the second

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quarter of fiscal 2015, we performed a review on a substantial portion of our grain farming loan portfolio, identifying loans potentially affected by declines in agricultural commodity prices and lower collateral values. Further declines in commodity prices or collateral values may increase the incidence of default by our borrowers. Moreover, weaker crop prices might threaten farming operations in the United States, reducing market demand for agricultural lending. In particular, farm income has seen recent declines as a result of lower crop prices and some drought conditions. In line with the downturn in farm income, farmland prices are coming under pressure.

In addition, certain local economies in our states rely to varying extents on manufacturing, which has experienced steep declines in the United States over the last decade. Declines in agriculture or manufacturing in these local economies may cause the local commercial environment to decline, which may impact the credit quality of our borrowers or reduce the demand for our products or services. Declines in manufacturing also may negatively affect the market for, and the value of, any industrial equipment or machinery and any raw materials used as collateral for any loans in our portfolio. Further, because unemployment is now slightly lower in certain of our states than nationwide, the economies of our states may not improve as much as the economies of other regions in any nationwide economic recovery.

We focus on originating business loans (in the form of commercial and industrial loans and commercial real estate loans), which may involve greater risk than residential mortgage lending.

As of March 31, 2015, our business lending, which consists of our C&I and CRE loans, represented approximately $4.33 billion, or 61%, of our loan portfolio. Our C&I loans and CRE loans secured by borrower-occupied property, or owner-occupied CRE loans, which together form the core of our business banking focus, totaled approximately $2.77 billion, or 39%, of our loan portfolio at March 31, 2015, with undisbursed loan commitments for these loans amounting to an additional $712 million. We also had approximately $1.56 billion of other CRE loans (*i.e.*, construction and development loans, multifamily residential real estate loans and CRE loans secured by commercial property that is not borrower-occupied) at March 31, 2015, or 22% of our loan portfolio, including construction and development loans representing approximately 20% of our other CRE loans. Because payments on C&I loans, owner-occupied CRE loans and other CRE loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans may be more sensitive than other types of loans to adverse conditions in the real estate market or the general economy. Collateral of all types, and particularly that of a specialized nature, may also experience significant declines in value in the short/medium term or the longer term. These types of loans may have a greater risk of loss than residential mortgage lending, in part because these loans are generally larger or more complex to underwrite than residential mortgages. In particular, real estate construction, acquisition and development loans have certain risks not present in other types of loans, including risks associated with construction cost overruns, project completion risk, general contractor credit risk and risks associated with the ultimate sale or use of the completed construction. If a decline in economic conditions or other issues cause difficulties for our borrowers of these types of business loans, if we fail to evaluate the credit of these loans accurately when we underwrite them or if we do not continue to monitor adequately the performance of these loans, our lending portfolio could experience delinquencies, defaults and credit losses that could have a material adverse effect on our business, financial condition or results of operations.

In addition to business loans, much of our lending is agricultural, and agricultural loans are dependent for repayment on the successful operation and management of the farm property, the health of the agricultural industry broadly, and in the location of the borrower in particular, and other factors outside of the borrower s control.

At March 31, 2015, our agricultural loans, consisting primarily of agricultural operating loans (*e.g.*, loans to farm and ranch owners and operators) and agricultural real estate loans, were $1.75 billion, representing 25% of our total loan portfolio. At March 31, 2015, agricultural operating loans totaled $909 million, or 13% of our loan portfolio; and agricultural real estate loans totaled $839 million, or 12%, of our loan portfolio. The primary livestock of our customers to whom we have extended agricultural loans include dairy cows, hogs and feeder

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cattle, and the primary crops of our customers to whom we have extended agricultural loans include corn, soybeans and, to a lesser extent, cotton and wheat. In addition, we estimate that approximately 14% of our C&I loans and owner-occupied CRE loans were agriculture-related loans at March 31, 2015.

Agricultural markets are highly sensitive to real and perceived changes in the supply and demand of agricultural products. As over 84% of our agricultural lending (excluding C&I loans and owner-occupied CRE loans) is to farms producing grain, beef cattle, dairy products or hogs, our performance is closely related to the performance of, and supply and demand in, these agricultural sub-sectors. Weaker crop prices, particularly for grains, could reduce the value of agricultural land in our local markets and thereby increase the risk of default by our borrowers or reduce the foreclosure value of agricultural land and equipment that serves as collateral for certain of our loans.

Our agricultural loans are dependent on the profitable operation and management of the farm property securing the loan and its cash flows. The success of a farm property may be affected by many factors outside the control of the borrower, including:

- adverse weather conditions (such as hail, drought and floods), restrictions on water supply or other conditions that prevent the planting of a crop or limit crop yields;
- loss of crops or livestock due to disease or other factors;
- declines in the market prices or demand for agricultural products (both domestically and internationally), for any reason;
- increases in production costs (such as the costs of labor, rent, feed, fuel and fertilizer);
- adverse changes in interest rates, currency exchange rates, agricultural land values or other factors that may affect delinquency levels and credit losses on agricultural loans;
- the impact of government policies and regulations (including changes in price supports, subsidies, government-sponsored crop insurance, minimum ethanol content requirements for gasoline, tariffs, trade barriers and health and environmental regulations);
- access to technology and the successful implementation of production technologies; and
- changes in the general economy that could affect the availability of off-farm sources of income and prices of real estate for borrowers.

Declines in agricultural commodity prices may have a particularly negative effect on certain farm borrowers. Lower prices for agricultural products may cause farm revenues to decline and farm operators may be unable to reduce expenses as quickly as their revenues decline. In addition, many farms are dependent on a limited number of key individuals whose injury or death could significantly affect the successful operation of the farm. If the cash flow from a farming operation is diminished, the borrower s ability to repay the loan may be impaired. Consequently, agricultural loans may involve a greater degree of risk than residential mortgage lending, particularly in the case of loans that are unsecured or secured by rapidly depreciating assets such as farm equipment (some of which is highly specialized with a limited or no market for resale) or assets such as livestock or crops. In such cases, any repossessed collateral for a defaulted agricultural operating loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation or because the assessed value of the collateral exceeds the eventual realization value.

Our business is significantly dependent on the real estate markets where we operate, as a significant portion of our loan portfolio is secured by real estate.

At March 31, 2015, 62% of our aggregate loan portfolio, comprising our CRE loans (representing 38% of our aggregate loan portfolio), residential real estate loans (representing 13% of our aggregate loan portfolio) and agriculture real estate loans (representing 12% of our aggregate loan portfolio), was primarily secured by interests in real estate predominantly located in the states in which we operate. In addition, some of our other lending occasionally involves taking real estate as primary or secondary collateral. Real property values in these states may be different from, and in some instances worse than, real property values in other markets or in the United States as a whole, and may be affected by a variety of factors outside of our control and the control of our borrowers, including national and local economic conditions generally. Declines in real property prices, including prices for homes, commercial properties and farmland, in the states in which we operate could result in a deterioration of the credit quality of our borrowers, an increase in the number of loan delinquencies, defaults and charge-offs, and reduced demand for our products and services generally. Our CRE loans, in particular, totaled approximately $2.67 billion at March 31, 2015, or 38% of our loan portfolio, and may have a greater risk of loss than residential mortgage loans, in part because these loans are generally larger or more complex to underwrite. Agricultural real estate loans may be affected by similar factors to those that affect agricultural loans generally, including adverse weather conditions, disease and declines in the market prices for agricultural products or farm real estate. In addition, declines in real property values in the states in which we operate could reduce the value of any collateral we realize following a default on these loans and could adversely affect our ability to continue to grow our loan portfolio consistent with our underwriting standards. Our failure to effectively mitigate these risks could have a material adverse effect on our business, financial condition or results of operations.

We are subject to interest rate risk.

Fluctuations in interest rates may negatively impact our banking business and may weaken demand for some of our products. Our earnings and cash flows are largely dependent on net interest income, which is the difference between the interest income we receive from interest-earning assets (*e.g.*, loans and investment securities) and the interest expense we pay on interest-bearing liabilities (*e.g.*, deposits and borrowings). The level of net interest income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of interest-earning assets and interest-bearing liabilities. Interest rates are volatile and highly sensitive to many factors that are beyond our control, such as economic conditions and policies of various governmental and regulatory agencies, and, in particular the monetary policy of the Federal Open Market Committee of the Federal Reserve System, or the FOMC. In recent years, it has been the policy of the FOMC and the U.S. Treasury to maintain interest rates at historically low levels through its targeted federal funds rate and the purchase of U.S. Treasury and mortgage-backed securities. As a result, yields on securities we have purchased, and market rates on the loans we have originated, have been at levels lower than were available prior to 2008. Consequently, the average yield on our interest-earning assets has decreased during the current low interest rate environment. If a low interest rate environment persists, our net interest income may further decrease. This would be the case because our ability to lower our interest expense has been limited at these interest rate levels, while the average yield on our interest-earning assets has continued to decrease. Moreover, as interest rates begin to increase, if our floating rate interest-earning assets do not reprice faster than our interest-bearing liabilities in a rising rate environment, our net interest income could be adversely affected. If our net interest income decreases, this could have an adverse effect on our profitability, including the value of our investments.

Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but also our ability to originate loans and deposits. Historically, there has been an inverse correlation between the demand for loans and interest rates. Loan origination volume usually declines during periods of rising or high interest rates and increases during periods of declining or low interest rates. Changes in interest rates also have a significant impact on the carrying value of certain of our assets, including loans, real estate and investment securities, on our balance sheet. We may incur debt in the future and that debt may also be sensitive to interest rates.

The cost of our deposits is largely based on short-term interest rates, the level of which is driven primarily by the FOMC s actions. However, the yields generated by our loans and securities are often difficult to re-price and are typically driven by longer-term interest rates, which are set by the market or, at times, the FOMC s actions, and vary over time. The level of net interest income is therefore influenced by movements in such interest rates and the pace at which such movements occur. If the interest rates paid on our deposits and other borrowings increase at a faster pace than the interest rates on our loans and other investments, our net interest income may decline and, with it, a decline in our earnings may occur. Our net interest income and earnings would be similarly affected if the interest rates on our interest-earning assets declined at a faster pace than the interest rates on our deposits and other borrowings. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our business, financial condition or results of operations.

Changes in interest rates can also affect the level of loan refinancing activity, which impacts the amount of prepayment penalty income we receive on loans we hold. Because prepayment penalties are recorded as interest income when received, the extent to which they increase or decrease during any given period could have a significant impact on the level of net interest income and net income we generate during that time. A decrease in our prepayment penalty income resulting from any change in interest rates or as a result of regulatory limitations on our ability to charge prepayment penalties could therefore adversely affect our net interest income, net income or results of operations.

Changes in interest rates can also affect the slope of the yield curve. A decline in the current yield curve or a flatter or inverted yield curve could cause our net interest income and net interest margin to contract, which could have a material adverse effect on our net income and cash flows, as well as the value of our assets. An inverted yield curve may also adversely affect the yield on investment securities by increasing the prepayment risk of any securities purchased at a premium.

Changes in interest rates could also have a negative impact on our results of operations by reducing the ability of borrowers to repay their current loan obligations or by reducing our margins and profitability. As of March 31, 2015, 44% of our loans were advanced to our customers on a variable or adjustable-rate basis and another 14% of our loans were advanced to our customers on a fixed-rate basis where we utilized derivative instruments to swap our economic exposure to a variable-rate basis. As a result, an increase in interest rates could result in increased loan defaults, foreclosures and charge-offs and could necessitate further increases to the allowance for loan losses, any of which could have a material adverse effect on our business, financial condition or results of operations. In addition, a decrease in interest rates could negatively impact our margins and profitability.

As of March 31, 2015, we had $1.37 billion of noninterest-bearing demand deposits and $4.59 billion of interest-bearing demand deposits. The prohibition restricting depository institutions from paying interest on demand deposits, such as checking accounts, was repealed effective on July 21, 2011 as part of the Dodd-Frank Act. We then began offering interest-bearing corporate checking accounts. Current interest rates for this product are very low because of current market conditions and, so far, the impact of the repeal has not been significant to us. However, we do not know what market rates will eventually be and, therefore, we cannot estimate at this time the long-term impact of the repeal on our interest expense on deposits. If we need to offer higher interest rates on checking accounts to maintain current clients or attract new clients, our interest expense will increase, perhaps materially. Furthermore, if we fail to offer interest in a sufficient amount to keep these demand deposits, our core deposits may be reduced, which would require us to obtain funding in other ways or risk slowing our future asset growth.

Our business depends on our ability to successfully manage credit risk.

The operation of our business requires us to manage credit risk. As a lender, we are exposed to the risk that our borrowers will be unable to repay their loans according to their terms, and that the collateral securing repayment of their loans, if any, may not be sufficient to ensure repayment. In addition, there are risks inherent in making any loan, including risks with respect to the period of time over which the loan may be repaid, risks relating to proper loan underwriting, risks resulting from changes in economic and industry conditions and risks inherent in dealing with individual borrowers, including the risk that a borrower may not provide information to us about its business in a timely manner, and/or may present inaccurate or incomplete information to us, and risks relating to the value of collateral. In order to manage credit risk successfully, we must, among other things, maintain disciplined and prudent underwriting standards and ensure that our bankers follow those standards. The weakening of these standards for any reason, such as an attempt to attract higher yielding loans, a lack of discipline or diligence by our employees in underwriting and monitoring loans, the inability of our employees to adequately adapt policies and procedures to changes in economic or any other conditions affecting borrowers and the quality of our loan portfolio, may result in loan defaults, foreclosures and additional charge-offs and may necessitate that we significantly increase our allowance for loan losses, each of which could adversely affect our net income. As a result, our inability to successfully manage credit risk could have a material adverse effect on our business, financial condition or results of operations.

An important feature of our credit risk management system is our use of an internal credit risk rating and control system through which we identify, measure, monitor and mitigate existing and emerging credit risk of our customers. As this process involves detailed analyses of the customer or credit risk, taking into account both quantitative and qualitative factors, it is subject to human error. In exercising their judgment, our employees may not always be able to assign an accurate credit rating to a customer or credit risk, which may result in our exposure to higher credit risks than indicated by our risk rating and control system. Although our management seeks to address possible credit risk proactively, it is possible that we will not identify credit risk in our loan portfolio and that we may fail to manage credit risk effectively. Although management does not anticipate a significant negative trend in future charge-offs as a result of the 34% increase in loans on our Watch list as of March 31, 2015, it is possible that loans on Watch status will result in future charge-offs.

Some of our tools and metrics for managing credit risk and other risks are based upon our use of observed historical market behavior and assumptions. We rely on quantitative models to measure risks and to estimate certain financial values. Models may be used in such processes as determining the pricing of various products, grading loans and extending credit, measuring interest rate and other market risks, predicting losses, assessing capital adequacy and calculating regulatory capital levels, as well as estimating the value of financial instruments and balance sheet items. Poorly designed or implemented models present the risk that our business decisions based on information incorporating such models will be adversely affected due to the inadequacy of that information. Moreover, our models may fail to predict future risk exposures if the information used in the model is incorrect, obsolete or not sufficiently comparable to actual events as they occur, or if our model assumptions prove incorrect. We seek to incorporate appropriate historical data in our models, but the range of market values and behaviors reflected in any period of historical data is not at all times predictive of future developments in any particular period and the period of data we incorporate into our models may turn out to be inappropriate for the future period being modeled. In such case, our ability to manage risk would be limited and our risk exposure and losses could be significantly greater than our models indicated.

Our allowance for loan losses, our fair value adjustments related to credit on loans for which we have elected the fair value option and our credit marks (which reduce the fair value) on acquired loan portfolios may be insufficient, which could lead to additional losses on loans beyond those currently anticipated.

We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense representing management s best estimate of probable losses that have been incurred within our existing portfolio of loans, fair value adjustments related to credit risk on our loans for which we have elected the fair value option and credit marks, which are estimates of expected credit losses that reduce the fair value of certain loans acquired through acquisitions. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the portfolio. The level of the allowance reflects management s continuing evaluation of specific credit risks; the quality of the loan portfolio; the value of the underlying collateral; the level of nonaccruing loans; incurred losses inherent in the current loan portfolio; and economic, political and regulatory conditions. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks, all of which may undergo material changes. One of our most critical accounting estimates made in connection with the preparation of consolidated financial statements in conformity with U.S. GAAP is the allowance for loan losses. We also establish fair value adjustments related to our estimates of expected credit losses for loans accounted for using the fair value option.

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The application of the acquisition method of accounting in our acquisitions has impacted our allowance for loan losses. Under the acquisition method of accounting, loans we acquired were recorded in our consolidated financial statements at their fair value at the time of acquisition and the related allowance for loan loss was eliminated because credit quality, among other factors, was considered in the determination of fair value. To the extent that the estimates we made at the time of acquisition prove to be inadequate based on changing facts and circumstances arising from reporting period to reporting period, we may incur losses (some of which may be covered by our loss-sharing arrangements with the FDIC) associated with the acquired loans.

Although our management has established an allowance for loan losses it believes is adequate to absorb probable and reasonably estimable losses in our loan portfolio, this allowance may not be adequate. We could sustain credit losses that are significantly higher than the amount of our allowance for loan losses. Higher credit losses could arise for a variety of reasons, such as growth in our loan portfolio, changes in economic conditions affecting borrowers, new information regarding our loans and other factors within and outside our control. If agricultural commodity prices or real estate values were to decline or if economic conditions in one or more of our principal markets were to deteriorate unexpectedly, additional loan losses not incorporated in the existing allowance for loan losses might occur. For example, we incurred higher total credit related charges of approximately $14 million, including approximately $2.6 million of OREO charges, for the three months ended March 31, 2015. This compares to approximately $7 million for the three months ended December 31, 2014. These higher charges were primarily driven by a small number of C&I lending exposures. Although management believes these changes were driven by customer-specific developments and are not indicative of credit concerns across our loan portfolio, there may be other credit issues we have not identified in our loan portfolio or may not identify in the future. As a result, for any number of reasons, we may incur higher credit-related charges in the future, which may be significant. Losses in excess of the existing allowance for loan losses will reduce our net income and could have a material adverse effect on our business, financial condition or results of operations. A severe downturn in the economy generally or affecting the business and assets of individual customers would generate increased charge-offs and a need for higher reserves. In particular, a severe decrease in agricultural commodity prices or farmland prices could cause higher credit losses and a large allowance for loan losses, principally in our agricultural loan portfolios.

In addition, bank regulatory agencies will periodically review our allowance for loan losses and the value attributed to nonaccrual loans or to real estate we acquire through foreclosure. Such regulatory agencies may require us to adjust our determination of the value for these items, increase our allowance for loan losses or reduce the carrying value of owned real estate, reducing our net income. Further, if charge-offs in future periods exceed the allowance for loan losses, we may need additional adjustments to increase the allowance for loan losses. These adjustments could have a material adverse effect on our business, financial condition or results of operations.

We are subject to liquidity risk that may affect our ability to meet our obligations and grow our business.

Liquidity risk is the risk that we will not be able to meet our obligations, including financial commitments, as they come due and is inherent in our operations. This risk can increase due to a number of factors, including an over-reliance on a particular source of funding (including, for example, short-term and overnight funding) or market-wide phenomena such as market dislocation and major disasters. Like many banking companies, we rely on customer deposits to meet a considerable portion of our funding, and we continue to seek customer deposits to maintain this funding base. We obtain deposits directly from retail and commercial customers and through brokerage firms that offer our deposit products to their customers. As of March 31, 2015, we had $7.12 billion in direct deposits (which includes deposits from banks and financial institutions and deposits related to prepaid cards) and $368 million in deposits originated through brokerage firms (including network deposit sweeps). A key part of our liquidity plan and funding strategy is to expand our direct deposits as a source of funding. However, these deposits are subject to potentially dramatic fluctuations in availability or price due to certain factors outside our control, such as a loss of confidence by customers in us or the banking sector generally, customer perceptions of our financial health and general reputation, increasing competitive pressures from other financial services firms for retail or corporate customer deposits, changes in interest rates and returns on other investment classes, which could result in significant outflows of deposits within short periods of time or significant changes in pricing necessary to maintain current customer deposits or attract additional deposits.

