

BOK FINANCIAL CORP ET AL  
Form S-4  
July 18, 2018  
Table of Contents

As filed with the Securities and Exchange Commission on July 17, 2018

Registration No. 333-

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

FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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

**Oklahoma**  
(State or other jurisdiction of  
incorporation or organization)

**6021**  
(Primary Standard Industrial  
Classification Code Number)

**73-1373454**  
(I.R.S. Employer  
Identification Number)

**Bank of Oklahoma Tower**  
**Boston Avenue at Second Street**  
**Tulsa, Oklahoma 74192**  
**(918) 588-6000**

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

**Frederic Dorwart**  
**Corporate Secretary and General Counsel**  
**124 East 4<sup>th</sup> Street**  
**Tulsa, Oklahoma 74103**  
**(918) 583-9922**

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

*With copies to:*

<b>Tamara R. Wagman</b>	<b>Lyne Andrich</b>	<b>Lee Meyerson, Esq.</b>
<b>Frederic Dorwart, Lawyers, PLLC</b>	<b>Chief Financial Officer &amp;</b>	<b>Elizabeth Cooper, Esq.</b>
<b>124 E. 4th Street</b>	<b>Chief Operating Officer</b>	<b>Simpson Thacher &amp; Bartlett LLP</b>
<b>Old City Hall</b>	<b>CoBiz Financial Inc.</b>	<b>425 Lexington Avenue</b>
<b>Tulsa, Oklahoma 74103</b>	<b>1401 Lawrence Street, Suite 1200</b>	<b>New York, New York 10017</b>
<b>(918) 583-8251</b>	<b>Denver, Colorado 80202</b>	<b>(212) 455-2000</b>
	<b>(303) 312-3400</b>	

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon completion of the merger described in the enclosed proxy statement/prospectus.

Edgar Filing: BOK FINANCIAL CORP ET AL - Form S-4

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, 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 of 1933, 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.

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. (Check one):

**Table of Contents**

Large accelerated filer Accelerated filer

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

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 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.00006 per share	7,231,705 <sup>(1)</sup>	95.27	\$688,964,500 <sup>(2)</sup>	\$85,780.50 <sup>(3)</sup>

- (1) Represents the maximum number of shares of common stock, par value 0.00006 per share ( BOK common stock ), of the registrant ( BOK ) estimated to be issuable upon completion of the merger described herein, pursuant to the terms of the Agreement and Plan of Merger, dated as of June 17, 2018, by and between CoBiz Financial Inc. ( CoBiz ) and BOK, which is attached to the proxy statement/prospectus as Annex A (the merger agreement ). This number is based on the product of (a) an exchange ratio of 0.17 shares of BOK common stock for each share of CoBiz common stock and (b) the sum of (i) 42,392,775, the aggregate number of shares of common stock, par value \$0.01 per share ( CoBiz common stock ), of CoBiz, outstanding as of July 12, 2018, except for shares of CoBiz common stock owned by CoBiz as treasury stock or otherwise owned by CoBiz, BOK or BOKF Merger Corporation Number Sixteen ( Merger Sub ) (in each case other than in a fiduciary or agency capacity or as a result of debts previously contracted), which number includes 348,813 shares of CoBiz common stock granted in respect of outstanding CoBiz restricted stock awards and CoBiz restricted stock awards that may be granted in the future pursuant to the terms of the merger agreement, plus (ii) 146,664, the aggregate number of shares of CoBiz common stock reserved for issuance upon the exercise of CoBiz stock options and stock appreciation rights outstanding as of July 12, 2018.
- (2) The proposed maximum aggregate offering price of the registrant's common stock, calculated based upon the market value of shares of CoBiz common stock in accordance with Rules 457(c) and 457(f) under the Securities Act, is an amount equal to (a) \$688,964,500, calculated as the product of (i) 42,539,439, the estimated number of shares of CoBiz common stock that may be canceled in the merger and exchanged for shares of BOK common stock (calculated as shown in note (1) above), and (ii) \$21.90, the average of the high and low prices per share of CoBiz common stock as reported on the NASDAQ Global Select Market on July 12, 2018, minus (b)

\$242,474,802, the estimated aggregate amount of cash to be paid by BOK to CoBiz shareholders in the merger, calculated as a product of (i) 42,539,439, the estimated number of shares of CoBiz common stock that may be canceled in the merger and exchanged for shares of BOK common stock (calculated as shown in note (1) above), and (ii) \$5.70, the cash portion of the merger consideration.

- (3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act based on a rate of \$124.50 per \$1,000,000 of the proposed maximum aggregate offering price.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the tnt-family:Times New Roman" SIZE="1">The Dow Chemical Company**

**The Dow Chemical Company InterNotes**