

Live Oak Bancshares, Inc.  
Form POS AM  
July 23, 2015

As filed with the Securities and Exchange Commission on July 23, 2015

Registration No. 333-205126

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

**Post-Effective Amendment No. 1**

**to**

**FORM S-1**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**LIVE OAK BANCSHARES, INC.**

**(Exact name of registrant as specified in its charter)**

**North Carolina**  
**(State or other jurisdiction of**

**6022**  
**(Primary Standard Industrial**

**26-4596286**  
**(I.R.S. Employer**

**incorporation or organization)**                      **Classification Code Number)**                      **Identification Number)**  
**1741 Tiburon Drive**  
**Wilmington, North Carolina 28403**  
**(910) 790-5867**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**James S. Mahan III**  
**Chairman and Chief Executive Officer**  
**Live Oak Bancshares, Inc.**  
**1741 Tiburon Drive**  
**Wilmington, North Carolina 28403**  
**(910) 790-5867**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies of all communications to:*

**Todd H. Eveson**  
**Jonathan A. Greene**  
**Wyrick Robbins Yates & Ponton LLP**  
**4101 Lake Boone Trail, Suite 300**  
**Raleigh, North Carolina 27607**  
**(919) 781-4000**

**Michael Paul Reed**  
**Christopher J. DeCresce**  
**Covington & Burling LLP**  
**One CityCenter**  
**850 Tenth Street, NW**  
**Washington, DC 20001**  
**(202) 662-6000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-205126

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(d) under the Securities Act.**

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 relates to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-205126), initially filed by the Registrant on June 19, 2015 and declared effective by the Securities and Exchange Commission on July 22, 2015. The Registrant is filing this Post-Effective Amendment No. 1 pursuant to Rule 462(d) for the sole purpose of replacing Exhibit 5.1 to the Registration Statement. This Post-Effective Amendment No. 1 does not modify any provision of Part I or Part II of the Registration Statement other than supplementing Item 16 of Part II as set forth below.

**PART II**

**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits and Financial Statement Schedules.**

**(a) Exhibits**

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 5.1        | Opinion of Wyrick Robbins Yates & Ponton LLP  |
| 23.2       | Consent of Wyrick Robbins Yates & Ponton LLP (Included in its opinion filed as Exhibit 5.1) |
| 24.1       | Power of Attorney*  |
| 24.2       | Power of Attorney*  |

\* Previously filed

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of North Carolina on July 23, 2015.

LIVE OAK BANCSHARES, INC.  
(Registrant)

By: /s/ James S. Mahan III  
James S. Mahan III  
Chairman and Chief Executive Officer

(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities indicated.

|  | <b>Date</b>   |
|--|---------------|
| /s/ James S. Mahan III   | July 23, 2015 |
| James S. Mahan III   |               |
| Chairman and Chief Executive Officer (Principal Executive Officer) |               |
| /s/ S. Brett Caines  | July 23, 2015 |
| S. Brett Caines  |               |
| Chief Financial Officer  |               |
| (Principal Financial Officer and Principal Accounting Officer)     |               |
| /s/ William L. Williams III*                                       | July 23, 2015 |
| William L. Williams III  |               |
| Vice Chairman of the Board of Directors                            |               |
| /s/ David G. Lucht*  | July 23, 2015 |
| David G. Lucht   |               |
| Chief Risk Officer and Director                                    |               |
| /s/ Neil L. Underwood*   | July 23, 2015 |
| Neil L. Underwood  |               |
| President and Director   |               |

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/s/ Milton E. Petty\*

July 23, 2015

Milton E. Petty

Director

/s/ William H. Cameron\*

July 23, 2015

William H. Cameron

Director

/s/ Diane B. Glossman\*

July 23, 2015

Diane B. Glossman

Director

II-2

/s/ Howard K. Landis III\*

July 23, 2015

Howard K. Landis III

Director

/s/ Jerald L. Pullins\*

July 23, 2015

Jerald L. Pullins

Director

/s/ Glen F. Hoffsis\*

July 23, 2015

Glen F. Hoffsis

Director

/s/ Don Jackson\*

July 23, 2015

Don Jackson

Director

\*

/s/ James S. Mahan III

James S. Mahan III

Attorney-in-fact