Competition among U.S. banks for customer deposits is intense, may increase the cost of retaining current deposits or procuring new deposits, and may otherwise negatively affect our ability to grow our deposit base. Any changes we make to the rates offered on our deposit products to remain competitive with other financial institutions may adversely affect our profitability and liquidity. Interest-bearing accounts earn interest at rates established by management based on competitive market factors. Maintaining and attracting new deposits is integral to our business and a major decline in deposits or failure to attract deposits in the future, including any such decline or failure related to an increase in interest rates paid by our competitors on interest-bearing accounts, could have an adverse effect on our results of operations and financial condition. In addition, our ability to originate and maintain deposits could be adversely affected by the loss of our association with NAB and NAB s strategic plan to exit its investment in our business. The demand for the deposit products we offer may also be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences, reductions in consumers disposable income, regulatory actions that decrease customer access to particular products, or the availability of competing products. An inability to grow, or any material decrease in, our deposits could have a material adverse effect on our cost of funds and our ability to satisfy our liquidity needs. Further, the consequences of our liquidity risk may be more severe than other institutions because we do not currently have a credit rating from any major agency.

Maintaining a diverse and appropriate funding strategy remains challenging, and any tightening of credit markets could have a material adverse impact on us. In particular, our funding from corporate and financial institution counterparties may cease to be available if such counterparties seek to reduce their credit exposures to banks and other financial institutions, which could be reflected, for example, in reductions in unsecured deposits supplied by these counterparties. Under such circumstances, we may need to seek funds from alternative sources, potentially at higher costs than our current sources.

Severe weather, natural disasters, acts of war or terrorism or other external events could significantly impact our business.

Severe weather, natural disasters, widespread disease or pandemics, acts of war or terrorism or other adverse external events could have a significant impact on our ability to conduct business. In addition, such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue or cause us to incur additional expenses. Because of the concentration of agricultural loans in our lending portfolio and the volume of our borrowers in regions dependent on agriculture, we could be disproportionally affected relative to others in the case of external events such as floods, droughts, and hail effecting the agricultural conditions in the markets we serve. The occurrence of any of these events in the future could have a material adverse effect on our business, financial condition or results of operations.

We may not be able to attract and retain key personnel and other skilled employees.

Our success depends, in large part, on the skills of our management team and our ability to retain, recruit and motivate key officers and employees. Our senior management team has significant industry experience, and their knowledge and relationships would be difficult to replace. Leadership changes will occur from time to time, and we cannot predict whether significant resignations will occur or whether we will be able to recruit additional qualified personnel. Competition for senior executives and skilled personnel in the financial services and banking industry is intense, which means the cost of hiring, incentivizing and retaining skilled personnel may continue to increase. We need to continue to attract and retain key personnel and to recruit qualified individuals to succeed existing key personnel to ensure the continued growth and successful operation of our business. In addition, as a provider of relationship-based commercial and agribusiness banking services, we must attract and retain qualified banking personnel to continue to grow our business, and competition for such personnel can be intense. Our

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ability to effectively compete for senior executives and other qualified personnel by offering competitive compensation and benefit arrangements may be restricted by applicable banking laws and regulations as discussed in Supervision and Regulation Incentive Compensation. The loss of the services of any senior executive or other key personnel, or the inability to recruit and retain qualified personnel in the future, could have a material adverse effect on our business, financial condition or results of operations. In addition, to attract and retain personnel with appropriate skills and knowledge to support our business, we may offer a variety of benefits, which could reduce our earnings or have a material adverse effect on our business, financial condition or results of operations.

We operate in a highly competitive industry and market area.

We operate in the highly competitive financial services industry and face significant competition for customers from financial institutions located both within and beyond our principal markets. We compete with commercial banks, savings banks, credit unions, non-bank financial services companies and other financial institutions operating within or near the areas we serve, particularly nationwide and regional banks and larger community banking institutions that target the same customers we do. We also face competition for agricultural loans from participants in the nationwide Farm Credit System and global banks. In addition, as customer preferences and expectations continue to evolve, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Customer loyalty can be influenced by a competitor s new products, especially offerings that could provide cost savings or a higher return to the customer. We may not be able to compete successfully with other financial institutions in our market, and we may have to pay higher interest rates to attract deposits, accept lower yields to attract loans and pay higher wages for new employees, resulting in reduced profitability. Further, increased lending activity by competing banks following the recent recession has led to increased competitive pressures on loan rates and terms for high-quality credits. Continued loan pricing pressure could have a further negative effect on our loan yields and net interest margin.

Many of our non-bank competitors are not subject to the same extensive regulations that govern our activities and may have greater flexibility in competing for business. Several of our competitors are also larger and have significantly more resources, greater name recognition and larger market shares than we do, enabling them to maintain numerous banking locations, provide technology-based banking tools we do not provide, maintain a wider range of product offerings, mount extensive promotional and advertising campaigns and be more aggressive than us in competing for loans and deposits. The financial services industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. In addition, some of our current commercial banking customers may seek alternative banking sources as they develop needs for credit facilities larger than we may be able to accommodate. Our inability to compete successfully in the markets in which we operate could have a material adverse effect on our business, financial condition or results of operations.

We may not be able to successfully execute our strategic plan or manage our growth.

Our growth strategy requires us to manage several different elements simultaneously. Sustainable growth requires that we manage our risks by following prudent loan underwriting standards, balancing loan and deposit growth without increasing interest rate risk or compressing our net interest margin, maintaining more than adequate capital at all times, hiring and retaining qualified employees and successfully implementing strategic projects and initiatives. Our growth strategy may also change from time to time as a result of various internal and external factors. Our inability to manage our growth successfully could have a material adverse effect on our business, financial condition or results of operations.

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We may be adversely affected by risks associated with completed and potential acquisitions.

We plan to continue to grow our business organically. However, from time to time, we may consider potential acquisition opportunities that we believe support our business strategy and may enhance our profitability. Acquisitions involve numerous risks, including:

- incurring time and expense associated with identifying and evaluating potential acquisitions and negotiating potential transactions, resulting in management s attention being diverted from the operation of our existing business;
- using inaccurate estimates and judgments to evaluate credit, operations, management and market risks with respect to the target institution or assets;
- the risk that the acquired business will not perform to our expectations;
- difficulties, inefficiencies or cost overruns in integrating and assimilating the organizational cultures, operations, technologies, services and products of the acquired business with ours;
- the risk of key vendors not fulfilling our expectations or not accurately converting data;
- entering geographic and product markets in which we have limited or no direct prior experience;
- the potential loss of key employees;
- the potential for liabilities and claims arising out of the acquired businesses; and
- the risk of not receiving required regulatory approvals or such approvals being restrictively conditional.

In addition, we face significant competition from numerous other financial services institutions, many of which will have greater financial resources than we do, when considering acquisition opportunities. Accordingly, attractive acquisition opportunities may not be available to us. There can be no assurance that we will be successful in identifying or completing any future acquisitions.

Acquisitions of financial institutions also involve operational risks and uncertainties, and acquired companies may have unknown or contingent liabilities with no corresponding accounting allowance, exposure to unexpected asset quality problems that require write-downs or write-offs (as well as restructuring and impairment or other charges), difficulty retaining key employees and customers and other issues that could negatively affect our business. We may not be able to realize any projected cost savings, synergies or other benefits associated with any such acquisition we complete. Acquisitions typically involve the payment of a premium over book and market values and, therefore, some dilution of our tangible book value and net income per common share may occur in connection with any future transaction. Failure to successfully integrate the entities we acquire into our existing operations could increase our operating costs significantly and have a material adverse effect on our business, financial condition and results of operations.

Failed bank acquisitions involve risks similar to acquiring operating banks even though the FDIC might provide assistance to mitigate certain risks, such as sharing in exposure to loan losses and providing indemnification against certain liabilities of the failed institution. However, because these acquisitions are typically conducted by the FDIC in a manner that does not allow the time typically taken for a due diligence review or for preparing the integration of an acquired institution, we may face additional risks in transactions with the FDIC. These risks include, among other things, accuracy or completeness of due diligence materials, the loss of customers and core deposits, strain on management resources related to collection and management of problem loans and problems related to integration and retention of personnel and operating systems. There can be no assurance that we will be successful in overcoming these risks or any other problems encountered in connection with acquisitions (including FDIC-assisted transactions), nor that any FDIC-assisted opportunities will be available to us in our markets. Our inability to overcome these risks could have a material adverse effect on our business, financial condition or results of operations.

In addition, we must generally satisfy a number of meaningful conditions prior to completing any acquisition, including, in certain cases, federal and state bank-regulatory approval. Bank regulators consider a number of factors when determining whether to approve a proposed transaction, including the effect of the transaction on financial stability and the ratings and compliance history of all institutions involved, including the CRA, examination results and anti-money laundering and Bank Secrecy Act compliance records of all institutions involved. The process for obtaining required regulatory approvals has become substantially more difficult as a result of the financial crisis, which could affect our future business. We may fail to pursue, evaluate or complete strategic and competitively significant business opportunities as a result of our inability, or our perceived inability, to obtain any required regulatory approvals in a timely manner or at all.

Any proposed acquisition must in certain circumstances be approved by NAB until the Non-Control Date pursuant to the Stockholder Agreement, and, until such time as we cease to be a subsidiary of NAB for purposes of the Corporations Act 2001 (Cth), by the Australian Prudential Regulation Authority, or APRA. In addition, as long as NAB controls us for purposes of the BHC Act, NAB s regulatory status may impact our regulatory status, and hence our ability to expand by acquisition or engage in new activities, and NAB would be required to obtain BHC Act approvals for such acquisitions or activities as well. See Supervision and Regulation Regulatory Impact of Control by NAB.

New lines of business, products, product enhancements or services may subject us to additional risks.

From time to time, we may implement or acquire new lines of business or offer new products and product enhancements as well as new services within our existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In acquiring, developing or marketing new lines of business, products, product enhancements or services, we may invest significant time and resources, although we may not assign the appropriate level of resources or expertise necessary to make these new lines of business, products, product enhancements or services successful or to realize their expected benefits. Further, initial timetables for the introduction and development of new lines of business, products, product enhancements or services may not be achieved, and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives and shifting market preferences, may also impact the ultimate implementation of a new line of business or offerings of new products, product enhancements or services. Furthermore, any new line of business, product, product enhancement or service could have a significant impact on the effectiveness of our system of internal controls. Until the time when NAB ceases to control us for purposes of the BHC Act, any material change from the scope of our business immediately prior to our IPO must also be approved by NAB pursuant to the Stockholder Agreement we entered into with NAB in connection with our IPO. Failure to successfully manage these risks in the development and implementation of new lines of business or offerings of new products, product enhancements or services could have a material adverse effect on our business, financial condition or results of operations.

If our techniques for managing risk are ineffective, we may be exposed to material unanticipated losses.

In order to manage the significant risks inherent in our business, we must maintain effective policies, procedures and systems that enable us to identify, monitor and control our exposure to material risks, such as credit, operational, legal and reputational risks. Our risk management methods may prove to be ineffective due to their design, their implementation or the degree to which we adhere to them, or as a result of the lack of adequate, accurate or timely information or otherwise. If our risk management efforts are ineffective, we could suffer losses that could have a material adverse effect on our business, financial condition or results of operations. In addition, we could be subject to litigation, particularly from our customers, and sanctions or fines from regulators. Our techniques for managing the risks we face may not fully mitigate the risk exposure in all economic or market environments, including exposure to risks that we might fail to identify or anticipate.

Reductions in interchange fees would reduce our associated income.

An interchange fee is a fee merchants pay to the interchange network in exchange for the use of the network s infrastructure and payment facilitation, and which is paid to debit, credit and prepaid card issuers to compensate them for the costs associated with card issuance and operation. In the case of credit cards, this includes the risk associated with lending money to customers. We earn interchange fees on these card transactions, including $5.9 million in fees during the fiscal year ended September 30, 2014, and $3.0 million during the six months ended March 31, 2015. Merchants, trying to decrease their operating expenses, have sought to, and have had some success at, lowering interchange rates. In particular, the Durbin Amendment to the Dodd-Frank Act limited the amount of interchange fees that may be charged for debit and prepaid card transactions. Several recent events and actions indicate a continuing focus on interchange fees by both regulators and merchants. Beyond pursuing litigation, legislation and regulation, merchants are also pursuing alternate payment platforms as a means to lower payment processing costs. To the extent interchange fees are further reduced, our income from those fees will be reduced, which could have a material adverse effect on our business and results of operations. In addition, the payment card industry is subject to the operating regulations and procedures set forth by payment card networks, and our failure to comply with these operating regulations, which may change from time to time, could subject us to various penalties or fees or the termination of our license to use the payment card networks, all of which could have a material adverse effect on our business, financial condition or results of operations.

Operational risks are inherent in our business.

Our operations depend on our ability to process a very large number of transactions efficiently and accurately while complying with applicable laws and regulations. Operational risk and losses can result from internal and external fraud; errors by employees or third parties; failure to document transactions properly or to obtain proper authorization; failure to comply with applicable regulatory requirements and conduct of business rules; equipment failures, including those caused by natural disasters or by electrical, telecommunications or other essential utility outages; business continuity and data security system failures, including those caused by computer viruses, cyber-attacks or unforeseen problems encountered while implementing major new computer systems or upgrades to existing systems; or the inadequacy or failure of systems and controls, including those of our suppliers or counterparties. Although we have implemented risk controls and loss mitigation actions, and substantial resources are devoted to developing efficient procedures, identifying and rectifying weaknesses in existing procedures and training staff, it is not possible to be certain that such actions have been or will be effective in controlling each of the operational risks faced by us. Any weakness in these systems or controls, or any breaches or alleged breaches of such laws or regulations, could result in increased regulatory scrutiny, enforcement actions or legal proceedings and could have an adverse impact on our business, financial condition or results of operations.

Cyber-attacks or other security breaches could have a material adverse effect on our business.

In the normal course of business, we collect, process and retain sensitive and confidential information regarding our customers. We also have arrangements in place with other third parties through which we share and receive information about their customers who are or may become our customers. Although we devote significant resources and management focus to ensuring the integrity of our systems through information security and business continuity programs, our facilities and systems, and those of third party service providers, are vulnerable to external or internal security breaches, acts of vandalism, computer viruses, misplaced or lost data, programming or human errors or other similar events.

Information security risks for financial institutions like us have increased recently in part because of new technologies, the use of the Internet and telecommunications technologies (including mobile devices) to conduct financial and other business transactions and the increased sophistication and activities of organized crime, perpetrators of fraud, hackers, terrorists and others. In addition to cyber-attacks or other security breaches involving the theft of sensitive and confidential information, hackers recently have engaged in attacks against large financial institutions, particularly denial of service attacks, that are designed to disrupt key business services, such as customer-facing web sites. We are not able to anticipate or implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently and because attacks can originate from a wide variety of sources. We employ detection and response mechanisms designed to contain and mitigate security incidents, but early detection may be thwarted by sophisticated attacks and malware designed to avoid detection.

We also face risks related to cyber-attacks and other security breaches in connection with credit card transactions that typically involve the transmission of sensitive information regarding our customers through various third parties, including merchant acquiring banks, payment processors, payment card networks (*e.g.*, Visa, MasterCard) and our processors. Some of these parties have in the past been the target of security breaches and cyber-attacks, and because the transactions involve third parties and environments such as the point of sale that we do not control or secure, future security breaches or cyber-attacks affecting any of these third parties could impact us through no fault of our own, and in some cases we may have exposure and suffer losses for breaches or attacks relating to them. We also rely on numerous other third party service providers to conduct other aspects of our business operations and face similar risks relating to them. While we regularly conduct security assessments on these third parties, we cannot be sure that their information security protocols are sufficient to withstand a cyber-attack or other security breach.

The access by unauthorized persons to, or the improper disclosure by us of, confidential information regarding our customers or our own proprietary information, software, methodologies and business secrets could result in significant legal and financial exposure, supervisory liability, damage to our reputation or a loss of confidence in the security of our systems, products and services, which could have a material adverse effect on our business, financial condition or results of operations. In addition, recently there have been a number of well-publicized attacks or breaches affecting others in our industry that have heightened concern by consumers generally about the security of using credit cards, which have caused some consumers, including our customers, to use our credit cards less in favor of alternative methods of payment and has led to increased regulatory focus on, and potentially new regulations relating to, these matters. Further cyber-attacks or other breaches in the future, whether affecting us or others, could intensify consumer concern and regulatory focus and result in reduced use of our cards and increased costs, all of which could have a material adverse effect on our business. To the extent we are involved in any future cyber-attacks or other breaches, our brand and reputation could be affected, would could also have a material adverse effect on our business, financial condition or results of operations.

Our information systems may experience an interruption or breach in security.

Our communications, information and technology systems supporting our operations are important to our efficiency and vulnerable to unforeseen problems. Our operations depend on our ability, as well as that of third party service providers, to protect computer systems and network infrastructure against damage from fires, other natural disasters or pandemics; power or telecommunications failures; acts of terrorism or wars or other catastrophic events; or other physical break-ins. Any damage or failure that causes interruptions in operations or disruptions in our business could result in liability to clients, regulatory intervention or reputational harm and, thus, could have a material adverse effect on our business, financial condition or results of operations.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, deposit, loan or other systems. Moreover, if any such failures, interruptions or security breaches do occur, they may not be adequately addressed. If we experience a disruption in the provision of any functions or services performed by third parties, we may have difficulty in finding alternate providers on terms favorable to us and in reasonable timeframes. The occurrence of any failures, interruptions or security breaches of our communications and information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our business, financial condition or results of operations.

We continually encounter technological change.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new, technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. Our future success depends, in part, upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources to invest in technological improvements than we do. We may not be able to effectively implement new, technology-driven products and services or be successful in marketing these products and services to our customers. In addition, the implementation of technological changes and upgrades to maintain current systems and integrate new ones may also cause service interruptions, transaction processing errors and system conversion delays and may cause us to fail to comply with applicable laws. Failure to successfully keep pace with technological change affecting the financial services industry and avoid interruptions, errors and delays could have a material adverse effect on our business, financial condition or results of operations.

We expect that new technologies and business processes applicable to the consumer credit industry will continue to emerge, and these new technologies and business processes may be better than those we currently use. Because the pace of technological change is high and our industry is intensely competitive, we may not be able to sustain our investment in new technology as critical systems and applications become obsolete or as better ones become available. A failure to maintain current technology and business processes could cause disruptions in our operations or cause our products and services to be less competitive, all of which could have a material adverse effect on our business, financial condition or results of operations.

Our ability to maintain, attract and retain customer relationships is highly dependent on our reputation.

Our customers rely on us to deliver superior, personalized financial services with the highest standards of ethics, performance, professionalism and compliance. Damage to our reputation could undermine the confidence of our current and potential customers in our ability to provide high-quality financial services. Such damage could also impair the confidence of our counterparties and vendors and ultimately affect our ability to effect transactions. Maintenance of our reputation depends not only on our success in maintaining our service-focused culture and controlling and mitigating the various risks described herein, but also on our success in identifying and appropriately addressing issues that may arise in areas such as potential conflicts of interest, anti-money laundering, client personal information and privacy issues, customer and other third party fraud, record-keeping, regulatory investigations and any litigation that may arise from the failure or perceived failure of us to comply with legal and regulatory requirements. Maintaining our reputation also depends on our ability to successfully prevent third parties from infringing on the Great Western Bank brand and associated trademarks and our other intellectual property. Defense of our reputation, trademarks and other intellectual property, including through litigation, could result in costs that could have a material adverse effect on our business, financial condition or results of operations.

