

HOME BANCSHARES INC
Form DEFM14A
September 27, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Home BancShares, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Home BancShares, Inc., which we refer to as HBI, and Liberty Bancshares, Inc., which we refer to as LBI, have entered into that certain Agreement and Plan of Merger dated June 25, 2013 (which we refer to sometimes as the Merger Agreement), which provides for the combination of the two companies. Under the Merger Agreement, a wholly owned subsidiary of HBI will merge with and into LBI, with LBI remaining as the surviving entity and thereby becoming a wholly owned subsidiary of HBI (which transaction we refer to as the merger). Liberty Bank of Arkansas, a wholly owned subsidiary of LBI which we refer to as Liberty Bank, will, as soon as reasonably practicable following the merger and as part of a single integrated transaction, merge with and into Centennial Bank, a subsidiary of HBI (we refer to the two mergers together as the mergers).

Before we complete the merger, the shareholders of LBI must approve the Merger Agreement. A special meeting of LBI shareholders will be held on October 23, 2013 for that purpose. HBI shareholders must approve the issuance of the shares of HBI common stock in connection with the merger pursuant to the requirements of The NASDAQ Stock Market. A special meeting of HBI shareholders will be held on October 23, 2013 for that purpose.

Under the terms of the Merger Agreement, the aggregate merger consideration payable by HBI will consist of (i) \$30,000,000 in cash (subject to adjustment in certain circumstances) and (ii) shares of HBI common stock with a total value of \$250,000,000. On a per-share basis and based on 1,174,966 outstanding shares of LBI common stock (the number outstanding on the day the merger was announced), each share of LBI common stock will be exchanged in the merger for consideration valued at approximately \$238.30, consisting of a combination of (i) cash in the amount of approximately \$25.53 and (ii) shares of HBI common stock with a total value of approximately \$212.77. The number of shares of HBI common stock issuable for each share of LBI common stock will not be determined until the effective time of the merger, and will be based on the volume-weighted average closing price of HBI common stock on The NASDAQ Global Select Market reporting system for the 20 trading days immediately prior to the date the merger closes, as set forth in more detail in the Merger Agreement and described in this joint proxy statement/prospectus. We expect the mergers, taken together, to be a tax-free transaction for LBI shareholders, to the extent they receive HBI common stock for their shares of LBI common stock.

The market price of HBI common stock will fluctuate before the merger. You should obtain a current stock price quotation for HBI common stock. HBI common stock is traded on The NASDAQ Global Select Market under the symbol HOMB.

If the 20-day average closing price of the HBI common stock as of the closing date of the merger is equal to or greater than \$28.525 (subject to adjustment in the event of a stock dividend, reclassification, recapitalization, split-up, combination, exchange of shares or similar transaction), the number of shares of HBI common stock to be issued to LBI shareholders in connection with the merger will be 8,764,242 shares. In addition, if the 20-day average closing price of the HBI common stock as of the closing date of the merger is less than \$17.115 (subject to adjustment in the event of a stock dividend, reclassification, recapitalization, split-up, combination, exchange of shares or similar transaction), then either party has the option to terminate the Merger Agreement.

LBI's board of directors has unanimously determined that the combination of LBI and HBI is in the best interests of LBI shareholders based upon its analysis, investigation and deliberation, and LBI's board of directors unanimously recommends that the LBI shareholders vote **FOR** the approval of the Merger Agreement and **FOR** the approval of the other LBI proposal described in this joint proxy statement/prospectus.

The HBI board of directors has also unanimously determined that the combination of HBI and LBI is in the best interests of HBI shareholders based upon its analysis, investigation and deliberation, and the HBI board of directors unanimously recommends that the HBI shareholders vote **FOR** the issuance of shares of HBI common stock in connection with the merger and **FOR** the approval of the other HBI proposal described in this joint proxy statement/prospectus.

You should read this entire joint proxy statement/prospectus, including the appendices and the documents incorporated by reference into the document, carefully because it contains important information about the merger and the related transactions. **In particular, you should read carefully the information under the section entitled Risk Factors beginning on page 14.**

The shares of HBI common stock to be issued to LBI shareholders in the merger are not deposits or savings accounts or other obligations of any bank or savings association, and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger described in this joint proxy statement/prospectus or the HBI common stock to be issued in the merger, or passed upon the adequacy or accuracy of this joint proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated September 27, 2013, and is first being mailed to the shareholders of HBI and LBI on or about September 30, 2013.

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HOME BANCSHARES, INC.

719 Harkrider Street, Suite 100

Conway, Arkansas 72032

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON OCTOBER 23, 2013

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Home BancShares, Inc. (**HBI**) will be held at **HBI**'s principal executive offices located at 719 Harkrider Street, Suite 100, Conway, Arkansas, at 10:00 a.m. Central Time, on October 23, 2013, for the following purposes:

1. To approve the issuance of shares of **HBI** common stock in the merger of a to-be-formed wholly owned subsidiary of **HBI** with and into Liberty Bancshares, Inc., an Arkansas corporation (**LBI**), which will result in **LBI** becoming a wholly owned subsidiary of **HBI**.
2. To approve one or more adjournments of the **HBI** special meeting, if necessary or appropriate, including adjournments to solicit additional proxies in favor of the issuance of **HBI** common stock in the merger.

HBI will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement of such meeting.

The approval by **HBI**'s shareholders of the share issuance proposal is required for the completion of the merger described in the attached joint proxy statement/prospectus.

All shareholders are invited to attend the special meeting. Only those shareholders of record at the close of business on September 26, 2013, will be entitled to notice of the special meeting and to vote at the special meeting.

Please refer to the attached joint proxy statement/prospectus with respect to the business to be transacted at the special meeting of **HBI** shareholders.

Your vote is very important. To ensure your representation at the **HBI** special meeting, please complete and return the enclosed proxy card or submit your proxy by telephone or through the Internet. Please vote promptly whether or not you expect to attend the **HBI** special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the **HBI** special meeting.

The **HBI** board of directors unanimously recommends that you vote **FOR** each of the **HBI** proposals.

By Order of the Board of Directors

C. Randall Sims

September 27, 2013

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LIBERTY BANCSHARES, INC.

2901 East Highland Drive

Jonesboro, Arkansas 72401

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON OCTOBER 23, 2013

NOTICE IS HEREBY GIVEN that a special meeting of shareholders of Liberty Bancshares, Inc. (LBI) will be held at LBI 's principal executive offices located at 2901 East Highland Drive, Jonesboro, Arkansas, at 4:00 p.m. Central Time, on October 23, 2013, for the following purposes:

1. To approve the Agreement and Plan of Merger (the Merger Agreement) dated as of June 25, 2013, by and among Home BancShares, Inc., Centennial Bank, LBI, Liberty Bank of Arkansas and Acquisition Sub (the Merger Proposal).
2. To approve one or more adjournments of the LBI special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Merger Proposal (the LBI Adjournment Proposal).

LBI will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement of such meeting.

The Merger Proposal is described in more detail in the attached joint proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the Merger Agreement is attached as Appendix A to the joint proxy statement/prospectus.

LBI 's board of directors has set September 26, 2013, as the record date for the LBI special meeting. All holders of record of LBI common stock at the close of business on the record date will be notified of the special meeting. Only holders of record of LBI common stock at the close of business on September 26, 2013, will be entitled to vote at the LBI special meeting and any adjournments or postponements thereof. Any shareholder entitled to attend and vote at the LBI special meeting is entitled to appoint a proxy to attend and vote on such shareholder 's behalf. Such proxy need not be a holder of LBI common stock.

Your vote is very important. To ensure your representation at the LBI special meeting, please complete and return the enclosed proxy card. Please vote promptly whether or not you expect to attend the LBI special meeting. Submitting a proxy now will not prevent you from being able to vote in person at the LBI special meeting.

LBI 's board of directors has unanimously adopted and approved the Merger Agreement and the transactions contemplated thereby and recommends that you vote **FOR** the Merger Proposal and **FOR** the LBI Adjournment Proposal.

By Order of the Board of Directors

Wallace W. Fowler

September 27, 2013

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WHERE YOU CAN FIND MORE

INFORMATION

HBI files annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the "SEC"). You may read and copy any materials that HBI files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room. In addition, HBI files reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at www.sec.gov containing this information. You will also be able to obtain these documents, free of charge, from HBI by accessing HBI's website at www.homebancshares.com under the heading "Investor Relations." Copies can also be obtained, free of charge, by directing a written request to Home BancShares, Inc., Attention: Corporate Secretary, 719 Harkrider Street, Suite 100, Conway, Arkansas 72032.

HBI has filed a registration statement on Form S-4 to register with the SEC up to 14,607,069 shares of HBI common stock (the number of shares has been calculated based on an average closing price of HBI common stock of \$17.115 which is the lowest stock price listed on the chart on page 8). This joint proxy statement/prospectus is a part of that registration statement. As permitted by SEC rules, this joint proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This joint proxy statement/prospectus incorporates important business and financial information about HBI and LBI that is not included in or delivered with this joint proxy statement/prospectus, including incorporating by reference documents that HBI has previously filed with the SEC. These documents contain important information about the HBI and its financial condition. See "Documents Incorporated by Reference" on page 138. These documents are available without charge to you upon written or oral request to HBI's principal executive offices. The address and telephone number of such principal executive office is listed below:

Home BancShares, Inc.

719 Harkrider Street, Suite 100

Conway, Arkansas 72032

Attention: Corporate Secretary

(501) 328-4770

To obtain timely delivery of these documents, you must request the information no later than October 9, 2013, in order to receive them before HBI's special meeting of shareholders and no later than October 9, 2013, in order to receive them before LBI's special meeting of shareholders.

HBI common stock is traded on The NASDAQ Global Select Market under the symbol "HOMB."

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<u>Appendix A</u>	Agreement and Plan of Merger dated as of June 25, 2013, by and among Home BancShares, Inc., Centennial Bank, Liberty Bancshares, Inc., Liberty Bank of Arkansas, and Acquisition Sub
<u>Appendix B</u>	Opinion of Raymond James & Associates, Inc.
<u>Appendix C</u>	Opinion of Sheshunoff & Co. Investment Banking
<u>Appendix D</u>	Ark. Code Ann. § 4-27-1301, <i>et seq.</i> , regarding Dissenters' Rights

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QUESTIONS AND ANSWERS

The following questions and answers briefly address some commonly asked questions about the merger and the shareholder special meetings. They may not include all the information that is important to the shareholders of HBI and LBI. Shareholders of HBI and shareholders of LBI should each read this entire joint proxy statement/prospectus carefully, including the appendices and other documents referred to in this joint proxy statement/prospectus.

Q: Why am I receiving these materials?

A: HBI is sending these materials to its shareholders to help them decide how to vote their shares of HBI common stock with respect to the issuance of HBI common stock in the merger and the other matters to be considered at the HBI special meeting described below. Because HBI may issue shares of common stock in the merger in an amount in excess of 20% of HBI's total outstanding shares, shareholder approval of the issuance of such shares is required under applicable NASDAQ Listing Rules.

LBI is sending these materials to its shareholders to help them decide how to vote their shares of LBI common stock with respect to the proposed merger and the other matters to be considered at the LBI special meeting described below.

The merger cannot be completed unless LBI shareholders approve the Merger Agreement and HBI shareholders approve the issuance of HBI common stock in the merger. LBI is holding a special meeting of shareholders to vote on the Merger Agreement as described in LBI Special Meeting of Shareholders. HBI is holding a special meeting of shareholders to vote on the issuance of HBI common stock in the merger as described in HBI Special Meeting of Shareholders. Information about these special meetings and the merger is contained in this joint proxy statement/prospectus.

