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Great Western Bancorp, Inc.
Form 8-K
February 21, 2019

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

FORM 8-K

CURRENT REPORT Pursuant
to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 21, 2019

GREAT WESTERN BANCORP, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)
001-36688 47-1308512
(Commission File Number) (IRS Employer Identification No.)

225 South Main Avenue
Sioux Falls, South Dakota 57104
(Address of Principal Executive Offices) (Zip Code)

(605) 334-2548
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☐

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If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

Item 5.07. Submission of Matters to a Vote of Security Holders; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

The Board of Directors of Great Western Bancorp, Inc., (the “Company”) held its 2019 Annual Meeting of Stockholders on February 21, 2019. Three items of business were considered by the Company's stockholders at the meeting:

• The election of Kenneth Karels and James Spies to serve as directors of the Company for three year terms and until their successors are duly elected and qualified;

• An advisory vote to approve the Company's executive compensation as described in the Annual Meeting Proxy Statement; and

• Ratification of the appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2019. The results of the vote at the meeting were as follows:

Proposal No. 1—Election of Directors—Stockholders elected the two nominees named in the Proxy Statement.

Name	Votes For	Withheld	Broker Non Votes
Kenneth Karels	52,965,900	569,562	1,137,709
James Spies	52,553,677	981,785	1,137,709

Proposal No. 2—To adopt a non-binding resolution to approve the compensation of the Company's named executive officers:

Votes For	Votes Against	Abstentions	Broker Non-Votes
51,230,441	1,747,640	557,381	1,137,709

Proposal No. 3—Stockholder Ratification of Independent Registered Public Accounting Firm—Stockholders Ratified the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending September 30, 2019.

Votes For	Votes Against	Abstentions
54,239,524	419,526	14,121

Item 8.01. Other Events

Appointment of Chairperson, Lead Independent Director, Committee Members, and Committee Chairs

On February 21, 2019, effective immediately, the Board of Directors (the "Board") appointed CEO of the Company Ken Karels as Chairperson of the Board, Thomas Henning as Lead Independent Director, and the following committee memberships and chairpersons:

Audit Committee: Francis Grieb (Chairperson), James Brannen and James Israel. All Audit Committee members qualify as a "Financial Expert" as defined by Regulation S-K Item 407.

Compensation Committee: Daniel Rykhus (Chairperson), James Spies and Stephen Lacy.

Governance Committee: Stephen Lacy (Chairperson), Daniel Rykhus and James Spies.

Risk Committee: James Brannen (Chairperson), Thomas Henning, Frances Grieb and James Israel.

Executive Committee: Thomas Henning (Chairperson), Ken Karels and Daniel Rykhus.

All of the above named directors, except Ken Karels, CEO of the Company, satisfy the independence standards set forth in Section 303A of the NYSE Listed Company Manual and have no material relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and are independent within the meaning of Rule 10A-3 of the Exchange Act.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned hereunto duly authorized.

GREAT WESTERN BANCORP, INC.

Date: February 21, 2019 By: /s/ Donald J. Straka
Name: Donald J. Straka
Title: Corporate Secretary and General Counsel