HOME BANCSHARES INC
Form 10-Q
May 06, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

x **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the Quarterly Period Ended March 31, 2016

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: 000-51904

HOME BANCSHARES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Arkansas **(State or other jurisdiction of** **incorporation or organization)**	**71-0682831** **(I.R.S. Employer** **Identification No.)**
719 Harkrider, Suite 100, Conway, Arkansas **(Address of principal executive offices)**	**72032** **(Zip Code)**

(501) 339-2929

(Registrant s telephone number, including area code)

Not Applicable

Former name, former address and former fiscal year, if changed since last report

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 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 ¨

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 ¨

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer ¨
Non-accelerated filer ¨	Smaller reporting company ¨

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

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practical date.

Common Stock Issued and Outstanding: 70,189,877 shares as of April 29, 2016.

Table of Contents

HOME BANCSHARES, INC.

FORM 10-Q

March 31, 2016

INDEX

Table of Contents

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of our statements contained in this document, including matters discussed under the caption Management s Discussion and Analysis of Financial Condition and Results of Operation, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements relate to future events or our future financial performance and include statements about the competitiveness of the banking industry, potential regulatory obligations, our entrance and expansion into other markets, including through potential acquisitions, our other business strategies and other statements that are not historical facts. Forward-looking statements are not guarantees of performance or results. When we use words like may, plan, contemplate, anticipate, believe, intend, continue, expect, project, estimate, could, should, would, and similar expressions, you should consider them as identifying forward-looking statements, although we may use other phrasing. These forward-looking statements involve risks and uncertainties and are based on our beliefs and assumptions, and on the information available to us at the time that these disclosures were prepared. These forward-looking statements involve risks and uncertainties and may not be realized due to a variety of factors, including, but not limited to, the following:

- the effects of future economic conditions, including inflation or a decrease in commercial real estate and residential housing values;
- governmental monetary and fiscal policies, as well as legislative and regulatory changes;
- the impact of the Dodd-Frank financial regulatory reform act and regulations issued thereunder;
- the risks of changes in interest rates or the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities;
- the effects of terrorism and efforts to combat it;
- credit risks;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating regionally, nationally and internationally, together with competitors offering banking products and services by mail, telephone and the Internet;
- the effect of any mergers, acquisitions or other transactions to which we or our subsidiaries may from time to time be a party, including our ability to successfully integrate any businesses that we acquire;

- the failure of assumptions underlying the establishment of our allowance for loan losses; and

- the failure of assumptions underlying the estimates of the fair values for our covered assets, FDIC indemnification asset and FDIC claims receivable.

All written or oral forward-looking statements attributable to us are expressly qualified in their entirety by this Cautionary Note. Our actual results may differ significantly from those we discuss in these forward-looking statements. For other factors, risks and uncertainties that could cause our actual results to differ materially from estimates and projections contained in these forward-looking statements, see the Risk Factors section of our Form 10-K filed with the Securities and Exchange Commission (the SEC) on February 26, 2016.

Table of Contents

PART I: FINANCIAL INFORMATION

Item 1: Financial Statements

Home BancShares, Inc.

Consolidated Balance Sheets

(In thousands, except share data)	March 31, 2016 (Unaudited)	December 31, 2015
Assets		
Cash and due from banks	$ 115,206	$ 111,258
Interest-bearing deposits with other banks	42,866	144,565
Cash and cash equivalents	158,072	255,823
Federal funds sold	7,050	1,550
Investment securities available-for-sale	1,207,773	1,206,580
Investment securities held-to-maturity	299,050	309,042
Loans receivable not covered by loss share	6,792,170	6,579,401
Loans receivable covered by FDIC loss share	60,042	62,170
Allowance for loan losses	(72,306)	(69,224)
Loans receivable, net	6,779,906	6,572,347
Bank premises and equipment, net	210,764	212,163
Foreclosed assets held for sale not covered by loss share	19,657	18,526
Foreclosed assets held for sale covered by FDIC loss share	545	614
FDIC indemnification asset	8,656	9,284
Cash value of life insurance	85,538	85,146
Accrued interest receivable	28,833	29,132
Deferred tax asset, net	69,564	71,565
Goodwill	377,983	377,983
Core deposit and other intangibles	20,598	21,443
Other assets	123,462	117,924
Total assets	$ 9,397,451	$ 9,289,122
Liabilities and Stockholders Equity		
Deposits:		
Demand and non-interest-bearing	$ 1,562,565	$ 1,456,624
Savings and interest-bearing transaction accounts	3,602,868	3,551,684
Time deposits	1,412,086	1,430,201
Total deposits	6,577,519	6,438,509
Securities sold under agreements to repurchase	121,906	128,389
FHLB and other borrowed funds	1,336,233	1,405,945

Accrued interest payable and other liabilities		73,185		55,696
Subordinated debentures		60,826		60,826
Total liabilities		8,169,669		8,089,365
Stockholders equity:				
Common stock, par value $0.01; shares authorized 100,000,000 in 2016 and 2015; shares issued and outstanding 70,189,877 in 2016 and 70,120,502 in 2015		702		701
Capital surplus		862,827		867,981
Retained earnings		357,788		326,898
Accumulated other comprehensive income		6,465		4,177
Total stockholders equity		1,227,782		1,199,757
Total liabilities and stockholders equity	$	9,397,451	$	9,289,122

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Income

(In thousands, except per share data)	Three Months Ended March 31, 2016 (Unaudited)	Three Months Ended March 31, 2015 (Unaudited)
Interest income:		
Loans	$ 96,913	$ 75,487
Investment securities		
Taxable	5,450	5,543
Tax-exempt	2,815	2,752
Deposits other banks	102	91
Federal funds sold	4	8
Total interest income	105,284	83,881
Interest expense:		
Interest on deposits	3,634	3,258
Federal funds purchased	1	1
FHLB and other borrowed funds	3,070	1,050
Securities sold under agreements to repurchase	145	172
Subordinated debentures	377	329
Total interest expense	7,227	4,810
Net interest income	98,057	79,071
Provision for loan losses	5,677	3,787
Net interest income after provision for loan losses	92,380	75,284
Non-interest income:		
Service charges on deposit accounts	5,929	5,418
Other service charges and fees	7,117	6,216
Trust fees	404	432
Mortgage lending income	2,863	1,932
Insurance commissions	657	567
Income from title services	4	34
Increase in cash value of life insurance	395	308
Dividends from FHLB, FRB, Bankers bank & other	620	415
Gain on acquisitions		1,635
Gain (loss) on sale of branches, net	(53)	8
Gain (loss) on OREO, net	96	493
Gain (loss) on securities, net	10	4
FDIC indemnification accretion/(amortization), net	(362)	(3,956)

Other income	1,757	1,164
Total non-interest income	19,437	14,670
Non-interest expense:		
Salaries and employee benefits	23,958	19,390
Occupancy and equipment	6,671	6,049
Data processing expense	2,664	2,419
Other operating expenses	12,355	12,855
Total non-interest expense	45,648	40,713
Income before income taxes	66,169	49,241
Income tax expense	24,742	18,122
Net income	$ 41,427	$ 31,119
Basic earnings per share	$ 0.59	$ 0.46
Diluted earnings per share	$ 0.59	$ 0.46

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Comprehensive Income

	Three Months Ended March 31,	
	2016	**2015**
(In thousands)	**(Unaudited)**	
Net income	$ 41,427	$ 31,119
Net (loss) unrealized gain on available-for-sale securities	3,775	5,058
Less: reclassification adjustment for realized (gains) losses included in income	(10)	(4)
Other comprehensive (loss) income, before tax effect	3,765	5,054
Tax effect	(1,477)	(1,983)
Other comprehensive income (loss) income	2,288	3,071
Comprehensive income	$ 43,715	$ 34,190

See Condensed Notes to Consolidated Financial Statements.

6

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Stockholders Equity

Three Months Ended March 31, 2016 and 2015

(In thousands, except share data)	Common Stock	Capital Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance at January 1, 2015	$ 676	$ 781,328	$ 226,279	$ 7,009	$ 1,015,292
Comprehensive income:					
Net income			31,119		31,119
Other comprehensive income (loss)				3,071	3,071
Net issuance of 1,464 shares of common stock from exercise of stock options		7			7
Repurchase of 67,332 shares of common stock	(1)	(2,014)			(2,015)
Tax benefit from stock options exercised		15			15
Share-based compensation net issuance of 71,992 shares of restricted common stock	1	520			521
Cash dividends Common Stock, $0.125 per share			(8,447)		(8,447)
Balances at March 31, 2015 (unaudited)	676	779,856	248,951	10,080	1,039,563
Comprehensive income:					
Net income			107,080		107,080
Other comprehensive income (loss)				(5,903)	(5,903)
Net issuance of 203,072 shares of common stock from exercise of stock options	2	380			382
Issuance of 2,079,854 shares of common stock from acquisition of FBBI, net of issuance costs of approximately $60	21	83,753			83,774
Tax benefit from stock options exercised		590			590
Share-based compensation net issuance of 260,842 shares of restricted common stock	2	3,402			3,404
Cash dividends Common Stock, $0.425 per share			(29,133)		(29,133)
Balances at December 31, 2015	701	867,981	326,898	4,177	1,199,757
Comprehensive income:					
Net income			41,427		41,427
Other comprehensive income (loss)				2,288	2,288
Net issuance of 216,908 shares of common stock from exercise of stock options plus issuance of 5,000 bonus shares of unrestricted common stock	2	1,141			1,143
Repurchase of 230,900 shares of common stock	(2)	(8,840)			(8,842)
Tax benefit from stock options exercised		1,119			1,119
	1	1,426			1,427

Share-based compensation net issuance of 78,367 shares of restricted common stock							
Cash dividends Common Stock, $0.15 per share				(10,537)			(10,537)
Balances at March 31, 2016 (unaudited)	$	702	$ 862,827	$ 357,788	$	6,465	$ 1,227,782

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Consolidated Statements of Cash Flows

	Three Months Ended March 31,	
	2016	2015
(In thousands)	(Unaudited)	
Operating Activities		
Net income	$ 41,427	$ 31,119
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation	2,722	2,635
Amortization/(accretion)	3,954	6,742
Share-based compensation	1,427	521
Tax benefits from stock options exercised	(1,119)	(15)
(Gain) loss on assets	(53)	(501)
Gain on acquisitions		(1,635)
Provision for loan losses	5,677	3,787
Deferred income tax effect	524	3,650
Increase in cash value of life insurance	(395)	(308)
Originations of mortgage loans held for sale	(68,932)	(49,603)
Proceeds from sales of mortgage loans held for sale	77,188	51,145
Changes in assets and liabilities:		
Accrued interest receivable	299	533
Indemnification and other assets	(5,269)	(433)
Accrued interest payable and other liabilities	18,608	26,522
Net cash provided by (used in) operating activities	76,058	74,159
Investing Activities		
Net (increase) decrease in federal funds sold	(5,500)	(5,850)
Net (increase) decrease in loans, excluding loans acquired	(225,784)	(14,456)
Purchases of investment securities available-for-sale	(67,837)	(53,416)
Proceeds from maturities of investment securities available-for-sale	66,706	54,958
Proceeds from sale of investment securities available-for-sale	1,377	4
Purchases of investment securities held-to-maturity		(2,540)
Proceeds from maturities of investment securities held-to-maturity	9,581	14,205
Proceeds from foreclosed assets held for sale	3,326	8,243
Proceeds from sale of insurance book of business		2,938
Purchases of premises and equipment, net	(1,376)	(5,041)
Return of investment on cash value of life insurance		27
Net cash proceeds (paid) received market acquisitions		429,902
Net cash provided by (used in) investing activities	(219,507)	428,974

Financing Activities		
Net increase (decrease) in deposits, excluding deposits acquired	139,010	10,680
Net increase (decrease) in securities sold under agreements to repurchase	(6,483)	2,150
Net increase (decrease) in FHLB and other borrowed funds	(69,712)	(420,480)
Proceeds from exercise of stock options	1,143	7
Repurchase of common stock	(8,842)	(2,015)
Tax benefits from stock options exercised	1,119	15
Dividends paid on common stock	(10,537)	(8,447)
Net cash provided by (used in) financing activities	45,698	(418,090)
Net change in cash and cash equivalents	(97,751)	85,043
Cash and cash equivalents beginning of year	255,823	112,528
Cash and cash equivalents end of period	$ 158,072	$ 197,571

See Condensed Notes to Consolidated Financial Statements.

Table of Contents

Home BancShares, Inc.

Condensed Notes to Consolidated Financial Statements

(Unaudited)

1. Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Home BancShares, Inc. (the Company or HBI) is a bank holding company headquartered in Conway, Arkansas. The Company is primarily engaged in providing a full range of banking services to individual and corporate customers through its wholly-owned community bank subsidiary Centennial Bank (sometimes referred to as Centennial or the Bank). The Bank has branch locations in Arkansas, Florida and South Alabama and a loan production office in New York City. The Company is subject to competition from other financial institutions. The Company also is subject to the regulation of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities.

A summary of the significant accounting policies of the Company follows:

Operating Segments

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. The Bank is the only significant subsidiary upon which management makes decisions regarding how to allocate resources and assess performance. Each of the branches of the Bank provide a group of similar community banking services, including such products and services as commercial, real estate and consumer loans, time deposits, checking and savings accounts. The individual bank branches have similar operating and economic characteristics. While the chief decision maker monitors the revenue streams of the various products, services and branch locations, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the community banking services and branch locations are considered by management to be aggregated into one reportable operating segment, community banking.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses, the valuation of investment securities, the valuation of foreclosed assets, the valuations of assets acquired and liabilities assumed in business combinations, covered loans and the related indemnification asset. In connection with the determination of the allowance for loan losses and the valuation of foreclosed assets, management obtains independent appraisals for significant properties.

Principles of Consolidation

The consolidated financial statements include the accounts of HBI and its subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

Reclassifications

Various items within the accompanying consolidated financial statements for previous years have been reclassified to provide more comparative information. These reclassifications had no effect on net earnings or stockholders equity.

Table of Contents

Interim financial information

The accompanying unaudited consolidated financial statements as of March 31, 2016 and 2015 have been prepared in condensed format, and therefore do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements.

The information furnished in these interim statements reflects all adjustments which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the consolidated financial statements and notes thereto included in the Company s 2015 Form 10-K, filed with the Securities and Exchange Commission.