This joint proxy statement/prospectus constitutes a proxy statement and a prospectus of HBI and a proxy statement of LBI. It is a joint proxy statement because the boards of directors of both companies are soliciting proxies from their respective shareholders. It is a prospectus because HBI will issue shares of its common stock in exchange for shares of LBI common stock in the merger.

Q: What will LBI shareholders receive in the merger?

A: Under the terms of the Merger Agreement, LBI shareholders will receive their pro rata share of the total consideration, which consists of (i) \$30,000,000 in cash (subject to adjustment in certain circumstances), and (ii) shares of HBI common stock that, valued at the volume-weighted average closing price of HBI common stock on The NASDAQ Global Select Market reporting system for the 20 trading days immediately prior to the date the merger closes, will have a total value of \$250,000,000, but in no case will less than 8,764,242 shares of HBI common stock be issued.

Q: What will an LBI shareholder receive for each share of LBI common stock?

A: Based on 1,174,966 outstanding shares of LBI common stock (the number outstanding on the day the Merger Agreement was signed), each share of LBI common stock will be exchanged in the merger for consideration valued at approximately \$238.30, consisting of a combination of (i) cash in the amount of approximately \$25.53 and (ii) shares of HBI common stock with a total value of approximately \$212.77. The number of shares of HBI common stock issuable for each share of LBI common stock will not be determined until the effective time of the merger, and will be based on the volume-weighted average closing price of HBI common stock on The NASDAQ Global Select Market reporting system for the 20 trading days immediately prior to the date the merger closes, as set forth in more detail in the Merger Agreement and described in this joint proxy statement/prospectus. See The Merger Terms of the Merger beginning on page 41 for a more detailed discussion of the per-share merger consideration.

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Q: How are outstanding LBI stock options addressed in the Merger Agreement?

A: At or prior to the closing of the merger, each outstanding and unexercised LBI stock option will be terminated by LBI and shall entitle the holder to a cash payment at the effective time of the merger equal to the difference between the option exercise price and the equivalent dollar value of the merger consideration.

Q: When do HBI and LBI expect to complete the merger?

A: HBI and LBI expect to complete the merger after all conditions to the merger in the Merger Agreement are satisfied or waived, including after shareholder approvals are received at the respective shareholder special meetings of HBI and LBI and all required regulatory approvals are received. HBI and LBI currently expect to complete the merger late in the third quarter or in the fourth quarter of 2013. It is possible, however, that as a result of factors outside of either company's control, the merger may be completed at a later time, or may not be completed at all.

Q: How will the merger consideration received by LBI shareholders affect HBI shareholders?

A: As a result of HBI's issuance of new shares to LBI shareholders in combination with the cash being paid by HBI, current HBI shareholders will experience dilution in terms of percentage of ownership. Following the closing of the merger, current HBI shareholders will own approximately 83.7% of the outstanding common stock of HBI, and current LBI shareholders will own approximately 16.3% of the outstanding common stock of HBI. These percentages are based upon an average of HBI common stock price of \$22.82 and will increase or decrease based on the HBI common stock price as described in more detail in the chart on page 8.

Q: What am I being asked to vote on?

A: HBI shareholders are being asked to vote on the following proposals:

1. *Issuance of Common Stock in the Merger.* To approve the issuance of HBI common stock in the merger contemplated by the Merger Agreement (referred to as the *Share Issuance Proposal*); and
2. *Adjournment of Special Meeting.* To approve one or more adjournments of the HBI special meeting, if necessary or appropriate, including adjournments to solicit additional proxies in favor of the Share Issuance Proposal (referred to as the *HBI Adjournment Proposal*).

LBI shareholders are being asked to vote on the following proposals:

1. *Approval of the Merger Agreement.* To approve the Merger Agreement (referred to as the *Merger Proposal*); and
2. *Adjournment of Special Meeting.* To approve one or more adjournments of the LBI special meeting, if necessary or appropriate, including adjournments to solicit additional proxies in favor of the Merger Proposal (referred to as the *LBI Adjournment Proposal*).

Q: How do the boards of directors of HBI and LBI recommend that I vote?

A: The HBI board of directors unanimously recommends that HBI shareholders vote **FOR** the HBI proposals described in this joint proxy statement/prospectus.

LBI's board of directors unanimously recommends that LBI shareholders vote **FOR** the LBI proposals described in this joint proxy statement/prospectus.

For a discussion of interests in LBI's directors and executive officers in the merger that may be different from, or in addition to, the interests of LBI shareholders generally, see "The Merger - Interests of LBI Directors and Executive Officers in the Merger," beginning on page 59.

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Q: What do I need to do now?

A: After carefully reading and considering the information contained in this joint proxy statement/prospectus, HBI shareholders should vote by telephone or on the Internet, or complete, sign and date the enclosed proxy card and return it in the enclosed envelope as soon as possible so that their shares will be represented at HBI's special meeting.

After carefully reading and considering the information contained in this joint proxy statement/prospectus, LBI shareholders should complete, sign and date the enclosed proxy card and return it in the enclosed envelope as soon as possible so that their shares will be represented at LBI's special meeting.

Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.

Q: How do I cast my vote?

A: If you are a shareholder of record of HBI as of the record date for the HBI special meeting, you may cast your vote by:

accessing the internet website specified on your proxy card (www.envisionreports.com/HOMB);

calling the toll-free number specified on your proxy card (1-800-652-VOTE (8683)); or

signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided.

You may also cast your vote in person at HBI's special meeting.

If you are a shareholder of record of LBI as of the record date for the LBI special meeting, you may vote by signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided. You may also cast your vote in person at LBI's special meeting.

If your shares are held in *street name* through a broker, bank or other nominee, that institution will send you separate instructions describing the procedure for voting your shares. Holders in *street name* who wish to vote in person at the applicable shareholders special meeting will need to obtain a proxy form from the institution that holds their shares.

Q: When and where are the HBI special meeting and the LBI special meeting?

A: The special meeting of HBI shareholders will be held at HBI's principal executive offices located at 719 Harkrider Street, Suite 100, Conway, Arkansas, at 10:00 a.m. Central Time, on October 23, 2013. All shareholders of HBI as of the HBI record date, or their duly appointed proxies, may attend the HBI special meeting.

The special meeting of LBI shareholders will be held at LBI's principal executive offices located at 2901 East Highland Drive, Jonesboro, Arkansas, at 4:00 p.m. Central Time, on October 23, 2013. All shareholders of LBI as of the LBI record date, or their duly appointed proxies, may attend the LBI special meeting.

Q: If my HBI or LBI shares are held in *street name* by a broker or other nominee, will my broker or nominee vote my shares for me?

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- A:** If your shares are held in street name in a stock brokerage account or by a bank or other nominee, you must provide the record holder of your shares with instructions on how to vote your shares. Please follow the voting instructions provided by your bank or broker. Please note that you may not vote shares held in street name by returning a proxy card directly to HBI or LBI or by voting in person at your special meeting unless you provide a legal proxy, which you must obtain from your bank or broker.

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Brokers or other nominees who hold shares in street name for a beneficial owner typically have the authority to vote in their discretion on routine proposals when they have not received instructions from beneficial owners. However, brokers or other nominees are not allowed to exercise their voting discretion on matters that are determined to be non-routine without specific instructions from the beneficial owner. Broker non-votes are shares held by a broker or other nominee that are represented at the applicable shareholders special meeting but with respect to which the broker or other nominee is not instructed by the beneficial owner of such shares to vote on the particular proposal and the broker or other nominee does not have discretionary voting power on such proposal.

If you are an HBI shareholder and you do not instruct your broker or other nominee on how to vote your shares, your broker or other nominee may not vote your shares on the Share Issuance Proposal or the HBI Adjournment Proposal, which broker non-votes will have no effect on these proposals.

If you are an LBI shareholder and you do not instruct your broker or other nominee on how to vote your shares, your broker or other nominee may not vote your shares on the Merger Proposal or the LBI Adjournment Proposal, which broker non-votes will have the same effect as a vote AGAINST the Merger Proposal and no effect on the LBI Adjournment Proposal.

Q: What vote is required to approve each proposal to be considered at the HBI special meeting?

A: Approval of the HBI proposals requires the affirmative vote of at least a majority of the shares of HBI voting on each proposal, provided that a quorum is present at the HBI special meeting. Abstentions and broker non-votes are not considered votes cast, but are included in determining whether there is a quorum present.

Q: What vote is required to approve each proposal to be considered at the LBI special meeting?

A: Approval of the LBI Merger Proposal requires the affirmative vote of a majority of all of the outstanding shares of LBI and approval of the LBI Adjournment Proposal requires the affirmative vote of at least a majority of the shares of LBI voting on such proposal, provided that a quorum is present at the LBI special meeting. Abstentions and broker non-votes are not considered votes cast, but are included in determining whether there is a quorum present.

Q: What if I abstain from voting or do not vote?

A: For the purposes of the HBI special meeting, an abstention occurs when an HBI shareholder attends the HBI special meeting, either in person or by proxy, but abstains from voting. An abstention will have no effect on the outcome of the Share Issuance Proposal or the HBI Adjournment Proposal.

For the purposes of the LBI special meeting, an abstention, which occurs when an LBI shareholder attends the LBI special meeting, either in person or by proxy, but abstains from voting, will have the same effect as a vote AGAINST the Merger Proposal and will have no effect on the outcome of the LBI Adjournment Proposal.

Q: What if I hold stock of both HBI and LBI?

A: If you hold shares of both HBI and LBI, you will receive two separate packages of proxy materials. A vote as an LBI shareholder for the Merger Proposal or the other proposal to be considered at the LBI special meeting will not constitute a vote as an HBI shareholder for the Share Issuance Proposal or the other proposal to be considered at the HBI special meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive, whether from HBI or LBI, or submit separate proxies as both an HBI shareholder and an LBI shareholder.

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Q: May I change my vote or revoke my proxy after I have delivered my proxy or voting instruction card?

A: Yes. You may change your vote at any time before your proxy is voted at the applicable special meeting.

by sending a notice of revocation to the corporate secretary of HBI or LBI, as applicable;

by sending a completed proxy card bearing a later date than your original proxy card; or

by attending the applicable special meeting and voting in person if you so request and if your shares are registered in your name rather than in the name of a broker, bank or other nominee; however, your attendance alone will not revoke any proxy.

If you choose either of the first two methods, you must take the described action (and, in the case of the second method, your proxy card must be received) no later than the five (5) days prior to the applicable special meeting.

If your shares are held in an account at a broker or other nominee, you should contact your broker or other nominee to change your vote.

Q: What happens if I sell my shares after the applicable record date but before the applicable special meeting?

A: The applicable record date for the HBI special meeting or the LBI special meeting, as the case may be, is earlier than both the date of such meetings and the date that the merger is expected to be completed. If you transfer your HBI common stock or LBI common stock after the applicable record date but before the date of the applicable special meeting, you will retain your right to vote at the applicable special meeting (provided that such shares remain outstanding on the date of the applicable special meeting), but if you are an LBI shareholder you will not have the right to receive any merger consideration for the transferred shares. You will only be entitled to receive the merger consideration for shares that you own at the effective time of the merger.

Q: What do I do if I receive more than one joint proxy statement/prospectus or set of voting instructions?

A: If you hold shares directly as a record holder and also in street name or otherwise through a nominee, you may receive more than one joint proxy statement/prospectus and/or set of voting instructions relating to the applicable special meeting. These should each be voted or returned separately to ensure that all of your shares are voted.

Q: What are the federal income tax consequences of the merger?

A: The obligation of HBI and LBI to complete the merger is conditioned upon the receipt of a legal opinion to the effect that the mergers, taken together, will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). In addition, in connection with the filing of the registration statement of which this joint proxy statement/prospectus is a part, Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C., has delivered an opinion to HBI and LBI, respectively, to the same effect.

