

BOK FINANCIAL CORP ET AL

Form SC 13G/A

January 21, 2015

---

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

SCHEDULE 13G/A  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

BOK Financial Corporation  
(Name of issuer)

Common Stock, \$0.00006 par value  
(Title of class of securities)

05561Q201  
(CUSIP number)

December 31, 2014  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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

(1) Names of reporting persons

George Kaiser Family Foundation

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

Oklahoma, United States of America

(5) Sole voting power

Number of	6,989,536
shares	(6) Shared voting power
beneficially	
owned by	0
each	(7) Sole dispositive power
reporting	
person	6,989,536
with:	(8) Shared dispositive power

0

(9) Aggregate amount beneficially owned by each reporting person

6,989,536

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

CO – not for profit

(1) Names of reporting persons

Frederic Dorwart

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of shares beneficially owned by each reporting person	6,989,536	(6) Shared voting power
	0	(7) Sole dispositive power
with:	6,989,536	(8) Shared dispositive power

0

(9) Aggregate amount beneficially owned by each reporting person

6,989,536

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

IN

---

(1) Names of reporting persons

Phil Frohlich

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of shares (6) 6,989,536  
beneficially owned by each reporting person (7) 0

(6) Shared voting power

(7) Sole dispositive power

with: (8) 6,989,536  
Shared dispositive power

0

(9) Aggregate amount beneficially owned by each reporting person

6,989,536

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

IN

---

(1) Names of reporting persons

Leah M. Kaiser

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of shares beneficially owned by each reporting person with:	6,991,439	(6) Shared voting power
	0	(7) Sole dispositive power
	6,991,439	(8) Shared dispositive power

0

(9) Aggregate amount beneficially owned by each reporting person

6,991,439

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

IN

---

(1) Names of reporting persons

Phil Lakin, Jr.

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of shares (6) 6,989,536  
beneficially owned by each reporting person (7) 0

(6) Shared voting power

(7) Sole dispositive power

(8) 6,989,536  
Shared dispositive power

0

(9) Aggregate amount beneficially owned by each reporting person

6,989,536

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

IN

---

(1) Names of reporting persons

Kenneth J. Levit

(2) Check the appropriate box if a member of a group (see instructions)

(a)

(b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power

Number of shares (6) 6,989,536  
beneficially owned by each reporting person (7) 1,264

(8) 6,989,536  
with: (8) Shared dispositive power

1.264

(9) Aggregate amount beneficially owned by each reporting person

6,990,800

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

10.08%

(12) Type of reporting person (see instructions)

IN

---



Item 1 (a). Name of Issuer: BOK Financial Corporation

Item 1 (b). Address of Issuer's Principal Executive Offices:  
Bank of Oklahoma Tower  
P.O. Box 2300  
Tulsa, OK 74192

Item 2 (a). Name of Person Filing: This schedule 13G/A with respect to the Common Stock is filed by the George Kaiser Family Foundation ("GKFF"), Mr. Frederic Dorwart, Mr. Phil Frohlich, Ms. Leah M. Kaiser, Mr. Phil Lakin, Jr., and Mr. Kenneth J. Levit. The five named individuals are trustees of GKFF (the "Trustees") and by virtue of such position may be deemed to have beneficial ownership of the Common Stock held by GKFF.

Item 2 (b). Address of Principal Business Office or, if none, Residence:

The address of the principal business office of GKFF is 7030 South Yale, Suite 600, Tulsa, OK, 74136.

The address of the principal business office of Mr. Dowart is 124 East Fourth Street, Tulsa, OK, 74103.

The address of the principal business office of Mr. Frohlich is 1924 South Utica, Suite 1120, Tulsa, OK, 74104.

The address of the principal business office of Ms. Kaiser is 7030 South Yale, Suite 600, Tulsa, OK, 74136.

The address of the principal business office of Mr. Lakin is 7030 South Yale, Suite 600, Tulsa, OK, 74136.