Earnings per Share

Basic earnings per share is computed based on the weighted-average number of shares outstanding during each year. Diluted earnings per share is computed using the weighted-average shares and all potential dilutive shares outstanding during the period. The following table sets forth the computation of basic and diluted earnings per share (EPS) for the following periods:

	Three Months Ended March 31,	
	2016	**2015**
	(In thousands)	
Net income	$ 41,427	$ 31,119
Average shares outstanding	70,195	67,589
Effect of common stock options	149	334
Average diluted shares outstanding	70,344	67,923
Basic earnings per share	$ 0.59	$ 0.46
Diluted earnings per share	$ 0.59	$ 0.46

2. Business Combinations

Acquisition of Florida Business BancGroup, Inc.

On October 1, 2015, the Company completed its acquisition of Florida Business BancGroup, Inc. (FBBI), parent company of Bay Cities Bank (Bay Cities). The Company paid a purchase price to the FBBI shareholders of $104.1 million for the FBBI acquisition. Under the terms of the agreement, shareholders of FBBI received 2,079,854 shares of its common stock valued at approximately $83.8 million as of October 1, 2015, plus approximately $20.3 million in cash in exchange for all outstanding shares of FBBI common stock. A portion of the cash consideration, $2.0 million, has been placed into escrow, and FBBI shareholders will have a contingent right to receive their pro-rata portions of such amount. The amount, if any, of such escrowed funds to be released to FBBI shareholders will depend upon the amount of losses that HBI incurs in the two years following the completion of the merger related to two class action lawsuits that are pending against Bay Cities.

FBBI formerly operated six branch locations and a loan production office in the Tampa Bay area and in Sarasota, Florida. Including the effects of any purchase accounting adjustments, as of October 1, 2015, FBBI had approximately $564.5 million in total assets, $408.3 million in loans after $14.1 million of loan discounts, and $472.0 million in deposits.

See Note 2 Business Combinations in the Notes to Consolidated Financial Statements on Form 10-K for the year ended December 31, 2015 for an additional discussion regarding the acquisition of FBBI.

Table of Contents

Acquisition of Pool of National Commercial Real Estate Loans

On April 1, 2015, the Company s wholly-owned bank subsidiary, Centennial, entered into an agreement with AM PR LLC, an affiliate of J.C. Flowers & Co. (collectively, the Seller), to purchase a pool of national commercial real estate loans totaling approximately $289.1 million for a purchase price of 99% of the total principal value of the acquired loans. The purchase of the loans was completed on April 1, 2015. The acquired loans were originated by the former Doral Bank within its Doral Property Finance portfolio (DPF Portfolio) and were transferred to the Seller by Banco Popular of Puerto Rico (Popular) upon its acquisition of the assets and liabilities of Doral Bank from FDIC, as receiver for the failed Doral Bank. This pool of loans is now housed in a division of Centennial known as the Centennial Commercial Finance Group (Centennial CFG). The Centennial CFG is responsible for servicing the acquired loan pool and originating new loan production.

In connection with this acquisition of loans, we opened a loan production office on April 23, 2015 in New York City. Through the loan production office, Centennial CFG is building out a national lending platform focusing on commercial real estate plus commercial and industrial loans. As of March 31, 2016 and December 31, 2015, Centennial CFG had $851.4 and $715.7 million in total loans net of discount, respectively. Centennial CFG currently has plans to build this loan portfolio to $1.2 billion to $1.3 billion by the end of 2016. During 2016, we have plans to open a deposit-only branch location in New York City.

Acquisition of Doral Bank s Florida Panhandle operations

On February 27, 2015, the Company s banking subsidiary, Centennial, acquired all the deposits and substantially all the assets of Doral Bank s Florida Panhandle operations (Doral Florida) through an alliance agreement with Popular who was the successful lead bidder with the FDIC on the failed Doral Bank of San Juan, Puerto Rico. Including the effects of the purchase accounting adjustments, the acquisition provided the Company with loans of approximately $37.9 million net of loan discounts, deposits of approximately $467.6 million, plus a $428.2 million cash settlement to balance the transaction. There is no loss-share with the FDIC in the acquired assets.

Prior to the acquisition, Doral Florida operated five branch locations in Panama City, Panama City Beach and Pensacola, Florida plus a loan production office in Tallahassee, Florida. At the time of acquisition, Centennial operated 29 branch locations in the Florida Panhandle. As a result, the Company closed all five branch locations during the July 2015 systems conversion and returned the facilities back to the FDIC.

See Note 2 Business Combinations in the Notes to Consolidated Financial Statements on Form 10-K for the year ended December 31, 2015 for an additional discussion regarding the acquisition of Doral Florida.

3. Investment Securities

The amortized cost and estimated fair value of investment securities that are classified as available-for-sale and held-to-maturity are as follows:

	March 31, 2016			
	Available-for-Sale			
	Amortized Cost	Gross Unrealized	Gross Unrealized	Estimated Fair Value

		Gains	(Losses)	
		(In thousands)		
U.S. government-sponsored enterprises	$ 339,540	$ 2,699	$ (815)	$ 341,424
Residential mortgage-backed securities	258,360	2,131	(392)	260,099
Commercial mortgage-backed securities	335,858	2,184	(605)	337,437
State and political subdivisions	210,953	6,793	(107)	217,639
Other securities	52,424	417	(1,667)	51,174
Total	$ 1,197,135	$ 14,224	$ (3,586)	$ 1,207,773

	Held-to-Maturity			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(In thousands)			
U.S. government-sponsored enterprises	$ 7,300	$ 74	$ (6)	$ 7,368
Residential mortgage-backed securities	88,506	647	(98)	89,055
Commercial mortgage-backed securities	41,190	565		41,755
State and political subdivisions	162,054	5,198	(5)	167,247
Total	$ 299,050	$ 6,484	$ (109)	$ 305,425

	December 31, 2015			
	Available-for-Sale			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(In thousands)			
U.S. government-sponsored enterprises	$ 367,911	$ 1,875	$ (1,246)	$ 368,540
Residential mortgage-backed securities	254,531	1,580	(1,356)	254,755
Commercial mortgage-backed securities	311,279	994	(1,713)	310,560
State and political subdivisions	211,546	7,723	(151)	219,118
Other securities	54,440	191	(1,024)	53,607
Total	$ 1,199,707	$ 12,363	$ (5,490)	$ 1,206,580

	Held-to-Maturity			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(In thousands)			
U.S. government-sponsored enterprises	$ 7,395	$ 37	$ (17)	$ 7,415
Residential mortgage-backed securities	92,585	250	(282)	92,553
Commercial mortgage-backed securities	41,579	155	(42)	41,692
State and political subdivisions	167,483	4,870	(69)	172,284
Total	$ 309,042	$ 5,312	$ (410)	$ 313,944

Assets, principally investment securities, having a carrying value of approximately $1.19 billion and $1.25 billion at March 31, 2016 and December 31, 2015, respectively, were pledged to secure public deposits and for other purposes required or permitted by law. Also, investment securities pledged as collateral for repurchase agreements totaled approximately $121.9 million and $128.4 million at March 31, 2016 and December 31, 2015, respectively.

The amortized cost and estimated fair value of securities classified as available-for-sale and held-to-maturity at March 31, 2016, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
	(In thousands)			
Due in one year or less	$ 239,912	$ 240,854	$ 60,345	$ 61,556
Due after one year through five years	749,709	758,331	177,476	181,852
Due after five years through ten years	150,817	151,475	24,187	24,647
Due after ten years	56,697	57,113	37,042	37,370
Total	$ 1,197,135	$ 1,207,773	$ 299,050	$ 305,425

For purposes of the maturity tables, mortgage-backed securities, which are not due at a single maturity date, have been allocated over maturity groupings based on anticipated maturities. The mortgage-backed securities may mature earlier than their weighted-average contractual maturities because of principal prepayments.

During the three-month period ended March 31, 2016, approximately $1.4 million, in available-for-sale securities were sold. The gross realized gains on the sales for the three month period ended March 31, 2016 totaled approximately $10,000. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

During the three-month period ended March 31, 2015, approximately $931,000, in available-for-sale securities were sold. The gross realized gains on the sales for the three month period ended March 31, 2015 totaled approximately $4,000. The income tax expense/benefit to net security gains and losses was 39.225% of the gross amounts.

The Company evaluates all securities quarterly to determine if any unrealized losses are deemed to be other than temporary. In completing these evaluations the Company follows the requirements of FASB ASC 320, *Investments - Debt and Equity Securities.* Certain investment securities are valued less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, management believes the declines in fair value for these securities are temporary. The Company does not intend to sell or believe it will be required to sell these investments before recovery of their amortized cost bases, which may be maturity. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other-than-temporary impairment is identified.

During the three-month period ended March 31, 2016, no securities were deemed to have other-than-temporary impairment.

For the three months ended March 31, 2016, the Company had investment securities of approximately $1.5 million in unrealized losses, which have been in continuous loss positions for more than twelve months. Excluding impairment write downs taken in prior periods, the Company s assessments indicated that the cause of the market depreciation was primarily the change in interest rates and not the issuer s financial condition, or downgrades by rating agencies. In addition, approximately 82.1% of the Company s investment portfolio matures in five years or less. As a result, the Company has the ability and intent to hold such securities until maturity.

The following shows gross unrealized losses and estimated fair value of investment securities classified as available-for-sale and held-to-maturity with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that individual investment securities have been in a continuous loss position as of March 31, 2016 and December 31, 2015:

	March 31, 2016					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government-sponsored enterprises	$ 101,927	$ (768)	$ 12,527	$ (53)	$ 114,454	$ (821)
Residential mortgage-backed securities	73,193	(274)	17,835	(215)	91,028	(490)
Commercial mortgage-backed securities	80,644	(401)	23,372	(205)	104,016	(605)

State and political subdivisions	13,801	(88)	2,460	(24)	16,261	(112)
Other securities	12,871	(632)	15,204	(1,035)	28,075	(1,667)
Total	$ 282,436	$ (2,163)	$ 71,398	$ (1,532)	$ 353,834	$ (3,695)

Table of Contents

	December 31, 2015					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(In thousands)					
U.S. government-sponsored enterprises	$ 135,128	$ (1,240)	$ 4,751	$ (24)	$ 139,879	$ (1,264)
Residential mortgage-backed securities	200,256	(1,445)	10,511	(193)	210,767	(1,638)
Commercial mortgage-backed securities	192,644	(1,449)	23,592	(305)	216,236	(1,754)
State and political subdivisions	27,334	(202)	4,400	(18)	31,734	(220)
Other securities	21,866	(339)	15,803	(685)	37,669	(1,024)
Total	$ 577,228	$ (4,675)	$ 59,057	$ (1,225)	$ 636,285	$ (5,900)

Income earned on securities for the three months ended March 31, 2016 and 2015, is as follows:

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Taxable:		
Available-for-sale	$ 4,567	$ 4,507
Held-to-maturity	883	1,036
Non-taxable:		
Available-for-sale	1,574	1,346
Held-to-maturity	1,241	1,406
Total	$ 8,265	$ 8,295

4. Loans Receivable Not Covered by Loss Share

The various categories of loans not covered by loss share are summarized as follows:

	March 31, 2016	December 31, 2015
	(In thousands)	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	$ 2,889,735	$ 2,968,147
Construction/land development	976,098	943,095
Agricultural	75,763	75,027
Residential real estate loans		
Residential 1-4 family	1,145,080	1,130,714
Multifamily residential	437,721	429,872

Total real estate	5,524,397	5,546,855
Consumer	50,090	52,258
Commercial and industrial	1,070,139	850,357
Agricultural	63,482	67,109
Other	84,062	62,822
Loans receivable not covered by loss share	$ 6,792,170	$ 6,579,401

During the three-month periods ended March 31, 2016 and 2015, no SBA loans were sold.

14

Table of Contents

Mortgage loans held for sale of approximately $30.6 million and $38.9 million at March 31, 2016 and December 31, 2015, respectively, are included in residential 1-4 family loans. Mortgage loans held for sale are carried at the lower of cost or fair value, determined using an aggregate basis. Gains and losses resulting from sales of mortgage loans are recognized when the respective loans are sold to investors. Gains and losses are determined by the difference between the selling price and the carrying amount of the loans sold, net of discounts collected or paid. The Company obtains forward commitments to sell mortgage loans to reduce market risk on mortgage loans in the process of origination and mortgage loans held for sale. The forward commitments acquired by the Company for mortgage loans in process of origination are considered mandatory forward commitments. Because these commitments are structured on a mandatory basis, the Company is required to substitute another loan or to buy back the commitment if the original loan does not fund. These commitments are derivative instruments and their fair values at March 31, 2016 and December 31, 2015 were not material.

5. Loans Receivable Covered by FDIC Loss Share

The Company evaluated loans purchased in conjunction with the acquisitions under purchase and assumption agreements with the FDIC for impairment in accordance with the provisions of FASB ASC Topic 310-30. Purchased covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected.

The following table reflects the carrying value of all purchased FDIC covered impaired loans as of March 31, 2016 and December 31, 2015 for the Company:

	March 31, 2016	December 31, 2015
	(In thousands)	
Real estate:		
Commercial real estate loans		
Non-farm/non-residential	$ 192	$ 188
Construction/land development	1,702	1,692
Agricultural		
Residential real estate loans		
Residential 1-4 family	57,243	59,565
Multifamily residential	379	384
Total real estate	59,516	61,829
Consumer		
Commercial and industrial	414	230
Other	112	111
Loans receivable covered by FDIC loss share	$ 60,042	$ 62,170

The acquired loans were grouped into pools based on common risk characteristics and were recorded at their estimated fair values, which incorporated estimated credit losses at the acquisition dates. These loan pools are systematically reviewed by the Company to determine material changes in cash flow estimates from those identified at the time of the acquisition. Techniques used in determining risk of loss are similar to the Centennial non-covered loan portfolio, with most focus being placed on those loan pools which include the larger loan relationships and those loan pools which exhibit higher risk characteristics. As of March 31, 2016 and December 31, 2015, $3.1 million and $3.3 million, respectively, were accruing loans past due 90 days or more.