On the basis of the opinion delivered in connection herewith, you may recognize gain, but you will not recognize loss, upon the exchange of your shares of LBI common stock for shares of HBI common stock and cash. If the sum of the fair market value of the HBI common stock and the amount of cash you receive in exchange for your shares of LBI common stock exceeds the cost basis of your shares of LBI common stock, you will recognize taxable gain equal to the lesser of the amount of such excess or the amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any

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such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of LBI common stock. Depending on certain facts specific to you, any gain could instead be characterized as dividend income.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, see Material United States Federal Income Tax Consequences of the Merger beginning on page 74.

The consequences of the merger to any particular shareholder will depend on that shareholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the merger.

Q: Do I have appraisal or dissenter's rights?

A: The LBI shareholders are entitled to dissenter's rights under Ark. Code Ann. § 4-27-1301 *et seq.* If you wish to assert dissenter's rights, you must deliver to LBI before the vote is taken written notice of your intent to demand payment for your shares if the proposed action is effectuated and you must not vote in favor of the proposed action. The procedure for dissenting is described in more detail in The Merger section under the heading Dissenting Shares.

The HBI shareholders are not entitled to any dissenter's rights.

Q: Should I send in my stock certificates now?

A: No. Please **do not send** your stock certificates with your proxy card. If you are a holder of LBI common stock, you will receive written instructions from Computershare Trust Company, N.A., after the merger is completed on how to exchange your stock certificates for HBI common stock.

HBI shareholders will not be required to exchange or take any other action regarding their stock certificates in connection with the merger. HBI shareholders holding stock certificates should keep their stock certificates both now and after the merger is completed.

Q: Whom should I contact if I have any questions about the proxy materials or the special meetings?

A: If you have any questions about the merger or any of the proposals to be considered at the HBI special meeting or the LBI special meeting, need assistance in submitting your proxy or voting your shares or need additional copies of this joint proxy statement/prospectus or the enclosed proxy card, you should contact HBI or LBI, as applicable.

HBI shareholders contact:

Home BancShares, Inc.
P.O. Box 966
Conway, Arkansas 72032
Attn: Investor Relations Officer
Telephone: (501) 328-4770

LBI shareholders contact:

Liberty Bancshares, Inc.
2901 East Highland Drive
Jonesboro, Arkansas 72401
Attn: Corporate Secretary
Telephone (870) 934-9000

Table of Contents**SUMMARY**

*This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer you in order to fully understand the merger and the related transactions. See *Where You Can Find More Information* included elsewhere in this joint proxy statement/prospectus. Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.*

The Companies (pages 89 and 94)**HBI**

HBI is a Conway, Arkansas headquartered bank holding company registered under the federal Bank Holding Company Act of 1956. HBI is primarily engaged in providing a broad range of commercial and retail banking and related financial services to businesses, real estate developers and investors, individuals and municipalities through its wholly owned community bank subsidiary, Centennial Bank. Centennial Bank has locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys, central Florida, southwestern Florida, the Florida Panhandle and the Alabama Gulf Coast.

Although HBI has a diversified loan portfolio, at December 31, 2012 and 2011, commercial real estate loans represented 56.7% and 61.8% of gross loans and 298.8% and 292.2% of total stockholders' equity, respectively. HBI's total assets, total deposits, total revenue and net income for each of the past three years are as follows:

	As of or for the Years Ended December 31,		
	2012	2011	2010
	(In thousands)		
Total assets	\$ 4,242,130	\$ 3,604,117	\$ 3,762,646
Total deposits	3,483,452	2,858,031	2,961,798
Total revenue (interest income plus non-interest income)	225,104	213,115	216,171
Net income available to all stockholders	63,022	54,741	17,591

HBI's common stock is traded on The NASDAQ Global Select Market under the symbol HOMB.

HBI's principal executive office is located at 719 Harkrider, Suite 100, Conway, Arkansas 72032, and its telephone number is (501) 328-4770. HBI's internet address is www.homebancshares.com. Additional information about HBI is included under *Certain Information Concerning HBI* and *Where You Can Find More Information* included elsewhere in this joint proxy statement/prospectus.

LBI

LBI is a bank holding company headquartered in Jonesboro, Arkansas. LBI's principal business activities are conducted through its full-service, commercial bank subsidiary, Liberty Bank of Arkansas, an Arkansas state-chartered bank with deposits insured by the FDIC. On June 30, 2013, Liberty Bank had facilities in 24 cities and towns in Arkansas, operating a total of 46 full-service branches. On March 31, 2013, LBI had total assets of approximately \$2.9 billion, total net loans of approximately \$1.8 billion, total deposits of approximately \$2.2 billion, preferred shareholders' equity of \$52.5 million, and approximately \$263.4 million in total common shareholders' equity.

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LBI's total assets, total deposits, total revenue and net income for each of the past three years are as follows:

	As of or for the Years Ended December 31,		
	2012	2011	2010
	(In thousands)		
Total assets	\$ 2,831,155	\$ 2,811,230	\$ 2,542,245
Total deposits	2,177,674	2,158,634	1,912,839
Total revenue (interest income plus non-interest income)	135,265	133,328	136,419
Net income available to all stockholders	20,891	16,019	12,719

LBI's common stock is not listed on an exchange or quoted on any automated services, and there is no established trading market for shares of LBI common stock.

LBI's principal office is located at 2901 East Highland Drive, Jonesboro, Arkansas 72401, and its telephone number at that location is (870) 934-9000. LBI's internet address is www.mylibertybank.com. Additional information about LBI is included under "Certain Information Concerning LBI" included elsewhere in this joint proxy statement/prospectus.

Acquisition Sub

A corporation ("Acquisition Sub") will be formed prior to the closing of the merger, and will be a wholly owned subsidiary of HBI. Acquisition Sub will not conduct any activities other than those incidental to its formation and the matters contemplated by that Agreement and Plan of Merger dated June 25, 2013 (the "Merger Agreement").

The Merger (page 41)

The Merger Agreement provides that, subject to its terms and conditions and in accordance with Arkansas law, Acquisition Sub will merge with and into LBI, with LBI being the surviving corporation in the merger and thereby becoming a wholly owned subsidiary of HBI. This transaction is referred to in this joint proxy statement/prospectus as the "merger." As soon as reasonably practicable following the merger and as part of a single integrated transaction, Liberty Bank of Arkansas will be merged with and into Centennial Bank, which is HBI's wholly owned community bank subsidiary, with Centennial Bank being the surviving corporation in that second-step merger.

Under the terms of the Merger Agreement, each LBI shareholder will receive a pro rata share of the total merger consideration, which consists of (i) \$30,000,000 in cash and (ii) shares of HBI common stock with a total value of \$250,000,000, based on the volume-weighted average closing price of HBI common stock for the 20 trading days immediately before the merger closes (the "HBI Average Closing Price"). Based on 1,174,966 outstanding shares of LBI common stock, which was the number outstanding on the day the Merger Agreement was signed, LBI shareholders will receive in exchange for each share of LBI common stock consideration valued at approximately \$238.30, consisting of a combination of (i) cash in the amount of approximately \$25.53 and (ii) shares of HBI common stock (the "Per-Share Stock Consideration") valued at approximately \$212.77.

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The number of shares of HBI common stock comprising the Per-Share Stock Consideration will vary based on the HBI Average Closing Price. The following table illustrates, for a range of potentially applicable HBI Average Closing Prices, the number of shares of HBI common stock that would be exchanged for each share of LBI common stock, assuming that 1,174,966 shares of LBI common stock are outstanding immediately before the merger:

If the applicable HBI	Per-Share Stock Consideration*
Average Closing Price is:	Each share of LBI common stock will exchange for shares of HBI common stock equal to:
\$17.115**	12.4319
\$18.00	11.8207
\$19.00	11.1985
\$20.00	10.6386
\$21.00	10.1320
\$22.00	9.6715
\$22.82**	9.3239
\$23.00	9.2510
\$24.00	8.8655
\$25.00	8.5109
\$26.00	8.1835
\$27.00	7.8804
\$28.00	7.5990
\$28.525**	7.4591

* The computations in this table assume that 1,174,966 shares of LBI common stock will be outstanding immediately before the merger. The Per-Share Stock Consideration will be based on the actual HBI Average Closing Price, which will be computed at the time of the merger; the HBI Average Closing Prices shown on this table are for illustration only. Cash will be paid in lieu of issuing fractional shares of HBI common stock.

** On June 25, 2013, the date the Merger Agreement was signed, the closing price of a share of HBI common stock was \$22.82. The Merger Agreement, as amended, provides that if the HBI Average Closing Price is more than 25% below (*i.e.*, less than \$17.115) the closing price on June 25, 2013, either HBI or LBI may terminate the Merger Agreement. The Merger Agreement, as amended, further provides that if the HBI Average Closing Price is more than 25% above (*i.e.*, greater than \$28.525) the closing price on June 25, 2013, HBI will issue 8,764,242 (\$250,000,000 divided by \$28.525) shares instead of calculating the number of shares that otherwise would have been issuable. HBI and LBI expect the mergers contemplated by the Merger Agreement, taken together, to be a tax-free transaction for LBI shareholders, to the extent they receive HBI common stock for their shares of LBI common stock. See Material United States Federal Income Tax Consequences of the Merger.

Based on the assumption that 10,955,302 shares of HBI common stock will be issued to LBI shareholders based on a \$22.82 average closing price, LBI shareholders would own approximately 16.30% of HBI's common stock after the merger is completed, ignoring any shares of HBI common stock they may already own.

Recommendation of the HBI Board of Directors (page 52)

HBI's board of directors recommends that holders of HBI common stock vote **FOR** the Share Issuance Proposal and **FOR** the HBI Adjournment Proposal.

For further discussion of HBI's reasons for the merger and the recommendations of HBI's board of directors, see The Merger Background of the Merger and The Merger HBI's Reasons for the Merger and Recommendation of HBI's Board of Directors.

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Recommendation of LBI's Board of Directors (page 45)

LBI's board of directors recommends that holders of LBI common stock vote **FOR** the Merger Proposal, and **FOR** the LBI Adjournment Proposal.

For further discussion of LBI's reasons for the merger and the recommendations of LBI's board of directors, see [The Merger Background of the Merger](#) and [The Merger LBI's Reasons for the Merger and Recommendation of LBI's Board of Directors](#).

Opinion of HBI's Financial Advisor (page 53)

On June 21, 2013, Raymond James & Associates, Inc. ([Raymond James](#)), HBI's financial advisor in connection with the merger, provided the HBI board of directors with a preliminary overview of its analyses performed as of the date of the meeting and advised the board that its analyses were as of such date and based upon and subject to various qualifications and assumptions described in the meeting. At this meeting the board did not request and Raymond James did not provide an opinion. Raymond James delivered its opinion to the board on June 25, 2013 that, as of such date and subject to and based on the qualifications and assumptions set forth in its written opinion, the aggregate consideration to be paid by HBI pursuant to the Merger Agreement was fair to HBI from a financial point of view.

The full text of Raymond James' opinion, dated June 25, 2013, is attached as **Appendix B** to this joint proxy statement/prospectus. You should read the opinion in its entirety for a discussion of, among other things, the assumptions made, procedures followed, matters considered and any limitations on the review undertaken by Raymond James in rendering its opinion.

Raymond James' opinion is addressed to HBI's board of directors and the opinion is not a recommendation as to how any HBI shareholder should vote with respect to the Share Issuance Proposal or any other matter or as to any action that a shareholder should take with respect to the merger.

