

Cameron William Henderson  
 Form 4  
 December 03, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Cameron William Henderson

2. Issuer Name and Ticker or Trading Symbol  
 Live Oak Bancshares, Inc. [LOB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 1741 TIBURON DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/29/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)

WILMINGTON, NC 28403

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |         |   |                                       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---------|---|---------------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |         |   |                                       |
| Voting Common Stock             | 11/29/2018                           |  | G                              | V   | 8,900<br>(1)  | A  | \$ 0                              | 170,389 | I | By William H. Cameron Revocable Trust |
| Voting Common Stock             |                                      |  |                                |   |   |  |                                   | 470     | I | By GST-Exempt Trust                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (2)  |                                      |  |                                |   | (3) (3)  | Voting Common Stock   | 2,000   |
| Stock Option (right to buy)                | \$ 4.4   |                                      |  |                                |   | (4) 03/26/2024   | Voting Common Stock   | 30,000  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Cameron William Henderson<br>1741 TIBURON DRIVE<br>WILMINGTON, NC 28403 | X             |           |         |       |

## Signatures

/s/ Jonathan A. Greene, by Power of Attorney  
12/03/2018

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On November 4, 2016, the Reporting Person contributed 32,250 shares to a Grantor Retained Annuity Trust (the "GRAT"). On November 29, 2018, the trustee of the GRAT distributed 8,900 shares to the Reporting Person's Revocable Trust in satisfaction of the GRAT's annuity obligation to the Reporting Person.
- (1) On November 29, 2018, the trustee of the GRAT distributed 8,900 shares to the Reporting Person's Revocable Trust in satisfaction of the GRAT's annuity obligation to the Reporting Person.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Live Oak Bancshares, Inc. voting common stock.
  - (3) The restricted stock units vest on May 15, 2019.

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- The shares subject to this option vest and become exercisable yearly in seven installments beginning on March 26, 2015, as follows: 10% (4) of the shares subject to the option vest on each of March 26, 2015, 2016, 2017, 2018, and 2019; and 25% of the shares subject to the option vest on each of March 26, 2020 and 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. 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 number.