

**UNITED STATES  
FEDERAL DEPOSIT INSURANCE CORPORATION  
Washington, D.C. 20429**

**SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant   
Filed by a Party other than the Registrant   
Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Bank OZK**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**\*\*\* Exercise Your *Right* to Vote \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on May 6, 2019.**

**BANK OZK**



ATTN: INVESTOR RELATIONS  
P.O. BOX 8811  
LITTLE ROCK, AR 72231-8811

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** February 26, 2019  
**Date:** May 6, 2019    **Time:** 8:30 a.m., local time  
**Location:** Capital Hotel  
111 W. Markham Street  
Little Rock, AR 72201

You are receiving this communication because you hold shares in Bank OZK.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain proxy materials and voting instructions.**

— **Before You Vote** —  
How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**

2019 NOTICE AND PROXY STATEMENT 2018 ANNUAL REPORT ON FORM 10-K

**How to View Online:**

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:**

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 22, 2019 to facilitate timely delivery.

— **How To Vote** —  
Please Choose One of the Following Voting Methods

**Vote In Person:** If you are a registered shareholder (that is, you hold these shares in your name), you must present valid identification to vote at the meeting. If you are a beneficial shareholder (that is, these shares are held in the name of a broker, bank or other holder of record), you will also need to obtain a "legal proxy" from the holder of record to vote at the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

**Vote By Mail Or Telephone:** You can vote by mail or telephone by requesting a paper copy of the materials, which will include a proxy card with instructions.

**Voting Items**

**The Board of Directors recommends you vote FOR the following Proposal:**

- 1. Election of Directors
- Nominees:**
- 1a. Nicholas Brown
- 1b. Paula Cholmondeley
- 1c. Beverly Cole
- 1d. Robert East
- 1e. Kathleen Franklin
- 1f. Catherine B. Freedberg
- 1g. Jeffrey Gearhart
- 1h. George Gleason
- 1i. Peter Kenny
- 1j. William Koefoed, Jr.
- 1k. Walter J. Mullen
- 1l. Christopher Orndorff
- 1m. Robert Proost
- 1n. John Reynolds
- 1o. Steven Sadoff
- 1p. Ross Whipple

**The Board of Directors recommends you vote FOR Proposals 2, 3 and 4.**

- 2. To approve the 2019 Omnibus Equity Incentive Plan.
- 3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019.
- 4. To approve, on an advisory, non-binding basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

**BANK OZK**  
**Notice of 2019 Annual Meeting of Shareholders**

**Date: Monday, May 6, 2019**  
**Time: 8:30 a.m. CDT**  
**Place: Capital Hotel, 111 W. Markham Street, Little Rock, Arkansas 72201**

The purpose of the meeting is:

- 1. to elect the 16 director nominees proposed by the Board of Directors;
- 2. to approve the 2019 Omnibus Equity Incentive Plan;
- 3. to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2019;
- 4. to approve, on an advisory non-binding basis, the compensation paid to our named executive officers; and
- 5. to transact such other business as may properly come before the meeting and any adjournment or postponement thereof.

As permitted under the "Notice and Access" rules adopted by the Securities and Exchange Commission, we are primarily furnishing proxy materials to our shareholders via the Internet rather than mailing paper copies of the materials to each shareholder. The Notice of Internet Availability of Proxy Materials contains instructions about how to access the proxy materials via the Internet, how to vote your shares, and how to request a paper or electronic copy of our proxy materials, if you so desire.

Only shareholders of record at the close of business on February 26, 2019 will be entitled to vote on the matters presented at the annual meeting, or any adjournments or postponements thereof.

Your vote is very important. Whether or not you plan to attend the meeting, we ask you to please read the proxy statement and vote your shares via the Internet, telephone, mail or in person at the annual meeting.



By Order of the Board of Directors,  
George G. Gleason  
Chairman and Chief Executive Officer

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