

UMB FINANCIAL CORP  
Form SC 13D/A  
December 22, 2016

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

**SCHEDULE 13D/A**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 1)\***

**UMB Financial Corporation**  
**(Name of Issuer)**

**Common Stock, \$1.00 par value**  
**(Title of Class of Securities)**

**902788108**  
**(CUSIP Number)**

**Pam E. Omann**  
**60 South Sixth Street, Suite 3900**

**Minneapolis, Minnesota 55402**

**(612) 661-3719**

**With a copy to:**

**Joseph T. Kinning**

**Briggs and Morgan, P.A.**

**2200 IDS Center**

**80 South Eighth Street**

**Minneapolis, MN 55402**

**(612) 977-8400**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 20, 2016**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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 17 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).

1. Names of Reporting Persons.

Robert C. Pohlad, Trustee of the Revocable Trust of Robert C. Pohlad Created U/A dated 8/9/91, as Amended

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 823,492

8. Shared Voting Power

Beneficially by

Owned by 0

Each 9. Sole Dispositive Power

Reporting

Person 823,492

10. Shared Dispositive Power

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

823,492

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

1.66%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

William M. Pohlada, Trustee of the Revocable Trust of William M. Pohlada Created U/A dated 4/15/02, as Amended

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 823,493  
8. Shared Voting Power

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Person 823,493  
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With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

823,493

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

1.66%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons.

James O. Pohlada, Trustee of the Revocable Trust of James O. Pohlada Created U/A dated 10/10/87,  
as Amended

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC Use Only

4. Source of Funds

OO

5. Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization

United States

7. Sole Voting Power

Number of

Shares 823,493  
8. Shared Voting Power

Beneficially by

Owned by 0  
Each 9. Sole Dispositive Power

Reporting

Person 823,493  
10. Shared Dispositive Power

With

0



11. Aggregate Amount Beneficially Owned by Each Reporting Person

823,493

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

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

1.66%

14. Type of Reporting Person (See Instructions)

OO

The following constitutes Amendment No. 1 to the Schedule 13D filed on June 10, 2015 by Robert C. Pohlada, Trustee of the Revocable Trust of Robert C. Pohlada Created U/A dated 8/9/91, as Amended (the Revocable Trust of Robert C. Pohlada ), William M. Pohlada, Trustee of the Revocable Trust of William M. Pohlada, Created U/A dated 4/15/02, as Amended (the Revocable Trust of William M. Pohlada ) and James O. Pohlada, Trustee of the Revocable Trust of James O. Pohlada Created U/A dated 10/10/87, as Amended (the Revocable Trust of James O. Pohlada ) (each individual referred to as a Reporting Person and collectively as the Reporting Persons ). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a)-(b) Each of the Reporting Persons may be deemed to beneficially own 2,470,478 shares of Common Stock or 4.98% of UMB's Common Stock outstanding, as a group under Rule 13d-5(b) of the Securities Exchange Act of 1934. Each of the Reporting Persons disclaims beneficial ownership of the Common Stock held by each other Reporting Person. The filing of this Schedule 13D/A shall not be construed as an admission that any Reporting Person is a beneficial owner of the Common Stock owned by any other Reporting Person for the purposes of Sections 13, 14 and 16 of the Securities Exchange Act of 1934.

The Revocable Trust of Robert C. Pohlada owns 823,492 shares of Common Stock. The Revocable Trust of Robert C. Pohlada may be deemed to own 1.66% of UMB's Common Stock outstanding. Robert C. Pohlada, as trustee of the Revocable Trust of Robert C. Pohlada, has sole voting and investment power as to these shares. Except as set forth herein, neither the Revocable Trust of Robert C. Pohlada, Robert C. Pohlada (individually or as trustee), nor to the best of his knowledge, any of the other Reporting Persons, is the beneficial owner of any Common Stock.

The Revocable Trust of William M. Pohlada owns 823,493 shares of Common Stock. The Revocable Trust of William M. Pohlada may be deemed to own 1.66% of UMB's Common Stock outstanding. William M. Pohlada, as trustee of the Revocable Trust of William M. Pohlada, has sole voting and investment power as to these shares. Except as set forth herein, neither the Revocable Trust of William M. Pohlada, William M. Pohlada (individually or as trustee), nor to the best of his knowledge, any of the other Reporting Persons, is the beneficial owner of any Common Stock.

The Revocable Trust of James O. Pohlada owns 823,493 shares of Common Stock. The Revocable Trust of James O. Pohlada may be deemed to own 1.66% of UMB's Common Stock outstanding. James O. Pohlada, as trustee of the Revocable Trust of James O. Pohlada, has sole voting and investment power as to these shares. Except as set forth herein, neither the Revocable Trust of James O. Pohlada, James O. Pohlada (individually or as trustee), nor to the best of his knowledge, any of the other Reporting Persons, is the beneficial owner of any Common Stock.

(c) Transactions effected by the Reporting Persons during the past 60 days are as follows:

**Robert C. Pohlada, Trustee of the Revocable Trust of Robert C. Pohlada Created U/A dated 8/9/91, as Amended**

**Date of Transaction Buy/Sale**

		<b>Aggregate Amount of Securities</b>	<b>Average Price Per Share</b>
12/15/16	Sale	19,100	\$78.121
12/16/16	Sale	61,334	\$77.213
12/19/16	Sale	33,333	\$76.034
12/20/16	Sale	133,334	\$76.128
12/21/16	Sale	86,233	\$75.998

**William M. Pohlada, Trustee of the Revocable Trust of William M. Pohlada Created U/A dated 4/15/02, as Amended**

<b>Date of Transaction</b>	<b>Buy/Sale</b>	<b>Aggregate Amount of Securities</b>	<b>Average Price Per Share</b>
12/15/16	Sale	19,100	\$78.121
12/16/16	Sale	61,333	\$77.213
12/19/16	Sale	33,334	\$76.034
12/20/16	Sale	133,333	\$76.128
12/21/16	Sale	86,233	\$75.998

**James O. Pohlada, Trustee of the Revocable Trust of James O. Pohlada Created U/A dated 10/10/87, as Amended**

<b>Date of Transaction</b>	<b>Buy/Sale</b>	<b>Aggregate Amount of Securities</b>	<b>Average Price Per Share</b>
12/15/16	Sale	19,100	\$78.121
12/16/16	Sale	61,334	\$77.213
12/19/16	Sale	33,333	\$76.034
12/20/16	Sale	133,333	\$76.128
12/21/16	Sale	86,233	\$75.998

(d) Not applicable

(e) On December 21, 2016, the Reporting Persons ceased to be the beneficial owner of more than 5% of the Common Stock.

**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.

Dated: December 22, 2016

Revocable Trust of Robert C. Pohlاد Created  
U/A dated 8/9/91, as Amended

/s/Robert C. Pohlاد  
Robert C. Pohlاد

Its: Trustee

Revocable Trust of William M. Pohlاد,  
Created U/A dated 4/15/02, as Amended

/s/ William M. Pohlاد  
William M. Pohlاد

Its: Trustee

Revocable Trust of James O. Pohlاد Created  
U/A dated 10/10/87, as Amended

/s/ James O. Pohlاد  
James O. Pohlاد

Its: Trustee