The opinion addresses only the fairness of the aggregate consideration to be paid by HBI from a financial point of view and does not address the merits of the underlying decision by HBI to enter into the Merger Agreement, the merits of the merger as compared to other alternatives potentially available to HBI or the relative effects of any alternative transaction in which HBI might engage. Raymond James has been paid a customary investment banking fee for its services in connection with delivery of its opinion, and will be reimbursed by HBI for certain of its expenses.

Opinion of LBI's Financial Advisor (page 46)

On June 24, 2013, Sheshunoff & Co. Investment Banking ([Sheshunoff](#)), LBI's financial advisor in connection with the merger, delivered a written opinion that, as of such date and based upon and subject to the qualifications and assumptions set forth in its written opinion, the per-share consideration to be paid by HBI pursuant to the Merger Agreement was fair to the holders of LBI common stock from a financial point of view.

The full text of Sheshunoff's opinion, dated June 24, 2013, is attached as **Appendix C** to this joint proxy statement/prospectus. You should read the opinion in its entirety for a discussion of, among other things, the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sheshunoff in rendering its opinion.

Sheshunoff's opinion was directed to LBI's board of directors and is directed only to the fairness of the per-share consideration to the holders of LBI's common stock from a financial point of view. It does not address the

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underlying business decision of LBI to engage in the merger or any other aspect of the merger and is not a recommendation to any holder of LBI common stock as to how such holder of LBI common stock should vote at the special meeting with respect to the merger or any other matter. Pursuant to an engagement letter between LBI and Sheshunoff, Sheshunoff will receive a fee for its services in connection with delivery of its opinion, and will be reimbursed by LBI for certain of its expenses.

Interests of LBI Directors and Executive Officers in the Merger (page 59)

Certain of LBI's directors and executive officers have interests in the merger as individuals in addition to, or different from, their interests as shareholders of LBI, including, but not limited to, (i) potential payments under their employee change in control severance agreements and (ii) continuation of indemnification after the merger.

The merger will constitute a change in control under severance agreements that LBI has entered into with, among others, its executive officers Mark Fowler, John Freeman, Lloyd McCracken, Jr., Ed Way, Roy Reaves, and Richard Darouse. Those severance agreements provide that, for a period of two years following a change in control, an involuntary termination or constructive discharge of a covered employee will trigger a severance payment to the employee and entitle the employee to remain covered at HBI's expense for medical insurance for a specified period.

HBI has agreed to indemnify present and former directors and officers of LBI and its subsidiaries against certain costs, damages or liabilities incurred in connection with claims, investigations and other actions arising out of or pertaining to matters existing or occurring at or prior to the effective time of the merger, and to continue, at HBI's expense, to provide them with director's and officer's liability insurance coverage for a period of six years following the merger.

Upon completion of the merger, the HBI board of directors intends to appoint Wallace W. Fowler and Mark P. Fowler to the HBI board of directors.

Dissenters' Rights (page 43)

The LBI shareholders are entitled to dissenters' rights under Ark. Code Ann. §4-27-1301 *et seq.* Those rights, if properly exercised, will allow a shareholder who does not wish to accept the consideration provided for by the Merger Agreement instead to obtain payment of the fair value of the shareholder's shares of LBI common stock. If you wish to assert dissenters' rights, you must deliver to LBI before the vote is taken written notice of your intent to demand payment for your shares if the proposed action is effectuated and you must not vote in favor of the proposed action. The procedure for dissenting is described in more detail in The Merger section under the heading Dissenting Shares.

The HBI shareholders are not entitled to any dissenters' rights.

Regulatory Matters (page 43)

Each of HBI and LBI has agreed to use its reasonable best efforts to obtain all regulatory approvals required to complete the merger and the other transactions contemplated by the Merger Agreement. These approvals include approval from the Federal Reserve Board, FDIC, United States Department of the Treasury and Arkansas State Bank Department, among others. HBI and LBI have filed, or are in the process of filing, applications and notifications to obtain these regulatory approvals. There can be no assurances that such approvals will be received on a timely basis, or as to the ability of HBI and LBI to obtain the approvals on satisfactory terms or the absence of litigation challenging such approvals. See The Merger Regulatory Approvals Required for the Merger.

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Conditions to Completion of the Merger (page 71)

Currently, HBI and LBI expect to complete the merger late in the third quarter or early in the fourth quarter of 2013. As more fully described in this joint proxy statement/prospectus and in the Merger Agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party.

Termination of the Merger Agreement (page 72)

The Merger Agreement can be terminated at any time prior to completion of the merger by mutual consent, or by either party in the following circumstances:

a governmental entity that must grant a required regulatory approval has denied approval and such denial has become final and non-appealable, or an injunction or legal prohibition against the transaction becomes final and non-appealable;

the merger has not been consummated by March 1, 2014, or under certain circumstances, July 1, 2014 (unless the failure of the closing to occur by such date is due to the failure of the party seeking to terminate the Merger Agreement to perform or observe its covenants and agreements);

the other party breaches any of its covenants or agreements or representations or warranties under the Merger Agreement in a manner that would cause the closing conditions not to be satisfied and which is not cured within 30 days following written notice to the party committing the breach, or the breach, by its nature, cannot be cured within such time (provided that the terminating party is not then in material breach of any representation, warranty, covenant, or other agreement contained in the Merger Agreement);

either HBI's shareholders or LBI's shareholders fail to approve the Share Issuance Proposal or the Merger Proposal, respectively, provided that the failure to obtain such shareholder approval was not caused by the terminating party's material breach of any of its obligations under the Merger Agreement; or

in the event that the 20-day average closing price of HBI increases or decreases by more than 25% from the date of execution of the Merger Agreement until the closing date; provided that if LBI elects to terminate pursuant to this provision, following HBI's receipt of the termination notice, HBI may elect to adjust the merger consideration by increasing the cash to be paid.

Additionally, the Merger Agreement may be terminated by (i) LBI in order to enter into a definitive agreement providing for a Superior Proposal (as defined in the Merger Agreement), upon payment to HBI of a termination fee \$11,200,000, or (ii) HBI, if holders of 5% or more of the outstanding shares of LBI common stock provide notice of dissent and do not vote in favor of the merger.

Expenses and Termination Fees (page 72)

Except for the registration fee and other fees paid to the SEC in connection with the merger, which will be paid by HBI, and any termination fees, all fees and expenses incurred in connection with the merger (including the costs and expense of printing and mailing this joint proxy statement/prospectus) will be paid by the party incurring such fees or expenses.

LBI is required to pay HBI a termination fee of \$11,200,000 if the Merger Agreement is terminated by LBI in order to enter into a definitive agreement providing for a Superior Proposal.

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Matters to Be Considered at the Special Meetings (pages 86 and 90)

HBI

HBI shareholders will be asked to vote on the following proposals:

to approve the issuance of shares of HBI common stock in connection with the merger (the Share Issuance Proposal); and

to approve one or more adjournments of the HBI special meeting, if necessary or appropriate, including adjournments to solicit additional proxies in favor of the Share Issuance Proposal (the HBI Adjournment Proposal).

Approval by the affirmative vote of the shares of HBI common stock voting on the Share Issuance Proposal is required for the completion of the merger. The directors and executive officers and their affiliates hold approximately 20.2 percent of the outstanding shares entitled to vote. The HBI board of directors recommends that HBI shareholders vote **FOR** the proposals set forth above. For further discussion of the HBI special meeting, see HBI Special Meeting of Shareholders.

LBI

LBI shareholders will be asked to vote on the following proposals:

to approve the Merger Agreement (the Merger Proposal); and

to approve one or more adjournments of the LBI special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the Merger Proposal (the LBI Adjournment Proposal).

Approval by the affirmative vote of the shares of LBI common stock outstanding of the Merger Proposal is required for the completion of the merger. The directors and executive officers and their affiliates hold approximately 40.8 percent of the outstanding shares entitled to vote. LBI s board of directors recommends that LBI shareholders vote **FOR** the proposals set forth above. For further discussion of the LBI special meeting, see LBI Special Meeting of Shareholders.

Rights of LBI Shareholders Will Change as a Result of the Merger (page 79).

The rights of LBI and HBI shareholders are governed by Arkansas law and by each company s respective articles of incorporation and bylaws. Upon the completion of the merger, LBI shareholders will no longer have any direct interest in LBI. Those LBI shareholders receiving shares of HBI common stock as merger consideration will only participate in the combined company s future earnings and potential growth through their ownership of HBI common stock. All of the other incidents of direct stock ownership in LBI will be extinguished upon completion of the merger. The rights of former LBI shareholders that become HBI shareholders will be governed by Arkansas law and HBI s articles of incorporation and bylaws. Therefore, LBI shareholders that receive HBI common stock in the merger will have different rights once they become HBI shareholders. See Comparison of Rights of Holders of HBI and LBI Common Stock.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including HBI's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, and the matters addressed under the caption "Cautionary Note Regarding Forward-Looking Statements," LBI shareholders should consider the matters described below carefully in determining whether to vote to approve the Merger Agreement and the transactions contemplated by the Merger Agreement, and HBI shareholders should consider the matters described below carefully in determining whether to vote to approve the issuance of shares of HBI common stock in the merger.

Risk Factors Relating to the Merger

Because the market price of HBI common stock may fluctuate, you cannot be sure of the value of each share of HBI common stock that you will receive.

Upon completion of the merger, each share of LBI common stock (other than certain shares owned by LBI) will be converted into the right to receive merger consideration consisting of shares of HBI common stock and cash, pursuant to the terms of the Merger Agreement. The value of each share of HBI common stock to be received by LBI shareholders will be based on the volume-weighted average price of HBI common stock during the 20 trading day period before the effective time of the merger. This average price may vary from the closing price of HBI common stock on the date we announced the merger, on the date that this joint proxy statement/prospectus was mailed to HBI shareholders and LBI shareholders, on the dates of the special meetings of the HBI and LBI shareholders, and on the date the merger is completed. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations, among other things. Many of these factors are beyond the control of HBI and LBI. LBI shareholders should obtain current market quotations for shares of HBI common stock before voting their shares at the LBI special meeting.

We may fail to realize all of the anticipated benefits of the merger.

The success of the merger will depend, in part, on our ability to successfully combine the HBI and LBI organizations. If we are not able to achieve this objective, the anticipated benefits of the merger may not be realized fully or at all or may take longer than expected to be realized.

HBI and LBI have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the integration process or other factors could result in the loss or departure of key employees, the disruption of the ongoing business of LBI or inconsistencies in standards, controls, procedures and policies. It is also possible that clients, customers, depositors and counterparties of LBI could choose to discontinue their relationships with the combined company post-merger because they prefer doing business with LBI or for any other reason, which would adversely affect the future performance of the combined company. These transition matters could have an adverse effect on each of HBI and LBI during the pre-merger period and for an undetermined time after the completion of the merger.

The results of operations of HBI after the merger may be affected by factors different from those currently affecting the results of operations of HBI and LBI.

The businesses of HBI and LBI differ in certain respects and, accordingly, the results of operations of the combined company and the market price of the combined company's common stock may be affected by factors different from those currently affecting the independent results of operations of HBI and LBI. For a discussion of the business of HBI and certain factors to be considered in connection with HBI's business, see "Information Concerning Home BancShares" and the documents incorporated by reference in this joint proxy statement/prospectus and referred to under "Where You Can Find More Information." For a discussion of the business of LBI and certain factors to be considered in connection with LBI's business, see "Information Concerning LBI."

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The Merger Agreement limits LBI's ability to pursue an alternative transaction and requires LBI to pay a termination fee under certain circumstances relating to alternative acquisition proposals.