Table of Contents

6. Allowance for Loan Losses, Credit Quality and Other

The following table presents a summary of changes in the allowance for loan losses for the non-covered and covered loan portfolios for the three months ended March 31, 2016:

	For Loans Not Covered by Loss Share	For Loans Covered by FDIC Loss Share (In thousands)	Total
Allowance for loan losses:			
Beginning balance	$ 66,636	$ 2,588	$ 69,224
Loans charged off	(3,876)	(71)	(3,947)
Recoveries of loans previously charged off	1,343	9	1,352
Net loans recovered (charged off)	(2,533)	(62)	(2,595)
Provision for loan losses for non-covered loans	5,677		5,677
Net provision for loan losses for covered loans			
Balance, March 31, 2016	$ 69,780	$ 2,526	$ 72,306

Allowance for Loan Losses and Credit Quality for Non-Covered Loans

The following tables present the balance in the allowance for loan losses for the non-covered loan portfolio for the three months ended March 31, 2016, and the allowance for loan losses and recorded investment in loans not covered by loss share based on portfolio segment by impairment method as of March 31, 2016. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories. Additionally, the Company s discounts for credit losses on non-covered loans acquired were $129.8 million, $139.5 million and $134.7 million at March 31, 2016, December 31, 2015 and March 31, 2015, respectively.

	Three Months Ended March 31, 2016						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial (In thousands)	Consumer & Other	Unallocated	Total
Allowance for loan losses:							
Beginning balance	$ 10,656	$ 26,794	$ 12,388	$ 9,305	$ 5,007	$ 2,486	$ 66,636
Loans charged off	(41)	(1,158)	(1,309)	(883)	(485)		(3,876)
Recoveries of loans previously charged off	19	38	466	529	291		1,343

Net loans recovered (charged off)	(22)	(1,120)	(843)	(354)	(194)		(2,533)
Provision for loan losses	947	3,681	1,254	1,050	695	(1,950)	5,677
Balance, March 31	$ 11,581	$ 29,355	$ 12,799	$ 10,001	$ 5,508	$ 536	$ 69,780

	As of March 31, 2016						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
				(In thousands)			
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 1,100	$ 2,057	$ 77	$ 1,603	$	$	$ 4,837
Loans collectively evaluated for impairment	10,481	27,226	12,511	8,397	5,507	536	64,658
Loans evaluated for impairment balance, March 31	11,581	29,283	12,588	10,000	5,507	536	69,495
Purchased credit impaired loans acquired		72	211	1	1		285
Balance, March 31	$ 11,581	$ 29,355	$ 12,799	$ 10,001	$ 5,508	$ 536	$ 69,780
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 17,968	$ 57,522	$ 70,643	$ 30,851	$ 1,270	$	$ 178,254
Loans collectively evaluated for impairment	938,651	2,809,843	1,462,783	1,023,053	194,439		6,428,769
Loans evaluated for impairment balance, March 31	956,619	2,867,365	1,533,426	1,053,904	195,709		6,607,023
Purchased credit impaired loans	19,479	98,133	49,375	16,235	1,925		185,147

acquired							
Balance, March 31	$ 976,098	$ 2,965,498	$ 1,582,801	$ 1,070,139	$ 197,634	$	$ 6,792,170

Table of Contents

The following tables present the balances in the allowance for loan losses for the non-covered loan portfolio for the three-month period ended March 31, 2015 and the year ended December 31, 2015, and the allowance for loan losses and recorded investment in loans not covered by loss share based on portfolio segment by impairment method as of December 31, 2015. Allocation of a portion of the allowance to one type of loans does not preclude its availability to absorb losses in other categories.

	Year Ended December 31, 2015						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
	(In thousands)						
Allowance for loan losses:							
Beginning balance	$ 8,116	$ 17,227	$ 13,446	$ 5,950	$ 5,798	$ 1,934	$ 52,471
Loans charged off	(83)	(802)	(864)	(829)	(572)		(3,150)
Recoveries of loans previously charged off	58	1	157	31	294		541
Net loans recovered (charged off)	(25)	(801)	(707)	(798)	(278)		(2,609)
Provision for loan losses	631	1,079	(1,455)	972	(210)	1,852	2,869
Balance, March 31	8,722	17,505	11,284	6,124	5,310	3,786	52,731
Loans charged off	(499)	(3,121)	(3,689)	(1,809)	(2,503)		(11,621)
Recoveries of loans previously charged off	140	738	725	771	533		2,907
Net loans recovered (charged off)	(359)	(2,383)	(2,964)	(1,038)	(1,970)		(8,714)
Provision for loan losses	1,548	10,395	4,806	4,187	1,661	(1,300)	21,297
Reclass of provision for loan losses attributable to FDIC loss share agreements	745	1,277	(738)	32	6		1,322
Balance, December 31	$ 10,656	$ 26,794	$ 12,388	$ 9,305	$ 5,007	$ 2,486	$ 66,636

	As of December 31, 2015						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
	(In thousands)						

Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 1,149	$ 2,115	$ 186	$ 921	$	$	$ 4,371
Loans collectively evaluated for impairment	9,506	24,511	12,157	8,383	5,006	2,486	62,049
Loans evaluated for impairment balance, December 31	10,655	26,626	12,343	9,304	5,006	2,486	66,420
Purchased credit impaired loans acquired	1	168	45	1	1		216
Balance, December 31	$ 10,656	$ 26,794	$ 12,388	$ 9,305	$ 5,007	$ 2,486	$ 66,636
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$ 21,215	$ 55,858	$ 18,240	$ 6,290	$ 1,053	$	$ 102,656
Loans collectively evaluated for impairment	901,147	2,887,880	1,490,866	825,640	179,391		6,284,924
Loans evaluated for impairment balance, December 31	922,362	2,943,738	1,509,106	831,930	180,444		6,387,580
Purchased credit impaired loans acquired	20,733	99,436	51,480	18,427	1,745		191,821
Balance, December 31	$ 943,095	$ 3,043,174	$ 1,560,586	$ 850,357	$ 182,189	$	$ 6,579,401

Table of Contents

The following is an aging analysis for the non-covered loan portfolio as of March 31, 2016 and December 31, 2015:

	March 31, 2016						
	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due	Current Loans	Total Loans Receivable	Accruing Loans Past Due 90 Days or More
				(In thousands)			
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 3,914	$ 1,438	$ 19,446	$ 24,798	$ 2,864,937	$ 2,889,735	$ 9,588
Construction/land development	324	186	7,940	8,450	967,648	976,098	3,855
Agricultural			544	544	75,219	75,763	31
Residential real estate loans							
Residential 1-4 family	9,684	2,271	13,004	24,959	1,120,121	1,145,080	2,415
Multifamily residential	500	98	896	1,494	436,227	437,721	1
Total real estate	14,422	3,993	41,830	60,245	5,464,152	5,524,397	15,890
Consumer	209	42	222	473	49,617	50,090	52
Commercial and industrial	2,971	176	12,317	15,464	1,054,675	1,070,139	6,066
Agricultural and other	262	3	1,048	1,313	146,231	147,544	
Total	$ 17,864	$ 4,214	$ 55,417	$ 77,495	$ 6,714,675	$ 6,792,170	$ 22,008

	December 31, 2015						
	Loans Past Due 30-59 Days	Loans Past Due 60-89 Days	Loans Past Due 90 Days or More	Total Past Due	Current Loans	Total Loans Receivable	Accruing Loans Past Due 90 Days or More
				(In thousands)			
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 1,494	$ 292	$ 25,058	$ 26,844	$ 2,941,303	$ 2,968,147	$ 9,247
Construction/land development	897	343	7,128	8,368	934,727	943,095	4,176
Agricultural	177		561	738	74,289	75,027	30
Residential real estate loans							
Residential 1-4 family	3,614	3,091	16,489	23,194	1,107,520	1,130,714	3,915

Multifamily residential	1,330		871	2,201	427,671	429,872	1
Total real estate	7,512	3,726	50,107	61,345	5,485,510	5,546,855	17,369
Consumer	133	66	285	484	51,774	52,258	46
Commercial and industrial	679	781	8,793	10,253	840,104	850,357	6,430
Agricultural and other	347	164	1,034	1,545	128,386	129,931	
Total	$ 8,671	$ 4,737	$ 60,219	$ 73,627	$ 6,505,774	$ 6,579,401	$ 23,845

Non-accruing loans not covered by loss share at March 31, 2016 and December 31, 2015 were $33.4 million and $36.4 million, respectively.

Table of Contents

The following is a summary of the non-covered impaired loans as of March 31, 2016 and December 31, 2015:

	March 31, 2016			Three Months Ended	
	Unpaid Contractual Principal Balance	Total Recorded Investment	Allocation of Allowance for Loan Losses	Average Recorded Investment	Interest Recognized
			(In thousands)		
Loans without a specific valuation allowance					
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	$ 29	$ 29	$	$ 29	$
Construction/land development					
Agricultural					
Residential real estate loans					
Residential 1-4 family	80	80		80	1
Multifamily residential	46	46		23	1
Total real estate	155	155		132	2
Consumer					
Commercial and industrial	50	50		31	1
Agricultural and other					
Total loans without a specific valuation allowance	205	205		163	3
Loans with a specific valuation allowance					
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	45,791	40,975	2,057	42,917	315
Construction/land development	17,830	15,408	1,100	15,242	75
Agricultural	566	544		553	
Residential real estate loans					
Residential 1-4 family	15,540	14,060	59	15,696	48
Multifamily residential	1,186	1,185	18	1,172	3
Total real estate	80,913	72,172	3,234	75,580	441
Consumer	252	222		254	1
Commercial and industrial	18,429	15,605	1,603	13,384	104
Agricultural and other	1,048	1,048		1,041	
Total loans with a specific valuation allowance	100,642	89,047	4,837	90,259	546
Total impaired loans					
Real estate:					

Commercial real estate loans					
Non-farm/non-residential	45,820	41,004	2,057	42,946	315
Construction/land development	17,830	15,408	1,100	15,242	75
Agricultural	566	544		553	
Residential real estate loans					
Residential 1-4 family	15,620	14,140	59	15,776	49
Multifamily residential	1,232	1,231	18	1,195	4
Total real estate	81,068	72,327	3,234	75,712	443
Consumer	252	222		254	1
Commercial and industrial	18,479	15,655	1,603	13,415	105
Agricultural and other	1,048	1,048		1,041	
Total impaired loans	$ 100,847	$ 89,252	$ 4,837	$ 90,422	$ 549

Note: Purchased non-covered loans acquired with deteriorated credit quality are accounted for on a pooled basis under ASC 310-30. All of these pools are currently considered to be performing resulting in none of the purchased non-covered loans acquired with deteriorated credit quality being classified as non-covered impaired loans as of March 31, 2016.

Table of Contents

	December 31, 2015			Year Ended	
	Unpaid Contractual Principal Balance	Total Recorded Investment	Allocation of Allowance for Loan Losses	Average Recorded Investment	Interest Recognized
			(In thousands)		
Loans without a specific valuation allowance					
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	$ 29	$ 29	$	$ 6	$ 2
Construction/land development					
Agricultural					
Residential real estate loans					
Residential 1-4 family	80	80		21	6
Multifamily residential					
Total real estate	109	109		27	8
Consumer					
Commercial and industrial	12	12		2	1
Agricultural and other					
Total loans without a specific valuation allowance	121	121		29	9
Loans with a specific valuation allowance					
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	47,861	44,858	2,115	43,900	1,139
Construction/land development	17,025	15,077	1,149	16,026	303
Agricultural	583	561		153	
Residential real estate loans					
Residential 1-4 family	18,454	17,333	168	16,947	390
Multifamily residential	1,160	1,160	18	3,281	34
Total real estate	85,083	78,989	3,450	80,307	1,866
Consumer	306	286		570	7
Commercial and industrial	13,385	11,163	921	6,542	191
Agricultural and other	1,034	1,034		614	4
Total loans with a specific valuation allowance	99,808	91,472	4,371	88,033	2,068
Total impaired loans					
Real estate:					
Commercial real estate loans					
Non-farm/non-residential	47,890	44,887	2,115	43,906	1,141
Construction/land development	17,025	15,077	1,149	16,026	303
Agricultural	583	561		153	
Residential real estate loans					
Residential 1-4 family	18,534	17,413	168	16,968	396
Multifamily residential	1,160	1,160	18	3,281	34

Total real estate	85,192	79,098	3,450	80,334	1,874
Consumer	306	286		570	7
Commercial and industrial	13,397	11,175	921	6,544	192
Agricultural and other	1,034	1,034		614	4
Total impaired loans	$ 99,929	$ 91,593	$ 4,371	$ 88,062	$ 2,077

Note: Purchased non-covered loans acquired with deteriorated credit quality are accounted for on a pooled basis under ASC 310-30. All of these pools are currently considered to be performing resulting in none of the purchased non-covered loans acquired with deteriorated credit quality being classified as non-covered impaired loans as of December 31, 2015.

Interest recognized on non-covered impaired loans during the three months ended March 31, 2016 and 2015 was approximately $549,000 and $494,000, respectively. The amount of interest recognized on non-covered impaired loans on the cash basis is not materially different than the accrual basis.

Table of Contents

Credit Quality Indicators. As part of the on-going monitoring of the credit quality of the Company s loan portfolio, management tracks certain credit quality indicators including trends related to (i) the risk rating of loans, (ii) the level of classified loans, (iii) net charge-offs, (iv) non-performing loans and (v) the general economic conditions in Arkansas, Florida and Alabama.

The Company utilizes a risk rating matrix to assign a risk rating to each of its loans. Loans are rated on a scale from 1 to 8. Descriptions of the general characteristics of the 8 risk ratings are as follows:

Risk rating 1 Excellent. Loans in this category are to persons or entities of unquestionable financial strength, a highly liquid financial position, with collateral that is liquid and well margined. These borrowers have performed without question on past obligations, and the Bank expects their performance to continue. Internally generated cash flow covers current maturities of long-term debt by a substantial margin. Loans secured by bank certificates of deposit and savings accounts, with appropriate holds placed on the accounts, are to be rated in this category.

Risk rating 2 Good. These are loans to persons or entities with strong financial condition and above-average liquidity that have previously satisfactorily handled their obligations with the Bank. Collateral securing the Bank s debt is margined in accordance with policy guidelines. Internally generated cash flow covers current maturities of long-term debt more than adequately. Unsecured loans to individuals supported by strong financial statements and on which repayment is satisfactory may be included in this classification.

Risk rating 3 Satisfactory. Loans to persons or entities with an average financial condition, adequate collateral margins, adequate cash flow to service long-term debt, and net worth comprised mainly of fixed assets are included in this category. These entities are minimally profitable now, with projections indicating continued profitability into the foreseeable future. Closely held corporations or businesses where a majority of the profits are withdrawn by the owners or paid in dividends are included in this rating category. Overall, these loans are basically sound.

