

HOME BANCSHARES INC
Form 5
February 10, 2017

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer	
Davis Brian			HOME BANCSHARES INC [HOMB]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
P.O. BOX 966			12/31/2016		<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		Chief Financial Officer	
CONWAY, AR 72033					6. Individual or Joint/Group Reporting (check applicable line)	
(City)	(State)	(Zip)			<input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	17,848 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	7,128	I	By IRA
Common Stock - Restricted	Â	Â	Â	Â	Â	Â	20,000 ⁽²⁾	D	Â
Common	Â	Â	Â	Â	Â	Â	20,000 ⁽¹⁾	D	Â

Stock - (3) (4)
 Performance
 Based
 Common ^ ^ ^ ^ ^ ^ ^ ^ 2,268.205
 Stock ^ ^ ^ ^ ^ ^ ^ ^ ^ (5) I By 401(k)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. **Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 5.68	^	^	^	^ ^ ^ (6)	10/16/2018	Common Stock 13,200
Stock Option	\$ 16.77	^	^	^	^ ^ ^ (7)	04/16/2024	Common Stock 20,000
Performance Stock Option	\$ 18.46	^	^	^	^ ^ ^ (8)	08/23/2025	Common Stock 100,000
Stock Option	\$ 16.86	^	^	^	^ ^ ^ (9)	03/11/2025	Common Stock 50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Brian P.O. BOX 966 CONWAY, AR 72033	^ X	^	^ Chief Financial Officer	^

Signatures

/s/ Brian Davis by Rachel Wesson 02/10/2017
 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The reporting person had 6,000 shares vest since the last filing.
- (2) Restricted Stock granted on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third anniversary of the award date.

The Performance Stock awarded on August 24, 2015 will vest in 33 1/3% installments over five years beginning on the third annual anniversary of the date that the performance goal is met. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.3125 diluted earnings per share (split adjusted) for four consecutive quarters or \$1.25 total diluted earnings per share (split adjusted) over a period of four consecutive quarters.

- (3) The Performance Stock awarded on August 2, 2012 will "cliff" vest on the third annual anniversary of the date that the performance goal is met. The performance goal was met on September 30, 2013 and "cliff" vested 100% on September 30, 2016.
- (4) Includes 7.628 shares acquired through the Home BancShares, Inc. 401(k) Plan since the reporting person's last filing.
- (5) The option is exercisable in five equal annual installments. The first installment became exercisable on October 17, 2009.
- (6) The option is exercisable in five equal annual installments. The first installment became exercisable on April 17, 2015.

Once the performance goal has been met, the Performance Stock Option awarded on August 24, 2015 will become exercisable in seven equal annual installments beginning on the first annual anniversary of the award date. The performance goal will be met as of the end of the calendar quarter when the Company has averaged \$0.3125 diluted earnings per share (split adjusted) for four consecutive quarters or \$1.25 total diluted earnings per share (split adjusted) over a period of four consecutive quarters.

- (7) The option is exercisable in five equal annual installments. The first installment becomes exercisable on March 12, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.