The address of the principal business office of Mr. Levit is 7030 South Yale, Suite 600, Tulsa, OK, 74136.

Item 2 (c). Citizenship: GKFF was organized, associated or formed under the laws of the State of Oklahoma. The Trustees are citizens of the United States of America.

Item 2 (d). Title of Class of Securities: Common Stock, par value \$0.00006 per share

Item 2 (e). CUSIP No: 05561Q201

Item 3. If this Statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- a.  Broker or dealer registered under Section 15 of the Act;
- b.  Bank as defined in Section 3(a)(6) of the Act;
- c.  Insurance company as defined in Section 3(a)(19) of the Act;

- d.  Investment company registered under Section 8 of the Investment Company Act of 1940;
- e.  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- f.  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- g.  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- h.  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- i.  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- j.  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- k.  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_

Item 4. Ownership

The percentages used herein and in the rest of this Schedule 13G/A are calculated based upon a total of 69,337,498 shares of Common Stock issued and outstanding as of September 30, 2014, as reported in BOK Financial Corporation's Form 10-Q for the quarter ending September 30, 2014. 6,989,536 shares of BOK Financial Corporation are held directly by GKFF and deemed beneficially owned by the Trustees. The Trustees disclaim beneficial ownership of the shares held directly by GKFF.

A. GKFF

- (a) Amount Beneficially Owned: 6,989,536 shares
- (b) Percent of Class: 10.08%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 6,989,536 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 6,989,536 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

B. Frederic Dorwart

- (a) Amount Beneficially Owned: 6,989,536 shares
- (b) Percent of Class: 10.08%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 6,989,536 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 6,989,536 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

C. Phil Frohlich

- (a) Amount Beneficially Owned: 6,989,536 shares
- (b) Percent of Class: 10.08%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 6,989,536 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 6,989,536 shares
  - (iv) shared power to dispose or to direct the disposition of -0- shares

D. Leah M. Kaiser

- (a) Amount Beneficially Owned: 6,991,439 shares
- (b) Percent of Class: 10.08%
- (c) Number of Shares as to which Such Person has:
  - (i) sole power to vote or to direct the vote 6,991,439 shares
  - (ii) shared power to vote or to direct the vote -0- shares
  - (iii) sole power to dispose or to direct the disposition of 6,991,439 shares



(iv) shared power to dispose or to direct the disposition of -0- shares

D. Phil Lakin, Jr.

(a) Amount Beneficially Owned: 6,989,536 shares

(b) Percent of Class: 10.08%

(c) Number of Shares as to which Such Person has:

(i) sole power to vote or to direct the vote 6,989,536 shares

(ii) shared power to vote or to direct the vote -0- shares

(iii) sole power to dispose or to direct the disposition of 6,989,536 shares

(iv) shared power to dispose or to direct the disposition of -0- shares

D. Kenneth J. Levit

(a) Amount Beneficially Owned: 6,990,800 shares

(b) Percent of Class: 10.08%

(c) Number of Shares as to which Such Person has:

(i) sole power to vote or to direct the vote 6,989,536 shares

(ii) shared power to vote or to direct the vote 1,264 shares

(iii) sole power to dispose or to direct the disposition of 6,989,536 shares

(iv) shared power to dispose or to direct the disposition of 1,264 shares

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 21, 2015

George Kaiser Family Foundation

By: /s/ Frederic Dorwart-----  
Frederic Dorwart  
Power of Attorney

By: /s/ Frederic Dorwart-----  
Frederic Dorwart, Individually

By: /s/ Phil Frohlich  
Phil Frohlich, Individually

By: /s/ Leah M. Kaiser  
Leah M. Kaiser, Individually

By: /s/ Phil Lakin, Jr.  
Phil Lakin, Jr., Individually

By: /s/ Kenneth J. Levit  
Kenneth J. Levit, Individually

EXHIBIT INDEX

Exhibit A (99.1) - Joint Filing Agreement.

