Great Western Bancorp, Inc.

Form 10-O

February 07, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

(Mark One)

b QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES

EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2017

Or

. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-36688

Great Western Bancorp, Inc.

(Exact name of registrant as specified in its charter)
Delaware 47-1308512
(State or other jurisdiction of (IRS Employer)

incorporation or organization) Identification Number)

225 South Main Avenue

Sioux Falls, South Dakota 57104 (Address of principal executive offices) (Zip Code)

(605) 334-2548

Registrant's telephone number, including area code

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No o Indicate by check mark whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

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

Large accelerated filer x Accelerated filer o

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

Smaller reporting company o Emerging growth company o

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

As of February 1, 2018, the number of shares of the registrant's Common Stock outstanding was 58,896,189.

GREAT WESTERN BANCORP, INC. QUARTERLY REPORT ON FORM 10-Q TABLE OF CONTENTS

EXPLANATORY NOTE	
CAUTIONARY NOTE REGARDING	
FORWARD-LOOKING STATEMENTS	
PART I. FINANCIAL INFORMATION	<u>5</u>
Item 1. Financial Statements (Unaudited)	<u>5</u> <u>5</u>
Item 2. Management's Discussion and Analysis of Financial	<u>39</u>
Condition and Results of Operations	<u>39</u>
Item 3. Quantitative and Qualitative Disclosures About	67
Market Risk	<u>07</u>
Item 4. Controls and Procedures	<u>68</u>
PART II. OTHER INFORMATION	<u>69</u>
Item 1. Legal Proceedings	<u>69</u>
Item 1A. Risk Factors	<u>69</u>
Item 2. Unregistered Sales of Equity Securities and Use of	<u>69</u>
<u>Proceeds</u>	09
Item 3. Defaults Upon Senior Securities	<u>69</u>
Item 4. Mine Safety Disclosures	<u>69</u>
Item 5. Other Information	<u>69</u>
Item 6. Exhibits	<u>70</u>
<u>SIGNATURES</u>	<u>71</u>
INDEX TO EXHIBITS	<u>72</u>

EXPLANATORY NOTE

Except as otherwise stated or the context otherwise requires, references in this Quarterly Report on Form 10-Q to: "we," "our," "us" and our "company" refers to Great Western Bancorp, Inc., a Delaware corporation, and its consolidated subsidiaries.

"our bank" refers to Great Western Bank, a South Dakota banking corporation;

"NAB" refers to National Australia Bank Limited, an Australian public company that was our ultimate parent company prior to our initial public offering in October 2014 and, until July 31,2015, was our principal stockholder; our "states" refers to the nine states (Arizona, Colorado, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota and South Dakota) in which we currently conduct our business; and

our "footprint" refers to the geographic markets within our states in which we currently conduct our business.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "anticipates," "believes," "can," "could," "may," "predicts," "potential," "should," "will," "plans," "projects," "continuing," "ongoing," "expects," "views," "intends" and similar words or phrases. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

A number of important factors could cause our actual results to differ materially from those indicated in these forward-looking statements, including those factors identified in "Item 1A. Risk Factors" or "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" of this Report or the following: current and future economic and market conditions in the United States generally or in our states in particular, including the rate of growth and employment levels;

our ability to anticipate interest rate changes and manage interest rate risk;

our ability to achieve loan and deposit growth;

the relative strength or weakness of the commercial, agricultural and real estate markets where our borrowers are located, including without limitation related asset and market prices;

declines in asset prices and the market prices for agricultural products or changes in governmental support programs for the agricultural sector;

our ability to effectively execute our strategic plan and manage our growth;

our ability to successfully manage our credit risk and the sufficiency of our allowance for loan and lease loss; our ability to develop and effectively use the quantitative models we rely upon in our business; our ability to effectively compete with other financial services companies and the effects of competition in the

financial services industry on our business;

operational risks or risk management failures by us or critical third parties, including without limitation with respect to data processing, information systems, cyber-security, technological changes, vendor problems, business interruption and fraud risks;

fluctuations in the values of our assets and liabilities and off-balance sheet exposures;

unanticipated changes in our liquidity position, including but not limited to changes in our access to sources of liquidity and capital to address our liquidity needs;

possible changes in trade, monetary and fiscal policies of, and other activities undertaken by, governments, agencies, central banks and similar organizations;

possible impairment of our goodwill and other intangible assets, or any adjustment of the valuation of our deferred tax assets;

the effects of geopolitical instability, including war, terrorist attacks, and man-made and natural disasters; the impact of, and changes in applicable laws, regulations and accounting standards, policies and interpretations, including the impact of the Tax Cuts and Jobs Act of 2017;

legal, compliance and reputational risks, including litigation and regulatory risks;

our inability to receive dividends from our bank and to service debt, pay dividends to our common stockholders and satisfy obligations as they become due;

expected cost savings in connection with the consolidation of recent acquisitions may not be fully realized or realized within the expected time frames, and deposit attrition, customer loss and revenue loss following completed acquisitions may be greater than expected;

our ability to meet our obligations as a public company, including our obligations under Section 404 of the Sarbanes-Oxley Act of 2002 to maintain an effective system of internal control over financial reporting; and other risks and uncertainties inherent to our business, including those discussed under the heading "Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017.

