

Davis Brian
 Form 5
 February 08, 2019

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 | | | 12/31/2018 | | <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) | | | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|----|-----------|--|--|---|
| | | | | (A) | or | (D) Price | | | |
| Common Stock | Â | Â | Â | Â | Â | Â | 35,326 ⁽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 | 13,333 ⁽²⁾ | D | Â |
| Common Stock - | Â | Â | Â | Â | Â | Â | 30,000 ⁽³⁾ ⁽⁴⁾ | D | Â |

Performance Based

| | | | | | | | | | |
|--------------|---|---|---|---|---|---|-------------------|---|-----------|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 2,332.5459 (5) | I | By 401(k) |
|--------------|---|---|---|---|---|---|-------------------|---|-----------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|---|--------------|-------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Stock Option | \$ 16.77 | ^ | ^ | ^ | ^ | ^ | ^ (6) | 04/16/2024 | Common Stock | 20,000 |
| Performance Stock Option | \$ 18.46 | ^ | ^ | ^ | ^ | ^ | ^ (7) | 08/23/2025 | Common Stock | 100,000 |
| Stock Option | \$ 16.86 | ^ | ^ | ^ | ^ | ^ | ^ (8) | 03/11/2025 | Common Stock | 50,000 |
| Performance Stock Option | \$ 23.32 | ^ | ^ | ^ | ^ | ^ | ^ (9) | 07/19/2028 | Common Stock | 20,000 |

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 Micah Osborne
02/08/2019

__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) Includes the vested portion of restricted stock granted on August 24, 2015 which vests in 33 1/3% installments over five years beginning on the third anniversary of the award date. The stock began vesting in 33 1/3% installments on August 24, 2018.
- (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 stock began vesting in 33 1/3% installments on August 24, 2018.
- (3) The Performance Stock awarded on July 19, 2018 will vest in 33 1/3% installments over three years beginning on the third annual anniversary of the date that the performance goal is met.

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 was met on December 31, 2016 and will therefore begin vesting in 33 1/3% installments on December 31, 2019.
- (5) Reflects the dollar value of the reporting person's units in a unitized stock fund under the Home BancShares, Inc. 401(k) Plan as of December 29, 2017, divided by the closing price of Home BancShares common stock on that date. The unitized stock fund consists of Home BancShares common stock and a reserve of cash in amounts that vary from time to time.
- (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 is exercisable in seven equal annual installments beginning on the first annual anniversary of the award date. The performance goal was met on December 31, 2016. Therefore, the first installment became exercisable on August 24, 2016.
- (7) The option is exercisable in five equal annual installments. The first installment became exercisable on March 12, 2016.
- (8) The Performance Stock Option awarded on July 19, 2018 is exercisable in five equal annual installments beginning on the first annual anniversary of the date that the performance goal is met.
- (9)

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.