

Great Western Bancorp, Inc.
Form 4
October 20, 2014

FORM 4

**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).

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)

10/20/2014

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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common stock, par value \$0.01 per share | 10/20/2014 | | S | | 18,400,000 (1) | D | \$ 16.965 |
| | | | | | 39,486,114 | I | |

See footnote (2)

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

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SEC 1474 (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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 | X | | |

Signatures

/s/ Fiona Last, as Company Secretary of National Australia Bank Limited 10/20/2014
 __Signature of Reporting Person Date

/s/ Donald J. Straka, as Authorized Person of National Americas Holdings LLC 10/20/2014
 __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) Effective October 17, 2014, Great Western Bancorp, Inc. (the "Company") amended and restated its certificate of incorporation to give effect to a 578,861.14-for-1 stock split. On October 20, 2014, National Americas Holdings LLC ("NAH"), a wholly owned subsidiary of National Australia Bank Limited ("NAB"), sold 18,400,000 shares of common stock, par value \$0.01 per share ("Common Stock"), of the Company in connection with the Company's initial public offering at a price of \$16.965 per share.

(2) 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. 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 owned of record by NAH. Each of NAB and NAH may be deemed a director by deputation of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space 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.