The Merger Agreement prohibits LBI from soliciting, initiating, encouraging or knowingly facilitating certain alternative acquisition proposals with any third party, subject to exceptions set forth in the Merger Agreement. The Merger Agreement also provides for the payment by LBI to HBI of a termination fee of \$11,200,000 in the event that the Merger Agreement is terminated followed by an acquisition of LBI by a third party. These provisions may discourage a potential competing acquiror that might have an interest in acquiring LBI from considering or proposing such an acquisition. See "The Merger Agreement Termination; Termination Fee" included elsewhere in this joint proxy statement/prospectus.

The fairness opinions that HBI and LBI have obtained, have not been, and are not expected to be, updated to reflect any changes in circumstances that may have occurred since the signing of the Merger Agreement.

The fairness opinions issued to HBI and LBI, regarding the fairness, from a financial point of view, of the consideration to be paid in connection with the merger, speak only as of their respective dates. Changes in the operations and prospects of HBI or LBI, general market and economic conditions and other factors which may be beyond the control of HBI and LBI, and on which the fairness opinions were based, may have altered the value of HBI or LBI or the market prices of shares of HBI or LBI as of the date of this joint proxy statement/prospectus, or may alter such values and market prices by the time the merger is completed. The financial advisors do not have any obligation to update, revise or reaffirm their respective opinions to reflect subsequent developments, and have not done so. Because LBI and HBI do not currently anticipate asking their respective financial advisors to update their opinions, the opinions will not address the fairness of the merger consideration from a financial point of view at the time the merger is completed. LBI's board of directors' recommendation that LBI shareholders vote **FOR** approval of the Merger Agreement and HBI's board of directors' recommendation that HBI shareholders vote **FOR** approval of the stock issuance, however, is made as of the date of this joint proxy statement/prospectus. For a description of the opinions that HBI and LBI received from their respective financial advisors, see "Opinion of HBI's Financial Advisor" and "Opinion of LBI's Financial Advisor" included elsewhere in this joint proxy statement/prospectus.

The merger is subject to the receipt of consents and approvals from governmental entities that may impose conditions that could have an adverse effect on the combined company following the merger.

Before the merger may be completed, various approvals and consents must be obtained from the Federal Reserve Board, the Arkansas State Bank Department, the FDIC, the United States Department of Treasury and various other securities, antitrust, and other regulatory authorities. These governmental entities may impose conditions on the granting of such approvals and consents. Although HBI and LBI do not currently expect that any such material conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs or limiting the revenues of the combined company following the merger, any of which might have an adverse effect on the combined company following the merger. In addition, each of HBI and LBI has agreed to use their commercially reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary, proper or advisable under applicable law to consummate the mergers. Such actions may entail costs and may adversely affect HBI, LBI, or the combined company following the merger.

The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed, which may cause the price of HBI common stock to decline.

The merger is subject to customary conditions to closing, including the receipt of required regulatory approvals and approvals of the HBI and LBI shareholders. If any condition to the merger is not satisfied or waived, to the extent permitted by law, the merger will not be completed. In addition, HBI and LBI may terminate the Merger Agreement under certain circumstances even if the Merger Agreement is approved by LBI shareholders and the issuance of HBI common stock in connection with the merger is approved by HBI shareholders. If HBI and LBI do not complete the merger, the trading price of HBI common stock may decline to

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the extent that the current price reflects a market assumption that the merger will be completed. In addition, neither company would realize any of the expected benefits of having completed the merger. If the merger is not completed and LBI's board of directors seeks another merger or business combination, LBI shareholders cannot be certain that LBI will be able to find a party willing to offer equivalent or more attractive consideration than the consideration HBI has agreed to provide in the merger. If the merger is not completed, additional risks could materialize, which could materially and adversely affect the business, financial condition and results of HBI or LBI. For more information on closing conditions to the Merger Agreement, see "The Merger Agreement Conditions to the Merger" included elsewhere in this joint proxy statement/prospectus.

The combined company expects to incur substantial expenses related to the merger.

The combined company expects to incur substantial expenses in connection with completing the merger and combining the business, operations, networks, systems, technologies, policies and procedures of the two companies. Although HBI and LBI have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the completion of the merger. As a result of these expenses, both HBI and LBI expect to take charges against their earnings before and after the completion of the merger. The charges taken in connection with the merger are expected to be significant, although the aggregate amount and timing of such charges are uncertain at present.

The unaudited pro forma combined consolidated financial information included in this joint proxy statement/prospectus is preliminary and the actual financial condition and results of operations after the merger may differ materially.

The unaudited pro forma combined consolidated financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what HBI's actual financial condition or results of operations would have been had the merger been completed on the dates indicated. The unaudited pro forma combined consolidated financial information reflects adjustments, which are based upon preliminary estimates, to record the LBI identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of LBI as of the date of the completion of the merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. For more information, see "Unaudited Pro Forma Combined Consolidated Financial Information" beginning on page 32.

Shares of HBI common stock to be received by LBI shareholders as a result of the merger will have rights different from the shares of LBI common stock.

Upon completion of the merger, the rights of former LBI shareholders who receive HBI common stock in the merger and thereby become HBI shareholders will be governed by the articles of incorporation and bylaws of HBI. The rights associated with LBI common stock are different from the rights associated with HBI common stock. See "Comparison of Rights of Holders of HBI and LBI Common Stock" beginning on page 79 for a discussion of the different rights associated with HBI common stock.

Certain LBI directors and officers may have interests in the merger different from the interests of LBI shareholders.

In considering the recommendations of the board of directors of LBI, LBI shareholders should be aware that certain directors and executive officers of LBI have interests in the merger that may differ from, or may be in

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addition to, the interests of LBI shareholders generally. The board of directors of LBI was aware of these interests and considered them, among other matters, when it adopted the Merger Agreement and in making its recommendations that the LBI shareholders approve the Merger Proposal. These interests include:

Two of the directors of LBI will be recommended to serve on HBI's board of directors following the merger;

Certain of LBI's directors and executive officers are party to change in control agreements that provide severance and other benefits following a change in control of LBI in connection with a qualifying termination of employment, the executive officers with change in control agreements with LBI would be entitled to receive certain severance payments and benefits; and

LBI directors and officers are entitled to continued indemnification and insurance coverage under the Merger Agreement. For a more complete description of the interests of LBI directors and executive officers in the merger, see "The Merger Interests of LBI's Directors and Executive Officers in the Merger."

Risk Factors Relating to HBI and HBI's Business.

HBI's decisions regarding credit risk could be inaccurate and its allowance for loan losses may be inadequate, which would materially and adversely affect HBI.

HBI's management makes various assumptions and judgments about the collectability of its loan portfolio, including the creditworthiness of its borrowers and the value of the real estate and other assets serving as collateral for the repayment of our secured loans. HBI endeavors to maintain an allowance for loan losses that it considers adequate to absorb future losses that may occur in its loan portfolio. In determining the size of the allowance, HBI analyzes its loan portfolio based on its historical loss experience, volume and classification of loans, volume and trends in delinquencies and non-accruals, national and local economic conditions, and other pertinent information. The economic conditions particularly in its Florida market have improved during 2012 but not to pre-recession levels. These conditions may continue or could even worsen. During 2012, the allowance for loan losses for non-covered loans decreased by 13.3%. As of December 31, 2012, HBI's allowance for loan losses for non-covered loans was approximately \$45.2 million, or 1.94% of its total loans receivable not covered by loss share.

If HBI's assumptions are incorrect, its current allowance may be insufficient to absorb future loan losses, and increased loan loss reserves may be needed to respond to different economic conditions or adverse developments in its loan portfolio. When there is an economic downturn it is more difficult for HBI to estimate the losses that it will experience in its loan portfolio. In addition, federal and state regulators periodically review its allowance for loan losses and may require HBI to increase its allowance for loan losses or recognize further loan charge-offs based on judgments different than those of its management. Any increase in its allowance for loan losses or loan charge-offs could have a negative effect on our operating results.

HBI's high concentration of real estate loans exposes it to increased lending risk.

As of December 31, 2012, the primary composition of HBI's total loan portfolio was as follows:

commercial real estate loans (excludes construction/land development) of \$1.2 billion, or 44.9% of total loans;

construction/land development loans of \$321.5 million, or 11.8% of total loans;

commercial and industrial loans of \$271.6 million, or 10.0% of total loans;

residential real estate loans of \$814.2 million, or 30.0% of total loans; and

consumer loans of \$37.5 million, or 1.4% of total loans.

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Commercial real estate, construction/land development, agricultural and commercial and industrial loans, which comprised 66.7% of HBI's total loan portfolio as of December 31, 2012, exposes it to a greater risk of loss than HBI's residential real estate and consumer loans, which comprised 31.4% of its total loan portfolio as of December 31, 2012. Commercial real estate and land development loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to residential loans. Consequently, an adverse development with respect to one commercial loan or one credit relationship exposes HBI to a significantly greater risk of loss compared to an adverse development with respect to one residential mortgage loan.

Approximately 89.7% of HBI's loans as of December 31, 2012, are to borrowers in Alabama, Arkansas and Florida, the three states in which HBI has its primary market areas. An adverse development with respect to the market conditions of these specific market areas could expose HBI to a greater risk of loss than a portfolio that is spread among a larger geography base.

HBI's concentration in commercial real estate loans exposes it to greater risk associated with those types of loans. The repayment of loans secured by commercial real estate is typically dependent upon the successful operation of the related real estate or commercial project. If the cash flows from the project are reduced, a borrower's ability to repay the loan may be impaired. This cash flow shortage may result in the failure to make loan payments. In such cases, HBI may be compelled to modify the terms of the loan, or in the most extreme cases, it may have to foreclose. In addition, the nature of these loans is such that they are generally less predictable and more difficult to evaluate and monitor. As a result, repayment of these loans may, to a greater extent than residential loans, be subject to adverse conditions in the real estate market or economy.

HBI has 86.7% of its loans as real estate loans primarily in Alabama, Arkansas and Florida, and this poses a concentration risk, especially if the Florida area does not continue to improve or once again deteriorates resulting in depressed sales prices and low sales, combined with increased delinquencies and foreclosures on residential and commercial real estate loans.

Depressed local economic and housing markets have led to loan losses and reduced earnings in the past and could lead to additional loan losses and reduced earnings.

Over the past five years, the Florida markets have experienced a dramatic reduction in housing and real estate values, coupled with significantly higher unemployment. These conditions have contributed to increased non-performing loans and reduced asset quality during this time period. As of December 31, 2012, HBI's non-covered non-performing loans totaled approximately \$27.3 million, or 1.17% of total non-covered loans. Non-performing assets were approximately \$47.8 million as of this same date, or 1.30% of total non-covered assets. In addition, HBI had approximately \$23.4 million in accruing non-covered loans that were between 30 and 89 days delinquent as of December 31, 2012. While market conditions in the Florida markets have begun to improve, if these markets do not continue to improve or once again deteriorate, they may lead to additional valuation adjustments on HBI's loan portfolios and real estate owned as it continues to reassess the market value of its loan portfolio, the losses associated with the loans in default and the net realizable value of real estate owned.

HBI's non-performing assets adversely affect its net income in various ways. Until economic and market conditions substantially improve, HBI could incur additional losses relating to increased non-performing loans. HBI does not record interest income on non-accrual loans or other real estate owned, thereby adversely affecting its income, and its loan administration costs. When HBI takes collateral in foreclosures and similar proceedings, it is required to mark the related loan to the then-fair market value of the collateral, less estimated selling expenses, which may result in a loss. These loans and other real estate owned also increase its risk profile and the capital HBI's regulators believe is appropriate in light of such risks. In addition, the resolution of non-performing assets requires significant commitments of time from management and HBI's directors, which can be detrimental to the performance of their other responsibilities. These effects, individually or in the aggregate, could have an adverse effect on HBI's financial condition and results of operations.