Risk rating 4 Watch. Borrowers who have marginal cash flow, marginal profitability or have experienced an unprofitable year and a declining financial condition characterize these loans. The borrower has in the past satisfactorily handled debts with the Bank, but in recent months has either been late, delinquent in making payments, or made sporadic payments. While the Bank continues to be adequately secured, margins have decreased or are decreasing, despite the borrower s continued satisfactory condition. Other characteristics of borrowers in this class include inadequate credit information, weakness of financial statement and repayment capacity, but with collateral that appears to limit exposure. Included in this category are loans to borrowers in industries that are experiencing elevated risk.

Risk rating 5 Other Loans Especially Mentioned (OLEM). A loan criticized as OLEM has potential weaknesses that deserve management s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the institution s credit position at some future date. OLEM assets are not adversely classified and do not expose the institution to sufficient risk to warrant adverse classification.

Risk rating 6 Substandard. A loan classified as substandard is inadequately protected by the sound worth and paying capacity of the borrower or the collateral pledged. Loss potential, while existing in the aggregate amount of substandard loans, does not have to exist in individual assets.

Risk rating 7 Doubtful. A loan classified as doubtful has all the weaknesses inherent in a loan classified as substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. These are poor quality loans in which neither the collateral, if any, nor the financial condition of the borrower presently ensure collectability in full in a reasonable period of time; in fact, there is permanent impairment in the collateral securing the loan.

Table of Contents

Risk rating 8 Loss. Assets classified as loss are considered uncollectible and of such little value that the continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather, it is not practical or desirable to defer writing off this basically worthless asset, even though partial recovery may occur in the future. This classification is based upon current facts, not probabilities. Assets classified as loss should be charged-off in the period in which they became uncollectible.

The Company s classified loans include loans in risk ratings 6, 7 and 8. The following is a presentation of classified non-covered loans (excluding loans accounted for under ASC Topic 310-30) by class as of March 31, 2016 and December 31, 2015:

	March 31, 2016			
	Risk Rated 6	**Risk Rated 7**	**Risk Rated 8**	**Classified Total**
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	$ 40,235	$ 621	$	$ 40,856
Construction/land development	19,051			19,051
Agricultural	517			517
Residential real estate loans				
Residential 1-4 family	19,910	173		20,083
Multifamily residential	2,101			2,101
Total real estate	81,814	794		82,608
Consumer	292	16		308
Commercial and industrial	9,982	70		10,052
Agricultural and other	1,551	90		1,641
Total	$ 93,639	$ 970	$	$ 94,609

	December 31, 2015			
	Risk Rated 6	**Risk Rated 7**	**Risk Rated 8**	**Classified Total**
	(In thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential	$ 42,077	$ 706	$	$ 42,783
Construction/land development	17,821	1		17,822
Agricultural	534			534
Residential real estate loans				
Residential 1-4 family	18,497	276		18,773
Multifamily residential	2,075	30		2,105
Total real estate	81,004	1,013		82,017
Consumer	320	18		338
Commercial and industrial	5,869	29		5,898

Agricultural and other	1,582	90		1,672
Total	$ 88,775	$ 1,150	$	$ 89,925

Loans may be classified, but not considered impaired, due to one of the following reasons: (1) The Company has established minimum dollar amount thresholds for loan impairment testing. All loans over $2.0 million that are rated 5 8 are individually assessed for impairment on a quarterly basis. Loans rated 5 8 that fall under the threshold amount are not individually tested for impairment and therefore are not included in impaired loans; (2) of the loans that are above the threshold amount and tested for impairment, after testing, some are considered to not be impaired and are not included in impaired loans.

Table of Contents

The following is a presentation of non-covered loans by class and risk rating as of March 31, 2016 and December 31, 2015:

	March 31, 2016						
	Risk Rated 1	Risk Rated 2	Risk Rated 3	Risk Rated 4	Risk Rated 5	Classified Total	Total
	(In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 973	$ 5,185	$ 1,517,003	$ 1,195,142	$ 32,498	$ 40,856	$ 2,791,657
Construction/land development	117	1,193	208,936	724,189	3,133	19,051	956,619
Agricultural		265	50,658	24,089	179	517	75,708
Residential real estate loans							
Residential 1-4 family	1,324	1,812	838,602	227,872	12,574	20,083	1,102,267
Multifamily residential		153	312,678	60,752	55,475	2,101	431,159
Total real estate	2,414	8,608	2,927,877	2,232,044	103,859	82,608	5,357,410
Consumer	15,985	268	22,268	10,009	104	308	48,942
Commercial and industrial	16,678	10,362	636,248	354,099	26,465	10,052	1,053,904
Agricultural and other	4,375	888	74,692	64,906	265	1,641	146,767
Total risk rated loans	$ 39,452	$ 20,126	$ 3,661,085	$ 2,661,058	$ 130,693	$ 94,609	6,607,023
Purchased credit impaired loans acquired							185,147
Total non-covered loans							$ 6,792,170

	December 31, 2015						
	Risk Rated 1	Risk Rated 2	Risk Rated 3	Risk Rated 4	Risk Rated 5	Classified Total	Total
	(In thousands)						
Real estate:							
Commercial real estate loans							
Non-farm/non-residential	$ 1,064	$ 5,950	$ 1,603,950	$ 1,183,898	$ 31,405	$ 42,783	$ 2,869,050
Construction/land development	61	696	254,907	645,249	3,627	17,822	922,362
Agricultural		298	47,413	26,262	181	534	74,688
Residential real estate loans							
Residential 1-4 family	1,193	1,838	850,744	198,304	15,015	18,773	1,085,867

Multifamily residential		155	301,113	63,640	56,226	2,105	423,239
Total real estate	2,318	8,937	3,058,127	2,117,353	106,454	82,017	5,375,206
Consumer	16,367	318	23,768	10,266	109	338	51,166
Commercial and industrial	10,885	6,729	495,064	307,818	5,536	5,898	831,930
Agricultural and other	4,572	926	73,447	48,386	275	1,672	129,278
Total risk rated loans	$ 34,142	$ 16,910	$ 3,650,406	$ 2,483,823	$ 112,374	$ 89,925	6,387,580
Purchased credit impaired loans acquired							191,821
Total non-covered loans							$ 6,579,401

23

Table of Contents

The following is a presentation of non-covered troubled debt restructurings (TDRs   ) by class as of March 31, 2016 and December 31, 2015:

	March 31, 2016					
	Number of Loans	Pre-Modification Outstanding Balance	Rate Modification	Term Modification	Rate & Term Modification	Post-Modification Outstanding Balance
	(Dollars in thousands)					
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	13	$ 14,649	$ 8,311	$ 272	$ 5,664	$ 14,247
Construction/land development	1	560	556			556
Residential real estate loans						
Residential 1-4 family	8	1,086	811	137	101	1,049
Multifamily residential	2	341	46		289	335
Total real estate	24	16,636	9,724	409	6,054	16,187
Commercial and industrial	4	112		91	15	106
Total	28	$ 16,748	$ 9,724	$ 500	$ 6,069	$ 16,293

	December 31, 2015					
	Number of Loans	Pre-Modification Outstanding Balance	Rate Modification	Term Modification	Rate & Term Modification	Post-Modification Outstanding Balance
	(Dollars in thousands)					
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	13	$ 14,422	$ 9,189	$ 273	$ 4,626	$ 14,088
Construction/land development	2	1,026	1,018			1,018
Residential real estate loans						
Residential 1-4 family	8	2,813	811	1,925		2,736
Multifamily residential	1	295			290	290
Total real estate	24	18,556	11,018	2,198	4,916	18,132
Commercial and industrial	2	69		69		69
Total	26	$ 18,625	$ 11,018	$ 2,267	$ 4,916	$ 18,201

The following is a presentation of non-covered TDRs on non-accrual status as of March 31, 2016 and December 31, 2015 because they are not in compliance with the modified terms:

	March 31, 2016		December 31, 2015	
	Number of Loans	Recorded Balance	Number of Loans	Recorded Balance
	(Dollars in thousands)			
Real estate:				
Commercial real estate loans				
Non-farm/non-residential		$	3	$ 1,604
Residential real estate loans				
Residential 1-4 family	1	25	2	1,812
Total real estate	1	25	5	3,416
Commercial and industrial	1	15		
Total	2	$ 40	5	$ 3,416

In addition to the TDRs that occurred during the period provided in the preceding tables, the Company had TDRs with pre-modification loan balances of $78,000 and $3.4 million as of March 31, 2016 and December 31, 2015, respectively, for which other real estate owned (OREO) was received in full or partial satisfaction of the loans. The majority of such TDRs were in commercial real estate and residential real estate as of March 31, 2016 and December 31, 2015, respectively. At March 31, 2016, the Company had $3.6 million of residential real estate properties in OREO.

Table of Contents

The following is a presentation of non-covered foreclosed assets as of March 31, 2016 and December 31, 2015:

	March 31, 2016	December 31, 2015
	(In thousands)	
Commercial real estate loans		
Non-farm/non-residential	$ 11,430	$ 9,787
Construction/land development	4,649	5,286
Agricultural		
Residential real estate loans		
Residential 1-4 family	3,386	3,233
Multifamily residential	192	220
Total foreclosed assets held for sale	$ 19,657	$ 18,526

Allowance for Loan Losses and Credit Quality for Covered Loans

The following tables present the balance in the allowance for loan losses for the covered loan portfolio for the three-month period ended March 31, 2016, and the allowance for loan losses and recorded investment in loans covered by FDIC loss share based on portfolio segment by impairment method as of March 31, 2016.

	Three Months Ended March 31, 2016						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
			(In thousands)				
Allowance for loan losses:							
Beginning balance	$ 126	$ 4	$ 2,430	$ 19	$ 9	$	$ 2,588
Loans charged off	(46)	(25)					(71)
Recoveries of loans previously charged off			9				9
Net loans recovered (charged off)	(46)	(25)	9				(62)
Provision for loan losses forecasted outside of loss share							
Provision for loan losses before change attributable to FDIC loss share agreements	49	25	(88)	14			
Change attributable to FDIC loss share agreements	(49)	(25)	88	(14)			
Net provision for loan losses							
Reclass of provision for loan losses attributable to FDIC loss share							

agreements							
Increase in FDIC indemnification asset	49	25	(88)	14			
Balance, March 31	$ 129	$ 4	$ 2,351	$ 33	$ 9	$	$ 2,526

	As of March 31, 2016						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
			(In thousands)				
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment							
Loans evaluated for impairment balance, March 31							
Purchased credit impaired loans acquired	129	4	2,351	33	9		2,526
Balance, March 31	$ 129	$ 4	$ 2,351	$ 33	$ 9	$	$ 2,526
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment							
Loans evaluated for impairment balance, March 31							
Purchased credit impaired loans acquired	1,702	192	57,622	414	112		60,042
Balance, March 31	$ 1,702	$ 192	$ 57,622	$ 414	$ 112	$	$ 60,042

Table of Contents

The following tables present the balance in the allowance for loan losses for the covered loan portfolio for the three-month period ended March 31, 2015 and the year ended December 31, 2015, and the allowance for loan losses and recorded investment in loans covered by FDIC loss share based on portfolio segment by impairment method as of December 31, 2015.

	Year Ended December 31, 2015						
	Construction/ Land Development	**Other Commercial Real Estate**	**Residential Real Estate**	**Commercial & Industrial**	**Consumer & Other**	**Unallocated**	**Total**
				(In thousands)			
Allowance for loan losses:							
Beginning balance	$ 432	$ 930	$ 1,161	$ 16	$ 1	$	$ 2,540
Loans charged off		(691)	(81)				(772)
Recoveries of loans previously charged off	107	62	96				265
Net loans recovered (charged off)	107	(629)	15				(507)
Provision for loan losses forecasted outside of loss share	(229)	(302)	233	3			(295)
Provision for loan losses before change attributable to FDIC loss share agreements	365	888	344	70	390		2,057
Change attributable to FDIC loss share agreements	(63)	(220)	(117)	(57)	(387)		(844)
Net provision for loan losses	73	366	460	16	3		918
Reclass of provision for loan losses attributable to FDIC loss share agreements							
Increase in FDIC indemnification asset	63	220	117	57	387		844
Balance, March 31	675	887	1,753	89	391		3,795
Loans charged off	(62)	(264)	(83)				(409)
Recoveries of loans previously charged off	(69)	(39)	(63)				(171)
Net loans recovered (charged off)	(131)	(303)	(146)				(580)
Provision for loan losses forecasted outside of loss share	229	302	(233)	(3)			295
Provision for loan losses before change attributable to FDIC loss share agreements	98	395	318	(35)	(376)		400
Change attributable to FDIC loss share agreements	(306)	(675)	(78)	67	377		(615)

Net provision for loan losses	21	22	7	29	1		80
Reclass of provision for loan losses attributable to FDIC loss share agreements	(745)	(1,277)	738	(32)	(6)		(1,322)
Increase in FDIC indemnification asset	306	675	78	(67)	(377)		615
Balance, December 31	$ 126	$ 4	$ 2,430	$ 19	$ 9	$	$ 2,588

	As of December 31, 2015						
	Construction/ Land Development	Other Commercial Real Estate	Residential Real Estate	Commercial & Industrial	Consumer & Other	Unallocated	Total
	(In thousands)						
Allowance for loan losses:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment							
Loans evaluated for impairment balance, December 31							
Purchased credit impaired loans acquired	126	4	2,430	19	9		2,588
Balance, December 31	$ 126	$ 4	$ 2,430	$ 19	$ 9	$	$ 2,588
Loans receivable:							
Period end amount allocated to:							
Loans individually evaluated for impairment	$	$	$	$	$	$	$
Loans collectively evaluated for impairment							
Loans evaluated for impairment balance, December 31							
Purchased credit impaired loans acquired	1,692	188	59,949	230	111		62,170
Balance, December 31	$ 1,692	$ 188	$ 59,949	$ 230	$ 111	$	$ 62,170

Table of Contents

Changes in the carrying amount of the accretable yield for purchased credit impaired loans acquired were as follows for the three-month period ended March 31, 2016 for the Company s covered and non-covered acquisitions:

	Accretable Yield	Carrying Amount of Loans
	(In thousands)	
Balance at beginning of period	$ 43,900	$ 253,991
Reforecasted future interest payments for loan pools	4,429	
Accretion recorded to interest income	(7,453)	7,453
Adjustment to yield	4,319	
Transfers to foreclosed assets held for sale		(846)
Payments received, net		(15,409)
Balance at end of period	$ 45,195	$ 245,189

The loan pools were evaluated by the Company and are currently forecasted to have a slower run-off than originally expected. As a result, the Company has reforecast the total accretable yield expectations for those loan pools by $4.4 million. This updated forecast does not change the expected weighted average yields on the loan pools.

