

Great Western Bancorp, Inc.  
Form 4/A  
May 23, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HENNING THOMAS EDWARD**

(Last) (First) (Middle)

**C/O GREAT WESTERN  
BANCORP, INC., 100 NORTH  
PHILLIPS AVE**

(Street)

**SIOUX FALLS, SD 57104**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**Great Western Bancorp, Inc. [GWB]**

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

**05/16/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**05/16/2016**

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)
Common Stock, par value \$0.01 per share	05/16/2016		J <sup>(1)</sup>	520 <sup>(2)</sup> A \$ 0	4,520	I	Henning Investments LLC

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

# Edgar Filing: Great Western Bancorp, Inc. - Form 4/A

**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units - 2015	(3)					(4)	(4)	Common Stock, par value \$0.01 per share	1,949

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENNING THOMAS EDWARD C/O GREAT WESTERN BANCORP, INC. 100 NORTH PHILLIPS AVE SIOUX FALLS, SD 57104	X

## Signatures

Donald J. Straka, as attorney-in-fact for Thomas Edward Henning 05/23/2016

\_\_\_\_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) This Form 4 is being filed in connection with the May 16, 2016 effective date of the merger of HF Financial Corp. ("HFC") with and into Great Western Bancorp, Inc. ("GWB") pursuant to the Agreement and Plan of Merger dated as of November 30, 2015 between HFC and GWB ("Merger Agreement"). Subject to the election procedures in the Merger Agreement, at the effective time each outstanding share of HFC common stock was converted into the right to receive either 0.65 shares of GWB common stock or \$19.50 per share. Reporting Person elected all stock consideration. On the trading day prior to the effective date of the Merger, each 0.65 share of GWB stock received in the Merger had a value of \$20.26, based on the closing price of GWB common stock on the NYSE on such date of \$31.17.

(2) In the Form 4 filed on May 16, 2016 the number of shares acquired was erroneously disclosed as 650. The number of shares actually acquired was 520.

(3)

## Edgar Filing: Great Western Bancorp, Inc. - Form 4/A

Each restricted stock unit represents a contingent right to receive one share of the common stock, par value \$0.01 per share, of Great Western Bancorp, Inc.

(4) The restricted stock units vest 100% on the grant date, December 4, 2015. The restricted stock units have no expiration date.

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.