The foregoing factors should not be considered an exhaustive list and should be read together with the other cautionary statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2017. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to update or review any forward-looking statement to reflect events or circumstances occurring after the date on which the statement is made or to reflect the occurrence of unanticipated events.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

GREAT WESTERN BANCORP, INC.

Consolidated Balance Sheets

(Dollars in Thousands, Except Share and Per Share Data)

Assets Cash and due from banks \$189,907 \$170,657 Interest-bearing bank deposits 107,689 189,739 Cash and cash equivalents 297,596 360,396 Securities available for sale 1,366,641 1,367,960 Loans, net of unearned discounts and deferred fees, including \$53,388 and \$57,537 of loans covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$57,573 \$9,165,373 \$9,68,553 Allowance for loan sheld for sale at December 31, 2017 and September 30, 2017, respectively, and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively \$107,731 \$112,209 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively \$4,817 \$3,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively \$10,486 \$,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 70,566 71,193 Total assets		(Unaudited) December 31, 2017	September 30, 2017
Interest-bearing bank deposits 107,689 189,739 297,596 360,396 297,596 360,396 297,596 360,396 3	Assets		
Cash and cash equivalents 297,596 360,396 Securities available for sale 1,366,641 1,367,960 Loans, net of unearned discounts and deferred fees, including \$53,388 and \$57,537 of loans covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively 9,165,373 8,968,553 Allowance for loan and lease losses (64,023) (63,503) Net loans 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 739,023 739,023 Goodwill 29,823 29,619 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 70,566 71,193 Total assets 11,806,581 \$11,690,011	Cash and due from banks	\$189,907	\$170,657
Securities available for sale 1,366,641 1,367,960 Loans, net of unearned discounts and deferred fees, including \$53,388 and \$57,537 of loans covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 9,165,373 8,968,553 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively, and \$5,757 (64,023 (63,503) Allowance for loan and lease losses (64,023 (63,503) Net loans 9,101,350 8,905,050 *** Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 29,619 Net deferred tax assets 29,823 29,619 Net deferred tax assets 10,566 71,193 Total assets 51,800,111 11,690,011 Liabilities and stockholders' equity 11,932,080 \$1,856,126 N		•	189,739
Loans, net of unearned discounts and deferred fees, including \$53,388 and \$57,537 of loans covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively, and \$5,757 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively. \$9,165,373 \$8,968,553 Allowance for loan and lease losses (64,023 (63,503) Net loans 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$1,1806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Nom	<u>*</u>		360,396
loans covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively Allowance for loan and lease losses Net loans Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively Accrued interest receivable Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively Goodwill Cash surrender value of life insurance policies Net deferred tax assets Other assets Total assets Total assets Noninterest-bearing Noninterest-bearing Total deposits Notal deposits Agreements at December 31, 2017 and September 30, 2017, respectively Page 2017, respectively Page 2017, respectively 100,731	Securities available for sale	1,366,641	1,367,960
2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively 9,165,373 8,968,553 Allowance for loan and lease losses (64,023) (63,503) (63,503) Net loans 9,101,350 (64,023) (63,503) (64,023) (63,503) Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits \$9,024,185 8,977,613	Loans, net of unearned discounts and deferred fees, including \$53,388 and \$57,537 of		
value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757 9,165,373 8,968,553 and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively (64,023) (63,503) (63,503) Allowance for loan and lease losses (64,023) (63,503) 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets 51,806,581 \$11,690,011 Liabilities and stockholders' equity 51,932,080 \$1,856,126 Noninterest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	loans covered by FDIC loss share agreements at December 31, 2017 and September 30,		
Value option at December 31, 2017 and September 30, 2017, respectively, and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017, respectively (64,023) (63,503) Allowance for loan and lease losses (64,023) (63,503) Net loans 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	2017, respectively, and \$980,144 and \$1,016,576 of loans at fair value under the fair	0 165 272	9 069 553