While HBI believes its allowance for loan losses is adequate as of December 31, 2012, as additional facts become known about relevant internal and external factors that affect loan collectability and HBI's assumptions,

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it may result in HBI making additions to the provision for loan losses during 2013. Any failure by management to closely monitor the status of the market and make the necessary changes could have a negative effect on HBI's operating results.

Additionally, HBI's success significantly depends upon the growth in population, income levels, deposits and housing starts in its markets. Generally, trends in these factors have not been positive in the few years prior to 2012 in the Florida markets. If the communities in which HBI operates do not grow or if prevailing economic conditions locally or nationally continue to remain challenging, HBI's business may be adversely affected. HBI's specific market areas have experienced decreased growth or negative growth, which has affected the ability of its customers to repay their loans to HBI and has generally affected HBI's financial condition and results of operations. HBI is less able than a larger institution to spread the risks of unfavorable local economic conditions across a large number of diversified economies. Moreover, HBI cannot give any assurance it will benefit from any market growth or favorable economic conditions in its primary market areas if they do occur.

If the value of real estate in the Florida markets were to stop improving or once again deteriorate, a significant portion of HBI's loans in the Florida market that were not acquired from the FDIC could become under-collateralized, which could have a material adverse effect on HBI.

As of December 31, 2012, non-covered loans in the Florida market totaled \$715.8 million, or 30.7% of HBI's non-covered loans receivable. Of the Florida loans for which HBI does not have loss sharing, approximately 90.4% were secured by real estate. In the prior years, the difficult local economic conditions have adversely affected the values of HBI's real estate collateral in Florida and it could do so again if the markets were to stop improving or once again deteriorate in the future. The real estate collateral in each case provides an alternate source of repayment on HBI's loans in the event of default by the borrower but may deteriorate in value during the time credit is extended. If HBI is required to liquidate the collateral securing a loan to satisfy the debt during a period of reduced real estate values, HBI's earnings and capital could be adversely affected.

Because HBI has a concentration of exposure to a number of individual borrowers, a significant loss on any of those loans could materially and adversely affect HBI.

HBI has a concentration of exposure to a number of individual borrowers. Under applicable law, Centennial Bank is generally permitted to make loans to one borrowing relationship up to 20% of its Tier 1 capital plus the allowance for loan losses. As of December 31, 2012, the legal lending limit of Centennial Bank for secured loans was approximately \$87.6 million. Currently, HBI's board of directors has established an in-house lending limit of \$20.0 million to any one borrowing relationship without obtaining the approval of both HBI's Chairman and HBI's director Richard H. Ashley. As of December 31, 2012, HBI has a total of \$379.4 million committed to the aggregate group of borrowers whose total debt exceeds the established in-house lending limit of \$20.0 million.

A portion of HBI's loans are to customers who have been adversely affected by the home building industry.

Customers who are builders and developers face greater difficulty in selling their homes in markets where the decrease in housing and real estate values are more pronounced. Consequently, HBI has faced delinquencies and non-performing assets as these customers have been forced to default on their loans. If the housing markets were to stop improving or once again deteriorate additional downgrades, provisions for loan losses and charge-offs relating to HBI's loan portfolios may occur.

HBI's cost of funds may increase as a result of general economic conditions, interest rates and competitive pressures.

HBI's cost of funds may increase as a result of general economic conditions, interest rates and competitive pressures. HBI has traditionally obtained funds principally through local deposits, and HBI has a base of lower cost transaction deposits. Generally, HBI believes local deposits are a more stable source of funds than other borrowings because interest rates paid for local deposits are typically lower than interest rates charged for

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borrowings from other institutional lenders. In addition, local deposits reflect a mix of transaction and time deposits, whereas brokered deposits typically are less stable time deposits, which may need to be replaced with higher cost funds. HBI's costs of funds and its profitability and liquidity are likely to be adversely affected, if and to the extent HBI has to rely upon higher cost borrowings from other institutional lenders or brokers to fund loan demand or liquidity needs, and changes in HBI's deposit mix and growth could adversely affect its profitability and the ability to expand its loan portfolio.

The loss of key officers may materially and adversely affect HBI.

HBI's success depends significantly on the Chairman, John W. Allison, and HBI's executive officers, especially C. Randall Sims, Randy E. Mayor, Brian S. Davis and Kevin D. Hester and on its regional bank presidents Tracy M. French, Robert F. Birch and Russell Davis Carter, III. Centennial Bank, in particular, relies heavily on its management team's relationships in its local communities to generate business. Because HBI does not have employment agreements or non-compete agreements with its employees, its executive officers and regional bank presidents are free to resign at any time and accept an employment offer from another company, including a competitor. The loss of services from a member of HBI's current management team may materially and adversely affect its business, financial condition, results of operations and future prospects.

Recent legislation imposes certain executive compensation and corporate governance requirements, which could adversely affect HBI and its business, including its ability to recruit and retain qualified employees.

On January 25, 2011, the SEC adopted a final rule implementing certain executive compensation and corporate governance provisions of the Dodd-Frank Act. These provisions make applicable to all public companies certain executive compensation requirements similar to those imposed on participants in the TARP Capital Purchase Program. The new SEC rule requires public companies to provide their shareholders with non-binding advisory votes (i) at least once every three years on the compensation paid to their named executive officers, and (ii) at least once every six years on whether they should have a say on pay vote every one, two or three years. A separate, non-binding advisory shareholder vote will be required regarding golden parachute compensation arrangements for named executive officers when a shareholder vote takes place on mergers, acquisitions, dispositions or other transactions that would trigger the parachute payments. Also, the SEC is required to ensure that national listing exchanges, such as the New York Stock Exchange and the NASDAQ, prohibit the listing of any companies that fail to adopt clawback policies pursuant to which incentive-based compensation paid to executives will be subject to clawback based on financial results which were subsequently restated within three years of such payment. The amount of the clawback is the amount in excess of what would have been paid under the restated results. As a public company, we are subject to the requirements of these new SEC rules, whereas some of HBI's competitors are not publicly traded and therefore not subject to such rules.

These provisions and any future rules issued by the Treasury or the SEC could adversely affect HBI's ability to attract and retain management capable and motivated sufficiently to manage and operate its business through difficult economic and market conditions. If HBI is unable to attract and retain qualified employees to manage and operate its business, HBI may not be able to successfully execute its business strategy.

HBI's growth and expansion strategy may not be successful and its market value and profitability may suffer.

Growth through the acquisition of banks, particularly FDIC-assisted transactions, and *de novo* branching represent important components of its business strategy. Any future acquisitions that HBI might make will be accompanied by the risks commonly encountered in acquisitions. These risks include, among other things:

credit risk associated with the acquired bank's loans and investments;

difficulty of integrating operations and personnel; and

potential disruption of our ongoing business.

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HBI expects that competition for suitable acquisition candidates may be significant. We may compete with other banks or financial service companies with similar acquisition strategies, many of which are larger and have greater financial and other resources. We cannot assure you that we will be able to successfully identify and acquire suitable acquisition targets on acceptable terms and conditions.

In the current economic environment, we may continue to have opportunities to acquire the assets and liabilities of failed banks in FDIC-assisted transactions. These acquisitions involve risks similar to acquiring existing banks even though the FDIC might provide assistance to mitigate certain risks such as sharing in exposure to loan losses and providing indemnification against certain liabilities of the failed institution. However, because these acquisitions are structured in a manner that would not allow us the time normally associated with preparing for integration of an acquired institution, we may face additional risks in FDIC-assisted transactions. These risks include, among other things, the loss of customers, strain on management resources related to collection and management of problem loans and problems related to integration of personnel and operating systems.

In addition to the acquisition of existing financial institutions, as opportunities arise, we plan to have some *de novo* branching. *De novo* branching and any acquisition carry with it numerous risks, including the following:

the inability to obtain all required regulatory approvals;

significant costs and anticipated operating losses associated with establishing a *de novo* branch or a new bank;

the inability to secure the services of qualified senior management;

the local market may not accept the services of a new bank owned and managed by a bank holding company headquartered outside of the market area of the new bank;

economic downturns in the new market;

the inability to obtain attractive locations within a new market at a reasonable cost; and

the additional strain on management resources and internal systems and controls.

HBI cannot assure that it will be successful in overcoming these risks or any other problems encountered in connection with acquisitions (including FDIC-assisted transactions) and *de novo* branching. HBI's inability to overcome these risks could have an adverse effect on its ability to achieve its business strategy and maintain its market value and profitability.

HBI's loss-sharing agreements with the FDIC limit its ability to enter into certain change of control transactions, including the sale of significant amounts of its common stock by HBI or its shareholders, without the consent of the FDIC.

The loss-sharing agreements that HBI entered into with the FDIC in connection with its recent FDIC-assisted acquisitions require the consent of the FDIC in connection with certain change of control transactions, including the sale by HBI or by any individual shareholder, or group of shareholders acting in concert, of shares of its common stock totaling more than 9% of its outstanding common stock. This requirement could restrict or delay HBI's ability to raise additional capital to fund acquisition or growth opportunities or for other purposes, or to pursue a merger or consolidation transaction that management may believe is in the best interest of its shareholders. This could also restrict or delay the ability of HBI's shareholders to sell a substantial amount of its shares. In addition, if such a transaction were to occur without the FDIC's consent, HBI could lose the benefit of the loss-share coverage provided by these agreements for certain covered assets. HBI will obtain FDIC consent prior to the issuance of shares in connection with the merger.

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There may be undiscovered risks or losses associated with HBI's bank acquisitions which would have a negative impact upon its future income.

HBI's growth strategy includes strategic acquisitions of banks. HBI has acquired 14 banks since it started its first subsidiary bank in 1999, including one in 2003, three in 2005, one in 2008, six in 2010, and three in 2012, and will continue to consider strategic acquisitions, with a primary focus on Arkansas and Florida. In most cases, other than in connection with FDIC-assisted transactions and its acquisition of Vision Bank in 2012, HBI's acquisition of a bank includes the acquisition of all of the target bank's assets and liabilities, including its loan portfolio. There may be instances when HBI, under its normal operating procedures, may find after the acquisition that there may be additional losses or undisclosed liabilities with respect to the assets and liabilities of the target bank, and, with respect to its loan portfolio, that the ability of a borrower to repay a loan may have become impaired, the quality of the value of the collateral securing a loan may fall below HBI's standards, or the allowance for loan losses may not be adequate. One or more of these factors might cause HBI to have additional losses or liabilities, additional loan charge-offs, or increases in allowances for loan losses, which would have a negative impact upon HBI's financial condition and results of operations.

Changes in national and local economic conditions could lead to higher loan charge-offs in connection with HBI's acquisitions, all of which may not be supported by the loss sharing agreements with the FDIC.

In connection with its FDIC-assisted acquisitions, HBI acquired a significant portfolio of loans. Although HBI marked down the loan portfolios it has acquired, there is no assurance that the non-impaired loans that HBI acquired will not become impaired or that the impaired loans will not suffer further deterioration in value resulting in additional charge-offs to this loan portfolio. Fluctuations in national, regional and local economic conditions, including those related to local residential and commercial real estate and construction markets, may increase the level of charge-offs that HBI makes to its loan portfolio, and, consequently, reduce its net income. Such fluctuations may also increase the level of charge-offs on the loan portfolios that it has acquired in the acquisitions and correspondingly reduce its net income. These fluctuations are not predictable, cannot be controlled and may have a material adverse impact on HBI's operations and financial condition even if other favorable events occur.

Although in connection with its 2010 FDIC-assisted acquisitions HBI entered into loss sharing agreements with the FDIC, which provide that a significant portion of losses related to specified loan portfolios that it acquired will be indemnified by the FDIC, HBI is not protected from all losses resulting from charge-offs with respect to those specified loan portfolios. Additionally, the loss sharing agreements have limited terms; therefore, any charge-off of related losses that HBI experiences after the term of the loss sharing agreements will not be reimbursed by the FDIC and will negatively impact HBI's net income.

