

Grieb Frances Pallas  
 Form 4  
 December 04, 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 \*  
 Grieb Frances Pallas

(Last) (First) (Middle)

C/O GREAT WESTERN BANCORP, INC., 225 SOUTH MAIN AVENUE

(Street)

SIOUX FALLS, SD 57104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Great Western Bancorp, Inc. [GWB]

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

11/30/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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

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SEC 1474 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of Derivative | 5. Number | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|------------------------------|-----------|---|--|----|

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| Security<br>(Instr. 3)              | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | S                   |                    |  |  |
|-------------------------------------|---|-------------------------|--------------------|---|------------------|------------------|---------------------|--------------------|--|--|
|                                     |   |                         | Code               | V   | (A)              | (D)              | Date<br>Exercisable | Expiration<br>Date | Title  | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock Units -<br>2014 | (1)   |                         |                    |   |                  |                  | (2)                 | (2)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 3,333                                  |
| Restricted<br>Stock Units -<br>2015 | (1)   |                         |                    |   |                  |                  | (3)                 | (3)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,949                                  |
| Restricted<br>Stock Units -<br>2016 | (1)   |                         |                    |   |                  |                  | (4)                 | (4)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,522                                  |
| Performance<br>Stock Units -<br>IPO | (1)   |                         |                    |   |                  |                  | (5)                 | (5)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 2,806                                  |
| Restricted<br>Stock Units -<br>2017 | (1)   |                         |                    |   |                  |                  | (6)                 | (6)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,461                                  |
| Restricted<br>Stock Units -<br>2018 | (1)   | 11/30/2018              | A                  |   | 1,608            |                  | (7)                 | (7)                | Common<br>Stock, par<br>value<br>\$0.01 per<br>share | 1,608                                  |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Grieb Frances Pallas  
C/O GREAT WESTERN BANCORP, INC. X  
225 SOUTH MAIN AVENUE  
SIOUX FALLS, SD 57104

## Signatures

Donald J Straka, as attorney-in-fact for Francis Pallas  
Grieb 12/04/2018

\_\_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).
- (1) Each restricted stock unit represents a contingent right to receive one share of the common stock, par value \$0.01 per share, of Great Western Bancorp, Inc.
- (2) The restricted stock units vested 100% on the grant date, October 20, 2014. The restricted stock units have no expiration date.
- (3) The restricted stock units vested 100% on the grant date, December 4, 2015. The restricted stock units have no expiration date.
- (4) The vesting and issuance of performance stock units granted in December 2016 and based on the achievement of pre-established performance objectives over a three year period ended September 30, 2019.
- (5) The vesting of performance stock units granted in conjunction with the initial public offering in October 2014 and based on the achievement of pre-established performance objectives over a three-year performance period ended September 30, 2017. The performance stock units have no expiration date.
- (6) The restricted stock units vested 100% on the grant date, December 1, 2017. The restricted stock units have no expiration date.
- (7) The restricted stock units vested 100% on the grant date, November 30, 2018. The restricted stock units have no expiration date.

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.