During the 2016 impairment tests on the estimated cash flows of non-loss-share loans, we established that several non-covered loan pools were determined to have a materially projected credit improvement. As a result of this improvement, we will recognize approximately $4.3 million as an additional adjustment to yield over the weighted average life of the loans.

7. Goodwill and Core Deposits and Other Intangibles

On January 1, 2015, Centennial Insurance Agency sold the insurance book of business of the former Town and Country Insurance to Stephens Insurance, LLC of Little Rock. This disposal was completed at the Company s book value with no gain or loss. The net profit on this book of business was immaterial.

Changes in the carrying amount and accumulated amortization of the Company s goodwill and core deposits and other intangibles at March 31, 2016 and December 31, 2015, were as follows:

	March 31, 2016	December 31, 2015
	(In thousands)	
Goodwill		
Balance, beginning of period	$ 377,983	$ 325,423
Acquisitions		55,255
Sale of insurance book of business		(2,695)
Balance, end of period	$ 377,983	$ 377,983

	March 31, 2016	December 31, 2015
	(In thousands)	
Core Deposit and Other Intangibles		
Balance, beginning of period	$ 21,443	$ 20,925
Acquisition		1,363
Sale of insurance book of business		(243)
Amortization expense	(845)	(1,129)
Balance, March 31	$ 20,598	20,916
Acquisitions		3,477
Amortization expense		(2,950)
Balance, end of year		$ 21,443

Table of Contents

The carrying basis and accumulated amortization of core deposits and other intangibles at March 31, 2016 and December 31, 2015 were:

	March 31, 2016	December 31, 2015
	(In thousands)	
Gross carrying basis	$ 51,378	$ 51,378
Accumulated amortization	(30,780)	(29,935)
Net carrying amount	$ 20,598	$ 21,443

Core deposit and other intangible amortization expense was approximately $845,000 and $1.1 million for the three-months ended March 31, 2016 and 2015, respectively. Including all of the mergers completed as of March 31, 2016, HBI s estimated amortization expense of core deposits and other intangibles for each of the years 2016 through 2020 is approximately: 2016 $3.1 million; 2017 $3.0 million; 2018 $2.9 million; 2019 $2.8 million; 2020 $2.3 million.

The carrying amount of the Company s goodwill was $378.0 million at both March 31, 2016 and December 31, 2015. Goodwill is tested annually for impairment during the fourth quarter. If the implied fair value of goodwill is lower than its carrying amount, goodwill impairment is indicated and goodwill is written down to its implied fair value. Subsequent increases in goodwill value are not recognized in the consolidated financial statements.

8. Other Assets

Other assets consists primarily of FDIC claims receivable, equity securities without a readily determinable fair value and other miscellaneous assets. As of March 31, 2016 and December 31, 2015 other assets were $123.5 million and $117.9 million, respectively.

An indemnification asset was created when the Company acquired FDIC covered loans. The indemnification asset represents the carrying amount of the right to receive payments from the FDIC for losses incurred on specified assets acquired from failed insured depository institutions or otherwise purchased from the FDIC that are covered by loss sharing agreements with the FDIC. When the Company experiences a loss on the covered loans and subsequently requests reimbursement of the loss from the FDIC, the indemnification asset is reduced by the FDIC reimbursable amount. A corresponding claim receivable is consequently recorded in other assets until the cash is received from the FDIC. The FDIC claims receivable was $1.6 million and $3.2 million at March 31, 2016 and December 31, 2015, respectively.

The Company has equity securities without readily determinable fair values. These equity securities are outside the scope of ASC Topic 320, *Investments-Debt and Equity Securities*. They include items such as stock holdings in Federal Home Loan Bank, Federal Reserve Bank, Bankers Bank and other miscellaneous holdings. The equity securities without a readily determinable fair value were $101.6 million and $97.5 million at March 31, 2016 and December 31, 2015, respectively, and are accounted for at cost.

9. Deposits

The aggregate amount of time deposits with a minimum denomination of $250,000 was $549.3 million and $503.3 million at March 31, 2016 and December 31, 2015, respectively. The aggregate amount of time deposits with a minimum denomination of $100,000 was $874.9 million and $885.3 million at March 31, 2016 and December 31, 2015, respectively. Interest expense applicable to certificates in excess of $100,000 totaled $1.4 million and $1.3 million for the three months ended March 31, 2016 and 2015, respectively. As of March 31, 2016 and December 31, 2015, brokered deposits were $335.9 million and $199.3 million, respectively.

Deposits totaling approximately $1.13 billion and $1.25 billion at March 31, 2016 and December 31, 2015, respectively, were public funds obtained primarily from state and political subdivisions in the United States.

Table of Contents

10. Securities Sold Under Agreements to Repurchase

At March 31, 2016 and December 31, 2015, securities sold under agreements to repurchase totaled $121.9 million and $128.4 million, respectively. For the three-month periods ended March 31, 2016 and 2015, securities sold under agreements to repurchase daily weighted-average totaled $128.9 million and $179.6 million, respectively.

The gross amount of recognized liabilities for securities sold under agreements to repurchase was $121.9 million and $128.4 million at March 31, 2016 and December 31, 2015, respectively. The remaining contractual maturity of securities sold under agreements to repurchase in the consolidated balance sheets as of March 31, 2016 and December 31, 2015 is presented in the following tables:

	March 31, 2016				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
	(In thousands)				
Securities sold under agreements to repurchase:					
U.S. government-sponsored enterprises	$ 4,825	$	$	$	$ 4,825
Mortgage-backed securities	51,123				51,123
State and political subdivisions	65,128				65,128
Other securities	830				830
Total borrowings	$ 121,906	$	$	$	$ 121,906

	December 31, 2015				
	Overnight and Continuous	Up to 30 Days	30-90 Days	Greater than 90 Days	Total
	(In thousands)				
Securities sold under agreements to repurchase:					
U.S. government-sponsored enterprises	$ 7,216	$	$	$	$ 7,216
Mortgage-backed securities	54,512				54,512
State and political subdivisions	65,294				65,294
Other securities	1,367				1,367
Total borrowings	$ 128,389	$	$	$	$ 128,389

11. FHLB Borrowed Funds

The Company s Federal Home Loan Bank (FHLB) borrowed funds were $1.33 billion and $1.41 billion at March 31, 2016 and December 31, 2015, respectively. At March 31, 2016 and December 31, 2015, all $1.33 billion and $1.41 billion, respectively of the outstanding balance were issued as long-term advances. The FHLB advances mature from the current year to 2025 with fixed interest rates ranging from 0.29% to 5.96% and are secured by loans and investments securities. Maturities of borrowings as of March 31, 2016 include: 2016 $15.9 million; 2017 $735.5 million; 2018 $319.3 million; 2019 $128.2 million; 2020 $131.4 million; after 2020 $484,000. Expected maturities will differ from contractual maturities because FHLB may have the right to call or HBI the right to prepay certain obligations.

Additionally, the Company had $261.2 million and $261.1 million at March 31, 2016 and December 31, 2015, respectively, in letters of credit under a FHLB blanket borrowing line of credit, which are used to collateralize public deposits at March 31, 2016 and December 31, 2015, respectively.

12. Other Borrowings

The Company had $5.5 million related to other borrowings at March 31, 2016. Additionally, the Company took out a $20.0 million line of credit for general corporate purposes during 2015. The balance on this line of credit at March 31, 2016 and December 31, 2015 was zero.

Table of Contents

13. Subordinated Debentures

Subordinated debentures at March 31, 2016 and December 31, 2015 consisted of guaranteed payments on trust preferred securities with the following components:

	As of March 31, 2016	As of December 31, 2015
	(In thousands)	
Subordinated debentures, issued in 2006, due 2036, fixed rate of 6.75% during the first five years and at a floating rate of 1.85% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	$ 3,093	$ 3,093
Subordinated debentures, issued in 2004, due 2034, fixed rate of 6.00% during the first five years and at a floating rate of 2.00% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	15,464	15,464
Subordinated debentures, issued in 2005, due 2035, fixed rate of 5.84% during the first five years and at a floating rate of 1.45% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	25,774	25,774
Subordinated debentures, issued in 2004, due 2034, fixed rate of 4.29% during the first five years and at a floating rate of 2.50% above the three-month LIBOR rate, reset quarterly, thereafter, currently callable without penalty	16,495	16,495
Total	$ 60,826	$ 60,826

The Company holds $60.8 million of trust preferred securities which are currently callable without penalty based on the terms of the specific agreements. The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment subject to certain limitations. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds in the Company s subordinated debentures, the sole asset of each trust. The trust preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the subordinated debentures held by the trust. The Company wholly owns the common securities of each trust. Each trust s ability to pay amounts due on the trust preferred securities is solely dependent upon the Company making payment on the related subordinated debentures. The Company s obligations under the subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by the Company of each respective trust s obligations under the trust securities issued by each respective trust.

14. Income Taxes

The following is a summary of the components of the provision (benefit) for income taxes for the three-month periods ended March 31, 2016 and 2015:

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Current:		
Federal	$ 20,205	$ 12,074
State	4,013	2,398
Total current	24,218	14,472
Deferred:		
Federal	437	3,045
State	87	605
Total deferred	524	3,650
Income tax expense	$ 24,742	$ 18,122

Table of Contents

The reconciliation between the statutory federal income tax rate and effective income tax rate is as follows for the three-month periods ended March 31, 2016 and 2015:

	Three Months Ended March 31,	
	2016	**2015**
Statutory federal income tax rate	35.00%	35.00%
Effect of nontaxable interest income	(1.62)	(2.04)
Cash value of life insurance	(0.21)	(0.22)
State income taxes, net of federal benefit	4.07	4.01
Other	0.15	0.05
Effective income tax rate	37.39%	36.80%

The types of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts that give rise to deferred income tax assets and liabilities, and their approximate tax effects, are as follows:

	March 31, 2016	**December 31, 2015**
	(In thousands)	
Deferred tax assets:		
Allowance for loan losses	$ 28,362	$ 27,153
Deferred compensation	1,794	3,505
Stock options	880	1,800
Real estate owned	2,275	1,988
Loan discounts	19,970	21,298
Tax basis premium/discount on acquisitions	15,779	15,772
Investments	2,750	2,637
Other	13,151	13,667
Gross deferred tax assets	84,961	87,820
Deferred tax liabilities:		
Accelerated depreciation on premises and equipment	1,773	3,946
Unrealized gain on securities available-for-sale	4,173	2,696
Core deposit intangibles	5,745	5,930
Indemnification asset	601	678
FHLB dividends	1,753	1,689
Other	1,352	1,316
Gross deferred tax liabilities	15,397	16,255
Net deferred tax assets	$ 69,564	$ 71,565

The Company and its subsidiaries file income tax returns in the U.S. federal jurisdiction and the states of Arkansas, Alabama, Florida and New York. The Company is no longer subject to U.S. federal and state tax examinations by tax authorities for years before 2011.

15. Common Stock and Compensation Plans

Stock Compensation Plans

The Company has a stock option and performance incentive plan known as the Amended and Restated 2006 Stock Option and Performance Incentive Plan (the Plan). The purpose of the Plan is to attract and retain highly qualified officers, directors, key employees, and other persons, and to motivate those persons to improve the Company s business results. The Plan provides for the granting of incentive and non-qualified stock options to and other equity awards, including the issuance of restricted shares. As of March 31, 2016, the maximum total number of shares of the Company s common stock available for grants under the Plan was 4,644,000. At March 31, 2016, the Company had approximately 403,000 shares of common stock remaining available for future grants and approximately 1,561,000 shares of common stock reserved for issuance under the Plan.

Table of Contents

The intrinsic value of the stock options outstanding and stock options vested at March 31, 2016 was $13.6 million and $7.7 million, respectively. Total unrecognized compensation cost, net of income tax benefit, related to non-vested stock option awards, which are expected to be recognized over the vesting periods, was approximately $6.8 million as of March 31, 2016. For the first three months of 2016, the Company has expensed approximately $315,000 for the non-vested awards.

The table below summarizes the stock option transactions under the Plan at March 31, 2016 and December 31, 2015 and changes during the three-month period and year then ended:

	For the Three Months Ended March 31, 2016		For the Year Ended December 31, 2015	
	Shares (000)	Weighted-Average Exercisable Price	Shares (000)	Weighted-Average Exercisable Price
Outstanding, beginning of year	1,397	$ 25.42	905	$ 11.80
Granted			743	36.30
Forfeited/Expired	(7)	34.56	(20)	40.31
Exercised	(232)	6.38	(231)	5.80
Outstanding, end of period	1,158	29.17	1,397	25.42
Exercisable, end of period	293	$ 14.71	480	$ 10.26

Stock-based compensation expense for stock-based compensation awards granted is based on the grant-date fair value. For stock option awards, the fair value is estimated at the date of grant using the Black-Scholes option-pricing model. This model requires the input of highly subjective assumptions, changes to which can materially affect the fair value estimate. Additionally, there may be other factors that would otherwise have a significant effect on the value of employee stock options granted but are not considered by the model. Accordingly, while management believes that the Black-Scholes option-pricing model provides a reasonable estimate of fair value, the model does not necessarily provide the best single measure of fair value for the Company s employee stock options. No options were granted during the three months ended March 31, 2016. The weighted-average fair value of options granted during the year ended December 31, 2015 was $8.56 per share. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model based on the weighted-average assumptions for expected dividend yield, expected stock price volatility, risk-free interest rate, and expected life of options granted.

	For the Three Months Ended March 31, 2016	For the Year Ended December 31, 2015
Expected dividend yield	Not applicable	1.60%
Expected stock price volatility	Not applicable	25.91%
Risk-free interest rate	Not applicable	1.74%
Expected life of options	Not applicable	6.5 years

32

Table of Contents

The following is a summary of currently outstanding and exercisable options at March 31, 2016:

Exercise Prices	Options Outstanding: Options Outstanding Shares (000)	Options Outstanding: Weighted-Average Remaining Contractual Life (in years)	Options Outstanding: Weighted-Average Exercise Price	Options Exercisable: Options Exercisable Shares (000)	Options Exercisable: Weighted-Average Exercise Price
$3.92 to $5.33	23	2.26	$ 4.97	23	$ 4.97
$8.54 to $9.31	58	1.75	8.63	58	8.63
$10.16 to $13.12	125	3.71	11.89	107	11.68
$17.25 to $19.08	142	6.93	18.18	66	17.92
$29.42 to $33.72	135	8.49	32.05	27	32.05
$34.25 to $34.80	110	8.69	34.38	11	34.77
$36.91 to $36.91	525	9.40	36.91		
$40.31 to $41.15	40	9.52	40.73		
	1,158			292	

The table below summarized the activity for the Company s restricted stock issued and outstanding at March 31, 2016 and December 31, 2015 and changes during the period and year then ended:

	As of March 31, 2016	As of December 31, 2015
	(In thousands)	
Beginning of year	488	257
Issued	78	352
Vested	(23)	(102)
Forfeited		(19)
End of period	543	488
Amount of expense for three months and twelve months ended, respectively	$ 1,021	$ 2,511

On January 25, 2016, the Company granted a total of 78,367 shares of the Company s restricted common stock to the Company s Chairman, a group of the Company s non-employee directors and an employee of the Company s bank subsidiary. The restricted stock issued will cliff vest on January 25, 2019.