respectively Allowance for loan and lease losses Net loans Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively Accrued interest receivable Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively Goodwill Cash surrender value of life insurance policies Net deferred tax assets Other assets Total assets Total assets Noninterest-bearing Noninterest-bearing Total deposits Accrued interest receivable (64,023) (63,503) (63,503) (64,023) (63,503) (64,023) (63,503) (64,023) (63,503) (64,023) (63,503) (64,023) (63,503) (10,731) 112,209 10,486 S,985 10,486 S,9	value option at December 31, 2017 and September 30, 2017, respectively, and \$5,757	9,103,373	0,900,333
Allowance for loan and lease losses (64,023) (63,503)) Net loans 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Noninterest-bearing 7,092,105 7,121,487 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	and \$7,456 of loans held for sale at December 31, 2017 and September 30, 2017,		
Net loans 9,101,350 8,905,050 Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	respectively		
Premises and equipment, including \$1,111 and \$5,147 of property held for sale at December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Allowance for loan and lease losses	(64,023)	(63,503)
December 31, 2017 and September 30, 2017, respectively 107,731 112,209 Accrued interest receivable 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Net loans	9,101,350	8,905,050
December 31, 2017 and September 30, 2017, respectively 54,817 53,176 Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Premises and equipment, including \$1,111 and \$5,147 of property held for sale at	107 721	112 200
Other repossessed property, including \$86 and \$0 of property covered by FDIC loss share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	December 31, 2017 and September 30, 2017, respectively	107,731	112,209
share agreements at December 31, 2017 and September 30, 2017, respectively 10,486 8,985 Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Accrued interest receivable	54,817	53,176
Goodwill 739,023 739,023 Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Other repossessed property, including \$86 and \$0 of property covered by FDIC loss	10 496	0.005
Cash surrender value of life insurance policies 29,823 29,619 Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	share agreements at December 31, 2017 and September 30, 2017, respectively	10,460	0,903
Net deferred tax assets 28,548 42,400 Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Goodwill	739,023	739,023
Other assets 70,566 71,193 Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Cash surrender value of life insurance policies	29,823	29,619
Total assets \$11,806,581 \$11,690,011 Liabilities and stockholders' equity Deposits Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Net deferred tax assets	28,548	42,400
Liabilities and stockholders' equity Deposits Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Other assets	70,566	71,193
Deposits \$1,932,080 \$1,856,126 Noninterest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Total assets	\$11,806,581	\$11,690,011
Noninterest-bearing \$1,932,080 \$1,856,126 Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Liabilities and stockholders' equity		
Interest-bearing 7,092,105 7,121,487 Total deposits 9,024,185 8,977,613	Deposits		
Total deposits 9,024,185 8,977,613	Noninterest-bearing	\$1,932,080	\$1,856,126
	Interest-bearing	7,092,105	7,121,487
Securities sold under agreements to repurchase 116 884 132 636	Total deposits	9,024,185	8,977,613
Securities sold under agreements to repurchase	Securities sold under agreements to repurchase	116,884	132,636
FHLB advances and other borrowings 721,009 643,214	FHLB advances and other borrowings	721,009	643,214
Subordinated debentures and subordinated notes payable 108,343 108,302	Subordinated debentures and subordinated notes payable	108,343	108,302
Accrued expenses and other liabilities 68,287 73,246	Accrued expenses and other liabilities	68,287	73,246
Total liabilities 10,038,708 9,935,011	Total liabilities	10,038,708	9,935,011
Stockholders' equity	Stockholders' equity		
Common stock, \$0.01 par value, authorized 500,000,000 shares; 58,896,189 shares	Common stock, \$0.01 par value, authorized 500,000,000 shares; 58,896,189 shares		
issued and outstanding at December 31, 2017 and 58,834,066 shares issued and 588 588	issued and outstanding at December 31, 2017 and 58,834,066 shares issued and	588	588
outstanding at September 30, 2017	outstanding at September 30, 2017		
Additional paid-in capital 1,314,723 1,314,039		1,314,723	1,314,039
Retained earnings 463,207 445,747	Retained earnings	463,207	445,747
Accumulated other comprehensive (loss) (10,645) (5,374)	Accumulated other comprehensive (loss)	(10,645)	(5,374)
Total stockholders' equity 1,767,873 1,755,000	Total stockholders' equity	1,767,873	1,755,000
Total liabilities and stockholders' equity \$11,806,581 \$11,690,011	Total liabilities and stockholders' equity	\$11,806,581	\$11,690,011

See accompanying notes.

GREAT WESTERN BANCORP, INC.

