

Live Oak Bancshares, Inc.
Form SC 13G/A
February 12, 2018

CUSIP No. 53803X105

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Live Oak Bancshares, Inc.
(Name of Issuer)

Voting Common Stock, no par value per share
(Title of Class of Securities)

53803X105
(CUSIP Number)

December 31, 2017
(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 of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on 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.

CUSIP No. 53803X105

1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

James S. Mahan III

Check the Appropriate
2. Box if a Member of a Group
(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of
Sole Voting Power of
Shares 3,001,708¹
Beneficially Owned
Number of
Shared Voting Power
By
Each 3,098,770²
Reporting Person
with

7. Sole Dispositive Power

3,001,708¹

8. Shared Dispositive Power

3,098,770²

Aggregate Amount
9. Beneficially Owned by Each

Reporting Person

6,100,478

(1) Shares are held by the James S. Mahan III Revocable Trust over which Mr. Mahan has sole investment and voting power.

(2) Includes 2,898,770 shares held by the Marguerite D. Mahan Revocable Trust. Marguerite D. Mahan is the spouse of James S. Mahan III. By virtue of his relationship with Marguerite D. Mahan, Mr. Mahan may be deemed to share beneficial ownership of the shares owned by Mrs. Mahan's revocable trust. Also

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includes 200,000 shares held by Salt Water Fund, a nonprofit corporation for which Mr. Mahan serves as a director and officer.

10. Check Box
if the
Aggregate
Amount in
Row (9)
Excludes
Certain
Shares

11. Percent of
Class
Represented
by Amount
in Row (90)

17.3%³

12. Type of
Reporting
Person

IN

(3) Based on 35,233,241 shares of Voting Common Stock outstanding as of November 4, 2017, as reported on the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2017.

CUSIP No. 53803X105

1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

Marguerite D. Mahan

Check the Appropriate
2. Box if a Member of a Group
(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of
Sole Voting Power of
Shares 2,898,770⁴
Beneficially Owned
Number of
Shared Voting Power
By
Each 3,201,708⁵
Reporting Person
with

7. Sole Dispositive Power

2,898,770⁴

8. Shared Dispositive Power

3,201,708⁵

Aggregate Amount
9. Beneficially Owned by Each

Reporting Person

6,100,478

(4) Shares are held by the Marguerite D. Mahan Revocable Trust over which Mrs. Mahan has sole investment and voting power.

(5) Includes 3,001,708 shares held by the James S. Mahan III Revocable Trust. James S. Mahan III is the spouse of Marguerite D. Mahan. By virtue of her relationship with James S. Mahan III, Mrs. Mahan may be deemed to share beneficial ownership of the shares owned by Mr. Mahan's revocable trust. Also

4

CUSIP No. 53803X105

includes 200,000 shares held by Salt Water Fund, a nonprofit corporation for which Mrs. Mahan serves as a director and officer.

Check Box
if the
10. Aggregate
Amount in
Row (9)
Excludes
Certain
Shares

[]

Percent of
Class
11. Represented
by Amount
in Row (90)

17.3%³

Type of
12. Reporting
Person

IN

5

CUSIP No. 53803X105

1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

James S. Mahan III
Revocable Trust

Check the Appropriate
2. Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Voting Power of
Beneficially Owned Shares
6. By Power of Each Reporting Person with

7. Sole Dispositive Power

3,001,708

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by

Each
Reporting Person

3,001,708

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CUSIP No. 53803X105

Check Box
if the
10. Aggregate
Amount in
Row (9)
Excludes
Certain
Shares

Percent of
Class
11. Represented
by Amount
in Row (90)

8.5%³

Type of
12. Reporting
Person

OO

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CUSIP No. 53803X105

1. Name of Reporting Person

I.R.S. Identification No. of Above Person (Entities Only)

Marguerite D. Mahan Revocable Trust

2. Check the Appropriate Box if a Member of a Group

(a) _____
(b) _____

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Number of Voting Power of

Shares 2,898,770

Beneficially

Owned 6. Shared Voting

By Power

Each

Reporting

Person

with

7. Sole Dispositive Power

2,898,770

8. Shared Dispositive Power

0

9. Aggregate Amount Beneficially Owned by

Each
Reporting Person

2,898,770

8

CUSIP No. 53803X105

Check Box
if the
10. Aggregate
Amount in
Row (9)
Excludes
Certain
Shares

Percent of
Class
11. Represented
by Amount
in Row (90)