HBI's recent acquisitions have increased its commercial real estate loan portfolio, which have a greater credit risk than residential mortgage loans.

With its recent acquisitions, HBI's commercial loan and construction loan portfolios have become a larger portion of its total loan portfolio than it was prior to the acquisitions. This type of lending is generally considered to have more complex credit risks than traditional single-family residential lending, because the principal is concentrated in a limited number of loans with repayment dependent on the successful operation of the related real estate or construction project. Consequently, these loans are more sensitive to the current adverse conditions in the real estate market and the general economy. These loans are generally less predictable and more difficult to evaluate and monitor and collateral may be more difficult to dispose of in a market decline.

HBI's acquisitions have caused it to modify its disclosure controls and procedures, which may not result in the material information that it is required to disclose in its SEC reports being recorded, processed, summarized, and reported adequately.

HBI's management is responsible for establishing and maintaining effective disclosure controls and procedures that are designed to cause the material information that it is required to disclose in reports that its files

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or submits under the Securities Exchange Act of 1934, as amended (the Exchange Act) to be recorded, processed, summarized, and reported to the extent applicable within the time periods required by the SEC's rules and forms. As a result of its acquisitions, HBI may be implementing changes to processes, information technology systems and other components of internal control over financial reporting as part of its integration activities. Notwithstanding any changes to its disclosure controls and procedures resulting from its evaluation of the same after the acquisition, its control systems, no matter how well designed and operated, may not result in the material information that HBI is required to disclose in its SEC reports being recorded, processed, summarized, and reported adequately. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within HBI has been detected.

HBI's failure to fully comply with the loss-sharing provisions relating to its FDIC acquisitions could jeopardize the loss-share coverage afforded to certain individual or pools of assets, rendering HBI financially responsible for the full amount of any losses related to such assets.

In connection with its FDIC acquisitions since 2010, HBI entered into loss-sharing agreements with the FDIC whereby the FDIC agreed to cover 70% or 80% of the losses on certain single family residential mortgage loans and certain commercial loans (together, covered assets), and 30%, 80% or 95% of the losses on such covered assets in excess of thresholds stated in the loss-sharing agreements. HBI's management of and application of the terms and conditions of the loss-sharing provisions of the Purchase and Assumption Agreements related to the covered assets is monitored by the FDIC through periodic reports that it must submit to the FDIC and on-site compliance visitations by the FDIC. If HBI fails to fully comply with its obligations under the loss-sharing provisions of the Purchase and Assumption Agreements relating to the acquisitions, HBI could lose the benefit of the loss-share coverage as it applies to certain individual or pools of covered assets. Without such loss-share coverage, HBI would be solely financially responsible for the losses sustained by such individual or pools of assets, which also would impair the related indemnification asset. HBI will obtain the consent of the FDIC so that the issuance of shares in the merger will not violate these loss-sharing provisions.

Competition from other financial institutions may adversely affect HBI's profitability.

The banking business is highly competitive. HBI experiences strong competition, not only from commercial banks, savings and loan associations and credit unions, but also from mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market funds and other financial services providers operating in or near its market areas. HBI competes with these institutions both in attracting deposits and in making loans.

Many of HBI's competitors are much larger national and regional financial institutions. HBI may face a competitive disadvantage against them as a result of its smaller size and resources and its lack of geographic diversification. Many of HBI's competitors are not subject to the same degree of regulation that HBI is as an FDIC-insured institution, which gives them greater operating flexibility and reduces their expenses relative to HBI's.

HBI also competes against community banks that have strong local ties. These smaller institutions are likely to cater to the same small and mid-sized businesses that HBI targets and to use a relationship-based approach similar to HBI's. In addition, HBI's competitors may seek to gain market share by pricing below the current market rates for loans and paying higher rates for deposits. Competitive pressures can adversely affect HBI's results of operations and future prospects.

HBI may incur environmental liabilities with respect to properties to which it takes title.

A significant portion of HBI's loan portfolio is secured by real property. In the course of its business, HBI may own or foreclose and take title to real estate and could become subject to environmental liabilities with respect to these properties. HBI may become responsible to a governmental agency or third parties for property

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damage, personal injury, investigation and clean-up costs incurred by those parties in connection with environmental contamination, or may be required to investigate or clean-up hazardous or toxic substances, or chemical releases at a property. The costs associated with environmental investigation or remediation activities could be substantial. If HBI were to become subject to significant environmental liabilities, it could have a material adverse effect on HBI's results of operations and financial condition.

HBI continually encounters technological change, and it may have fewer resources than many of its competitors to continue to invest in technological improvements.

The financial services industry is undergoing rapid technological changes, with frequent introductions of new technology-driven products and services. In addition to better serving customers, effective use of technology increases efficiency and enables financial institutions to reduce costs. HBI's future success will depend, in part, upon its ability to address the needs of its customers by using technology to provide products and services that will satisfy customer demands for convenience, as well as to create additional efficiencies in its operations. Many of HBI's competitors have substantially greater resources to invest in technological improvements. HBI may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to its clients, which may adversely affect its results of operations and future prospects.

As a service to its customers, Centennial Bank currently offers Internet banking. Use of this service involves the transmission of confidential information over public networks. HBI cannot be sure that advances in computer capabilities, new discoveries in the field of cryptography or other developments will not result in a compromise or breach in the commercially available encryption and authentication technology that it uses to protect its customers' transaction data. If HBI were to experience such a breach or compromise, it could suffer losses and its operations could be adversely affected.

HBI's recent results do not indicate its future results and may not provide guidance to assess the risk of an investment in our common stock.

HBI is unlikely to sustain its historical rate of growth, and may not even be able to expand its business at all. Further, HBI's recent growth may distort some of its historical financial ratios and statistics. Various factors, such as economic conditions, regulatory and legislative considerations and competition, may also impede or prohibit HBI's ability to expand its market presence. If HBI is not able to successfully grow its business, HBI's financial condition and results of operations could be adversely affected.

HBI may not be able to raise the additional capital it needs to grow and, as a result, its ability to expand its operations could be materially impaired.

Federal and state regulatory authorities require HBI and its bank subsidiary to maintain adequate levels of capital to support its operations. While HBI believes that its existing capital (which well exceeds the federal and state capital requirements) will be sufficient to support its current operations, anticipated expansion and potential acquisitions, factors such as faster than anticipated growth, reduced earnings levels, operating losses, changes in economic conditions, revisions in regulatory requirements, or additional acquisition opportunities may lead HBI to seek additional capital.

HBI's ability to raise additional capital, if needed, will depend on its financial performance and on conditions in the capital markets at that time, which are outside its control. If HBI needs additional capital but cannot raise it on terms acceptable to it, HBI's ability to expand its operations could be materially impaired.

HBI's directors and executive officers own a significant portion of its common stock and can exert significant influence over business and corporate affairs.

HBI's directors and executive officers, as a group, beneficially owned 21.0% of its common stock as of December 31, 2012. Consequently, if they vote their shares in concert, they can significantly influence the

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outcome of all matters submitted to HBI's shareholders for approval, including the election of directors. The interests of its officers and directors may conflict with the interests of other holders of HBI's common stock, and they may take actions affecting HBI with which you disagree.

Hurricanes or other adverse weather events could negatively affect HBI's local economies or disrupt its operations, which would have an adverse effect on it.

Like other coastal areas, HBI's markets in Alabama and Florida are susceptible to hurricanes and tropical storms. Such weather events can disrupt HBI's operations, result in damage to its properties and negatively affect the local economies in which it operates. HBI cannot predict whether or to what extent damage that may be caused by future hurricanes or other weather events will affect its operations or the economies in its market areas, but such weather events could result in a decline in loan originations, a decline in the value or destruction of properties securing its loans and an increase in the delinquencies, foreclosures and loan losses. HBI's business or results of operations may be adversely affected by these and other negative effects of hurricanes or other significant weather events.

Risk Factors Related to Owning HBI's Stock

The holders of HBI's subordinated debentures have rights that are senior to those of HBI's shareholders. If HBI defers payments of interest on its outstanding subordinated debentures or if certain defaults relating to those debentures occur, HBI will be prohibited from declaring or paying dividends or distributions on, and from making liquidation payments with respect to, its common stock.

As of December 31, 2012, HBI has \$28.9 million of subordinated debentures issued in connection with trust preferred securities. Payments of the principal and interest on the trust preferred securities are unconditionally guaranteed by HBI. The subordinated debentures are senior to HBI's shares of common stock. As a result, HBI must make payments on the subordinated debentures (and the related trust preferred securities) before any dividends can be paid on its common stock and, in the event of bankruptcy, dissolution or liquidation, the holders of the debentures must be satisfied before any distributions can be made to the holders of HBI's common stock. HBI has the right to defer distributions on the subordinated debentures (and the related trust preferred securities) for up to five years, during which time no dividends may be paid to holders of its capital stock. If HBI elects to defer or if HBI defaults with respect to its obligations to make payments on these subordinated debentures, this would likely have a material adverse effect on the market value of its common stock. Moreover, without notice to or consent from the holders of its common stock, HBI may issue additional series of subordinated debt securities in the future with terms similar to those of its existing subordinated debt securities or enter into other financing agreements that limit its ability to purchase or to pay dividends or distributions on its capital stock, including its common stock.

HBI may be unable to, or choose not to, pay dividends on its common stock.

Although HBI has paid a quarterly dividend on its common stock since the second quarter of 2003 and expects to continue this practice, HBI cannot assure you of its ability to continue. HBI's ability to pay dividends depends on the following factors, among others:

HBI may not have sufficient earnings since its primary source of income, the payment of dividends to it by Centennial Bank, is subject to federal and state laws that limit the ability of that bank to pay dividends.

Federal Reserve Board policy requires bank holding companies to pay cash dividends on common stock only out of net income available over the past year and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition.

Before dividends may be paid on HBI's common stock in any year, payments must be made on its subordinated debentures.

HBI's board of directors may determine that, even though funds are available for dividend payments, retaining the funds for internal uses, such as expansion of its operations, is a better strategy.

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If HBI fails to pay dividends, capital appreciation, if any, of its common stock may be the sole opportunity for gains on an investment in its common stock. In addition, in the event Centennial Bank becomes unable to pay dividends to it, HBI may not be able to service its debt, pay its other obligations or pay dividends on its common stock. Accordingly, HBI's inability to receive dividends from its bank subsidiary could also have a material adverse effect on its business, financial condition and results of operations and the value of your investment in HBI's common stock.

HBI's stock trading volume may not provide adequate liquidity for investors.

Although shares of HBI's common stock is listed for trade on The NASDAQ Global Select Market, the average daily trading volume in the common stock is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which HBI has no control. Given the daily average trading volume of HBI's common stock, significant sales of the common stock in a brief period of time, or the expectation of these sales, could cause a decline in the price of its common stock.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF HBI**

Set forth below are highlights from HBI's consolidated financial data as of and for the three and six months ended June 30, 2013 and 2012 and for the years ended December 31, 2008 through December 31, 2012. The results of operations for the three and six months ended June 30, 2013 and June 30, 2012 are not necessarily indicative of the results of operations for full year or any other interim period. HBI management prepared the unaudited information on the same basis as it prepared HBI's audited consolidation financial statements. In the opinion of HBI management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with HBI's consolidated financial statements and related notes included in HBI's Annual Report on Form 10-K for the year ended December 31, 2012 and its Quarterly Report on Form 10-Q for the three and six months ended June 30, 2013, each of which is incorporated by reference in this document and from which this information is derived. See "Where You Can Find More Information" on page i.