On January 25, 2016, the Company granted a total of 5,000 shares of the Company s unrestricted common stock to the Company s Chairman in lieu of a cash bonus.

During the first three months of 2016, the Company utilized a portion of its previously approved stock repurchase program. This program authorized the repurchase of 2,376,000 shares of the Company s common stock. During first quarter of 2016, the Company repurchased a total of 230,900 shares with a weighted-average stock price of $38.30 per share. The 2016 earnings were used to fund the repurchases during the year. Shares repurchased to date under the program total 1,809,128 shares. The remaining balance available for repurchase is 566,872 shares at March 31, 2016.

Table of Contents

16. Non-Interest Expense

The table below shows the components of non-interest expense for the three months ended March 31, 2016 and 2015:

	Three Months Ended March 31,	
	2016	2015
	(In thousands)	
Salaries and employee benefits	$ 23,958	$ 19,390
Occupancy and equipment	6,671	6,049
Data processing expense	2,664	2,419
Other operating expenses:		
Advertising	823	779
Merger and acquisition expenses		1,417
Amortization of intangibles	845	1,129
Electronic banking expense	1,456	1,232
Directors fees	275	295
Due from bank service charges	305	215
FDIC and state assessment	1,446	1,396
Insurance	533	666
Legal and accounting	523	447
Other professional fees	925	488
Operating supplies	436	434
Postage	286	309
Telephone	487	504
Other expense	4,015	3,544
Total other operating expenses	12,355	12,855
Total non-interest expense	$ 45,648	$ 40,713

17. Concentration of Credit Risks

The Company s primary market areas are in Arkansas, Florida and South Alabama. The Company primarily grants loans to customers located within these geographical areas unless the borrower has an established relationship with the Company.

The diversity of the Company s economic base tends to provide a stable lending environment. Although the Company has a loan portfolio that is diversified in both industry and geographic area, a substantial portion of its debtors ability to honor their contracts is dependent upon real estate values, tourism demand and the economic conditions prevailing in its market areas.

18. Significant Estimates and Concentrations

Accounting principles generally accepted in the United States of America require disclosure of certain significant estimates and current vulnerabilities due to certain concentrations. Estimates related to the allowance for loan losses and certain concentrations of credit risk are reflected in Note 6, while deposit concentrations are reflected in Note 9.

Although the Company has a diversified loan portfolio, at March 31, 2016 and December 31, 2015, non-covered commercial real estate loans represented 58.0% and 60.6% of non-covered loans, respectively, and 321.0% and 332.3% of total stockholders equity, respectively. Non-covered residential real estate loans represented 23.3% and 23.7% of non-covered loans and 128.9% and 130.1% of total stockholders equity at March 31, 2016 and December 31, 2015, respectively.

Approximately 86.5% of the Company s loans as of March 31, 2016, are to borrowers whose collateral is located in Alabama, Arkansas and Florida, the three states in which the Company has its branch locations. Additionally, the Company has 81.5% of its loans as real estate loans primarily in Arkansas, Florida and South Alabama.

Although general economic conditions in our market areas have improved, both nationally and locally, over the past three years and have shown signs of continued improvement, financial institutions still face circumstances and challenges which, in some cases, have resulted and could potentially result, in large declines in the fair values of investments and other assets, constraints on liquidity and significant credit quality problems, including severe volatility in the valuation of real estate and other collateral supporting loans. The financial statements have been prepared using values and information currently available to the Company.

Any future volatility in the economy could cause the values of assets and liabilities recorded in the financial statements to change rapidly, resulting in material future adjustments in asset values, the allowance for loan losses and capital that could negatively impact the Company s ability to meet regulatory capital requirements and maintain sufficient liquidity.

19. Commitments and Contingencies

In the ordinary course of business, the Company makes various commitments and incurs certain contingent liabilities to fulfill the financing needs of their customers. These commitments and contingent liabilities include lines of credit and commitments to extend credit and issue standby letters of credit. The Company applies the same credit policies and standards as they do in the lending process when making these commitments. The collateral obtained is based on the assessed creditworthiness of the borrower.

At March 31, 2016 and December 31, 2015, commitments to extend credit of $1.66 billion and $1.43 billion, respectively, were outstanding. A percentage of these balances are participated out to other banks; therefore, the Company can call on the participating banks to fund future draws. Since some of these commitments are expected to expire without being drawn upon, the total commitment amount does not necessarily represent future cash requirements.

Outstanding standby letters of credit are contingent commitments issued by the Company, generally to guarantee the performance of a customer in third-party borrowing arrangements. The term of the guarantee is dependent upon the creditworthiness of the borrower, some of which are long-term. The amount of collateral obtained, if deemed necessary, is based on management s credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, commercial real estate and residential real estate. Management uses the same credit policies in granting lines of credit as it does for on-balance-sheet instruments. The maximum amount of future payments the Company could be required to make under these guarantees at March 31, 2016 and December 31, 2015, is $24.7 million and $24.3 million, respectively.

The Company and/or its bank subsidiary have various unrelated legal proceedings, most of which involve loan foreclosure activity pending, which, in the aggregate, are not expected to have a material adverse effect on the financial position or results of operations or cash flows of the Company and its subsidiary.

20. Regulatory Matters

The Bank is subject to a legal limitation on dividends that can be paid to the parent company without prior approval of the applicable regulatory agencies. Arkansas bank regulators have specified that the maximum dividend limit state banks may pay to the parent company without prior approval is 75% of the current year earnings plus 75% of the retained net earnings of the preceding year. Since the Bank is also under supervision of the Federal Reserve, it is further limited if the total of all dividends declared in any calendar year by the Bank exceeds the Bank s net profits to date for that year combined with its retained net profits for the preceding two years. During the first three months of 2016, the Company requested approximately $10.0 million in regular dividends from its banking subsidiary. This dividend is equal to approximately 23.1% of the Company s banking subsidiary s first three months earnings.

Table of Contents

The Company s banking subsidiary is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company s consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company s assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company s capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Furthermore, the Company s regulators could require adjustments to regulatory capital not reflected in the consolidated financial statements.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios of total, common Tier 1 equity and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier 1 capital (as defined) to average assets (as defined). Management believes that, as of March 31, 2016, the Company meets all capital adequacy requirements to which it is subject.

The Federal Reserve Board s risk-based capital guidelines include the definitions for (1) a well-capitalized institution, (2) an adequately-capitalized institution, and (3) an undercapitalized institution. Under Basel III, the criteria for a well-capitalized institution are now: a 6.5% common equity Tier 1 risk-based capital ratio, a 5% Tier 1 leverage capital ratio, an 8% Tier 1 risk-based capital ratio, and a 10% total risk-based capital ratio. As of March 31, 2016, the Bank met the capital standards for a well-capitalized institution. The Company s common equity Tier 1 risk-based capital ratio, Tier 1 leverage capital ratio, Tier 1 risk-based capital ratio, and total risk-based capital ratio were 10.41%, 9.96%, 11.14%, and 12.05%, respectively, as of March 31, 2016.

21. Additional Cash Flow Information

The following is a summary of the Company s additional cash flow information during the three-month periods ended:

	March 31,	
	2016	2015
	(In thousands)	
Interest paid	$ 7,140	$ 4,873
Income taxes paid	1,010	3,100
Assets acquired by foreclosure	4,219	6,580

22. Financial Instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2	Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities
Level 3	Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Available-for-sale securities are the only material instruments valued on a recurring basis which are held by the Company at fair value. The Company does not have any Level 1 securities. Primarily all of the Company s securities are considered to be Level 2 securities. These Level 2 securities consist primarily of U.S. government-sponsored enterprises, mortgage-backed securities plus state and political subdivisions. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things. As of March 31, 2016 and December 31, 2015, Level 3 securities were immaterial. In addition, there were no material transfers between hierarchy levels during 2016 and 2015.

The Corporation reviews the prices supplied by the independent pricing service, as well as their underlying pricing methodologies, for reasonableness and to ensure such prices are aligned with traditional pricing matrices. In general, the Company does not purchase investment portfolio securities with complicated structures. Pricing for the Company s investment securities is fairly generic and is easily obtained.

Impaired loans that are collateral dependent are the only material financial assets valued on a non-recurring basis which are held by the Company at fair value. Loan impairment is reported when full payment under the loan terms is not expected. Impaired loans are carried at the net realizable value of the collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require an increase, such increase is reported as a component of the provision for loan losses. The fair value of loans with specific allocated losses was $84.4 million and $87.2 million as of March 31, 2016 and December 31, 2015, respectively. This valuation is considered Level 3, consisting of appraisals of underlying collateral. The Company reversed approximately $68,000 and $51,000 of accrued interest receivable when non-covered impaired loans were put on non-accrual status during the three months ended March 31, 2016 and 2015, respectively.

Foreclosed assets held for sale are the only material non-financial assets valued on a non-recurring basis which are held by the Company at fair value, less estimated costs to sell. At foreclosure, if the fair value, less estimated costs to sell, of the real estate acquired is less than the Company s recorded investment in the related loan, a write-down is recognized through a charge to the allowance for loan losses. Additionally, valuations are periodically performed by management and any subsequent reduction in value is recognized by a charge to income. The fair value of foreclosed assets held for sale is estimated using Level 3 inputs based on appraisals of underlying collateral. As of March 31, 2016 and December 31, 2015, the fair value of foreclosed assets held for sale not covered by loss share, less estimated costs to sell, was $19.7 million and $18.5 million, respectively.

Foreclosed assets held for sale with a carrying value of approximately $349,000 were remeasured during the three months ended March 31, 2016, resulting in write-downs of approximately $157,000.

Regulatory guidelines require us to reevaluate the fair value of foreclosed assets held for sale on at least an annual basis. Our policy is to comply with the regulatory guidelines.

The significant unobservable (Level 3) inputs used in the fair value measurement of collateral for collateral-dependent impaired loans and foreclosed assets primarily relate to customized discounting criteria applied to the customer s reported amount of collateral. The amount of the collateral discount depends upon the condition and marketability of the underlying collateral. As the Company s primary objective in the event of default would be to monetize the collateral to settle the outstanding balance of the loan, less marketable collateral would receive a larger discount. During the reported periods, collateral discounts ranged from 20% to 50% for commercial and residential real estate collateral.

37

Table of Contents

Fair Values of Financial Instruments

The following methods and assumptions were used by the Company in estimating fair values of financial instruments as disclosed in these notes:

Cash and cash equivalents and federal funds sold For these short-term instruments, the carrying amount is a reasonable estimate of fair value.

Investment securities held-to-maturity These securities consist primarily of mortgage-backed securities plus state and political subdivisions. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond s terms and conditions, among other things.

Loans receivable not covered by loss share, net of non-covered impaired loans and allowance For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are assumed to approximate the carrying amounts. The fair values for fixed-rate loans are estimated using discounted cash flow analysis, based on interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Loan fair value estimates include judgments regarding future expected loss experience and risk characteristics.

Loans receivable covered by FDIC loss share, net of allowance Fair values for loans are based on a discounted cash flow methodology that considers factors including the type of loan and related collateral, classification status, fixed or variable interest rate, term of loan, current discount rates and whether or not the loan is amortizing. Loans are grouped together according to similar characteristics and are treated in the aggregate when applying various valuation techniques. The discount rates used for loans are based on current market rates for new originations of comparable loans and include adjustments for liquidity concerns. The discount rate does not include a factor for credit losses as that has been included in the estimated cash flows.

FDIC indemnification asset Although this asset is a contractual receivable from the FDIC, there is no effective interest rate. The Bank will collect this asset over the next several years. The amount ultimately collected will depend on the timing and amount of collections and charge-offs on the acquired assets covered by the loss sharing agreement.

Accrued interest receivable The carrying amount of accrued interest receivable approximates its fair value.

Deposits and securities sold under agreements to repurchase The fair values of demand deposits, savings deposits and securities sold under agreements to repurchase are, by definition, equal to the amount payable on demand and, therefore, approximate their carrying amounts. The fair values for time deposits are estimated using a discounted cash flow calculation that utilizes interest rates currently being offered on time deposits with similar contractual maturities.

FHLB and other borrowed funds For short-term instruments, the carrying amount is a reasonable estimate of fair value. The fair value of long-term debt is estimated based on the current rates available to the Company for debt with similar terms and remaining maturities.

Accrued interest payable The carrying amount of accrued interest payable approximates its fair value.

Subordinated debentures The fair value of subordinated debentures is estimated using the rates that would be charged for subordinated debentures of similar remaining maturities.

Table of Contents

Commitments to extend credit, letters of credit and lines of credit The fair value of commitments is estimated using the fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the present creditworthiness of the counterparties. For fixed-rate loan commitments, fair value also considers the difference between current levels of interest rates and the committed rates. The fair values of letters of credit and lines of credit are based on fees currently charged for similar agreements or on the estimated cost to terminate or otherwise settle the obligations with the counterparties at the reporting date. The fair value of these commitments is not material.

The following table presents the estimated fair values of the Company s financial instruments. The fair values of certain of these instruments were calculated by discounting expected cash flows, which involves significant judgments by management and uncertainties. Fair value is the estimated amount at which financial assets or liabilities could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. Because no market exists for certain of these financial instruments and because management does not intend to sell these financial instruments, the Company does not know whether the fair values shown below represent values at which the respective financial instruments could be sold individually or in the aggregate.