Employee misconduct could expose us to significant legal liability and reputational harm.

We are vulnerable to reputational harm because we operate in an industry in which integrity and the confidence of our customers are of critical importance. Our employees could engage in misconduct that adversely affects our business. For example, if an employee were to engage in fraudulent, illegal or suspicious activities, we could be subject to regulatory sanctions and suffer serious harm to our reputation (as a consequence of the negative perception resulting from such activities), financial position, customer relationships and ability to attract new customers. Our business often requires that we deal with confidential information. If our employees were to improperly use or disclose this information, even if inadvertently, we could suffer serious harm to our reputation, financial position and current and future business relationships. It is not always possible to deter employee misconduct, and the precautions we take to detect and prevent this activity may not always be effective. Misconduct by our employees, or even unsubstantiated allegations of misconduct, could result in a material adverse effect on our business, financial condition or results of operations.

We may be adversely affected by changes in the actual or perceived soundness or condition of other financial institutions.

Financial services institutions that deal with each other are interconnected as a result of trading, investment, liquidity management, clearing, counterparty and other relationships. Within the financial services industry, loss of public confidence, including through default by any one institution, could lead to liquidity challenges or to defaults by other institutions. Concerns about, or a default by, one institution could lead to significant liquidity problems and losses or defaults by other institutions, as the commercial and financial soundness of many financial institutions is closely related as a result of these credit, trading, clearing and other relationships. Even the perceived lack of creditworthiness of, or questions about, a counterparty may lead to market-wide liquidity problems and losses or defaults by various institutions. This systemic risk may adversely affect financial intermediaries, such as clearing agencies, banks and exchanges with which we interact on a daily basis or key funding providers such as the Federal Home Loan Banks, any of which could have a material adverse effect on our access to liquidity or otherwise have a material adverse effect on our business, financial condition or results of operations.

We may need to raise additional capital in the future, and such capital may not be available when needed or at all.

We may need to raise additional capital, in the form of additional debt or equity, in the future to have sufficient capital resources and liquidity to meet our commitments and fund our business needs and future growth, particularly if the quality of our assets or earnings were to deteriorate significantly. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial condition. Economic conditions and a loss of confidence in financial institutions may increase our cost of funding and limit access to certain customary sources of capital, including inter-bank borrowings, repurchase agreements and borrowings from the discount window of the Federal Reserve System.

We may not be able to obtain capital on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of debt purchasers, depositors of our bank or counterparties participating in the capital markets or other disruption in capital markets, may adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. Further, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would then have to compete with those institutions for investors. An inability to raise additional capital on acceptable terms when needed could have a material adverse effect on our business, financial condition or results of operations.

The value of our securities in our investment portfolio may decline in the future.

As of March 31, 2015, we owned $1.40 billion of investment securities. The fair value of our investment securities may be adversely affected by market conditions, including changes in interest rates, and the occurrence of any events adversely affecting the issuer of particular securities in our investments portfolio. We analyze our securities on a quarterly basis to determine if an other-than-temporary impairment has occurred. The process for determining whether impairment is other-than-temporary usually requires complex, subjective judgments about the future financial performance of the issuer in order to assess the probability of receiving all contractual

principal and interest payments on the security. Because of changing economic and market conditions affecting issuers, we may be required to recognize other-than-temporary impairment in future periods, which could have a material adverse effect on our business, financial condition or results of operations.

The value of our goodwill and other intangible assets may decline in the future.

As of March 31, 2015, we had $707.4 million of goodwill and other intangible assets. Goodwill represents the cost in excess of the fair value of net assets acquired (including identifiable intangibles) in transactions accounted for as business acquisitions. We review our goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that the carrying value of the asset might be impaired. We determine impairment by comparing the implied fair value of the goodwill with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess. A significant decline in our expected future cash flows, a material change in interest rates, a significant adverse change in the business climate, slower growth rates, a significant or sustained decline in the price of our common stock or the sale of our common stock substantially below our book value per share may necessitate taking charges in the future related to the impairment of our goodwill and other intangible assets. We cannot provide assurance that we will not be required to record any charges for goodwill impairment in the future. If we conclude that a write-down of goodwill and other intangible assets has become necessary, we will record the appropriate charge in the period in which it becomes known to us, which could have a material adverse effect on our business, financial condition or results of operations. A decline in the value of goodwill is recognized as an expense to lower earnings, but does not affect regulatory capital ratios.

We rely on the mortgage secondary market for some of our liquidity.

We originate and sell mortgage loans and their servicing rights, including $214.3 million of mortgage loans sold during fiscal year 2014 and $133.9 million during the six months ended March 31, 2015. We rely on Federal National Mortgage Association, or FNMA, and other purchasers to purchase loans in order to reduce our credit risk and provide funding for additional loans we desire to originate. We cannot provide assurance that these purchasers will not materially limit their purchases from us due to capital constraints or other factors, including, with respect to FNMA, a change in the criteria for conforming loans. In addition, various proposals have been made to reform the U.S. residential mortgage finance market, including the role of FNMA. The exact effects of any such reforms are not yet known, but may limit our ability to sell conforming loans to FNMA. In addition, mortgage lending is highly regulated, and our inability to comply with all federal and state regulations and investor guidelines regarding the origination, underwriting documentation and servicing of mortgage loans may also impact our ability to continue selling mortgage loans. If we are unable to continue to sell loans in the secondary market, our ability to fund, and thus originate, additional mortgage loans may be adversely affected, which could have a material adverse effect on our business, financial condition or results of operations.

We are subject to a variety of risks in connection with any sale of loans we may conduct.

When we sell mortgage loans we are required to make customary representations and warranties to the purchaser about the mortgage loans and the manner in which they were originated and serviced. If any of these representations and warranties are incorrect, we may be required to indemnify the purchaser for any related losses, or we may be required to repurchase or provide substitute mortgage loans for part or all of the affected loans. We may also be required to repurchase loans as a result of borrower fraud or in the event of early payment default by the borrower on a loan we have sold. If the level of repurchase and indemnity activity becomes material, it could have a material adverse effect on our liquidity, business, financial condition or results of operations.

Mortgage lending is highly regulated. Our inability to comply with all federal and state regulations and investor guidelines regarding the origination, underwriting documentation and servicing of mortgage loans may impact our ability to continue selling mortgage loans.

In addition, we must report as held for sale any loans which we have undertaken to sell, whether or not a purchase agreement for the loans has been executed. We may therefore be unable to ultimately complete a sale for part or all of the loans we classify as held for sale. We must exercise our judgment in determining when loans must be reclassified from held for investment status to held for sale status under applicable accounting guidelines. Any failure to accurately report loans as held for sale could result in regulatory investigations and monetary penalties. Any of these actions could have a material adverse effect on our business, financial condition or results of operations. Our policy is to carry loans held for sale at the lower of cost or fair value. As a result, prior to being sold, any loans classified as held for sale may be adversely affected by market conditions, including changes in interest rates, and by changes in the borrower s creditworthiness, and the value associated with these loans, including any loans originated for sale in the secondary market, may decline prior to being sold. We may be required to reduce the value of any loans we mark held for sale as a result, which could have a material adverse effect on our business, financial condition or results of operations.

The appraisals and other valuation techniques we use in evaluating and monitoring loans secured by real property may not accurately describe the net value of the collateral that we can realize.

In considering whether to make a loan secured by real property, we generally require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is made, and, as real estate values may change significantly in value in relatively short periods of time (especially in periods of heightened economic uncertainty), this estimate may not accurately describe the net value of the real property collateral after the loan is made. As a result, we may not be able to realize the full amount of any remaining indebtedness when we foreclose on and sell the relevant property. In addition, we rely on appraisals and other valuation techniques to establish the value of our OREO and to determine certain loan impairments. If any of these valuations are inaccurate, our consolidated financial statements may not reflect the correct value of our OREO, and our allowance for loan losses may not reflect accurate loan impairments. This could have a material adverse effect on our business, financial condition or results of operations.

Our operations could be interrupted if certain external vendors on which we rely experience difficulty, terminate their services or fail to comply with banking laws and regulations.

We depend to a significant extent on relationships with third party service providers. Specifically, we utilize third party core banking services and receive credit card and debit card services, branch capture services, Internet banking services and services complementary to our banking products from various third party service providers. If these third party service providers experience difficulties or terminate their services and we are unable to replace them with other service providers, our operations could be interrupted. It may be difficult for us to replace some of our third party vendors, particularly vendors providing our core banking, credit card and debit card services, in a timely manner if they were unwilling or unable to provide us with these services in the future for any reason. If an interruption were to continue for a significant period of time, it could have a material adverse effect on our business, financial condition or results of operations. Even if we are able to replace them, it may be at higher cost to us, which could have a material adverse effect on our business, financial condition or results of operations. In addition, if a third party provider fails to provide the services we require, fails to meet contractual requirements, such as compliance with applicable laws and regulations, or suffers a cyber-attack or other security breach, our business could suffer economic and reputational harm that could have a material adverse effect on our business, financial condition or results of operations.

We rely on dividends and other payments from our bank for substantially all of our revenue.

We are a separate and distinct legal entity from our bank, and we receive substantially all of our operating cash flows from dividends and other payments from our bank. These dividends and payments are the principal source of funds to pay dividends on our capital stock and interest and principal on any debt we may have. Various federal and state laws and regulations limit the amount of dividends that our bank may pay to us. Also, our right to participate in a distribution of assets upon a subsidiary s liquidation or reorganization is subject to the

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prior claims of the subsidiary s creditors. In the event our bank is unable to pay dividends to us, we may not be able to service debt, pay obligations, or pay dividends on our common stock. The inability to receive dividends from our bank could have a material adverse effect on our business, financial condition or results of operations.

Loans that we make through certain federal programs are dependent on the federal government s continuation and support of these programs and on our compliance with their requirements.

We participate in various U.S. government agency guarantee programs, including programs operated by the United States Department of Agriculture, Small Business Administration, Farm Service Administration and the United States Department of the Interior. We are responsible for following all applicable U.S. government agency regulations, guidelines and policies whenever we originate loans as part of these guarantee programs. If we fail to follow any applicable regulations, guidelines or policies associated with a particular guarantee program, any loans we originate as part of that program may lose the associated guarantee, exposing us to credit risk we would not otherwise be exposed to or underwritten as part of our origination process for U.S. government agency guaranteed loans, or result in our inability to continue originating loans under such programs. The loss of any guarantees for loans we have extended under U.S. government agency guarantee programs or the loss of our ability to participate in such programs could have a material adverse effect on our business, financial condition or results of operations.

We depend on the accuracy and completeness of information about clients and counterparties.

In deciding whether to extend credit or enter into other transactions, and in evaluating and monitoring our loan portfolio on an ongoing basis, we may rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. We may also rely on representations of those customers or counterparties or of other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate, incomplete, fraudulent or misleading financial statements, credit reports or other financial or business information, or the failure to receive such information on a timely basis, could result in loan losses, reputational damage or other effects that could have a material adverse effect on our business, financial condition or results of operations.

Downgrades to the credit rating of the U.S. government or of its securities or any of its agencies by one or more of the credit ratings agencies could have a material adverse effect on general economic conditions, as well as our business.

On August 5, 2011, Standard & Poor s cut the credit rating of the U.S. federal government s long-term sovereign debt from AAA to AA+, while also keeping its outlook negative. Moody s had lowered its own outlook for the same debt to Negative on August 2, 2011, and Fitch also lowered its outlook for the same debt to Negative, on November 28, 2011. In 2013, both Moody s and Standard & Poor s revised their outlooks from Negative to Stable, and on March 21, 2014, Fitch revised its outlook from Negative to Stable. Further downgrades of the U.S. federal government s sovereign credit rating, and the perceived creditworthiness of U.S. government-backed obligations, could impact our ability to obtain funding that is collateralized by affected instruments and our ability to access capital markets on favorable terms. Such downgrades could also affect the pricing of funding, when funding is available. A downgrade of the credit rating of the U.S. government, or of its agencies, government-sponsored enterprises or related institutions, agencies or instrumentalities, may also adversely affect the market value of such instruments and, further, exacerbate the other risks to which we are subject and any related adverse effects on our business, financial condition or results of operations.

Our internal controls, processes and procedures may fail or be circumvented.

Our internal controls, disclosure controls, processes and procedures, and corporate governance policies and procedures are based in part on certain assumptions and can provide only reasonable (not absolute) assurances that the objectives of the system are met. Any failure or circumvention of our controls, processes and procedures or failure to comply with regulations related to controls, processes and procedures could necessitate changes in those controls, processes and procedures, which may increase our compliance costs, divert management attention from our business or subject us to regulatory actions and increased regulatory scrutiny. Any of these could have a material adverse effect on our business, financial condition or results of operations.

Our accounting estimates and risk management processes rely on analytical and forecasting techniques and models.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Our management must exercise judgment in selecting and applying many of these accounting policies and methods so they comply with U.S. GAAP and reflect management s judgment of the most appropriate manner to report our financial condition and results. In some cases, management must select the accounting policy or method to apply from two or more alternatives, any of which may be reasonable under the circumstances, yet which may result in our reporting materially different results than would have been reported under a different alternative.

Certain accounting policies are critical to presenting our financial condition and results. They require management to make difficult, subjective or complex judgments about matters that are uncertain. Materially different amounts could be reported under different conditions or using different assumptions or estimates. These critical accounting policies include credit risk management, the allowance for loan losses and unfunded commitments, FDIC indemnification asset and clawback liability, goodwill, core deposits and other intangibles and income taxes. Because of the uncertainty of estimates involved in these matters, we may be required to do one or more of the following: significantly increase the allowance for loan losses or sustain loan losses that are significantly higher than the reserve provided; recognize significant impairment on goodwill and other intangible asset balances; reduce the carrying value of an asset measured at fair value; or significantly increase our accrued tax liability. Any of these could have a material adverse effect on our business, financial condition or results of operations. For a discussion of our critical accounting policies, see Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and the Impact of Accounting Estimates.

We rely extensively on models in managing many aspects of our business, and these models may be inaccurate or misinterpreted.

We rely extensively on models in managing many aspects of our business, including liquidity and capital planning, customer selection, credit and other risk management, pricing, reserving and collections management. The models may prove in practice to be less predictive than we expect for a variety of reasons, including errors in constructing, interpreting or using the models or inaccurate assumptions (*e.g.*, failures to update assumptions appropriately or in a timely manner). Our assumptions may be inaccurate for many reasons as they often involve matters that are inherently difficult to predict and beyond our control (*e.g.*, macroeconomic conditions and their impact on behavior) and often involve complex interactions between a number of variables, factors and other assumptions. The errors or inaccuracies in our models may be material, and could lead us to make wrong or sub-optimal decisions in managing our business, and this could have a material adverse effect on our business, financial condition or results of operations.

We may have exposure to tax liabilities that are larger than we anticipate.

The tax laws applicable to our business activities, including the laws of the United States, South Dakota and other jurisdictions, are subject to interpretation and may change over time. From time to time, legislative initiatives, such as proposals for fundamental federal tax reform and corporate tax rate changes, which may impact our effective tax rate and could adversely affect our deferred tax assets or our tax positions or liabilities. The taxing authorities in the jurisdictions in which we operate may challenge our tax positions, which could increase our effective tax rate and harm our financial position and results of operations. In addition, our future

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income taxes could be adversely affected by earnings being higher than anticipated in jurisdictions that have higher statutory tax rates or by changes in tax laws, regulations or accounting principles. We are subject to audit and review by U.S. federal and state tax authorities. Any adverse outcome of such a review or audit could have a negative effect on our financial position and results of operations. In addition, the determination of our provision for income taxes and other liabilities requires significant judgment by management. Although we believe that our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and could have a material adverse effect on our financial results in the period or periods for which such determination is made.

Fulfilling our public company financial reporting and other regulatory obligations will be expensive and time consuming and may strain our resources.

As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended, or the Exchange Act, and are required to implement specific corporate governance practices and adhere to a variety of reporting requirements under the Sarbanes-Oxley Act of 2002, or Sarbanes-Oxley, and the related rules and regulations of the SEC, as well as the rules of the NYSE. The Exchange Act requires us to file annual, quarterly and current reports with respect to our business and financial condition. Sarbanes-Oxley requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. Our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2014 due to the material weakness in our internal control over financial reporting described in Management s Discussion and Analysis of Financial Condition and Results of Operations Internal Control Over Financial Reporting, and we anticipate that they will reach the same conclusion as of June 30, 2015. Compliance with these requirements places significant demands on our legal, accounting and finance staff and on our accounting, financial and information systems and has increased, and may continue to increase, our legal and accounting compliance costs as well as our compensation expense from historical levels. For example, we have hired additional accounting, finance and legal staff, and engaged external tax advisors to replace the oversight role previously performed by NAB staff. Many of these expenses are not reflected in our results of operations for fiscal year 2014 but are reflected in our first and second quarter 2015 results and we anticipate that they may adversely affect our future financial results. We will also need to appoint additional independent directors to our board following the termination of NAB s right to appoint a majority of our directors. These additional efforts may strain our resources and divert management s attention from other business concerns, which could have a material adverse effect on our business, financial condition or results of operations.

In accordance with Section 404 of Sarbanes-Oxley, our management will be required to conduct an annual assessment of the effectiveness of our internal control over financial reporting and include a report on these internal controls in the annual reports we will file with the SEC on Form 10-K. Our Form 10-K for the year ended September 30, 2014 does not include such a report due to the transition period established by rules of the SEC for newly public companies. Our independent registered public accounting firm will not be required to formally attest to the effectiveness of our internal controls until the later of the year following the first annual report required to be filed with the SEC and the date on which we are no longer an emerging growth company as defined in the JOBS Act. When required, this process will require significant documentation of policies, procedures and systems, review of that documentation by our internal auditing and accounting staff and our outside independent registered public accounting firm, and testing of our internal control over financial reporting by our internal auditing and accounting staff and our outside independent registered public accounting firm. This process will involve considerable time and attention, may strain our internal resources, and will increase our operating costs. We may experience higher than anticipated operating expenses and outside auditor fees during the implementation of these changes and thereafter. If our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors may lose confidence in the accuracy and completeness of our financial reports and the market price of our common stock could be negatively affected, and we could become subject to investigations by the

NYSE, the SEC or other regulatory authorities, which could require additional financial and management resources.

If we are not able to satisfy the requirements of Section 404 of Sarbanes-Oxley, we may be subject to adverse regulatory consequences and there could be a negative reaction in the financial markets due to a loss of investor confidence in us and the reliability of our financial statements. This could have a material adverse effect on business, financial condition or results of operations.

We may not be able to report our future financial results accurately and timely as a publicly listed company if we fail to maintain an effective system of disclosure controls and procedures and internal control over financial reporting, or if we fail to remediate the material weakness identified relating to the design and operation of our internal control over financial reporting.

As a publicly traded company, we are subject to the financial reporting standards prescribed under U.S. GAAP and SEC rules, which are more extensive than the standards applicable to us as a wholly owned subsidiary of NAB prior to our IPO. Complying with these heightened financial reporting standards has required us to implement enhancements to the design and operation of our internal control over financial reporting. In the process of preparing additional disclosures required by the SEC for public companies contained within our consolidated financial statements under these requirements in connection with our IPO, during the third quarter of fiscal year 2014, we concluded a material weakness existed in the design and operation of our internal control over financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our financial statements will not be prevented or detected on a timely basis. The material weakness identified resulted primarily from a lack of sufficient resources and personnel within the accounting function engaged in the preparation and review of our consolidated financial statements and a lack of formal controls and procedures with respect to our internal review of the accuracy and completeness of our application of SEC rules to our consolidated financial statements. See Management s Discussion and Analysis of Financial Condition and Results of Operations Internal Control Over Financial Reporting for more information. The material weakness did not affect our reported net income or stockholder s equity for any financial reporting period or materially affect our reported total assets and total liabilities for any financial reporting period.