Selected Consolidated Financial Data

	As of or for the Three Months Ended June 30,		As of or for the Six Months Ended June 30,		As of or for the Years Ended December 31,				
	2013	2012	2013	2012	2012	2011	2010	2009	2008
	(Unaudited)								
	(Dollars and shares in thousands, except per share data(a))								
Income statement data:									
Total interest income	\$ 48,085	\$ 45,089	\$ 96,233	\$ 88,077	\$ 177,135	\$ 171,806	\$ 151,122	\$ 132,253	\$ 145,718
Total interest expense	3,244	5,930	7,043	12,384	21,535	30,551	34,708	39,943	59,666
Net interest income	44,841	39,159	89,190	75,693	155,600	141,255	116,414	92,310	86,052
Provision for loan losses	850	1,333	850	1,333	2,750	3,500	72,850	11,150	27,016
Net interest income after provision for loan losses	43,991	37,826	88,340	74,360	152,850	137,755	43,564	81,160	59,036
Non-interest income	9,805	11,053	18,830	21,156	47,969	41,309	65,049	30,659	22,615
Gain on sale of equity investment									6,102
Non-interest expense	25,855	24,424	51,718	48,810	102,368	94,722	85,001	72,883	75,717
Income before income taxes	27,941	24,455	55,452	46,706	98,451	84,342	23,612	38,936	12,036
Income tax expense	10,282	8,965	20,245	16,718	35,429	29,601	6,021	12,130	1,920
Net income	17,659	15,490	35,207	29,988	63,022	54,741	17,591	26,806	10,116
Preferred stock dividends and accretion of discount on preferred stock						1,828	2,680	2,576	
Net income available to common stockholders	\$ 17,659	\$ 15,490	\$ 35,207	\$ 29,988	\$ 63,022	\$ 52,913	\$ 14,911	\$ 24,230	\$ 10,116
Common share and per common share data (a):									
Basic earnings per common share	\$ 0.32	\$ 0.28	\$ 0.63	\$ 0.53	\$ 1.12	\$ 0.93	\$ 0.26	\$ 0.51	\$ 0.23
Diluted earnings per common share	0.31	0.27	0.62	0.53	1.11	0.92	0.26	0.51	0.23
Diluted earnings per common share excluding intangible amortization (1)	0.32	0.28	0.64	0.54	1.14	0.95	0.29	0.53	0.25
Book value per common share	9.49	8.82	9.49	8.82	9.17	8.39	7.51	7.36	6.48
Tangible book value per common share (2) (5)	7.78	7.26	7.78	7.26	7.43	7.18	6.26	6.33	5.18

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Dividends common	0.0750	0.0500	0.1400	0.1000	0.2900	0.1340	0.1083	0.1091	0.1009
Average common shares outstanding	56,234	56,190	56,228	56,325	56,274	56,832	56,722	47,254	43,596
Average diluted shares outstanding	56,577	56,566	56,555	56,691	56,630	57,224	57,200	47,768	44,688

Table of Contents**Selected Consolidated Financial Data Continued**

	As of or for the Three Months Ended June 30,		As of or for the Six Months Ended June 30,		As of or for the Years Ended December 31,				
	2013	2012	2013	2012	2012	2011	2010	2009	2008
	(Unaudited)		(Dollars and shares in thousands, except per share data(a))						
Performance ratios:									
Return on average assets	1.71%	1.53%	1.70%	1.53%	1.58%	1.50%	0.55%	1.03%	0.39%
Return on average assets excluding intangible amortization (6)	1.80	1.61	1.79	1.60	1.66	1.57	0.61	1.10	0.44
Return on average common equity	13.27	12.80	13.47	12.51	12.75	11.77	3.41	7.45	3.51
Return on average tangible common equity excluding intangible amortization (2) (7)	16.65	16.05	16.97	15.54	15.87	14.39	4.40	9.49	4.88
Net interest margin (9)	5.18	4.65	5.16	4.65	4.70	4.69	4.27	4.09	3.82
Efficiency ratio (3)	44.98	46.22	45.50	47.92	47.88	49.13	44.41	55.98	62.68
Asset quality:									
Non-performing non-covered assets to total non-covered assets	1.26%	1.19%	1.26%	1.19%	1.30%	1.53%	2.08%	2.12%	1.42%
Non-performing non-covered loans to total non-covered loans	1.25	1.28	1.25	1.28	1.17	1.56	2.62	2.05	1.53
Allowance for loan losses for non-covered loans to non-performing non-covered loans	138.16	190.72	138.16	190.72	165.62	189.64	107.77	107.57	135.08
Allowance for loan losses for non-covered loans to total non-covered loans	1.73	2.45	1.73	2.45	1.94	2.96	2.83	2.20	2.06
Net charge-offs on loans not covered by loss share to average non-covered loans	0.44	0.23	0.47	0.23	0.40	0.26	3.19	0.43	1.01
Balance sheet data:									
Total assets	\$ 4,091,337	\$ 4,056,405	\$ 4,091,337	\$ 4,056,405	\$ 4,242,130	\$ 3,604,117	\$ 3,762,646	\$ 2,684,865	\$ 2,580,093
Investment securities available-for-sale	736,406	712,820	736,406	712,820	726,223	671,221	469,864	322,115	355,244
Loans receivable not covered by loss share	2,339,242	2,035,487	2,339,242	2,035,487	2,331,199	1,760,086	1,892,374	1,950,285	1,956,232
Loans receivable covered by FDIC loss share	329,802	432,422	329,802	432,422	384,884	481,739	575,776		
Allowance for loan losses	41,450	56,511	41,450	56,511	50,632	52,129	53,348	42,968	40,385
Intangible assets	96,138	87,576	96,138	87,576	97,742	68,283	71,110	57,737	56,585
Non-interest-bearing deposits	733,374	597,374	733,374	597,374	666,414	464,581	392,622	302,228	249,349
Total deposits	3,325,235	3,293,529	3,325,235	3,293,529	3,483,452	2,858,031	2,961,798	1,835,423	1,847,908
Subordinated debentures (trust preferred securities)	3,093	44,331	3,093	44,331	28,867	44,331	44,331	47,484	47,575
Stockholders' equity	533,510	495,435	533,510	495,435	515,473	474,066	476,925	464,973	283,044

Table of Contents**Selected Consolidated Financial Data Continued**

	As of or for the Three Months Ended June 30,		As of or for the Six Months Ended June 30,		As of or for the Years Ended December 31,				2008
	2013	2012	2013	2012	2012	2011	2010	2009	
	(Unaudited)								
	(Dollars and shares in thousands, except per share data(a))								
Capital ratios:									
Common equity to assets	13.04%	12.21%	13.04%	12.21%	12.15%	13.15%	11.4%	15.48%	10.97%
Tangible common equity to tangible assets (2) (8)	10.95	10.28	10.95	10.28	10.08	11.48	9.65	13.63	8.97
Tier 1 leverage ratio (4)	10.78	11.08	10.78	11.08	10.95	12.48	12.15	17.42	10.87
Tier 1 risk-based capital ratio	14.04	15.78	14.04	15.78	13.94	17.04	16.69	20.76	12.70
Total risk-based capital ratio	15.29	17.04	15.29	17.04	15.20	18.30	17.95	22.02	13.95
Dividend payout common	23.88	18.14	22.36	18.81	26.15	13.90	35.01	19.11	43.53

(a) All per share amounts have been restated to reflect the effect of the 2-for-1 stock split during June 2013.

- (1) Diluted earnings per share excluding intangible amortization reflect diluted earnings per share plus per share intangible amortization expense, net of the corresponding tax effect. See the incorporated by reference Form 10-Q for June 30, 2013 and Form 10-K for December 31, 2012 in the Management's Discussion and Analysis of Financial Condition and Results of Operations Table 17 and Table 23, respectively, for the non-GAAP tabular reconciliation.
- (2) Tangible calculations eliminate the effect of goodwill and acquisition-related intangible assets and the corresponding amortization expense on a tax-effected basis.
- (3) The efficiency ratio is calculated by dividing non-interest expense less amortization of core deposit intangibles by the sum of net interest income on a tax equivalent basis and non-interest income.
- (4) Leverage ratio is Tier 1 capital to quarterly average total assets less intangible assets and gross unrealized gains/losses on available-for-sale investment securities.
- (5) See the incorporated by reference Form 10-Q for June 30, 2013 and Form 10-K for December 31, 2012 in the Management's Discussion and Analysis of Financial Condition and Results of Operations Table 18 and Table 24, respectively, for the non-GAAP tabular reconciliation.
- (6) See the incorporated by reference Form 10-Q for June 30, 2013 and Form 10-K for December 31, 2012 in the Management's Discussion and Analysis of Financial Condition and Results of Operations Table 19 and Table 25, respectively, for the non-GAAP tabular reconciliation.
- (7) See the incorporated by reference Form 10-Q for June 30, 2013 and Form 10-K for December 31, 2012 in the Management's Discussion and Analysis of Financial Condition and Results of Operations Table 20 and Table 26, respectively, for the non-GAAP tabular reconciliation.
- (8) See the incorporated by reference Form 10-Q for June 30, 2013 and Form 10-K for December 31, 2012 in the Management's Discussion and Analysis of Financial Condition and Results of Operations Table 21 and Table 27, respectively, for the non-GAAP tabular reconciliation.
- (9) Fully taxable equivalent (assuming an income tax rate of 39.225%).

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF LBI**

Set forth below are highlights from LBI's consolidated financial data as of and for the three and six months ended June 30, 2013 and 2012 and for the years ended December 31, 2008 through December 31, 2012. The results of operations for the three and six months ended June 30, 2013 and June 30, 2012, are not necessarily indicative of the results of operations for the full year or any other interim period. LBI management prepared the unaudited information on the same basis as it prepared LBI's audited consolidated financial statements. In the opinion of LBI management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with LBI's audited consolidated financial statements for the year ended December 31, 2012 and LBI's unaudited consolidated financial statements for the three and six months ended June 30, 2013, which are included herein in this document and from which this information has been derived. See "Where You Can Find More Information" on page i.

Selected Consolidated Financial Data

	As of or for the Three Months Ended June 30,		As of or for the Six Months Ended June 30,		As of or for the Years Ended December 31,				
	2013	2012	2013	2012	2012	2011	2010	2009	2008
	(Unaudited)								
	(Dollars and shares in thousands, except as to per share data)								
Total interest income	\$ 26,657	\$ 28,248	\$ 52,421	\$ 56,831	\$ 112,397	\$ 111,908	\$ 116,667	\$ 123,277	\$ 141,238
Total interest expense	3,734	5,289	7,640	11,184	20,654	25,569	32,340	52,167	75,596
Net interest income	22,923	22,959	44,781	45,647	91,743	86,339	84,327	71,110	65,642
Provision for loan losses	3,000	3,750	6,000	7,500	15,000	18,000	22,000	25,500	19,000
Net interest income after provision for loan losses	19,923	19,209	38,781	38,147	76,743	68,339	62,327	45,610	46,642
Non-interest income	6,389	6,515	13,276	11,050	22,868	21,420	19,752	33,685	27,335
Non-interest expense	17,601	16,975	34,674	33,651	67,705	65,847	63,763	65,264	62,293
Income before income taxes	8,711	8,749	17,383	15,546	31,906	23,912	18,316	14,031	11,684
Provision for income taxes	3,063	3,060	6,102	5,322	11,015	7,893	5,597	4,109	3,676
Net income	5,648	5,689	11,281	10,224	20,891	16,019	12,719	9,922	8,008
Preferred stock dividends	656	656	1,251	1,312	2,625	5,129	3,661	3,191	0
Net income available for common shareholders	\$ 4,992	\$ 5,033	\$ 10,030	\$ 8,912	\$ 18,266	\$ 10,890	\$ 9,058	\$ 6,731	\$ 8,008