	March 31, 2016		
	Carrying Amount	Fair Value	Level
	(In thousands)		
Financial assets:			
Cash and cash equivalents	$ 158,072	$ 158,072	1
Federal funds sold	7,050	7,050	1
Investment securities held-to-maturity	299,050	305,425	2
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	6,637,976	6,590,886	3
Loans receivable covered by FDIC loss share, net of allowance	57,515	57,515	3
FDIC indemnification asset	8,656	8,656	3
Accrued interest receivable	28,833	28,833	1
Financial liabilities:			
Deposits:			
Demand and non-interest bearing	$ 1,562,565	$ 1,562,565	1
Savings and interest-bearing transaction accounts	3,602,868	3,602,868	1
Time deposits	1,412,086	1,400,577	3
Federal funds purchased			N/A
Securities sold under agreements to repurchase	121,906	121,906	1
FHLB and other borrowed funds	1,336,233	1,340,240	2
Accrued interest payable	1,891	1,891	1
Subordinated debentures	60,826	60,826	3

39

Table of Contents

	December 31, 2015		
	Carrying Amount	Fair Value	Level
	(In thousands)		
Financial assets:			
Cash and cash equivalents	$ 255,823	$ 255,823	1
Federal funds sold	1,550	1,550	1
Investment securities held-to-maturity	309,042	313,944	2
Loans receivable not covered by loss share, net of non-covered impaired loans and allowance	6,425,543	6,380,927	3
Loans receivable covered by FDIC loss share, net of allowance	59,582	59,582	3
FDIC indemnification asset	9,284	9,284	3
Accrued interest receivable	29,132	29,132	1
Financial liabilities:			
Deposits:			
Demand and non-interest bearing	$ 1,456,624	$ 1,456,624	1
Savings and interest-bearing transaction accounts	3,551,684	3,551,684	1
Time deposits	1,430,201	1,418,462	3
Federal funds purchased			N/A
Securities sold under agreements to repurchase	128,389	128,389	1
FHLB and other borrowed funds	1,405,945	1,410,019	2
Accrued interest payable	1,804	1,804	1
Subordinated debentures	60,826	60,826	3

23. Recent Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. ASU 2014-09 provides guidance that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. In August 2015, the FASB issued ASU No. 2015-14, *Revenue from Contracts with Customers (Topic 606)*, which defers the effective date of this standard to annual and interim periods beginning after December 15, 2017; however, early adoption is permitted for annual and interim reporting periods beginning after December 15, 2016. The Company is currently evaluating the impact, if any, ASU 2014-09 will have on its financial position, results of operations, and its financial statement disclosures.

In June 2014, the FASB issued ASU No. 2014-12, *Accounting for Share-Based Payments When the Terms of an Award Provide That a Performance Target Could Be Achieved after the Requisite Service Period,* impacting FASB ASC 860, *Transfers and Servicing*. Generally, an award with a performance target requires an employee also render service once the performance target is achieved. In some cases, however, the terms of an award may provide that the performance target could be achieved after an employee completes the requisite service period. The amendments in this update require that a performance target that affects vesting and that could be achieved after the requisite service period be treated as a performance condition. An entity should apply this guidance as it relates to awards with performance conditions that affect vesting to account for such awards. As such, the performance target should not be reflected in estimating the grant-date fair value of the award. Compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period for which the service has already been rendered. The amendments in this update became effective for annual periods and interim periods within those annual periods beginning after December 15, 2015. The Company has adopted the new guidance on the consolidated financial statements, which has made no impact to the Company s financial statements.

Table of Contents

In February 2015, the FASB issued ASU 2015-02, *Consolidation (Topic 810): Amendments to the Consolidation Analysis,* which amends the consolidation requirements of ASU 810 by changing the consolidation analysis required under GAAP. The revised guidance amends the consolidation analysis based on certain fee arrangements or relationships to the reporting entity and, for limited partnerships, requires entities to consider the limited partner s rights relative to the general partner. ASU 2015-02 became effective for annual and interim periods beginning after December 15, 2015. ASU 2015-02 did not have an impact on the Company s financial position, results of operations, or its financial statement disclosures.

In September 2015, the FASB issued ASU 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*. ASU 2015-16 requires entities to recognize measurement period adjustments during the reporting period in which the adjustments are determined. The income effects, if any, of a measurement period adjustment are cumulative and are to be reported in the period in which the adjustment to a provisional amount is determined. Also, ASU 2015-16 requires presentation on the face of the income statement or in the notes, the effect of the measurement period adjustment as if the adjustment had been recognized at acquisition date. ASU 2015-16 is effective for fiscal periods beginning after December 15, 2015 for public business entities and should be applied prospectively to measurement period adjustments that occur after the effective date. Adoption of ASU 2015-16 did not have an impact on the Company s financial position, results of operations or its financial statement disclosures.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities*. Changes to the current GAAP model primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, ASU 2016-01 clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale securities. The new guidance is effective for annual reporting period and interim reporting periods within those annual periods, beginning after December 15, 2017. Management is currently evaluating the impact of the adoption of this guidance to the Company s financial statements.

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842).* ASU 2016-02 introduces a lessee model that brings most leases on the balance sheet and aligns many of the underlying principles of the new lessor model with those in ASU 2014-09, the FASB s new revenue recognition standard. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application of the amendments in the ASU is permitted for all entities. Management is currently evaluating the impact of the adoption of this guidance to the Company s financial statements.

In March 2016, the FASB issued ASU 2016-09, *Compensation Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting*, which simplifies several aspects of the accounting for employee share-based payment transactions for both public and nonpublic entities, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The ASU is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Early adoption is permitted in any interim or annual period. Management is currently evaluating the impact of the adoption of this guidance to the Company s financial statements.

Presently, the Company is not aware of any changes from the Financial Accounting Standards Board that will have a material impact on the Company s present or future financial statements.

Table of Contents

24. Subsequent Events

On April 21, 2016 at the Annual Meeting of Shareholders of the Company, the shareholders approved, as proposed in the Proxy Statement, an amendment to the Company s Restated Articles of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000 and an amendment to the Home BancShares, Inc. Amended and Restated 2006 Stock Option Performance Incentive Plan to increase the maximum aggregate number of shares available for awards from 4,644,000 to 5,644,000.

On April 21, 2016, the Board of Directors of the Company (the Board) declared a regular $0.175 per share quarterly cash dividend payable June 1, 2016, to shareholders of record May 11, 2016. In addition, the Board of Directors declared a two-for-one stock split of its common stock payable in the form of a 100% stock dividend. The two-for-one stock split is payable June 8, 2016, to shareholders of record May 18, 2016.

Table of Contents

Report of Independent Registered Public Accounting Firm

Audit Committee, Board of Directors and Stockholders

Home BancShares, Inc.

Conway, Arkansas

We have reviewed the accompanying condensed consolidated balance sheet of Home BancShares, Inc. (the Company) as of March 31, 2016, and the related condensed consolidated statements of income, comprehensive income, stockholder s equity and cash flows for the three-month periods ended March 31, 2016 and 2015. These interim financial statements are the responsibility of the Company s management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of income, comprehensive income, stockholders equity and cash flows for the year then ended (not presented herein); and in our report dated February 26, 2016, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2015, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ **BKD**, LLP

Little Rock, Arkansas

May 6, 2016

Table of Contents

Item 2: MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our Form 10-K, filed with the Securities and Exchange Commission on February 26, 2016, which includes the audited financial statements for the year ended December 31, 2015. *Unless the context requires otherwise, the terms Company , us , we , and our refer to Home BancShares, Inc. on a consolidated basis.*

General

We are a bank holding company headquartered in Conway, Arkansas, offering a broad array of financial services through our wholly-owned bank subsidiary, Centennial Bank (sometimes referred to as Centennial or the Bank). As of March 31, 2016, we had, on a consolidated basis, total assets of $9.40 billion, loans receivable, net of $6.78 billion, total deposits of $6.58 billion, and stockholders equity of $1.23 billion.

We generate most of our revenue from interest on loans and investments, service charges, and mortgage banking income. Deposits and FHLB and other borrowed funds are our primary source of funding. Our largest expenses are interest on our funding sources, salaries and related employee benefits and occupancy and equipment. We measure our performance by calculating our return on average common equity, return on average assets and net interest margin. We also measure our performance by our efficiency ratio, which is calculated by dividing non-interest expense less amortization of core deposit intangibles by the sum of net interest income on a tax equivalent basis and non-interest income.

Table 1: Key Financial Measures

	As of or for the Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands, except per share data)	
Total assets	$ 9,397,451	$ 7,513,974
Loans receivable not covered by loss share	6,792,170	4,929,989
Loans receivable covered by FDIC loss share	60,042	169,460
Allowance for loan losses	72,306	56,526
FDIC claims receivable	1,606	12,760
Total deposits	6,577,519	5,902,225
Total stockholders equity	1,227,782	1,039,563
Net income	41,427	31,119
Basic earnings per share	0.59	0.46
Diluted earnings per share	0.59	0.46
Diluted earnings per share excluding intangible amortization(1)	0.60	0.47
Annualized net interest margin FTE	4.81%	4.94%
Efficiency ratio	37.50	41.41
Annualized return on average assets	1.79	1.67
Annualized return on average common equity	13.77	12.33

(1) See Table 27 Diluted Earnings Per Share Excluding Intangible Amortization for a reconciliation to GAAP for diluted earnings per share excluding intangible amortization.

Table of Contents

Overview

Credit Improvement in Purchased Credit Impaired Loan Pools

Impairment testing on the estimated cash flows of the purchased credit impaired loan pools is performed each quarter. Because the economy has improved since the impaired loans were acquired, quite often the impairment test has revealed a projected credit improvement in certain loan pools. As a result of these improvements, we are recognizing additional adjustments to yield over the weighted-average life of the loans. When there are improvements in credit quality for covered loans, it decreases the basis in the related indemnification asset and increases our FDIC true-up liability. These positive events are reducing the indemnification asset and increasing our FDIC true-up liability. The indemnification asset reduction is being amortized over the weighted-average life of the shared-loss agreements. This amortization is being shown as a reduction to FDIC indemnification non-interest income. The true-up liability is being expensed over the remaining true-up measurement date as other non-interest expense.

Tables 2 and 3 summarize the recognition of these positive events and the financial impact to the three-month period ended March 31, 2016 and 2015:

Table 2: Overall Estimated Impact to Financial Statements Initially Reported

	Additional Adjustment to Yield	Reduction of Indemnification Asset	Increase of FDIC True-up Liability
		(In thousands)	
Periods Tested:			
Prior to 2015	$ 83,278	$ 58,535	$ 6,764
March 31, 2015			
June 30, 2015			
September 30, 2015	28,522		
December 31, 2015			
March 31, 2016	4,319		
Total	$ 116,119	$ 58,535	$ 6,764

Table 3: Financial Impact for the Three Months Ended March 31, 2016 and 2015

	Yield Accretion Income	Amortization of Indemnification Asset	FDIC True-up Expense
		(In thousands)	
Three Months Ended:			
March 31, 2015	$ 4,509	$ (3,956)	$ (383)
March 31, 2016	5,266	(362)	
Additional income/expense	$ 757	$ 3,594	$ (383)

Results of Operations for Three Months Ended March 31, 2016 and 2015

Our net income increased $10.3 million, or 33.1%, to $41.4 million for the three-month period ended March 31, 2016, from $31.1 million for the same period in 2015. On a diluted earnings per share basis, our earnings were $0.59 per share and $0.46 per share for the three-month periods ended March 31, 2016 and 2015, respectively. The $10.3 million increase in net income is primarily associated with additional net interest income largely resulting from our acquisitions and our organic loan growth plus the reduced amortization of the indemnification asset when compared to the same period in 2015. These improvements were partially offset by an increase in provision for loan losses in first quarter of 2016 and a modest increase in the costs associated with the asset growth when compared to the same period in 2015.

Our GAAP net interest margin for the quarter just ended decreased from 4.94% for the three-month period ended March 31, 2015 to 4.81% for the three-month period ended March 31, 2016. For the three months ended March 31, 2016 and 2015, we recognized $10.7 million and $10.4 million, respectively in total net accretion for acquired loans and deposits. The non-GAAP margin excluding accretion income was, relatively flat at 4.22% and 4.19% for the three months ended March 31, 2016 and 2015, respectively. Additionally, the non-GAAP yield on loans excluding accretion income was also relatively flat at 5.07% and 5.04% for the three months ended March 31, 2016 and 2015, respectively. Consequently, with a growth of average loan balance of $1.66 billion we experienced a decline in the GAAP net interest margin because the organic loan growth was approximately at our core margin levels.

The effective yield on non-covered loans for the three months ended March 31, 2016 and 2015 was 5.77% and 5.65%, respectively. The effective yield on covered loans for the three months ended March 31, 2016 and 2015 was 9.84% and 14.65%, respectively.

Our efficiency ratio was 37.50% for the three months ended March 31, 2016, compared to 41.41% for the same period in 2015. For the first quarter of 2016, our core efficiency ratio was 36.92% which is improved from the 40.84% reported for first quarter of 2015. The improvement in the core efficiency ratio is primarily associated with additional net interest income resulting from our organic loan growth and acquisitions plus the realized cost savings from these acquisitions combined with the reduced costs from our recent branch closures. Core efficiency ratio is calculated by dividing non-interest expense less amortization of core deposit intangibles by the sum of net interest income on a tax equivalent basis and non-interest income excluding non-fundamental items such as merger expenses and/or gains and losses.

Our annualized return on average assets was 1.79% for the three months ended March 31, 2016, compared to 1.67% for the same period in 2015. Our annualized return on average common equity was 13.77% for the three months ended March 31, 2016, compared to 12.33% for the same period in 2015. As noted in the previous paragraph, we have been making notable progress in improving the performance of our legacy and acquired franchises. There was an improvement in our return on average assets and return on average common equity from 2015 to 2016.

Financial Condition as of and for the Period Ended March 31, 2016 and December 31, 2015

Our total assets as of March 31, 2016 increased $108.3 million to $9.40 billion from the $9.29 billion reported as of December 31, 2015. Our loan portfolio not covered by loss share increased $212.8 million to $6.79 billion as of March 31, 2016, from $6.58 billion as of December 31, 2015. This increase is a result of $212.8 million of organic loan growth since December 31, 2015. Our loan portfolio covered by loss share decreased $2.2 million to $60.0 million as of March 31, 2016, from $62.2 million as of December 31, 2015. This decrease is primarily associated with normal pay-downs and payoffs. Stockholders equity increased $28.0 million to $1.23 billion as of March 31, 2016, compared to $1.20 billion as of December 31, 2015. The annualized improvement in stockholders equity for the first three months of 2016 was 9.4%. The increase in stockholders equity is primarily associated with the $30.9 million increase in retained earnings plus the $2.3 million of comprehensive income offset by the $5.2 million of decrease in capital surplus as a result of the $8.8 million repurchase of common stock net of activity related to stock based compensation during the quarter.

