

Great Western Bancorp, Inc.
Form 4
May 04, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NATIONAL AUSTRALIA BANK LTD

(Last) (First) (Middle)

LEVEL 1, 800 BOURKE STREET

(Street)

DOCKLANDS, VICTORIA, C3 3008

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Great Western Bancorp, Inc. [GWB]

3. Date of Earliest Transaction (Month/Day/Year)

04/30/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	or (D)	Price			
Common Stock, par value \$0.01 per share	04/30/2015		S		20,000,000 (1) (2)	D	\$ 20.5863	19,486,114	I	See footnote (3)
Common Stock, par value \$0.01 per share	05/01/2015		S		3,000,000 (1) (2)	D	\$ 20.5863	16,486,114	I	See footnote (3)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NATIONAL AUSTRALIA BANK LTD LEVEL 1, 800 BOURKE STREET DOCKLANDS, VICTORIA, C3 3008	X	X		
National Americas Holdings LLC 245 PARK AVENUE NEW YORK, NY 10167		X		

Signatures

By: /s/ Louise R. Thomson, as Company Secretary for National Australia Bank Limited 05/04/2015

__Signature of Reporting Person Date

By: /s/ Donald J. Straka, as Secretary for National Americas Holdings LLC 05/04/2015

__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) On April 30, 2015, National Americas Holdings LLC ("NAH"), a wholly owned subsidiary of National Australia Bank Limited ("NAB"), and NAB entered into an underwriting agreement (the "Underwriting Agreement") with Great Western Bancorp, Inc. (the "Company") and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed on Schedule A thereto (the "Underwriters"), providing for the sale of by NAH

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20,000,000 shares of common stock of the Company in an underwritten public offering (the "Offering").

(Continued from footnote 1) The Underwriting Agreement also granted the Underwriters an option to purchase up to an additional 3,000,000 shares of common stock of the Company from NAH within 30 days from the date of the Underwriting Agreement. On May 1,

- (2) 2015, the Underwriters exercised the option in full. As a result, NAH has agreed to sell 23,000,000 shares to the Underwriters at a price of \$20.58625 per share of common stock, representing 39.7% of the outstanding common stock of the Company. The closing is expected to occur on May 6, 2015.

These securities are owned of record by NAH. NAB, as the ultimate parent of NAH, is deemed to beneficially own all shares of common stock of the Company. The board of directors of NAB has the power to vote, or direct the vote of, and to dispose, or direct the disposition of, shares of common stock of the Company owned of record by NAH. Each of NAB and NAH may be deemed a director by deputization of the Company.

- (3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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