8.2%³

Type of
12. Reporting
Person

OO

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CUSIP No. 53803X105

Item 1(a) Name of Issuer

Live Oak Bancshares, Inc. (the "Issuer")

Item 1(b) Address of Issuer's Principal Executive Offices

1741 Tiburon Drive
Wilmington, NC 28403

Item 2(a) Name of Person Filing

This Amendment No. 2 to Schedule 13G is being filed jointly by James S. Mahan III, Marguerite D. Mahan, the James S. Mahan III Revocable Trust, and the Marguerite D. Mahan Revocable Trust. The reporting persons have entered into a Joint Filing Agreement, a copy of which was filed with the original Schedule 13G as Exhibit 99.1 thereto, pursuant to which the reporting persons have agreed to file this Schedule 13G jointly in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

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

c/o Live Oak Bancshares, Inc.

1741 Tiburon Drive
Wilmington, NC 28403

Item 2(c) Citizenship

James S. Mahan III and Marguerite D. Mahan are each United States citizens. The James S. Mahan III Revocable Trust is situated in the state of North Carolina, United States. The Marguerite D. Mahan Revocable Trust is situated in the state of North Carolina, United States.

Item 2(d) Title of Class of Securities

Voting Common Stock, no par value per share

Item 2(e) CUSIP Number

53803X105

Item 3. Filing pursuant to Rules 13d-1(b) or 13d-2(b) or (c)

Not Applicable

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Item 4. Ownership

(a) Amount Beneficially Owned:

| | |
|-------------------------------------|-----------|
| James S. Mahan III | 6,100,478 |
| Marguerite D. Mahan | 6,100,478 |
| James S. Mahan III Revocable Trust | 3,001,708 |
| Marguerite D. Mahan Revocable Trust | 2,898,770 |

(b) Percent of Class:³

| | |
|-------------------------------------|--------|
| James S. Mahan III | 17.3 % |
| Marguerite D. Mahan | 17.3 % |
| James S. Mahan III Revocable Trust | 8.5 % |
| Marguerite D. Mahan Revocable Trust | 8.2 % |

(c) Number of shares as to which the person has:

(i) sole power to vote or direct the vote:

| | |
|-------------------------------------|-----------|
| James S. Mahan III | 3,001,708 |
| Marguerite D. Mahan | 2,898,770 |
| James S. Mahan III Revocable Trust | 3,001,708 |
| Marguerite D. Mahan Revocable Trust | 2,898,770 |

(ii) shared power to vote or direct the vote:

| | |
|-------------------------------------|-----------|
| James S. Mahan III | 3,098,770 |
| Marguerite D. Mahan | 3,201,708 |
| James S. Mahan III Revocable Trust | 0 |
| Marguerite D. Mahan Revocable Trust | 0 |

(iii) sole power to dispose or direct the disposition of:

| | |
|-------------------------------------|-----------|
| James S. Mahan III | 3,001,708 |
| Marguerite D. Mahan | 2,898,770 |
| James S. Mahan III Revocable Trust | 3,001,708 |
| Marguerite D. Mahan Revocable Trust | 2,898,770 |

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(iv) shared power to dispose or direct the disposition of:

| | |
|-------------------------------------|-----------|
| James S. Mahan III | 3,098,770 |
| Marguerite D. Mahan | 3,201,708 |
| James S. Mahan III Revocable Trust | 0 |
| Marguerite D. Mahan Revocable Trust | 0 |

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

Not Applicable

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

Not Applicable

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SIGNATURE

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: February 12, 2018 /s/ James S. Mahan III
James S. Mahan III

Date: February 12, 2018 /s/ Marguerite D. Mahan
Marguerite D. Mahan

Date: February 12, 2018 JAMES S. MAHAN III REVOCABLE TRUST

By: /s/ James S. Mahan III

Name: James S. Mahan III

Title: Trustee

Date: February 12, 2018 MARGUERITE D. MAHAN REVOCABLE TRUST

By: /s/ Marguerite D. Mahan

Name: Marguerite D. Mahan

Title: Trustee

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EXHIBIT INDEX

Exhibit No. Description

99.1 Joint Filing Agreement*

* Previously filed

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