Consolidated Statements of Income (Unaudited)

(Dollars in Thousands, Except Share and Per Share Data)

(Dollars in Thousands, Except Share and Per Share Data)		
	Three Months Ended	
	December	December
	31, 2017	
Interest and dividend income	01, 201,	01, 2010
	¢ 107 600	¢ 00 022
Loans	\$107,680	
Taxable securities	6,494	5,878
Nontaxable securities	260	199
Dividends on securities	289	300
Federal funds sold and other	231	346
Total interest and dividend income	114,954	106,655
Interest expense	11 1,55 1	100,022
•	10.000	7 200
Deposits	10,998	7,290
Securities sold under agreements to repurchase	95	115
FHLB advances and other borrowings	2,069	1,271
Subordinated debentures and subordinated notes payable	1,170	1,088
Total interest expense	14,332	9,764
Net interest income	100,622	96,891
Provision for loan and lease losses	4,557	7,049
	96,065	89,842
Net interest income after provision for loan and lease losses	90,003	09,042
Noninterest income		
Service charges and other fees	13,178	13,837
Wealth management fees	2,185	2,254
Mortgage banking income, net	1,660	2,662
Net (loss) on sale of securities		
Net (decrease) in fair value of loans at fair value	` ,	(64,001)
Net realized and unrealized gain on derivatives	7,227	58,976
<u> </u>	•	-
Other	1,090	1,930
Total noninterest income	16,674	15,658
Noninterest expense		
Salaries and employee benefits	32,868	31,634
Data processing	5,896	5,677
Occupancy expenses	4,002	4,024
Professional fees	4,240	2,835
Communication expenses	988	1,040
-		
Advertising	1,059	975
Equipment expense	846	798
Net loss recognized on repossessed property and other related expenses	214	658
Amortization of core deposits and other intangibles	426	839
Acquisition expenses		710
Other	4,329	3,347
Total noninterest expense	54,868	52,537
Income before income taxes	57,871	52,963
Provision for income taxes	28,641	16,060
Net income	\$29,230	\$ 36,903
Basic earnings per common share		
Weighted average shares outstanding	58,902,629	9 58,750,522
Basic earnings per share	\$0.50	\$ 0.63

Diluted earnings per common share Weighted average shares outstandin

Weighted average shares outstanding 59,087,729 58,991,905 Diluted earnings per share \$0.49 \$0.63

Dividends per share

 Dividends paid
 \$11,770
 \$9,981

 Dividends per share
 \$0.20
 \$0.17

See accompanying notes.

GREAT WESTERN BANCORP, INC.

Consolidated Statements of Comprehensive Income (Unaudited)

(Dollars in Thousands)

	Three Months	
	Ended	
	December December	
	31, 2017	7 31, 2016
Net income	\$29,230	\$36,903
Other comprehensive (loss), net of tax:		
Securities available for sale:		
Net unrealized holding (loss) arising during the year	(8,645) (21,468)
Reclassification adjustment for net loss realized in net income	1	
Income tax benefit	3,283	8,158
Net change in unrealized (losses) on securities available for sale	(5,361) (13,310)
Defined benefit pension plan obligation:		
Net unrealized holding gain arising during the year	145	
Income tax (expense)	(55) —
Net change in defined benefit pension plan obligation	90	
Other comprehensive (loss), net of tax	(5,271) (13,310)
Comprehensive income	23,959	23,593
See accompanying notes.		

GREAT WESTERN BANCORP, INC.

Consolidated Statement of Stockholders' Equity (Unaudited)

(Dollars in Thousands, Except Share and Per Share Data)

(Bonars in Thousands, Except Share	and I of Share I	Julu)					
	Comprehensive Income	Common Stock Par Value	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)		Total
Balance, September 30, 2016		\$ 587	\$1,312,347	\$344,923	\$ 5,534		\$1,663,391
Net income	\$ 36,903	_		36,903	-		36,903
Other comprehensive (loss), net of tax	(13,310)	_	_	_	(13,310))	(13,310)
Total comprehensive income	\$ 23,593						
Stock-based compensation, net of tax	(_	1,635	_	_		1,635
Cash dividends:							
Common stock, \$0.17 per share				(9,981)	_		(9,981)
Balance, December 31, 2016		\$ 587	\$1,313,982	\$371,845	\$ (7,776))	\$1,678,638
Balance, September 30, 2017		\$ 588	\$1,314,039	\$445 747	\$ (5,374)		\$1,755,000
Net income	\$ 29,230	Ф 366	\$1,514,059	29,230	\$ (3,374)	,	29,230
	\$ 29,230		_	29,230			29,230
Other comprehensive (loss), net of tax	(5,271)		_	_	(5,271))	(5,271)
Total comprehensive income	\$ 23,959						
Stock-based compensation, net of tax	(_	684	_	_		