Following identification of the material weakness, we implemented a number of controls and procedures designed to improve our control environment. In particular, we included additional members of our accounting and financial reporting staff in the preparation and review of the consolidated financial statements for the year ended September 30, 2014 and quarters ended December 31, 2014 and March 31, 2015 and implemented a more formal preparation and review hierarchy designed to identify and resolve potential errors on a timely basis. We have also contracted with two independent consulting firms to assist us in the preparation of our consolidated financial statements. In addition, within our financial reporting function, we have hired additional personnel with SEC publicly traded company reporting experience to assist with the preparation and review of future financial statements and have allocated a greater number of our employees to assist with these processes. Specifically, in March 2015, we hired additional experienced, qualified personnel within our financial reporting function to assist with the preparation and review of future financial statements. Although we believe these changes to our control environment will be sufficient to remediate our previously identified material weakness, we believe that further reporting periods are required to confirm the remediation as well as the ongoing effectiveness of the revised control environment. We may be unsuccessful in implementing all remedial measures we may undertake, and these measures may not significantly improve or remediate the material weakness identified in the design and operating effectiveness of our internal control over financial reporting, which, in future periods, could impact our ability to report our financial results accurately or on a timely basis. As a result of the material weakness, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were not effective as of September 30, 2014 and we anticipate that they will reach the same conclusion as of June 30, 2015.

More generally, if we are unable to meet the demands that have been placed upon us as a public company, including the requirements of Sarbanes-Oxley, we may be unable to accurately report our financial results in future periods, or report them within the timeframes required by law or stock exchange regulations. Failure to comply with Sarbanes-Oxley, when and as applicable, could also potentially subject us to sanctions or investigations by the SEC or other regulatory authorities. Under such circumstances, we may be unable to implement the necessary internal controls in a timely manner, or at all, and future material weaknesses may exist or may be discovered. If we fail to implement the necessary improvements, or if material weaknesses or other deficiencies occur, our ability to accurately and timely report our financial position could be impaired, which could result in late filings of our annual and quarterly reports under the Exchange Act, restatements of our consolidated financial statements, a decline in our stock price, suspension or delisting of our common stock from the NYSE and could have a material adverse effect on our business, results of operations or financial condition. Even if we are able to report our financial statements accurately and in a timely manner, any failure in our efforts to implement the improvements or disclosure of material weaknesses in our future filings with the SEC could cause our reputation to be harmed and our stock price to decline significantly.

We have not performed an evaluation of our internal control over financial reporting, as contemplated by Section 404 of Sarbanes-Oxley, nor have we engaged our independent registered public accounting firm to perform an audit of our internal control over financial reporting as of any balance sheet date reported in our financial statements. Had we performed such an evaluation or had our independent registered public accounting firm performed an audit of our internal control over financial reporting, additional control deficiencies, including additional material weaknesses and significant deficiencies, may have been identified. In addition, the JOBS Act provides that, so long as we qualify as an emerging growth company, we will be exempt from the provisions of Section 404(b) of Sarbanes-Oxley, which would require that our independent registered public accounting firm provide an attestation report on the effectiveness of our internal control over financial reporting. We may take advantage of this exemption so long as we qualify as an emerging growth company.

We are an emerging growth company within the meaning of the Securities Act, and because we have elected to take advantage of certain exemptions from various reporting and other requirements applicable to emerging growth companies, our common stock could be less attractive to investors.

For as long as we remain an emerging growth company, as defined in the JOBS Act, we will have the option to take advantage of certain exemptions from various reporting and other requirements that are applicable to other public companies that are not emerging growth companies, including not being required to comply with the auditor attestation requirements of Section 404 of Sarbanes-Oxley, reduced disclosure obligations regarding executive compensation in our periodic reports and proxy statements and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We have taken and expect to continue to take advantage of these and other exemptions until we are no longer an emerging growth company. We will cease to be an emerging growth company at the end of our current fiscal year.

The JOBS Act provides that an emerging growth company can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, or the Securities Act, for complying with new or revised accounting standards. We have elected not to take advantage of this extended transition period, which means that the financial statements included in this prospectus, as well as any financial statements that we file in the future, will be subject to all new or revised accounting standards generally applicable to public companies. Our decision to opt out of the extended transition period is irrevocable.

We are subject to environmental liability risk associated with our bank branches and any real estate collateral we acquire upon foreclosure.

During the ordinary course of business, we may foreclose on and take title to properties securing certain loans that we have originated or acquired. We also have an extensive branch network, owning separate branch locations throughout the areas we serve. For any real property that we may possess, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage and costs of complying with applicable environmental regulatory requirements. Failure to comply with such requirements can result in penalties. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property s value or limit our ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Environmental reviews of real property before initiating foreclosure actions may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our business, financial condition or results of operations.

We may be alleged to have infringed upon intellectual property rights owned by others, or may be unable to protect our intellectual property.

Competitors or other third parties may allege that we, or consultants or other third parties retained or indemnified by us, infringe on their intellectual property rights. We also may face allegations that our employees have misappropriated intellectual property of their former employers or other third parties. Given the complex, rapidly changing and competitive technological and business environment in which we operate, and the potential risks and uncertainties of intellectual property-related litigation, an assertion of an infringement claim against us may cause us to spend significant amounts to defend the claim (even if we ultimately prevail); to pay significant money damages; to lose significant revenues; to be prohibited from using the relevant systems, processes, technologies or other intellectual property; to cease offering certain products or services or to incur significant license, royalty or technology development expenses. Moreover, it has become common in recent years for individuals and groups to purchase intellectual property assets for the sole purpose of making claims of infringement and attempting to extract settlements from companies like ours. Even in instances where we believe that claims and allegations of intellectual property infringement against us are without merit, defending against such claims is time consuming and expensive and could result in the diversion of time and attention of our management and employees. In addition, although in some cases a third party may have agreed to indemnify us for such costs, such indemnifying party may refuse, or be unable, to uphold its contractual obligations.

Moreover, we rely on a variety of measures to protect our intellectual property and proprietary information, including copyrights, trademarks, patents and controls on access and distribution. These measures may not prevent misappropriation or infringement of our intellectual property or proprietary information and a resulting loss of competitive advantage, and in any event, we may be required to litigate to protect our intellectual property and proprietary information from misappropriation or infringement by others, which is expensive, could cause a diversion of resources and may not be successful. Third parties may challenge, invalidate or circumvent our intellectual property, or our intellectual property may not be sufficient to provide us with competitive advantages. In addition, the usage of branding that could be confused with ours could create negative perceptions and risks to our brand and reputation. Our competitors or other third parties may independently design around or develop technology similar to ours or otherwise duplicate our services or products such that we could not assert our intellectual property rights against them. In addition, our contractual arrangements may not effectively prevent disclosure of our intellectual property or confidential and proprietary information or provide an adequate remedy in the event of an unauthorized disclosure.

We may be subject to claims and litigation pertaining to our fiduciary responsibilities.

Some of the services we provide, such as trust and investment services, require us to act as fiduciaries for our customers and others. From time to time, third parties make claims and take legal action against us pertaining to the performance of our fiduciary responsibilities. If these claims and legal actions are not resolved in a manner favorable to us, we may be exposed to significant financial liability or our reputation could be damaged. Either of these results may adversely impact demand for our products and services or otherwise have a material adverse effect on our business, financial condition or results of operations.

Changes in our accounting policies or in accounting standards could materially affect how we report our financial results and condition.

From time to time, the Financial Accounting Standards Board, or the FASB, and SEC change the financial accounting and reporting standards that govern the preparation of our financial statements. As a result of changes to financial accounting or reporting standards, whether promulgated or required by the FASB or other regulators, we could be required to change certain of the assumptions or estimates we have previously used in preparing our financial statements, which could negatively impact how we record and report our results of operations and financial condition generally. For additional information on the key areas for which assumptions and estimates are used in preparing our financial statements, see Management s Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies and the Impact of Accounting Estimates.

Risks Related to the Regulatory Oversight of Our Business

The banking industry is highly regulated, and the regulatory framework, together with any future legislative or regulatory changes, may have a significant adverse effect on our operations.

The banking industry is extensively regulated and supervised under both federal and state laws and regulations that are intended primarily for the protection of depositors, customers, federal deposit insurance funds and the banking system as a whole, not for the protection of our stockholders and creditors. We are subject to regulation and supervision by the Federal Reserve, and our bank is subject to regulation and supervision by the FDIC and the South Dakota Division of Banking. The laws and regulations applicable to us govern a variety of matters, including permissible types, amounts and terms of loans and investments we may make, the maximum interest rate that may be charged, the amount of reserves our bank must hold against deposits it takes, the types of deposits our bank may accept and the rates it may pay on such deposits, maintenance of adequate capital and liquidity, changes in the control of us and our bank, restrictions on dividends and establishment of new offices by our bank. We must obtain approval from our regulators before engaging in certain activities, and there can be no assurance that any regulatory approvals we may require will be obtained, either in a timely manner or at all. Our regulators also have the ability to compel us to, or restrict us from, taking certain actions entirely, such as actions that our regulators deem to constitute an unsafe or unsound banking practice. Our failure to comply with any applicable laws or regulations, or regulatory policies and interpretations of such laws and regulations, could result in sanctions by regulatory agencies, civil money penalties or damage to our reputation, all of which could have a material adverse effect on our business, financial condition or results of operations.

Since the recent financial crisis, federal and state banking laws and regulations, as well as interpretations and implementations of these laws and regulations, have undergone substantial review and change. In particular, the Dodd-Frank Act drastically revised the laws and regulations under which we operate. Financial institutions generally have also been subjected to increased scrutiny from regulatory authorities. These changes and increased scrutiny may result in increased costs of doing business, decreased revenues and net income, may reduce our ability to effectively compete to attract and retain customers, or make it less attractive for us to continue providing certain products and services. Any future changes in federal and state law and regulations, as well as the interpretations and implementations of such laws and regulations, could affect us in substantial and unpredictable ways, including those listed above or other ways that could have a material adverse effect on our business, financial condition or results of operations.

We will be subject to heightened regulatory requirements if we exceed $10 billion in assets.

Based on our historic organic growth rates, we expect that our total assets and our bank s total assets could exceed $10 billion over the next two to five years, or sooner if we engage in any acquisitions. The Dodd-Frank Act and its implementing regulations impose various additional requirements on bank holding companies with $10 billion or more in total assets, including compliance with portions of the Federal Reserve s enhanced prudential oversight requirements and annual stress testing requirements. In addition, banks with $10 billion or

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more in total assets are primarily examined by the CFPB with respect to various federal consumer financial protection laws and regulations. Currently, our bank is subject to regulations adopted by the CFPB, but the FDIC is primarily responsible for examining our bank s compliance with consumer protection laws and those CFPB regulations. As a relatively new agency with evolving regulations and practices, there is uncertainty as to how the CFPB s examination and regulatory authority might impact our business.

Compliance with these requirements may necessitate that we hire additional compliance or other personnel, design and implement additional internal controls, or incur other significant expenses, any of which could have a material adverse effect on our business, financial condition or results of operations. Compliance with the annual stress testing requirements, part of which must be publicly disclosed, may also be misinterpreted by the market generally or our customers and, as a result, may adversely affect our stock price or our ability to retain our customers or effectively compete for new business opportunities. To ensure compliance with these heightened requirements when effective, our regulators may require us to fully comply with these requirements or take actions to prepare for compliance even before our or our bank s total assets equal or exceed $10 billion. As a result, we may incur compliance-related costs before we might otherwise be required, including if we do not continue to grow at the rate we expect or at all. Our regulators may also consider our preparation for compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval we may make, even requests for approvals on unrelated matters.

We will continue to be subject to regulation and supervision as a subsidiary of NAB until the Non-Control Date.

As long as we continue to be controlled by NAB for purposes of the BHC Act, NAB s regulatory status may impact our regulatory status and hence our ability to expand by acquisition or engage in new activities. For example, unsatisfactory examination ratings or enforcement actions regarding NAB could impact our ability or preclude us from obtaining any necessary approvals or informal clearance for the foregoing. Furthermore, to the extent that we are required to obtain regulatory approvals under the BHC Act to make acquisitions or expand our activities, as long as NAB controls us, NAB would also be required to obtain BHC Act approvals for such acquisitions or activities as well. In addition, while NAB has effective control of the GWB board, we are subject to regulation and supervision by APRA through APRA s prudential regulation of NAB and its banking subsidiaries. See Supervision and Regulation Regulatory Impact of Control by NAB for more information.

We expect NAB to cease to control us for purposes of the BHC Act and the Non-Control Date to occur upon the completion of this offering but it is possible that NAB will continue to control us for some period of time following the offering. The Non-Control Date could be delayed if NAB continues to beneficially own any shares of our outstanding common stock following the offering, which would be the case if the underwriters option to purchase additional shares of common stock is not exercised at all or is not exercised in full. We expect that the Non-Control Date will occur on the first day that NAB no longer beneficially owns any shares of our outstanding common stock.

We are required to act as a source of financial and managerial strength for our bank in times of stress.

Under federal law and longstanding Federal Reserve policy, we are expected to act as a source of financial and managerial strength to our bank, and to commit resources to support our bank if necessary. We may be required to commit additional resources to our bank at times when we may not be in a financial position to provide such resources or when it may not be in our, or our stockholders or creditors , best interests to do so. Providing such support is more likely during times of financial stress for us and our bank, which may make any capital we are required to raise to provide such support more expensive than it might otherwise be. In addition, any capital loans we make to our bank are subordinate in right of payment to depositors and to certain other indebtedness of our bank. In the event of our bankruptcy, any commitment by us to a federal banking regulator to maintain the capital of our bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

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We may be subject to more stringent capital requirements in the future.

We are subject to regulatory requirements specifying minimum amounts and types of capital that we must maintain. From time to time, the regulators change these regulatory capital adequacy guidelines. If we fail to meet these minimum capital guidelines and other regulatory requirements, we or our subsidiaries may be restricted in the types of activities we may conduct and we may be prohibited from taking certain capital actions, such as paying dividends and repurchasing or redeeming capital securities.

In particular, the capital requirements applicable to us under the recently adopted capital rules implementing the Basel III capital framework in the United States have begun to be phased-in starting on January 1, 2015. As these rules take effect, we will be required to satisfy additional, more stringent, capital adequacy standards than we have in the past. In addition, if we become subject to annual stress testing requirements, our stress test results may have the effect of requiring us to comply with even greater capital requirements. While we expect to meet the requirements of the new Basel III-based capital rules, we may fail to do so. In addition, these requirements could have a negative impact on our ability to lend, grow deposit balances, make acquisitions or make capital distributions in the form of dividends or share repurchases. Higher capital levels could also lower our return on equity.

Litigation and regulatory actions, including possible enforcement actions, could subject us to significant fines, penalties, judgments or other requirements resulting in increased expenses or restrictions on our business activities.

Our business is subject to increased litigation and regulatory risks as a result of a number of factors, including the highly regulated nature of the financial services industry and the focus of state and federal prosecutors on banks and the financial services industry generally. This focus has only intensified since the recent financial crisis, with regulators and prosecutors focusing on a variety of financial institution practices and requirements, including foreclosure practices, compliance with applicable consumer protection laws (including, in foreign jurisdictions, products similar to our fixed-term tailored business loan products), classification of held for sale assets and compliance with anti-money laundering statutes, the Bank Secrecy Act and sanctions imposed by the Office of Foreign Assets Control of the U.S. Department of the Treasury.

In the normal course of business, from time to time, we are or have been named as a defendant in various legal actions, including arbitrations, class actions and other litigation, arising in connection with our business activities. Certain of the legal actions included claims for substantial compensatory or punitive damages or claims for indeterminate amounts of damages. In addition, while the arbitration provisions in certain of our customer agreements historically have limited our exposure to consumer class action litigation, there can be no assurance that we will be successful in enforcing our arbitration clause in the future. We may also, from time to time, be the subject of subpoenas, requests for information, reviews, investigations and proceedings (both formal and informal) by governmental agencies regarding our business. Any such legal or regulatory actions may subject us to substantial compensatory or punitive damages, significant fines, penalties, obligations to change our business practices or other requirements resulting in increased expenses, diminished income and damage to our reputation. Our involvement in any such matters, even if the matters are ultimately determined in our favor, could also cause significant harm to our reputation and divert management attention from the operation of our business. Further, any settlement, consent order or adverse judgment in connection with any formal or informal proceeding or investigation by government agencies may result in litigation, investigations or proceedings as other litigants and government agencies begin independent reviews of the same activities. As a result, the outcome of legal and regulatory actions could be material to our business, results of operations, financial condition and cash flows depending on, among other factors, the level of our earnings for that period, and could have a material adverse effect on our business, financial condition or results of operations.

Increases in FDIC insurance premiums may adversely affect our earnings.

Our bank s deposits are insured by the FDIC up to legal limits and, accordingly, our bank is subject to FDIC deposit insurance assessments. We generally cannot control the amount of premiums our bank will be required to pay for FDIC insurance. Once our bank exceeds $10 billion in assets, the method for calculating its FDIC

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assessments will change and we expect our bank s FDIC assessments will increase as a result. See Supervision and Regulation Deposit Insurance. In addition, the FDIC recently increased the deposit insurance fund s target reserve ratio to 2.0% of insured deposits following the Dodd-Frank Act s elimination of the 1.5% cap on the insurance fund s reserve ratio and has put in place a restoration plan to restore the deposit insurance fund to its 1.35% minimum reserve ratio mandated by the Dodd-Frank Act by September 30, 2020. Additional increases in assessment rates may be required in the future to achieve this targeted reserve ratio. In addition, higher levels of bank failures in recent years and increases in the statutory deposit insurance limits have increased resolution costs to the FDIC and put pressure on the deposit insurance fund. In response, the FDIC increased assessment rates on insured institutions, charged a special assessment to all insured institutions as of June 30, 2009, and required banks to prepay three years worth of premiums on December 30, 2009. If there are additional financial institution failures, our bank may be required to pay even higher FDIC insurance premiums than the recently increased levels, or the FDIC may charge additional special assessments. Future increases of FDIC insurance premiums or special assessments could have a material adverse effect on our business, financial condition or results of operations.

We are subject to the CRA and fair lending laws, and our failure to comply with these laws could lead to material penalties.

The CRA, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations impose nondiscriminatory lending requirements on financial institutions. The U.S. Department of Justice and other federal agencies are responsible for enforcing these laws and regulations. A successful challenge to an institution s performance under the CRA or fair lending laws and regulations could result in a wide variety of sanctions, including the required payment of damages and civil money penalties, injunctive relief, imposition of restrictions on mergers and acquisitions activity and restrictions on expansion. Private parties may also have the ability to challenge an institution s performance under fair lending laws in private class action litigation. The costs of defending, and any adverse outcome from, any such challenge could damage our reputation or could have a material adverse effect on our business, financial condition or results of operations.

Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and we could be negatively impacted by these laws. For example, our business is subject to the Gramm-Leach-Bliley Act which, among other things: (i) imposes certain limitations on our ability to share nonpublic personal information about our customers with nonaffiliated third parties; (ii) requires that we provide certain disclosures to customers about our information collection, sharing and security practices and afford customers the right to opt out of any information sharing by us with nonaffiliated third parties (with certain exceptions) and (iii) requires we develop, implement and maintain a written comprehensive information security program containing safeguards appropriate based on our size and complexity, the nature and scope of our activities, and the sensitivity of customer information we process, as well as plans for responding to data security breaches. Various state and federal banking regulators and states have also enacted data security breach notification requirements with varying levels of individual, consumer, regulatory or law enforcement notification in certain circumstances in the event of a security breach. Moreover, legislators and regulators in the United States are increasingly adopting or revising privacy, information security and data protection laws that potentially could have a significant impact on our current and planned privacy, data protection and information security-related practices, our collection, use, sharing, retention and safeguarding of consumer or employee information, and some of our current or planned business activities. This could also increase our costs of compliance and business operations and could reduce income from certain business initiatives. This includes increased privacy-related enforcement activity at the federal level, by the Federal Trade Commission, as well as at the state level, such as with regard to mobile applications.

