

Live Oak Bancshares, Inc.  
Form S-1MEF  
July 23, 2015

As filed with the Securities and Exchange Commission on July 23, 2015

Registration No. 333-

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

**FORM S-1**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**LIVE OAK BANCSHARES, INC.**

**(Exact name of registrant as specified in its charter)**

**North Carolina**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**6022**  
**(Primary Standard Industrial**  
**Classification Code Number)**  
**1741 Tiburon Drive**

**26-4596286**  
**(I.R.S. Employer**  
**Identification Number)**

**Wilmington, North Carolina 28403**

**(910) 790-5867**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**James S. Mahan III**

**Chairman and Chief Executive Officer**

**Live Oak Bancshares, Inc.**

**1741 Tiburon Drive**

**Wilmington, North Carolina 28403**

**(910) 790-5867**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies of all communications to:*

**Todd H. Eveson**

**Jonathan A. Greene**

**Wyrick Robbins Yates & Ponton LLP**

**4101 Lake Boone Trail, Suite 300**

**Raleigh, North Carolina 27607**

**(919) 781-4000**

**Michael Paul Reed**

**Christopher J. DeCresce**

**Covington & Burling LLP**

**One CityCenter**

**850 Tenth Street, NW**

**Washington, DC 20001**

**(202) 662-6000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-205126

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee(2)
Common Stock, no par value	\$7,250,007	\$842.46

- (1) Includes the aggregate offering price of additional shares that the underwriters have the right to purchase from the Registrant, if any.
- (2) Pursuant to Rule 457(p), \$842.46 of the filing fee previously paid by the Registrant in connection with the Registrant's prior Registration Statement on Form S-1, filed with the Commission on April 14, 2014 (Registration No. 333-195254) is offset against the currently due filing fee of \$842.46.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act.**



**EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with the Securities and Exchange Commission (the Commission ) pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-1 (Registration No. 333-205126), which was declared effective by the Commission on July 22, 2015, and is being filed solely for the purpose of registering an increase in the proposed maximum aggregate offering price of \$7,250,007. The required opinions and consents are listed on the Exhibit Index attached hereto.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of North Carolina on July 23, 2015.

LIVE OAK BANCSHARES, INC.  
(Registrant)

By: /s/ James S. Mahan III  
James S. Mahan III  
Chairman and Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated.

	<b>Date</b>
/s/ James S. Mahan III	July 23, 2015
James S. Mahan III	
Chairman and Chief Executive Officer (Principal Executive Officer)	
/s/ S. Brett Caines	July 23, 2015
S. Brett Caines	
Chief Financial Officer	
(Principal Financial Officer and Principal Accounting Officer)	
/s/ William L. Williams III*	July 23, 2015
William L. Williams III	
Vice Chairman of the Board of Directors	
/s/ David G. Lucht*	July 23, 2015
David G. Lucht	
Chief Risk Officer and Director	
/s/ Neil L. Underwood*	July 23, 2015
Neil L. Underwood	
President and Director	

/s/ Milton E. Petty\*

July 23, 2015

Miltom E. Petty

Director

/s/ William H. Cameron\*

July 23, 2015

William H. Cameron

Director

/s/ Diane B. Glossman\*

July 23, 2015

Diane B. Glossman

Director

/s/ Howard K. Landis III\*

July 23, 2015

Howard K. Landis III

Director

/s/ Jerald L. Pullins\*

July 23, 2015

Jerald L. Pullins

Director

/s/ Glen F. Hoffsis\*

July 23, 2015

Glen F. Hoffsis

Director

/s/ Don Jackson\*

July 23, 2015

Don Jackson

Director

\*

/s/ James S. Mahan III

James S. Mahan III

Attorney-in-fact



**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Wyrick Robbins Yates & Ponton LLP
23.1	Consent of Dixon Hughes Goodman LLP
23.2	Consent of Wyrick Robbins Yates & Ponton LLP (Included in its opinion filed as Exhibit 5.1)
24.1	Power of Attorney
24.2	Power of Attorney