Compliance with current or future privacy, data protection and information security laws (including those regarding security breach notification) affecting customer or employee data to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services, which could have a material adverse effect on our business, financial conditions or results of operations. Our failure to comply with privacy, data protection and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions and damage to our reputation, which could have a material adverse effect on our business, financial condition or results of operations.

Our use of third party vendors and our other ongoing third party business relationships are subject to increasing regulatory requirements and attention.

We regularly use third party vendors as part of our business. We also have substantial ongoing business relationships with other third parties. These types of third party relationships are subject to increasingly demanding regulatory requirements and attention by our federal bank regulators. Recent regulation requires us to enhance our due diligence, ongoing monitoring and control over our third party vendors and other ongoing third party business relationships. In certain cases we may be required to renegotiate our agreements with these vendors to meet these enhanced requirements, which could increase our costs. We expect that our regulators will hold us responsible for deficiencies in our oversight and control of our third party relationships and in the performance of the parties with which we have these relationships. As a result, if our regulators conclude that we have not exercised adequate oversight and control over our third party vendors or other ongoing third party business relationships or that such third parties have not performed appropriately, we could be subject to enforcement actions, including civil money penalties or other administrative or judicial penalties or fines as well as requirements for customer remediation, any of which could have a material adverse effect our business, financial condition or results of operations.

Risks Related to Our FDIC-Assisted Acquisition of TierOne Bank

Our bank has purchased certain assets and assumed certain liabilities of TierOne Bank in an FDIC-assisted transaction.

On June 4, 2010, our bank acquired certain assets and assumed certain liabilities of TierOne Bank from the FDIC in an assisted transaction, which could present additional risks to our business. Although this transaction provides for FDIC assistance to our bank to mitigate certain risks, such as sharing exposure to loan losses and providing indemnification against certain liabilities of the former TierOne Bank, we are still subject to some of the same risks we face in acquiring another bank in a negotiated transaction, including risks associated with maintaining customer relationships and failure to realize the anticipated acquisition benefits in the amounts and within the timeframes we expect. Our ability to seek indemnification under the commercial loss-sharing arrangement, which covered $77 million in loans at March 31, 2015, terminated in June of 2015, and the single-family loss-sharing arrangement, which covered $111 million in loans at March 31, 2015, terminates in June of 2020.

Our decisions regarding the fair value of assets acquired and our estimated loss-sharing indemnification asset may be inaccurate.

We make various assumptions and judgments about the collectability of acquired loan portfolios, including the creditworthiness of borrowers and the value of the real estate and other assets serving as collateral for the repayment of secured loans. In the FDIC-assisted transaction, we recorded a fair value adjustment and a related loss-sharing indemnification asset, representing 80% of expected credit losses. We have subsequently analyzed the portfolio on a regular basis, taking into account historical loss experience, volume and classification of loans, volume and trends in delinquencies and nonaccruals, local economic conditions and other pertinent information. As a result of these analyses, we have recorded allowance for loan losses, partially offset by additional indemnification assets, to address subsequent impairment in certain loans and pools of loans. While we believe that our current levels of fair value adjustments and allowance for loan losses are adequate to absorb future losses that may occur in the acquired loan portfolio, if our assumptions are incorrect, our actual losses could be higher than estimated and increased loss reserves may be needed to respond to different economic conditions or adverse developments in the acquired loan portfolio. Any increase in future loan losses could have a material adverse effect on our business, financial condition or results of operations.

Our ability to obtain reimbursement under the loss-sharing agreements on covered assets depends on our compliance with the terms of the loss-sharing agreements.

The loss-sharing agreements contain specific terms and conditions regarding the management of the covered assets that our bank must follow to receive reimbursement on losses from the FDIC. At March 31, 2015, $187.6 million of loans and $8.6 million of OREO was eligible for reimbursement to our bank. Under the loss-sharing agreements, our bank must, among other things:

- manage and administer the covered assets in a manner consistent with its usual and prudent business and banking practices and, with respect to single family shared-loss loans, the procedures (including collection procedures) customarily employed by our bank in servicing and administering mortgage loans for its own account and the servicing procedures established by FNMA or the Federal Home Loan Mortgage Corporation, as in effect from time to time, and in accordance with accepted mortgage servicing practices of prudent lending institutions;

- exercise its best judgment in managing, administering and collecting amounts on covered assets;

- use commercially reasonable efforts to maximize recoveries with respect to losses on single family shared-loss assets and best efforts to maximize collections with respect to commercial shared-loss assets;

- retain sufficient staff to perform the duties under the loss-sharing agreements;

- adopt and implement accounting, reporting, record-keeping and similar systems with respect to the commercial shared-loss assets;

- comply with the terms of the modification guidelines approved by the FDIC or another federal agency for any single-family shared-loss loan;

- provide notice with respect to proposed transactions pursuant to which a third party or affiliate will manage, administer or collect any commercial shared-loss assets;

- file monthly and quarterly certificates with the FDIC specifying the amount of losses, charge-offs and recoveries;

undergo periodic reviews by the FDIC and their agents to assess our bank s operations and compliance with these requirements; and

maintain books and records sufficient to ensure and document compliance with the terms of the loss-sharing agreements.

The terms of the loss-sharing agreements are extensive and failure to comply with any of the guidelines could result in a specific asset or group of assets permanently losing their loss-sharing coverage. No assurances can be given that we will manage the covered assets in such a way as to always maintain loss-sharing coverage on all such assets and fully recover the value of our loss-sharing asset, and any loss-sharing coverage could have a material adverse effect on our business, financial condition or results of operations.

Risks Related to NAB s Beneficial Ownership of Our Common Stock

NAB has significant control over us, and its interests may conflict with ours or our other stockholders in the future.

Prior to this offering, NAB indirectly beneficially owns approximately 28.5% of our common stock and has significant control over us. Upon the completion of this offering (assuming the underwriters option to purchase

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additional shares of common stock is exercised in full), NAB expects to have fully divested its ownership of our common stock and to no longer control us for purposes of the BHC Act but it is possible that NAB will continue to control us for some period of time following the offering.

Under the Stockholder Agreement, NAB is entitled to designate nominees for election to our board of directors (the number of which will depend on its level of ownership) and make certain appointments to committees of our board of directors. Until the earlier of (i) the Non-Control Date and (ii) May 6, 2016, which will be the one-year anniversary of the date when NAB ceased to directly or indirectly beneficially own 50% of our outstanding common stock, NAB has the right to designate a majority of the nominees for election to our board of directors. If NAB continues to control us for purposes of the BHC Act following May 6, 2016, NAB will have the right to designate for nomination and election a number of individuals equal to the number of independent directors nominated to serve on our board of directors (other than any independent directors who have been designated by NAB) minus two until such time as NAB ceases to have such control. Following the Non-Control Date, NAB will have the right to designate one nominee for election to our board of directors so long as NAB continues to beneficially own at least 5% of our outstanding common stock. Because we expect the Non-Control Date to occur upon the completion of this offering, we expect these rights to terminate following this offering.

Until the Non-Control Date, which we expect will occur upon the completion of this offering, we will be required to obtain NAB s prior written approval before undertaking (or permitting or authorizing any of our subsidiaries to undertake) various significant corporate actions, including engaging in certain business activities, entrance into mergers or consolidations, entrance into amendments to or terminations of material agreements, issuance of capital stock (subject to certain exceptions), incurrence or guarantee of indebtedness in excess of certain thresholds (subject to certain exceptions), termination of our or our bank s Chief Executive Officer or Chief Financial Officer (other than for cause) and certain other significant transactions.

Until NAB has fully divested its ownership of our common stock, NAB s contractual rights, including its veto rights with respect to our business, could deprive stockholders of an opportunity to receive a premium for their shares of common stock as part of a sale of our company, and could affect the market price of our common stock. NAB s interests may differ from our interests or those of our other stockholders. NAB has access to our internal information in the same manner and to the same extent as we provided immediately prior to our IPO and may affect the management of our business, or exercise its voting power, consent rights or information access in a manner unfavorable to our other stockholders. Moreover, NAB may be able to exercise its veto and other rights under the Stockholder Agreement for an extended period of time, depending on when NAB ceases to control us for purposes of the BHC Act. In addition, while NAB has effective control of the GWB board, we are subject to regulation and supervision by APRA through APRA s prudential regulation of NAB and its banking subsidiaries. See Risks Related to the Regulatory Oversight of Our Business. Accordingly, NAB s control over us and the consequences of such control could have a material adverse effect on our business and business prospects and negatively impact the trading price of our common stock.

We may fail to replicate or replace functions, systems and infrastructure provided to us by NAB prior to our IPO, and NAB may fail to perform the services provided for in the Transitional Services Agreement.

Although, historically, we have operated largely as a standalone company without significant services being received from NAB, NAB has provided certain financial, personnel and administrative support to us. NAB has no obligation to provide any support to us other than the limited services being provided pursuant to the Transitional Services Agreement. Under this agreement, NAB has agreed to continue to provide us with certain services NAB provided to us prior to the IPO for the applicable transitional period, including continuing to act as a counterparty to us on interest rate swaps and providing fair value calculations related to specified loans and interest rate swaps consistent with past practice, access to certain reporting systems and applications, certain risk, credit rating and tax oversight currently provided to us by NAB and certain insurance coverage under NAB s group-wide insurance policies, for a period of time following our IPO. NAB has also agreed to continue to provide us with access to NAB systems required for us to continue reporting to NAB financial and other information consistent with our status as a consolidated NAB subsidiary.

We are currently expanding our infrastructure to replicate or replace the services provided by NAB under the Transitional Services Agreement that we will continue to need in the operation of our business following the termination of that agreement. Although we have negotiated the terms of the Transitional Services Agreement on an arms -length basis, we cannot provide assurance that we could obtain these services at the same or better levels or at the same or lower costs from third party providers. As a result, when NAB ceases providing these services to us, either as a result of the termination of the Transitional Services Agreement or a failure by NAB to perform its obligations under the Transitional Services Agreement, our costs of procuring these services or comparable replacement services may increase, may result in service interruptions and may divert management attention from other aspects of our operations. In particular, our cost of procuring insurance coverage for our business could increase following the termination of the Transitional Services Agreement as we lose the ability to leverage NAB s relationships with insurance providers. While we do not expect any increase in cost associated with replicating and replacing services provided to us under the Transitional Services Agreement to be material, there is a risk that these costs could have a material adverse effect on our business, financial condition or results of operations. Most services to be provided by NAB or its affiliates will terminate on the Non-Control Date, and a smaller number of services will terminate on May 6, 2016. Accordingly, we expect that most services provided under the agreement will terminate upon the completion of this offering.

Because NAB no longer owns a majority of our common stock, we may no longer rely on certain of the exemptions from the corporate governance requirements of the NYSE available for controlled companies.

Following the completion of our secondary offering on May 6, 2015, we ceased to be a controlled company within the meaning of the corporate governance listing standards of the NYSE because NAB owned less than 50% of our outstanding common stock. As a controlled company, we elected not to comply with certain corporate governance requirements of the NYSE. Under the rules of the NYSE, in order for our shares to remain listed on the NYSE upon ceasing to qualify as a controlled company, we are required to comply fully with all NYSE corporate governance requirements, including having a majority of independent directors, before the end of a one year transition period commencing on the day we ceased to be a controlled company (or by May 6, 2016). We must also transition to having only independent directors on our corporate governance and nominating committee and compensation committee.

As a controlled company, under the NYSE corporate governance listing requirements and pursuant to the Stockholder Agreement, we were not required to comply with the requirements to have a majority of independent directors or to have the corporate governance and nominating committee and compensation committee of our board of directors consist entirely of independent directors and we are not required to comply with these requirements until May 6, 2016. Consequently, six of the nine members of our board of directors, and one member of each of the corporate governance and nominating committee and compensation committee of our board of directors, do not currently qualify as independent directors under the applicable rules of the NYSE. As a result, investors in our common stock currently do not have certain of the protections afforded to stockholders of companies that are subject to all of the corporate governance requirements of the NYSE and will not have such protections until new directors are appointed to our board of directors.

NAB may not complete the divestiture of our common stock that it owns as planned or at all.

NAB has announced that it intends to divest itself of our bank over time, subject to market conditions, consistent with its strategy of focusing on its core Australian and New Zealand franchises. Our IPO, through which NAB indirectly sold 18,400,000 shares of our common stock, representing 31.8% of our outstanding shares of common stock, was the first stage of NAB s planned divestment. The offering and sale by NAB of 23,000,000 shares, representing 39.7% of our outstanding common stock, that was completed on May 6, 2015, was the second stage of NAB s planned divestment. Prior to giving effect to this offering, NAB continues to beneficially own 28.5% of our outstanding common stock. This offering of shares of our common stock by the NAB selling stockholder, representing % of its ownership interest in our outstanding capital stock prior to this offering, is the third stage of NAB s planned divestment. Following the completion of this offering (assuming the underwriters option to purchase additional shares of common stock is exercised in full), NAB expects to have fully divested its ownership of our common stock.

Although NAB has indicated that it intends to divest 100% of its ownership in our company over time, subject to market conditions and other considerations, it may not be able to do so. Any delay by NAB in completing, or uncertainty about its ability or intention to complete, the divestiture of our common stock that it owns on the planned timetable, on the contemplated terms (including at the contemplated capital and liquidity levels), or at all, could have a material adverse effect on our company and the market price for our common stock.

Conflicts of interest and other disputes may arise between NAB and us that may be resolved in a manner unfavorable to us and our other stockholders.

Conflicts of interest and other disputes may arise between NAB and us in connection with our past and ongoing relationships, and any future relationships we may establish in a number of areas, including, but not limited to, the following:

Contractual Arrangements. We entered into several agreements with NAB prior to the completion of our IPO that provide a framework for our ongoing relationship with NAB, including a Stockholder Agreement, Transitional Services Agreement and a Registration Rights Agreement. The Stockholder Agreement provides NAB with certain governance rights, including board and committee membership rights, and approval rights over our business, and obligates us to comply with certain covenants including certain information rights, access privileges and confidentiality matters. For example, we are required to obtain the written consent of NAB prior to engaging in certain acquisitions and similar transactions, acquiring or disposing of assets, liabilities or securities with a value in excess of $5 million or entering into, terminating or modifying a material contract, among other matters relating to our business and structure, for so long as NAB continues to control us for purposes of the BHC Act. The Transitional Services Agreement governs the continued provision of certain services to us by NAB for specified transition periods. The Registration Rights Agreement governs our obligation to register shares of our common stock beneficially owned by NAB under certain circumstances. Disagreements regarding the rights and obligations of NAB or us under each of these agreements could create conflicts of interest for certain of our directors and officers, as well as actual disputes that may be resolved in a manner unfavorable to us and our other stockholders. Interruptions to or problems with services provided under the Transitional Services Agreement could result in conflicts between us and NAB that increase our costs both for the processing of business and the potential remediation of disputes. Although we believe each of these agreements contains commercially reasonable terms, the terms of these agreements may later prove not to be in the best interests of our future stockholders or may contain terms more or less favorable than we could obtain from third parties. In addition, certain of our officers negotiating these agreements may appear to have conflicts of interest as a result of their employment with NAB or Bank of New Zealand at the time these agreements were negotiated. However, we subsequently entered into employment agreements with these individuals, and they are no longer employed by NAB or Bank of New Zealand, as applicable.

Competing Business Activities. In the ordinary course of its business, NAB may also engage in activities where NAB s interests conflict or are competitive with our or our other stockholders interests. These activities may include NAB s interests in any transactions it conducts with us (including any interest rate swaps we enter into with NAB to manage the interest rate risk associated with certain of our long-term fixed-rate loans), any exercise by NAB of its rights to register and sell additional stock under the Registration Rights Agreement or, subject to the terms of the Stockholder Agreement, any investments by NAB in, or business activities conducted by NAB for, one or more of our competitors. Any of these disputes or conflicts of interests that arise may be resolved in a manner

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adverse to us or to our stockholders other than NAB and its affiliates. Subject to the non-competition restrictions contained in the Stockholder Agreement, NAB also may pursue acquisition and other opportunities that may be part of or complementary to our business, and, as a result, those acquisition opportunities may not be available to us. As a result, our future competitive position and growth potential could be adversely affected.

Cross Officerships, Directorships and Stock Ownership. Those members of our board of directors nominated by NAB may have, or appear to have, conflicts of interest with respect to certain of our operations as a result of any roles they may have as officers or employees of NAB or any of its affiliates or any investments or interests they may own in companies that compete with our business. The ownership interests of our directors or executive officers in the common stock of NAB could create, or appear to create, conflicts of interest when directors and executive officers are faced with decisions that could have different implications for the two companies. For example, these decisions could relate to (i) the nature, quality and cost of services rendered to us by NAB, (ii) disagreement over the desirability of a potential business or acquisition opportunity or business plans, (iii) employee retention or recruiting or (iv) our dividend policy.

Business Opportunities. Our amended and restated certificate of incorporation provides that, to the fullest extent permitted by law, none of NAB or any of its affiliates will have any duty to refrain from (i) engaging in a corporate opportunity in the same or similar lines of business in which we or our affiliates now engage or propose to engage or (ii) otherwise competing with us or our affiliates. As a result of these charter provisions, our future competitive position and growth potential could be adversely affected.

These and other conflicts of interest and potential disputes could have a material adverse effect on our business, financial condition, results of operations or on the market price of our common stock.

Risks Related to Our Common Stock

Our stock price may be volatile, and our stockholders could lose part or all of their investment as a result.

Stock price volatility may make it more difficult for our stockholders to resell their common stock when they want and at prices they find attractive. Our stock price may fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in our quarterly results of operations;
- recommendations or research reports about us or the financial services industry in general published by securities analysts;
- the failure of securities analysts to cover, or continue to cover, us;
- operating and stock price performance of other companies that investors deem comparable to us;

news reports relating to trends, concerns and other issues in the financial services industry;

perceptions in the marketplace regarding us, our competitors or other financial institutions;

future sales of our common stock;

departure of our management team or other key personnel;

new technology used, or services offered, by competitors;

significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;

failure to integrate acquisitions or realize anticipated benefits from acquisitions;

changes or proposed changes in laws or regulations, or differing interpretations thereof affecting our business, or enforcement of these laws and regulations;

litigation and governmental investigations; and

geopolitical conditions such as acts or threats of terrorism or military conflicts.

If any of the foregoing occurs, it could cause our stock price to fall and may expose us to litigation that, even if our defense is successful, could distract our management and be costly to defend. General market fluctuations, industry factors and general economic and political conditions and events such as economic slowdowns or recessions, interest rate changes or credit loss trends could also cause our stock price to decrease regardless of operating results.

We may not pay dividends on our common stock in the future.

Holders of our common stock are entitled to receive only such dividends as our board of directors may declare out of funds legally available for such payments. Our board of directors may, in its sole discretion, change the amount or frequency of dividends or discontinue the payment of dividends entirely. In addition, we are a bank holding company, and our ability to declare and pay dividends is dependent on certain federal regulatory considerations, including the guidelines of the Federal Reserve regarding capital adequacy and dividends. In addition, our ability to pay dividends depends primarily on our receipt of dividends from our bank, the payment of which is subject to numerous limitations under federal and state banking laws, regulations and policies. See Supervision and Regulation Dividends; Stress Testing. As a consequence of these various limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock. Any change in the level of our dividends or the suspension of the payment thereof could have a material adverse effect on the market price of our common stock.

Future sales of our common stock in the public market could lower our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute the ownership interests of our stockholders.

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock available for sale or from the perception that such sales could occur. These sales, or the possibility that these sales may occur, also may make it more difficult for us to raise additional capital by selling equity securities in the future, at a time and price that we deem appropriate.

As of the date of this prospectus, we had a total of 57,886,114 outstanding shares of common stock. Of the outstanding shares, approximately 41,400,000 are freely tradable without restriction or further registration under the Securities Act, except that any shares held by our affiliates, as that term is defined under Rule 144 of the Securities Act, may be sold only in compliance with certain limitations under applicable law. All the shares sold in this offering will be freely tradable without restriction, except for shares acquired by any of our affiliates. Immediately after this offering, the public market for our common stock will include the shares of common stock that are being sold in this offering (or shares if the underwriters exercise their option to purchase additional shares in full).

In connection with our IPO, we also entered into the Registration Rights Agreement with NAB which grants NAB demand and piggyback registration rights with respect to the shares of our common stock that NAB beneficially owns. Until NAB no longer owns any of our common stock, NAB may exercise its demand and piggyback registration rights at any time, subject to certain limitations, and any shares of our common stock registered pursuant to NAB s registration rights will be freely tradable in the public market, other than any shares acquired by any of our affiliates.

We have also filed a registration statement registering 897,222 shares of our common stock for issuance pursuant to awards granted under our equity incentive plans. We have granted awards covering 295,730 shares of our common stock under these plans as of March 31, 2015. We may increase the number of shares registered for this purpose from time to time. Once we issue these shares, their holders will be able to sell them in the public market.

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We, NAB, the NAB selling stockholder and our directors and executive officers have entered into lock-up arrangements under which we and they have agreed that we and they will not sell, directly or indirectly, any common stock for a period of days from the date of this prospectus (subject to certain exceptions) without the prior written consent of Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC. See Underwriting.

We cannot predict the size of future issuances or sales of our common stock or the effect, if any, that future issuances or sales of shares of our common stock may have on the market price of our common stock. Sales or distributions of substantial amounts of our common stock (including shares issued in connection with an acquisition), or the perception that such sales could occur, may cause the market price of our common stock to decline.

Certain banking laws and certain provisions of our certificate of incorporation may have an anti-takeover effect.

Provisions of federal banking laws, including regulatory approval requirements, could make it difficult for a third party to acquire us, even if doing so would be perceived to be beneficial to our stockholders. Acquisition of 10% or more of any class of voting stock of a bank holding company or depository institution, including shares of our common stock, generally creates a rebuttable presumption that the acquirer controls the bank holding company or depository institution. Also, a bank holding company must obtain the prior approval of the Federal Reserve before, among other things, acquiring direct or indirect ownership or control of more than 5% of the voting shares of any bank, including our bank.

There also are provisions in our amended and restated certificate of incorporation and amended and restated bylaws, such as limitations on the ability to call a special meeting of our stockholders, and the classification of our board of directors into three separate classes each serving for three-year terms, that may be used to delay or block a takeover attempt. In addition, our board of directors is authorized under our amended and restated certificate of incorporation to issue shares of our preferred stock, and determine the rights, terms conditions and privileges of such preferred stock, without stockholder approval. These provisions may effectively inhibit a non-negotiated merger or other business combination, which, in turn, could have a material adverse effect on the market price of our common stock.

Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders ability to obtain a favorable judicial forum for disputes with us or our directors, officers, employees or agents.

Our amended and restated certificate of incorporation provides that, unless we consent in writing to an alternative forum, the Court of Chancery of the State of Delaware will be the sole and exclusive forum for (i) any derivative action or proceeding brought on our behalf, (ii) any action asserting a claim of breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, or DGCL, our amended and restated certificate of incorporation or our amended and restated bylaws or (iv) any action asserting a claim that is governed by the internal affairs doctrine, in each case subject to the Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein and the claim not being one which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery or for which the Court of Chancery does not have subject matter jurisdiction. Any person purchasing or otherwise acquiring any interest in any shares of our capital stock shall be deemed to have notice of and to have consented to this provision of our amended and restated certificate of incorporation. This choice of forum provision may limit our stockholders ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, employees or agents, which may discourage such lawsuits against us and our directors, officers, employees and agents even though an action, if successful, might benefit our stockholders. Stockholders

who do bring a claim in the Court of Chancery could face additional litigation costs in pursuing any such claim, particularly if they do not reside in or near Delaware. The Court of Chancery may also reach different judgments or results than would other courts, including courts where a stockholder considering an action may be located or would otherwise choose to bring the action, and such judgments or results may be more favorable to us than to our stockholders. Alternatively, if a court were to find this provision of our amended and restated certificate of incorporation inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs which could have a material adverse effect on our business, financial condition or results of operations.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as may, might, should, could, predict, potential, believe, expect, cont anticipate, seek, estimate, intend, plan, projection, would, annualized and outlook, or the negative ve words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

A number of important factors could cause our actual results to differ materially from those indicated in these forward-looking statements, including those factors identified in Risk Factors or Management s Discussion and Analysis of Financial Condition and Results of Operations or the following:

- current and future economic and market conditions in the United States generally or in our states in particular, including the rate of growth and employment levels;

- the effect of the current low interest rate environment or changes in interest rates on our net interest income, net interest margin, our investments, and our mortgage originations, mortgage servicing rights and mortgages held for sale;

- the geographic concentration of our operations, and our concentration on originating business and agribusiness loans;

- the relative strength or weakness of the agricultural and commercial credit sectors and of the real estate markets in the markets in which our borrowers are located;

- declines in the market prices for agricultural products for any reason;

- our ability to effectively execute our strategic plan and manage our growth;

- our ability to successfully manage our credit risk and the sufficiency of our allowance for loan loss;

our credit-related charges may be higher in the future and loans on our Watch list may result in charge-offs in the future;

our ability to attract and retain skilled employees or changes in our management personnel;

our ability to effectively compete with other financial services companies and the effects of competition in the financial services industry on our business;

changes in the demand for our products and services;

the effectiveness of our risk management and internal disclosure controls and procedures;

fluctuations in the values of our assets and liabilities and off-balance sheet exposures;

our ability to attract and retain customer deposits;

our access to sources of liquidity and capital to address our liquidity needs;

possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations;

our ability to identify and address cyber-security risks;

any failure or interruption of our information and communications systems;

our ability to keep pace with technological changes;

our ability to successfully develop and commercialize new or enhanced products and services;

possible impairment of our goodwill and other intangible assets, or any adjustment of the valuation of our deferred tax assets;

the effects of problems encountered by other financial institutions;

the effects of geopolitical instability, including war, terrorist attacks, and man-made and natural disasters;

the effects of the failure of any component of our business infrastructure provided by a third party;

the impact of, and changes in applicable laws, regulations and accounting standards and policies;

market perceptions associated with our separation from NAB and other aspects of our business;

our likelihood of success in, and the impact of, litigation or regulatory actions;

our inability to receive dividends from our bank and to service debt, pay dividends to our common stockholders and satisfy obligations as they become due;

the effect of NAB s beneficial ownership of our outstanding common stock and the control it may retain over our business following the offering;

the incremental costs of operating as a standalone public company;

our ability to remediate the material weakness identified relating to the design and operation of our internal control over financial reporting and our ability to report our future financial results accurately and timely as a publicly listed company if we fail to maintain an effective system of disclosure controls and procedures and internal control over financial reporting;

our ability to meet our obligations as a public company, including our obligations under Section 404 of Sarbanes-Oxley;

our ability to retain service providers to perform oversight or control functions or services that have otherwise been performed in the past by NAB; and

damage to our reputation from any of the factors described above, in Risk Factors or in Management s Discussion and Analysis of Financial Condition and Results of Operations.

The foregoing factors should not be considered an exhaustive list and should be read together with the other cautionary statements included in this prospectus. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to update or review any forward-looking statement, whether as a result of new information, future developments or otherwise.

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USE OF PROCEEDS

We will not receive any of the proceeds from the sale of the shares of common stock being sold in this offering. All of the shares in this offering are being sold by the NAB selling stockholder. See Security Ownership of Certain Beneficial Owners and Management. All proceeds from the sale of these shares, net of underwriters discounts and offering expenses, will be received by the NAB selling stockholder, a subsidiary of NAB.

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DIVIDEND POLICY AND DIVIDENDS

Dividend Policy

On April 28, 2015, our board of directors declared a cash dividend of $0.12 per common share payable on May 29, 2015 to owners of record as of May 15, 2015.

Although we expect to pay dividends according to our dividend policy, we may elect not to pay dividends. Any future declarations of dividends will be at the discretion of our board of directors. In determining the amount of any future dividends, our board of directors will take into account: (i) our financial results; (ii) our available cash, as well as anticipated cash requirements (including debt servicing); (iii) our capital requirements and the capital requirements of our subsidiaries (including our bank); (iv) contractual, legal, tax and regulatory restrictions on, and implications of, the payment of dividends by us to our stockholders or by our bank to us; (v) general economic and business conditions; and (vi) any other factors that our board of directors may deem relevant. Therefore, there can be no assurance that we will pay any dividends to holders of our stock, or as to the amount of any such dividends. See Risk Factors Risks Related to Our Common Stock We may not pay dividends on our common stock in the future and Material U.S. Federal Tax Considerations for Non-U.S. Holders of Our Common Stock Dividends.

Our ability to declare and pay dividends on our stock is also subject to numerous limitations applicable to bank holding companies under federal and state banking laws, regulations and policies. Federal bank regulators are authorized to determine under certain circumstances relating to the financial condition of a bank holding company or a bank that the payment of dividends would be an unsafe or unsound practice and to prohibit payment thereof. In addition, under the DGCL, we may only pay dividends from legally available surplus or, if there is no such surplus, out of our net profits for the fiscal year in which the dividend is declared and the preceding fiscal year. Surplus is generally defined as the excess of the fair value of our total assets over the sum of the fair value of our total liabilities plus the aggregate par value of our issued and outstanding capital stock.

Because we are a holding company and do not engage directly in other business activities of a material nature, our ability to pay dividends on our stock depends primarily upon our receipt of dividends from our bank, the payment of which is subject to numerous limitations under federal and state banking laws, regulations and policies. In general, dividends by our bank may only be declared from its net profits and may be declared no more than once per calendar quarter. The approval of the South Dakota Director of Banking is required if our bank seeks to pay aggregate dividends during any calendar year that would exceed the sum of its net profits from the year to date and retained net profits from the preceding two years, minus any required transfers to surplus. Moreover, under the Federal Deposit Insurance Act, or FDIA, an insured depository institution may not pay any dividends if the institution is undercapitalized or if the payment of the dividend would cause the institution to become undercapitalized. In addition, the federal bank regulatory agencies have issued policy statements providing that FDIC-insured depository institutions and their holding companies should generally pay dividends only out of their current operating earnings. See Supervision and Regulation Dividends; Stress Testing for more information on federal and state banking laws, regulations and policies limiting our and our bank s ability to declare and pay dividends. The current and future dividend policy of our bank is also subject to the discretion of its board of directors. Our bank is not obligated to pay dividends to us. For additional information, see Risk Factors Risks Related to Our Business We rely on dividends and other payments from our bank for substantially all of our revenue and Risk Factors Risks Related to Our Common Stock We may not pay dividends on our common stock in the future.

None of the indentures governing our outstanding junior subordinated debentures contain covenants limiting our ability or the ability of our subsidiaries to pay dividends, absent a default under the terms of the indenture, or under our guarantee of the trust preferred securities issued by our affiliate that owns the applicable debentures, or a deferral of the payment of interest on such debentures in accordance with the terms of the applicable indenture.

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Under our amended and restated certificate of incorporation, holders of our common stock and non-voting common stock are equally entitled to receive ratably such dividends as may be declared from time to time by our board of directors out of legally available funds. No shares of our non-voting common stock are outstanding at the time of this offering and no such shares will be outstanding immediately following this offering.

Our Historical Dividends

On January 28 and April 28, 2015, our board of directors declared cash dividends of $0.12 per common share payable on February 23 and May 29, 2015, respectively, to owners of record as of February 12 and May 15, 2015, respectively. Prior to our IPO, Great Western Bancorporation, Inc., or GWBI, declared and paid dividends to National Americas Investment, Inc., or NAI, as the sole beneficial owner of its common stock, on a semi-annual basis. GWBI declared and paid to NAI no dividends during the first three months of fiscal year 2015 and $102.0 million, $41.4 million and $41.8 million during fiscal years 2014, 2013 and 2012, respectively.

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PRICE RANGE OF OUR COMMON STOCK

Our common stock has been listed on the NYSE under the symbol GWB since October 15, 2014. The following table sets forth, for the periods indicated, the high and low sale prices in dollars on the NYSE for our common stock with respect to the periods indicated.

	High	Low
October 15, 2014 through December 31, 2014	$ 23.73	$ 17.40
For the quarter ended March 31, 2015	$ 24.59	$ 19.76
For the quarter ended June 30, 2015	$ 25.54	$ 21.86
For the quarter ending September 30, 2015 (through July 15, 2015)	$ 24.80	$ 22.75

On July 15, 2015, the last reported sale price for our common stock on the NYSE was $24.17 per share. As of July 15, 2015, there were approximately 91 stockholders of record of our common stock. These figures do not reflect the beneficial ownership or shares held in nominee name, nor do they include holders of any restricted stock units.

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CAPITALIZATION

The following table shows our capitalization, including regulatory capital ratios, on a consolidated basis at March 31, 2015. You should read the following table in conjunction with the sections titled Selected Historical Consolidated Financial and Operating Information and Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes appearing elsewhere in this prospectus.

	At March 31, 2015 Actual (dollars in thousands)	
Debt:		
Short-Term Borrowings		
Securities sold under agreements to repurchase	$	160,390
Related party notes payable		5,500
FHLB advances and other short-term borrowings		19
Total short-term borrowings	$	165,909
Long-Term Borrowings		
Securities sold under agreements to repurchase	$	2,953
FHLB advances		475,000
Related party notes payable		35,795
Subordinated debentures		56,083
Total long-term borrowings	$	569,831
Stockholders Equity:		
Common stock, par value $0.01 per share on an as adjusted basis (500,000,000 shares authorized, 57,886,114 shares outstanding)	$	579
Non-voting common stock, par value $0.01 per share on an as adjusted basis (50,000,000 shares authorized, no shares outstanding)		
Additional paid-in capital		1,260,844
Retained earnings		206,018
Accumulated other comprehensive (loss)		2,111
Total stockholders equity		1,469,552
Total capitalization[(1)]	$	2,205,292
Capital Ratios:		
Tier 1 capital ratio		11.6%
Total capital ratio		12.6%
Tier 1 leverage ratio		9.3%
Tangible common equity to tangible assets[(2)]		8.4%

(1) Excludes 897,222 shares of our common stock reserved and available for future issuance under our equity incentive plans.

(2) Our tangible common equity to tangible assets ratio is a non-GAAP financial measure. For more information on this financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL AND OPERATING INFORMATION

You should read the selected historical consolidated financial and operating data set forth below in conjunction with the sections titled Management s Discussion and Analysis of Financial Condition and Results of Operations and Capitalization, as well as our consolidated financial statements and the related notes included elsewhere in this prospectus. The historical financial information as of and for the fiscal years ended September 30, 2014, 2013 and 2012 is derived from our audited financial statements included elsewhere in this prospectus. The historical financial information as of and for the six-month periods ended March 31, 2015 and 2014 is derived from our unaudited financial statements included elsewhere in this prospectus, which have been prepared on the same basis as our audited consolidated financial statements. Our historical results may not be indicative of our future performance. In addition, results for the six-month periods ended March 31, 2015 and 2014 may not be indicative of the results that may be expected for the full fiscal year. The historical financial information below also contains non-GAAP financial measures, which have not been audited.

	At and for the six months ended March 31,		At and for the fiscal year ended September 30,		
	2015	2014	2014	2013	2012
			(dollars in thousands)		
Income Statement Data:					
Interest and dividend income	$ 178,782	$ 173,657	$ 352,476	$ 349,634	$ 339,142
Interest expense	15,248	16,559	32,052	39,161	50,971
Net interest income	163,534	157,098	320,424	310,473	288,171
Provision (recovery) for loan losses	12,998	(3,565)	684	11,574	30,145
Net interest income, after provision (recovery) for loan losses	150,536	160,663	319,740	298,899	258,026
Noninterest income	14,836	20,966	39,781	59,832	67,946
Noninterest expense	95,529	97,626	200,222	208,590	208,819
Income before income taxes	69,843	84,003	159,299	150,141	117,153
Provision for income taxes	23,422	29,428	54,347	53,898	44,158
Net income	$ 46,421	$ 54,575	$ 104,952	$ 96,243	$ 72,995
Other Financial Info / Performance Ratios:					
Net interest margin(2)	3.90%	3.99%	4.02%	3.99%	3.94%
Adjusted net interest margin(1) (2)	3.66%	3.77%	3.79%	3.81%	3.81%
Efficiency ratio(1)	50.1%	49.0%	50.4%	50.6%	52.8%
Return on average total assets(2)	0.96%	1.19%	1.14%	1.07%	0.85%
Return on average common equity(2)	6.44%	7.70%	7.34%	6.97%	5.40%

Return on average tangible common equity(1) (2)	13.8%	17.9%	16.6%	17.5%	15.0%
Balance Sheet Data:					
Loans(3)	$ 7,072,465	$ 6,531,763	$ 6,787,467	$ 6,362,673	$ 6,138,574
Allowance for loan losses	52,426	47,153	47,518	55,864	71,878
Securities	1,402,508	1,316,338	1,341,242	1,480,449	1,581,875
Goodwill	697,807	697,807	697,807	697,807	697,807
Total assets	9,781,645	9,274,880	9,371,429	9,134,258	9,008,252
Total deposits	7,487,698	7,252,684	7,052,180	6,948,208	6,884,515
Total liabilities	8,312,093	7,837,224	7,950,339	7,717,044	7,619,689
Total stockholders equity	1,469,552	1,437,656	1,421,090	1,417,214	1,388,563
Asset Quality Ratios:					
Nonperforming loans / total loans	1.05%	1.40%	1.16%	2.03%	2.76%
Allowance for loan losses / total loans	0.74%	0.72%	0.70%	0.88%	1.17%
Net charge-offs / average total loans(2)	0.23%	0.16%	0.14%	0.44%	0.54%

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	At and for the six months ended March 31,		At and for the fiscal year ended September 30,		
	2015	2014	2014	2013	2012
	(dollars in thousands)				
Capital Ratios:					
Tier 1 capital ratio	11.6%	12.4%	11.8%	12.4%	11.9%
Total capital ratio	12.6%	13.6%	12.9%	13.8%	13.7%
Tier 1 leverage ratio	9.3%	9.4%	9.1%	9.2%	8.3%
Tangible common equity to tangible assets[1]	8.4%	8.4%	8.2%	8.2%	7.8%

(1) This is a non-GAAP financial measure. For more information on this non-GAAP financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

(2) Calculated as an annualized percentage for the three months ended March 31, 2015 and 2014, as applicable.

(3) Loans include unpaid principal balance net of unamortized discount on acquired loans and unearned net deferred fees and costs and loans in process.

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MANAGEMENT S DISCUSSION AND ANALYSIS

OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The historical consolidated financial data discussed below reflects our historical results of operations and financial condition and should be read in conjunction with our financial statements and related notes thereto presented elsewhere in this prospectus. In addition to historical financial data, this discussion includes certain forward-looking statements regarding events and trends that may affect our future results. Such statements are subject to risks and uncertainties that could cause our actual results to differ materially. See Cautionary Note Regarding Forward-Looking Statements. For a more complete discussion of the factors that could affect our future results, see Risk Factors.

All references to net interest income, net interest margin, interest income on loans other than loans acquired with deteriorated credit quality, yield on loans acquired with deteriorated credit quality and the related non-GAAP adjusted measure of each item are presented on a fully-tax equivalent (FTE) basis unless otherwise noted. Any discrepancies included in this prospectus between totals and the sums of percentages and dollar amounts presented, or between rounded dollar amounts, are due to rounding.

Overview

We are a full-service regional bank holding company focused on relationship-based business and agribusiness banking. We serve our customers through 158 branches in attractive markets in seven states: South Dakota, Iowa, Nebraska, Colorado, Arizona, Kansas and Missouri. During the quarter ended March 31, 2015, we closed three branches in Omaha, Nebraska and two branches in Sioux Falls, South Dakota. We do not believe these branch closures will have a material impact on our revenue in future periods and expect that we will achieve some cost savings in future periods as a result of the closures.

We were established more than 70 years ago and have achieved strong market positions by developing and maintaining extensive local relationships in the communities we serve. By leveraging our business and agribusiness focus, presence in attractive markets, highly efficient operating model and robust approach to risk management, we have achieved significant and profitable growth both organically and through disciplined acquisitions. We provide financial results based on a fiscal year ending September 30 as a single reportable segment.

Growth in our loan portfolio, which totaled $7.07 billion at March 31, 2015, has driven growth in our total assets during fiscal years 2013 and 2014 and in the first and second quarters of fiscal year 2015. From September 30, 2009 to September 30, 2014, we have grown our total assets at a CAGR of 12%, our loan portfolio at a CAGR of 15% and our deposit base at a CAGR of 13%. This growth was primarily generated by our acquisition of TierOne Bank in 2010, which represented approximately $2.5 billion of our $3.1 billion total asset growth in fiscal year 2010. From September 30, 2013 to September 30, 2014, our total assets, loan portfolio and deposit base grew by 3%, 7% and 1%, respectively, as our loan growth drove continued asset growth, despite being offset by a reduction in the size of our investment portfolio. We achieved this overall loan growth while adhering to our strategy of focusing growth in the commercial non-real estate and agriculture segments of our portfolio, along with certain sub-segments of commercial real estate loans. Our commercial non-real estate loans represent a range of sectors, including key areas such as agribusiness services, freight and transport, healthcare and tourism. Our agriculture loan portfolio remains well diversified across the range of crops and livestock produced in our markets, including grains (primarily corn, soybeans and wheat), proteins (primarily beef cattle, dairy products and hogs) and other (including cotton and vegetables). Adjusted for the effect of fixed-to-floating interest rate swaps matching certain of our fixed-rate loans, our loan portfolio generally has a short duration, with an average tenor of 1.4 years.

Both loans and deposits grew during the quarter ending March 31, 2015. Total loans increased $85.7 million during the quarter and from $6.79 billion at September 30, 2014 to $7.07 billion at March 31, 2015, representing a fiscal year-to-date increase of $285.0 million or 4.2%. Year-to-date loan growth remains balanced across the business and agriculture lending components of the portfolio including commercial non-real estate, commercial real estate and agriculture. Consistent with our expectations at the end of the first fiscal quarter, the agriculture portfolio did contract slightly during the second quarter as a result of our customers calendar year-end tax planning. The overall loan portfolio remains well diversified across a number of segments, industries and geographies. Deposits increased from $7.05 billion at September 30, 2014 to $7.49 billion at March 31, 2015, an increase of $435.5 million or 6.2%. Deposit growth during the second quarter was $248.5 million. The growth during the second quarter was focused within interest-bearing business and consumer transaction accounts, while noninterest-bearing transaction account and certificate of deposit balances each declined. Our deposit growth is typically focused within our first and second fiscal quarters and we do expect some seasonal deposit outflow in the third fiscal quarter driven by our customers income tax needs and other factors.

We believe our overall asset quality remains strong, but some of our asset quality metrics declined during the second quarter of fiscal year 2015. At March 31, 2015, nonperforming loans were $74.3 million, with $27.8 million of the balance at March 31, 2015, covered by FDIC loss-sharing arrangements. Total nonperforming loans represent a 6% improvement compared to September 30, 2014, but increased 9% since December 31, 2014. OREO balances have declined by $6.0 million since September 30, 2014, with $8.6 million of the $43.6 million of total OREO as of March 31, 2015 covered by FDIC loss-sharing arrangements. For more information related to these charges, see Key Factors Affecting Our Business and Financial Statements Asset Quality and Loss-Sharing Arrangements.

Net income was $105.0 million for fiscal year 2014, an increase of $8.7 million, or 9%, compared to $96.2 million for fiscal year 2013, and an increase of $32.0 million compared to fiscal year 2012. Our net interest margin increased to 4.02% for fiscal year 2014 from 3.99% for fiscal year 2013. Adjusted net interest margin, which adjusts for the current realized gain (loss) on interest rate swaps, and which we believe is a more representative measure of our performance, was 3.79% for fiscal year 2014, a decline of 2 basis points compared to 3.81% for fiscal year 2013, primarily due to competition for loan pricing across our footprint that was partially offset by improvements in our deposit funding cost. Our noninterest income declined during fiscal year 2014 primarily as a result of slower home mortgage activity, particularly refinancings, and a reduction in gains on sales of investment securities. For more information on our adjusted net interest margin, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

Net income was $19.7 million for the second quarter of fiscal year 2015, a decrease of $6.2 million, or 24%, compared to the second quarter of fiscal year 2014. Higher credit-related charges of $14.0 million incurred during the quarter were the primary driver of the lower net income, including provision for loan losses of $9.7 million, a $12.4 million pre-tax increase compared to the same quarter in fiscal year 2014 in which we experienced a $2.7 million release of provision for loan losses, and $4.3 million of other credit-related charges that impacted other financial statement line items. Increased net interest income and lower noninterest expense partially offset the increase in credit-related charges. Fiscal year-to-date net income was $46.4 million, compared to $54.6 million for the same period of fiscal year 2014.

Net interest margin was 3.89%, 3.91% and 3.96%, respectively, for the quarters ended March 31, 2015, December 31, 2014, and March 31, 2014 and 3.90% and 3.99%, respectively, for the six months ended March 31, 2015 and March 31, 2014. Adjusted net interest margin, which reflects the realized gain (loss) on interest rate swaps, was 3.64%, 3.67% and 3.73%, respectively, and 3.66% and 3.77%, respectively, for the same periods. We believe our adjusted net interest margin is more representative of our underlying performance and is the measure we use internally to evaluate our results. Net interest margin and adjusted net interest margin declined compared to the second quarter of fiscal year 2014 primarily due to reduced asset yields. Pricing on new loans continued to be impacted by competitive pressures in the market and the continued near-zero benchmark interest rate environment, while investment portfolio yields have also declined. These reductions in asset yields were partially offset by a 4 basis point reduction in the cost of deposits over the same period, driven in part by a continued favorable change in deposit mix. For more information on our adjusted net interest margin, including a reconciliation of each to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

Net income for the quarter represents earnings per common share of $0.34, compared to $0.45 in the comparable period, and is $0.80 fiscal year-to-date compared to $0.94 for the same period in fiscal year 2014. On April 28, 2015, our board of directors declared a dividend of $0.12 per common share payable on May 29, 2015 to owners of record as of the close of business on May 15, 2015.

We believe our operating efficiency is a key component of our growth and profitability. We continue to monitor salary and benefits costs, optimize our branch network (which resulted in the net closure of 25 branches between September 30, 2012 and March 31, 2015) and focus on our core business and agribusiness banking competencies. Our efficiency ratio decreased to 50.4% for fiscal year 2014, compared to 50.6% for fiscal year 2013 and 52.8% for fiscal year 2012, driven by lower tangible noninterest expense, partially offset by lower revenue. Our operating efficiency helped drive returns on average total assets and average tangible common equity for fiscal year 2014 which were 1.14% and 16.6%, respectively, compared to 1.07% and 17.5%, respectively, for fiscal year 2013. While we have incurred and expect to continue to incur additional costs associated with operating as a public company, we believe our efficiency initiatives, including continuing to optimize our branch network, will allow us to continue our historically efficient operations. For more information on our efficiency ratio and return on average tangible common equity, including a reconciliation of each to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

We have achieved significant and profitable growth organically and through disciplined acquisitions. We have successfully completed eight acquisitions since 2006, including our 2010 FDIC-assisted acquisition of TierOne Bank, which represented approximately $2.5 billion in acquired assets.

We maintain a solid funding position supported substantially by customer deposits, which have continued to grow in recent years. Our deposit balances were $7.05 billion at September 30, 2014, an increase of $104.0 million compared with September 30, 2013 and an increase of $167.7 million compared with September 30, 2012. In fiscal year 2013, we began a strategic initiative to transition the composition of our deposit portfolio away from higher-cost term deposits (such as certificates of deposit, or CDs) toward more cost-effective transaction accounts (such as negotiable order of withdrawal, or NOW, accounts, money market deposit accounts, or MMDAs, and savings accounts). As a result, CDs have decreased to 27% of our average deposits for fiscal year 2014 compared to 37% for fiscal year 2013. The effects of this initiative have included a decline in our deposit-related interest expense, with average cost of deposits at 0.36% for fiscal year 2014, a decline of 12 basis points compared with fiscal year 2013 and 32 basis points compared with fiscal year 2012. This initiative has also led to slower overall growth in deposits compared to previous years, driven by the runoff of higher cost CD balances, more than offset by growth in transaction accounts. We expect to continue to drive a transformation in our funding by focusing on attracting business deposits by leveraging our agribusiness and business banking relationships.

Our capital position was strong in fiscal year 2014, with Tier 1 capital, total capital and Tier 1 leverage ratios of 11.8%, 12.9% and 9.1%, respectively, at September 30, 2014, compared to 12.4%, 13.8% and 9.2%, respectively, as of September 30, 2013. Our capital position remained stable during the first half of fiscal year 2015, with Tier 1 capital, total capital and Tier 1 leverage ratios of 11.6%, 12.6% and 9.3%, respectively, at March 31, 2015 compared to 11.8%, 12.9% and 9.1%, respectively, at December 31, 2014. The primary driver of the decrease in capital ratios was our adoption of the Basel III rules on January 1, 2015. This drove an increase in risk weighted assets of approximately $256 million, primarily related to the provisions surrounding unused lines of credit and, to a lesser extent, high-volatility commercial real estate. Our Common Equity Tier 1 ratio calculated under the new capital rules was 10.8% at March 31, 2015. Our tangible common equity to tangible assets ratio was 8.4% at March 31, 2015 compared to 8.3% at December 31, 2014. For more information on our tangible common equity to tangible assets ratio, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

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Until our IPO, which occurred in October 2014, we were a wholly owned subsidiary of NAB, and our results have been part of NAB s consolidated business operations since NAB acquired us in 2008. NAB is a large financial institution incorporated in Australia and listed on the Australian Securities Exchange with operations in Australia, New Zealand, the United Kingdom, the United States and parts of Asia. Historically, NAB and its affiliates have provided financial and administrative support to us. In connection with our IPO, we and NAB entered into certain agreements that provide a framework for our ongoing relationship, including a Stockholder Agreement governing NAB s rights as our principal stockholder and a Transitional Services Agreement pursuant to which NAB has agreed to continue to provide us with certain services for a transition period. We do not expect our costs associated with these services to be significant.

Key Factors Affecting Our Business and Financial Statements

Initial Public Offering

On October 14, 2014, we priced an IPO of our common stock in which the NAB selling stockholder sold existing shares of our common stock. Prior to the IPO, we were a wholly owned subsidiary of NAB. After completion of the IPO, and the exercise by the underwriters in the IPO of an option to purchase additional shares of our common stock, NAB s ownership interest was reduced to approximately 68.2%. Following the sale by the NAB selling stockholder of 23,000,000 shares of our common stock on May 6, 2015, NAB owned approximately 28.5% of our common stock. Following the completion of this offering (assuming the underwriters option is exercised in full), NAB expects to have fully exited its investment in our common stock.

Formation Transactions

On October 17, 2014, Great Western Bancorp, Inc. completed the Formation Transactions, which were a series of internal reorganization transactions comprised of:

- a cash contribution by National Americas Holdings LLC to Great Western Bancorp, Inc. in an amount equal to the total stockholder s equity of Great Western Bancorporation, Inc.;

- the sale by National Americas Investment, Inc. of all outstanding capital stock of Great Western Bancorporation, Inc. to Great Western Bancorp, Inc. for an amount in cash equal to the total stockholder s equity of Great Western Bancorporation, Inc.; and

- the merger of Great Western Bancorporation, Inc. with and into Great Western Bancorp, Inc., with Great Western Bancorp, Inc. continuing as the surviving corporation and succeeding to all the assets, liabilities and business of Great Western Bancorporation, Inc.

As a result of these transactions, Great Western Bancorp, Inc. succeeded to the business of Great Western Bancorporation, Inc. The Formation Transactions did not result in a change in our business or our management team, however. Following the completion of the Formation Transactions, and in connection with the completion of our IPO, we entered into the Stockholder Agreement, the Transitional Services Agreement and the Registration Rights Agreement with NAB, as our principal stockholder.

Economic Conditions

Our loan portfolio can be affected in several ways by changes in economic conditions in our local markets and across the country. For example, declining local economic prospects can reduce borrowers willingness to take out new loans or our expectations of their ability to repay existing loans, while declining national conditions can limit the markets for our commercial and agribusiness borrowers products. Conversely, rising consumer and business confidence can increase demand for loans to fund consumption and investments, which can lead to opportunities for us to grant new loans and further develop our banking relationships with our customers. Some elements of the business environment that affect our financial performance include short-term and long-term interest rates, inflation and price levels (particularly for agricultural commodities), monetary policy, unemployment and the strength of the domestic economy and the local economy in the markets in which we operate. Because commercial non-real estate and owner-occupied CRE borrowers are particularly exposed to external economic conditions such as consumer sentiment, repayment of commercial non-real estate loans and owner-occupied CRE loans may be more sensitive than other types of loans to adverse conditions in the real estate market or the general economy. These loans totaled approximately $2.77 billion, or 39%, of our loan portfolio as of March 31, 2015. In addition, agricultural loans, which comprised 25% of our loan portfolio as of March 31, 2015, depend on the health of the agricultural industry broadly and in the location of the borrower in particular and on commodity prices. Overall, our markets continue to experience moderate economic growth, although leading indicators point to some softening. Farm income has seen recent declines as a result of lower crop prices and some drought conditions. The United States Department of Agriculture forecasts that 2015 net farm income will be down more than 32 percent from their 2014 forecast. In line with the downturn in farm income, farmland prices are coming under pressure. Declines in economic conditions in our local markets, or in farm incomes or farmland prices, could negatively impact our financial results.

See Risk Factors Risks Related to Our Business Our business may be adversely affected by conditions in the financial markets and economic conditions generally and in our states in particular.

Interest Rates

Net interest income is our largest source of income and is the difference between the interest income we receive from interest-earning assets (e.g., loans and investment securities) and the interest expense we pay on interest-bearing liabilities (e.g., deposits and borrowings). The level of net interest income is primarily a function of the average balance of interest-earning assets, the average balance of interest-bearing liabilities and the spread between the yield on such assets and the cost of such liabilities. These factors are influenced by both the pricing and mix of interest-earning assets and interest-bearing liabilities. Interest rates can be volatile and are highly sensitive to many factors beyond our control, such as economic conditions, the policies of various governmental and regulatory agencies and, in particular, the monetary policy of the FOMC.

A continuation of the current low interest rate environment or subsequent movements in interest rates may have an adverse effect on our profitability, including the value of our investments. If a low interest rate environment persists, our net interest income may further decrease. This would be the case because our ability to lower our interest expense has been limited at current low interest rate levels, while the average yield on our interest-earning assets has continued to decrease. Moreover, as interest rates begin to increase, if our floating rate interest-earning assets do not reprice faster than our interest-bearing liabilities in a rising rate environment, our net interest income could be adversely affected. If our net interest income decreases, this could have an adverse effect on our profitability.

The cost of our deposits and short-term borrowings is largely based on short-term interest rates, the level of which is driven primarily by the Federal Reserve s actions. However, the yields generated by our loans and securities are typically driven by longer-term interest rates, which are dictated by the market or, at times, the Federal Reserve s actions, and generally vary from day to day. The level of net interest income is therefore influenced by movements in such interest rates, the changing mix in our funding sources and the pace at which such movements occur. In 2013 and 2014, short-term and long-term interest rates were very low by historical standards, with many benchmark rates, such as the federal funds rate and one- and three-month LIBOR, near zero. Further declines in the yield curve or a decline in longer-term yields relative to short-term yields (a flatter yield curve) would have an adverse impact on our net interest margin and net interest income. Increases in the yield curve or an increase in longer-term yields relative to short-term yields (a steeper yield curve) would have a positive impact on our net interest margin and net interest income.

See Risk Factors Risks Related to Our Business We are subject to interest rate risk and Quantitative and Qualitative Disclosures About Market Risk.

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Asset Quality and Loss-Sharing Arrangements

Our asset quality remained strong during fiscal year 2014 with continued declines in total nonperforming loans, net charge-offs and allowance for loan losses. These declines helped drive reductions in our provision for loan losses. While our asset quality metrics remained strong through the first quarter of fiscal year 2015, we incurred higher credit-related charges in the second quarter related to a small number of C&I lending exposures and higher OREO charges. We had credit related charges of $14.0 million, including $2.6 million of net OREO charges for the three months ended March 31, 2015. This compares to $7.2 million for the three months ended December 31, 2014. The increase is primarily driven by a small number of C&I lending exposures and higher OREO charges that we believe are driven by customer-specific developments. We may have higher credit-related charges in the future.

We continue to run off assets from our acquisition of TierOne Bank that are not part of our core lending business, including non-owner-occupied CRE loans and construction and development loans, particularly those outside our footprint. At March 31, 2015, we had approximately $209.3 million of loans acquired as part of the TierOne Bank acquisition, representing approximately 3% of our overall loan portfolio. The majority of our loans acquired from TierOne Bank are subject to loss-sharing arrangements with the FDIC where we are indemnified by the FDIC for 80% of our losses associated with any covered loans. Our ability to seek indemnification under the commercial loss-sharing arrangement, which covered $77 million in loans at March 31, 2015, terminated in June of 2015, and the single-family loss-sharing arrangement, which covered $111 million in loans at March 31, 2015, terminates in June of 2020. The amount of reimbursement we receive as a result of these indemnity payments, and the amount of income derived from the underlying loans, has decreased over time as the volume of covered loans we continue to hold declines. To date, we have not had any indemnity claims arising from the FDIC loss-sharing arrangements rejected by the FDIC. Future indemnity claims may be denied if we fail to comply with the requirements of our loss-sharing arrangements with the FDIC, which could result in additional losses and charge-offs related to these loans. See Risk Factors Risks Related to Our FDIC-Assisted Acquisition of TierOne Bank Our ability to obtain reimbursement under the loss-sharing agreements on covered assets depends on our compliance with the terms of the loss-sharing agreements.

Banking Laws and Regulations

We are subject to extensive supervision and regulation under federal and state banking laws. See Supervision and Regulation and Risk Factors Risks Related to the Regulatory Oversight of Our Business. Financial institutions have been subject to increased regulatory scrutiny in recent years as significant structural changes in the bank regulatory framework have been adopted in response to the recent financial crisis. In particular, federal bank regulators have increased regulatory expectations generally and with respect to consumer compliance, economic sanctions, anti-money laundering and Bank Secrecy Act requirements. As a result of these heightened expectations, we may incur additional costs associated with legal compliance that may affect our financial results in the future.

Payment of Interest on Demand Deposits. In addition, effective July 2011, the Dodd-Frank Act repealed the prohibition restricting depository institutions from paying interest on demand deposits, such as checking accounts. We have begun offering an interest-bearing corporate checking account, but interest rates on this product remain low due to current market conditions. Consequently, this change has not significantly affected our financial results. If interest rates on this product increase in the future, our business may be affected.

Basel III and Its Implementing Regulations. In July 2013, the federal bank regulators approved new regulations implementing the Basel III capital framework and various provisions of the Dodd-Frank Act. These regulations became effective for us on January 1, 2015, subject to phase-in of various provisions. The most significant changes from the current risk-based capital guidelines applicable to us are the revisions affecting the numerator in regulatory capital calculations and the increased risk weightings for higher-volatility CRE loans, for revolving lines of credit of less than one year in duration and for past-due and impaired loans. See Capital for further information.

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Interchange Fees. We are currently subject to the interchange fee cap adopted under the Durbin Amendment to the Dodd-Frank Act as a result of NAB s ownership of us. Once NAB no longer controls us for bank regulatory purposes, we may be able to qualify for the small issuer exemption from the interchange fee cap depending on our total assets at the time. The small issuer exemption applies to any debit card issuer that, together with its affiliates, has total assets of less than $10 billion as of the end of the previous calendar year. In the event we qualify for the small issuer exemption, we will once again become subject to the interchange fee cap beginning July 1 following the time when our total assets reach or exceed $10 billion. Reliance on the small issuer exemption would not exempt us from federal regulations prohibiting network exclusivity arrangements or from routing restrictions, however, and those regulations have negatively affected the interchange income we have received from our debit card network.

Heightened Prudential Requirements. We and our bank both currently have less than $10 billion in total consolidated assets. Following the fourth consecutive quarter (and any applicable phase-in period) where we or our bank exceeds this threshold, as applicable, we or our bank, as applicable, will become subject to a number of additional requirements (such as annual stress testing requirements implemented pursuant to the Dodd-Frank Act and general oversight by the CFPB) that will impose additional compliance costs on our business. See Supervision and Regulation Heightened Requirements for Bank Holding Companies with $10 Billion or More in Assets. While neither we nor our bank is currently subject to these requirements, we have begun analyzing these rules to ensure we are prepared to comply with the rules when and if they become applicable. For example, we have begun running periodic and selective stress tests on liquidity, interest rates and certain areas of our loan portfolio to prepare for compliance with FDIC stress testing requirements.

Competition

Our profitability and growth are affected by the highly competitive nature of the financial services industry. We compete with commercial banks, savings banks, credit unions, non-bank financial services companies and other financial institutions operating within the areas we serve, particularly nationwide and regional banks and larger community banks that target the same customers we do. We also face competition for agribusiness loans from participants in the nationwide Farm Credit System and global banks. Recently, we have seen increased competitive pressures on loan rates and terms for high-quality credits, driven in part by the prolonged low-interest rate environment. Continued loan pricing pressure may continue to affect our financial results in the future. See Risk Factors Risks Related to Our Business We operate in a highly competitive industry and market area.

Operational Efficiency

We believe that our focus on operational efficiency is critical to our profitability and future growth, and our management has adopted numerous processes to improve our level of operational efficiency. In contrast to some competitor banks, our business offers a focused range of profitable products. In addition, instead of using multiple information technology solutions, we have increased the efficiency of our operations by using a single integrated third party core processing system across all of our locations. We continue to optimize our branch network and have commenced reviews of additional internal processes and our vendor relationships, with a view to identifying opportunities to further improve efficiency and enhance earnings. We are also continuing our efforts to shift our deposit base to lower-cost customer deposits, a strategic initiative that has been primarily responsible for driving our cost of deposit funding down since September 30, 2012. To foster a culture of operational efficiency, we have implemented the management principles of *Kaizen & Lean* across all of our front-office and back-office operations. We feel that appropriate use of these management principles both encourages efficiency and contributes to the efficient integration of acquired businesses.

We incurred additional one-time and recurring expenses to support our operations as a standalone public company following the completion of our IPO in October 2014, including expenses related to compliance with applicable legal and financial reporting standards and expansion of our investor relations and corporate communications functions. Many of these expenses are not reflected in our results of operations for fiscal year 2014 but are reflected in our first quarter 2015 results and will adversely affect our future financial results. See Risk Factors Risks Related to Our Business Fulfilling our public company financial reporting and other regulatory obligations will be expensive and time consuming and may strain our resources.

Goodwill and Amortization of Other Intangibles

Since 2006, we have completed eight acquisitions. We accounted for these transactions using the acquisition method of accounting, under which the acquired company s net assets are recorded at fair value at the date of acquisition and the difference between the purchase price and fair value of the net assets acquired is recorded as goodwill, if positive, and as bargain purchase gain, if negative.

At March 31, 2015, we had $697.8 million of goodwill, $622.4 million of which relates to the acquisition of us by NAB in 2008 and was pushed down to our balance sheet, with the balance relating to subsequent acquisitions completed by us. Under relevant accounting guidance, we are required to review goodwill for impairment annually, or more frequently if events or circumstances indicate that the fair value of our business may be less than its carrying value. We determine impairment by comparing the implied fair value of the goodwill with the carrying amount of that goodwill. If the carrying amount of the goodwill exceeds the implied fair value of that goodwill, evidence of impairment is present and we will measure the impairment and potentially record an impairment loss in the amount of the excess of the carrying amount over the fair value. The valuation of goodwill is dependent on forward-looking expectations related to nationwide and local economic conditions and our associated financial performance. A significant decline in our expected future cash flows, a material change in interest rates, a significant adverse change in the business climate, slower growth rates, or a significant or sustained decline in the price of our common stock may necessitate taking charges in the future related to the impairment of our goodwill and other intangible assets. In addition, other factors, such as a sale of our common stock by our principal stockholder at a price below our book value per share, could negatively impact the implied fair value of our goodwill. Our recognition of any such impairment could adversely affect our business and future financial results. See Risk Factors Risks Related to Our Business The value of our goodwill and other intangible assets may decline in the future.

As a result of the acquisitions we have completed and the acquisition of us by NAB in 2008, we also have recorded intangible assets related to core deposits, brand intangibles, customer relationships and other intangibles. Each of these intangible assets is amortized as noninterest expense according to a specified schedule. The most significant component of these intangibles relates to our core deposits, of which $13.8 million was amortized as noninterest expense during fiscal year 2014. Total scheduled amortization for all intangible assets includes approximately $7 million for fiscal year 2015, approximately $3 million for fiscal year 2016 and immaterial amounts for fiscal years 2017 through 2023. For additional information on these intangible assets and their respective amortization schedules, see Note 1. Nature of Operations and Summary of Significant Accounting Policies Core Deposits and Other Intangibles and Note 12. Core Deposits and Other Intangibles contained in our audited consolidated financial statements included elsewhere in this prospectus.

Loans and Interest Rate Swaps Accounted for at Fair Value

In the normal course of business, we enter into fixed-rate loans having original maturities of 5 years or greater (typically between 5 and 15 years) with certain of our business and agribusiness banking customers to assist them in facilitating their risk management strategies. We mitigate our interest rate risk associated with these loans by entering into equal and offsetting fixed-to-floating interest rate swap agreements for these loans with NAB London Branch. We have elected to account for the loans at fair value under Accounting Standards Codification, or ASC, 825 *Fair Value Option.* Changes in the fair value of these loans are recorded in earnings as a component of noninterest income in the relevant period. We also record an adjustment for credit risk in noninterest income based on our loss history for similar loans, adjusted for our assessment of existing market conditions for the specific portfolio of loans. If a specific relationship becomes impaired, we measure the estimated credit loss and record that amount through the credit risk adjustment.

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The related interest rate swaps are recognized as either assets or liabilities in our financial statements and any realized or unrealized gains or losses on these swaps are recorded in earnings as a component of noninterest income. The hedges are fully effective from an interest rate risk perspective, as unrealized gains and losses on our swaps are directly offset by changes in fair value of the hedged loans (i.e., swap interest rate risk adjustments are directly offset by associated loan interest rate risk adjustments). Consequently, any changes in noninterest income associated with changes in fair value resulting from interest rate movement, as opposed to changes in credit quality, on the loans are directly offset by equal and opposite charges to, or reductions in, noninterest income for the related interest rate swap. To ensure the correlation of movements in fair value between the interest rate swap and the related loan, we pass on all economic costs associated with our hedging activity resulting from loan customer prepayments (partial or full) to the borrower. For additional information about the treatment of interest rate swaps and related loans in our financial statements, see Note 22. Fair Value of Financial Instruments and Interest Rate Risk in our audited consolidated financial statements included elsewhere in this prospectus.

Results of Operations Three and Six Month Periods Ended March 31, 2015 and 2014

Overview

The following table highlights certain key financial and performance information for the periods ended March 31, 2015 and 2014:

	For the three months ended March 31, 2015	2014
	(dollars in thousands, except per share amounts)	
Operating Data:		
Interest and dividend income (FTE)	$ 89,794	$ 85,993
Interest expense	7,579	7,929
Noninterest income	6,936	10,140
Noninterest expense	48,438	49,326
Provision for loan losses	9,679	(2,690)
Net income	19,724	25,971
Earnings per common share	$ 0.34	$ 0.45
Performance Ratios:		
Net interest margin (FTE)	3.89%	3.96%
Adjusted net interest margin (FTE)(1)	3.64%	3.73%
Return on average total assets	0.83%	1.15%
Return on average common equity	5.49%	7.41%
Return on average tangible common equity(1)	11.8%	17.3%
Efficiency ratio(1)	51.7%	50.6%

(1)

This is a non-GAAP financial measure we believe is helpful to interpreting our financial results. For more information on this non-GAAP financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

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	For the six months ended March 31, 2015	2014
	(dollars in thousands, except per share amounts)	
Operating Data:		
Interest and dividend income (FTE)	$ 181,876	$ 175,796
Interest expense	15,248	16,559
Noninterest income	14,836	20,966
Noninterest expense	95,529	97,625
Provision for loan losses	12,998	(3,565)
Net income	46,421	54,575
Earnings per common share	$ 0.80	$ 0.94
Performance Ratios:		
Net interest margin (FTE)	3.90%	3.99%
Adjusted net interest margin (FTE)(1)	3.66%	3.77%
Return on average total assets	0.96%	1.19%
Return on average common equity	6.44%	7.70%
Return on average tangible common equity(1)	13.8%	17.9%
Efficiency ratio(1)	50.1%	49.0%

(1) This is a non-GAAP financial measure we believe is helpful to interpreting our financial results. For more information on this non-GAAP financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

Net Interest Income

The following tables presents net interest income, net interest margin and adjusted net interest margin for the three and six month periods ended March 31, 2015 and 2014:

	For the three months ended March 31, 2015	2014
	(dollars in thousands)	
Net interest income:		
Total interest and dividend income (FTE)	$ 89,794	$ 85,993
Less: Total interest expense	7,579	7,929
Net interest income (FTE)	82,215	78,064
Less: Provision for loan losses	9,679	(2,690)
Net interest income after provision for loan losses (FTE)	$ 72,536	$ 80,754

Net interest margin (FTE) and adjusted net interest margin (FTE):		
Average interest-earning assets	$ 8,560,477	$ 8,001,112
Average interest-bearing liabilities	$ 8,106,234	$ 7,683,451
Net interest margin (FTE)	3.89%	3.96%
Adjusted net interest margin (FTE)(1)	3.64%	3.73%

(1) For more information on this non-GAAP financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

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	For the six months ended March 31, 2015	2014
	(dollars in thousands)	
Net interest income:		
Total interest and dividend income (FTE)	$ 181,876	$ 175,796
Less: Total interest expense	15,248	16,559
Net interest income (FTE)	166,628	159,237
Less: Provision for loan losses	12,998	(3,565)
Net interest income after provision for loan losses (FTE)	$ 153,630	$ 162,802
Net interest margin (FTE) and adjusted net interest margin (FTE):		
Average interest-earning assets	$ 8,558,582	$ 8,012,542
Average interest-bearing liabilities	$ 8,131,966	$ 7,723,912
Net interest margin (FTE)	3.90%	3.99%
Adjusted net interest margin (FTE)(1)	3.66%	3.77%

(1) For more information on this non-GAAP financial measure, including a reconciliation to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

Net interest income was $82.2 million for the second quarter of fiscal year 2015 compared to $78.1 million for the same quarter in fiscal year 2014, an increase of 5%. The increase was driven by higher interest income on loans, attributable to loan growth over the previous year and more gross income related to the portion of the portfolio acquired with deteriorated credit quality, and lower deposit interest expense, partially offset by lower interest income on the investment portfolio. Compared to the same quarter in fiscal year 2014, the investment portfolio represented a smaller portion of total interest-earning assets driven by higher loan growth compared to deposit growth over the year and a higher average cash position, which was funded in part by investment portfolio run-off. Net interest margin was 3.89% for the second quarter of fiscal year 2015, compared with 3.96% for the same period in fiscal year 2014. Adjusted net interest margin was 3.64% and 3.73%, respectively, over the same periods. The lower net interest margin and adjusted net interest margin were attributable to lower asset yields, partially offset by a reduction in cost of deposits. For more information on our adjusted net interest margin and adjusted net interest income, including a reconciliation of each to the most directly comparable U.S. GAAP financial measure, see Prospectus Summary Summary Historical Consolidated Financial and Operating Information.

Net interest income was $166.6 million for the first six months of fiscal year 2015, compared to $159.2 million for the same period in fiscal year 2014, an increase of 5%. Similar to the quarterly period, the increase was driven by higher interest income on loans and lower deposit interest expense, partially offset by lower investment portfolio interest income. Net interest margin was 3.90% for the first six months of fiscal year 2015, compared to 3.99% for the same period in fiscal year 2014, while adjusted net interest margin was 3.66% and 3.77%, respectively, for the same periods. The decreases were driven by lower asset yields and a higher average cash balance, due in part to the impact of the our largest shareholder holding our initial public offering proceeds on deposit in our bank for the majority of the first quarter of fiscal year 2015, partially offset by lower cost of deposits.

The following table presents the distribution of average assets, liabilities and equity, interest income and resulting yields on average interest-earning assets, and interest expense and rates on average interest-bearing liabilities for the current and comparable three and six month periods. Loans on nonaccrual status, totaling $74.3 million at March 31, 2015 and $91.6 million at March 31, 2014, are included in the average balances below. Any interest that had accrued as of the date of nonaccrual is immediately reversed as a reduction to interest income, while any interest subsequently recovered is recorded in the period of recovery. Tax-exempt loans and securities, totaling $539.1 million at March 31, 2015 and $384.8 million at March 31, 2014, are typically entered at lower

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interest rate arrangements than comparable non-exempt loans and securities. The amount of interest income reflected below has been adjusted to include the amount of tax benefit realized in the period and as such is presented on a fully-tax equivalent basis, the calculation of which is outlined in the discussion of non-GAAP items later in this section. Loans acquired with deteriorated credit quality represent loans accounted for in accordance with ASC 310-30 *Accounting for Purchased Loans* that were credit impaired at the time we acquired them. Loans other than loans acquired with deteriorated credit quality represent loans we have originated and loans we have acquired that were not credit impaired at the time we acquired them.

	For the three months ended					
	March 31, 2015			March 31, 2014		
	Average Balance	Interest (FTE)	Yield / Cost(1)	Average Balance	Interest (FTE)	Yield / Cost(1)
Assets						
Cash and due from banks	$ 265,929	$ 160	0.24%	$ 191,031	$ 117	0.25%
Investment securities	1,334,460	5,650	1.72%	1,381,475	6,836	2.01%
Loans, other than loans acquired with deteriorated credit quality, net(2)	6,828,510	81,907	4.86%	6,224,179	78,155	5.09%
Loans acquired with deteriorated credit quality, net	131,578	2,077	6.40%	204,428	885	1.76%
Loans, net	6,960,088	83,984	4.89%	6,428,607	79,040	4.99%
Total interest-earning assets	8,560,477	89,794	4.25%	8,001,113	85,993	4.36%
Noninterest-earning assets	1,093,229			1,155,039		
Total assets	$ 9,653,706	$ 89,794	3.77%	$ 9,156,152	$ 85,993	3.81%
Liabilities and Stockholders Equity						
Noninterest-bearing deposits	$ 1,282,530			$ 1,216,315		
NOW, MMDA and savings deposits	4,447,606	$ 3,266	0.30%	3,978,103	$ 2,318	0.24%
CDs	1,567,763	2,718	0.70%	1,940,266	4,113	0.86%
Total deposits	7,297,899	5,984	0.33%	7,134,684	6,431	0.37%
Securities sold under agreements to repurchase	182,386	150	0.33%	192,333	143	0.30%
FHLB advances and other borrowings	528,571	893	0.69%	259,056	803	1.26%
Related party notes payable	41,295	227	2.23%	41,295	226	2.22%
Subordinated debentures and other	56,083	325	2.35%	56,083	326	2.36%
Total borrowings	808,335	1,595	0.80%	548,767	1,498	1.11%
Total interest-bearing liabilities	8,106,234	$ 7,579	0.38%	7,683,451	$ 7,929	0.42%
Noninterest-bearing liabilities	89,341			51,768		
Stockholders equity	1,458,131			1,420,933		
Total liabilities and stockholders equity	$ 9,653,706			$ 9,156,152		

Net interest spread		3.39%		3.39%
Net interest income and net interest margin (FTE)	$ 82,215	3.89%	$ 78,064	3.96%
Less: Tax equivalent adjustment	$ 1,590		$ 1,107	
Net interest income and net interest margin ties to Consolidated Statements of Comprehensive Income	$ 80,625	3.82%	$ 76,957	3.90%

(1) Annualized for all partial-year periods.

(2) Interest income includes $0.1 million and $0.9 million for the second quarter of fiscal year 2015 and 2014, respectively, resulting from accretion of purchase accounting discount associated with acquired loans.

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	For the six months ended					
	March 31, 2015			March 31, 2014		
	Average Balance	Interest (FTE)	Yield / Cost[(1)]	Average Balance	Interest (FTE)	Yield / Cost[(1)]
Assets						
Cash and due from banks	$ 354,415	$ 444	0.25%	$ 195,307	$ 301	0.31%
Investment securities	1,335,348	11,600	1.74%	1,428,379	14,020	1.97%
Loans, other than loans acquired with deteriorated credit quality, net[(2)]	6,727,508	164,783	4.91%	6,186,621	158,701	5.14%
Loans acquired with deteriorated credit quality, net	141,311	5,049	7.17%	202,235	2,774	2.75%
Loans, net	6,868,819	169,832	4.96%	6,388,856	161,475	5.07%
Total interest-earning assets	8,558,582	181,876	4.26%	8,012,542	175,796	4.40%
Noninterest-earning assets	1,097,254			1,189,536		
Total assets	$ 9,655,836	$ 181,876	3.78%	$ 9,202,078	$ 175,796	3.83%
Liabilities and Stockholders Equity						
Noninterest-bearing deposits	$ 1,387,396			$ 1,226,039		
NOW, MMDA and savings deposits	4,298,739	$ 5,918	0.28%	3,934,543	$ 4,566	0.23%
CDs	1,625,814	6,081	0.75%	1,956,472	8,744	0.90%
Total deposits	7,311,949	11,999	0.33%	7,117,054	13,310	0.38%
Securities sold under agreements to repurchase	175,111	296	0.34%	198,207	289	0.29%
FHLB advances and other borrowings	547,528	1,839	0.67%	311,273	1,840	1.19%
Related party notes payable	41,295	459	2.23%	41,295	460	2.23%
Subordinated debentures and other	56,083	655	2.34%	56,083	660	2.36%
Total borrowings	820,017	3,249	0.79%	606,858	3,249	1.07%
Total interest-bearing liabilities	8,131,966	$ 15,248	0.38%	7,723,912	$ 16,559	0.43%
Noninterest-bearing liabilities	77,886			56,688		
Stockholders equity	1,445,984			1,421,478		
Total liabilities and stockholders equity	$ 9,655,836			$ 9,202,078		
Net interest spread			3.40%			3.40%
Net interest income and net interest margin (FTE)		$ 166,628	3.90%		$ 159,237	3.99%
Less: Tax equivalent adjustment		$ 3,094			$ 2,139	