As of March 31, 2016, our non-performing non-covered loans decreased to $55.4 million, or 0.82%, of total non-covered loans from $60.2 million, or 0.92%, of total non-covered loans as of December 31, 2015. The allowance for loan losses for non-covered loans as a percent of non-performing non-covered loans increased to 125.92% as of March 31, 2016, compared to 110.66% as of December 31, 2015. Non-performing non-covered loans from our Arkansas franchise were $27.4 million at March 31, 2016 compared to $28.3 million as of December 31, 2015. Non-performing non-covered loans from our Florida franchise were $28.0 million at March 31, 2016 compared to

$31.8 million as of December 31, 2015. Non-performing non-covered loans from our Alabama franchise were $25,000 at March 31, 2016 compared to $132,000 as of December 31, 2015. There were no non-performing non-covered loans from our Centennial CFG franchise.

As of March 31, 2016, our non-performing non-covered assets decreased to $75.1 million, or 0.80%, of total non-covered assets from $78.8 million, or 0.85%, of total non-covered assets as of December 31, 2015. Non-performing non-covered assets from our Arkansas franchise were $41.7 million at March 31, 2016 compared to $40.3 million as of December 31, 2015. Non-performing non-covered assets from our Florida franchise were $32.8 million at March 31, 2016 compared to $37.5 million as of December 31, 2015. Non-performing non-covered assets from our Alabama franchise were $626,000 at March 31, 2016 compared to $892,000 as of December 31, 2015. There were no non-performing non-covered assets from our Centennial CFG franchise.

Critical Accounting Policies

Overview. We prepare our consolidated financial statements based on the selection of certain accounting policies, generally accepted accounting principles and customary practices in the banking industry. These policies, in certain areas, require us to make significant estimates and assumptions. Our accounting policies are described in detail in the notes to our consolidated financial statements included as part of this document.

We consider a policy critical if (i) the accounting estimate requires assumptions about matters that are highly uncertain at the time of the accounting estimate; and (ii) different estimates that could reasonably have been used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on our financial statements. Using these criteria, we believe that the accounting policies most critical to us are those associated with our lending practices, including the accounting for the allowance for loan losses, foreclosed assets, investments, intangible assets, income taxes and stock options.

Investments Available-for-sale. Securities available-for-sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders equity and other comprehensive income (loss), net of taxes. Securities that are held as available-for-sale are used as a part of our asset/liability management strategy. Securities that may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available-for-sale.

Investments Held-to-Maturity. Securities held-to-maturity, which include any security for which we have the positive intent and ability to hold until maturity, are reported at historical cost adjusted for amortization of premiums and accretion of discounts. Premiums and discounts are amortized and accreted, respectively, to interest income using the constant yield method over the period to maturity.

Loans Receivable Not Covered by Loss Share and Allowance for Loan Losses. Except for loans acquired during our acquisitions, substantially all of our loans receivable not covered by loss share are reported at their outstanding principal balance adjusted for any charge-offs, as it is management s intent to hold them for the foreseeable future or until maturity or payoff, except for mortgage loans held for sale. Interest income on loans is accrued over the term of the loans based on the principal balance outstanding.

The allowance for loan losses is established through a provision for loan losses charged against income. The allowance represents an amount that, in management s judgment, will be adequate to absorb probable credit losses on identifiable loans that may become uncollectible and probable credit losses inherent in the remainder of the loan portfolio. The amounts of provisions for loan losses are based on management s analysis and evaluation of the loan portfolio for identification of problem credits, internal and external factors that may affect collectability, relevant credit exposure, particular risks inherent in different kinds of lending, current collateral values and other relevant factors.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows, collateral value or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off experience and expected loss given default derived from the Bank s internal risk rating process. Other adjustments may be made to the allowance for pools of loans after an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data.

Loans considered impaired, under FASB ASC 310-10-35, are loans for which, based on current information and events, it is probable that we will be unable to collect all amounts due according to the contractual terms of the loan agreement. We apply this policy even if delays or shortfalls in payment are expected to be insignificant. The aggregate amount of impairment of loans is utilized in evaluating the adequacy of the allowance for loan losses and amount of provisions thereto. Losses on impaired loans are charged against the allowance for loan losses when in the process of collection it appears likely that such losses will be realized. The accrual of interest on impaired loans is discontinued when, in management s opinion the collection of interest is doubtful, or generally when loans are 90 days or more past due. When accrual of interest is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Groups of loans with similar risk characteristics are collectively evaluated for impairment based on the group s historical loss experience adjusted for changes in trends, conditions and other relevant factors that affect repayment of the loans.

Loans are placed on non-accrual status when management believes that the borrower s financial condition, after giving consideration to economic and business conditions and collection efforts, is such that collection of interest is doubtful, or generally when loans are 90 days or more past due. Loans are charged against the allowance for loan losses when management believes that the collectability of the principal is unlikely. Accrued interest related to non-accrual loans is generally charged against the allowance for loan losses when accrued in prior years and reversed from interest income if accrued in the current year. Interest income on non-accrual loans may be recognized to the extent cash payments are received, although the majority of payments received are usually applied to principal. Non-accrual loans are generally returned to accrual status when principal and interest payments are less than 90 days past due, the customer has made required payments for at least six months, and we reasonably expect to collect all principal and interest.

Acquisition Accounting, Acquired Loans and Related Indemnification Asset. We account for its acquisitions under FASB ASC Topic 805, *Business Combinations*, which requires the use of the acquisition method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the acquired loans is recorded on the acquisition date as the fair value of the loans acquired incorporates assumptions regarding credit risk. All loans acquired are recorded at fair value in accordance with the fair value methodology prescribed in FASB ASC Topic 820, *Fair Value Measurements*. For covered acquired loans fair value is exclusive of the shared-loss agreements with the Federal Deposit Insurance Corporation (FDIC). The fair value estimates associated with the loans include estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

Over the life of the purchased credit impaired loans acquired, we continue to estimate cash flows expected to be collected on pools of loans sharing common risk characteristics, which are treated in the aggregate when applying various valuation techniques. We evaluate at each balance sheet date whether the present value of its pools of loans determined using the effective interest rates has decreased and if so, recognize a provision for loan loss in its consolidated statement of income. For any increases in cash flows expected to be collected, we adjust the amount of accretable yield recognized on a prospective basis over the pool s remaining life.

Because the FDIC will reimburse us for certain acquired loans should we experience a loss, an indemnification asset is recorded at fair value at the acquisition date. The indemnification asset is recognized at the same time as the indemnified loans, and measured on the same basis, subject to collectability or contractual limitations. The shared-loss agreements on the acquisition date reflect the reimbursements expected to be received from the FDIC, using an appropriate discount rate, which reflects counterparty credit risk and other uncertainties.

48

For our FDIC-assisted transactions, shared-loss agreements continue to be measured on the same basis as the related indemnified loans. Because the acquired loans are subject to the accounting prescribed by FASB ASC Topic 310, *Receivables*, subsequent changes to the basis of the shared-loss agreements also follow that model. Deterioration in the credit quality of the loans (immediately recorded as an adjustment to the allowance for loan losses) would immediately increase the basis of the shared-loss agreements, with the offset recorded through the consolidated statement of income as a reduction of the provision for loan losses. Increases in the credit quality or cash flows of loans (reflected as an adjustment to yield and accreted into income over the weighted-average remaining life of the loans) decrease the basis of the shared-loss agreements, with such decrease being amortized into income over 1) the same period or 2) the life of the shared-loss agreements, whichever is shorter. Loss assumptions used in the basis of the indemnified loans are consistent with the loss assumptions used to measure the indemnification asset. Fair value accounting incorporates into the fair value of the indemnification asset an element of the time value of money, which is accreted back into income over the life of the shared-loss agreements.

Upon the determination of an incurred loss, the indemnification asset will be reduced by the amount owed by the FDIC. A corresponding claim receivable is recorded until cash is received from the FDIC.

Foreclosed Assets Held for Sale. Real estate and personal properties acquired through or in lieu of loan foreclosure are to be sold and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Valuations are periodically performed by management, and the real estate and personal properties are carried at fair value less costs to sell. Gains and losses from the sale of other real estate and personal properties are recorded in non-interest income, and expenses used to maintain the properties are included in non-interest expenses.

Intangible Assets. Intangible assets consist of goodwill and core deposit intangibles. Goodwill represents the excess purchase price over the fair value of net assets acquired in business acquisitions. The core deposit intangible represents the excess intangible value of acquired deposit customer relationships as determined by valuation specialists. The core deposit intangibles are being amortized over 48 to 121 months on a straight-line basis. Goodwill is not amortized but rather is evaluated for impairment on at least an annual basis. We perform an annual impairment test of goodwill and core deposit intangibles as required by FASB ASC 350, *Intangibles - Goodwill and Other,* in the fourth quarter.

Income Taxes. We account for income taxes in accordance with income tax accounting guidance (ASC 740, *Income Taxes*). The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. We determine deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances and information available at the reporting date and is subject to the management s judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

Both we and our subsidiary file consolidated tax returns. Our subsidiary provides for income taxes on a separate return basis, and remits to us amounts determined to be currently payable.

Stock Options. In accordance with FASB ASC 718, *Compensation - Stock Compensation,* and FASB ASC 505-50, *Equity-Based Payments to Non-Employees*, the fair value of each option award is estimated on the date of grant. We recognize compensation expense for the grant-date fair value of the option award over the vesting period of the award.

Table of Contents

Acquisitions

Acquisition of Florida Business BancGroup, Inc.

On October 1, 2015, we completed our acquisition of Florida Business BancGroup, Inc. (FBBI), parent company of Bay Cities Bank (Bay Cities). We paid a purchase price to the FBBI shareholders of $104.1 million for the FBBI acquisition. Under the terms of the agreement, shareholders of FBBI received 2,079,854 shares of our common stock valued at approximately $83.8 million as of October 1, 2015, plus approximately $20.3 million in cash in exchange for all outstanding shares of FBBI common stock. A portion of the cash consideration, $2.0 million, has been placed into escrow, and FBBI shareholders will have a contingent right to receive their pro-rata portions of such amount. The amount, if any, of such escrowed funds to be released to FBBI shareholders will depend upon the amount of losses that HBI incurs in the two years following the completion of the merger related to two class action lawsuits that are pending against Bay Cities.

FBBI formerly operated six branch locations and a loan production office in the Tampa Bay area and in Sarasota, Florida. Including the effects of any purchase accounting adjustments, as of October 1, 2015, FBBI had approximately $564.5 million in total assets, $408.3 million in loans after $14.1 million of loan discounts, and $472.0 million in deposits.

See Note 2 Business Combinations in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2015 for an additional discussion regarding the acquisition of FBBI.

Acquisition of Pool of National Commercial Real Estate Loans

On April 1, 2015, our wholly-owned bank subsidiary, Centennial, acquired a pool of national commercial real estate loans from AM PR LLC, an affiliate of J.C. Flowers & Co., totaling approximately $289.1 million for a purchase price of 99% of the total principal value of the acquired loans. The acquired loans were originated by the former Doral Bank within its Doral Property Finance portfolio (DPF Portfolio) and were transferred to the Seller by Banco Popular of Puerto Rico (Popular) upon its acquisition of the assets and liabilities of Doral Bank from the FDIC, as receiver for the failed Doral Bank. This pool of loans is now housed in a division of Centennial known as the Centennial Commercial Finance Group (Centennial CFG). The Centennial CFG is responsible for servicing the acquired loan pool and originating new loan production.

In connection with this acquisition of loans, we opened a loan production office on April 23, 2015 in New York City. Through the loan production office, Centennial CFG is building out a national lending platform focusing on commercial real estate plus commercial and industrial loans. As of March 31, 2016 and December 31, 2015, Centennial CFG had $851.4 and $715.7 million in total loans net of discount, respectively. Centennial CFG currently has plans to build this loan portfolio to $1.2 billion to $1.3 billion by the end of 2016. During 2016, we have plans to open a deposit-only branch location in New York City.

Acquisition of Doral Bank s Florida Panhandle operations

On February 27, 2015, our bank subsidiary, Centennial, acquired all the deposits and substantially all the assets of Doral Florida through an alliance agreement with Popular who was the successful lead bidder with the FDIC on the failed Doral Bank of San Juan, Puerto Rico. Including the effects of the purchase accounting adjustments, the acquisition provided us with loans of approximately $37.9 million net of loan discounts, deposits of approximately $467.6 million, plus a $428.2 million cash settlement to balance the transaction. There is no loss-share with the FDIC in the acquired assets.

Prior to the acquisition, Doral Florida operated five branch locations in Panama City, Panama City Beach and Pensacola, Florida plus a loan production office in Tallahassee, Florida. At the time of acquisition, Centennial operated 29 branch locations in the Florida Panhandle. As a result, we closed all five branch locations during the July 2015 systems conversion and returned the facilities back to the FDIC.

See Note 2 Business Combinations in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2015 for an additional discussion regarding the acquisition of Doral Florida.

Acquisition of Broward Financial Holdings, Inc.

On October 23, 2014, we completed our acquisition of all of the issued and outstanding shares of common stock of Broward Financial Holdings, Inc. (Broward), parent company of Broward Bank, and merged Broward Bank into Centennial Bank. At acquisition, we agreed to pay the Broward shareholders at an undetermined date up to approximately $751,000 in additional consideration. The amount and timing of the additional payment, if any, was contingent upon future payments received or losses incurred by Centennial Bank from certain current Broward Bank loans. During the first quarter of 2016, we reached an agreement with the Broward shareholders and determined no additional consideration need be paid.

See Note 2 Business Combinations in the Notes to Consolidated Financial Statements in our Annual Report on Form 10-K for the year ended December 31, 2015 for an additional discussion regarding the acquisition of Broward.

FDIC Indemnification Asset

In conjunction with certain FDIC-assisted transactions, we entered into loss share agreements with the FDIC. These agreements cover realized losses on loans, foreclosed real estate and certain other assets. These loss share assets are measured separately from the loan portfolios because they are not contractually embedded in the loans and are not transferable with the loans should we choose to dispose of them. Fair values at the acquisition dates were estimated based on projected cash flows available for loss-share based on the credit adjustments estimated for each loan pool and the loss share percentages. The loss share assets are also separately measured from the related loans and foreclosed real estate and recorded as FDIC indemnification assets on the Consolidated Balance Sheets. Subsequent to the acquisition date, reimbursements received from the FDIC for actual incurred losses will reduce the loss share assets. Reductions to expected credit losses, to the extent such reductions to expected credit losses are the result of an improvement to the actual or expected cash flows from the covered assets, will also reduce the loss share assets. Increases in expected credit losses will require an increase to the allowance for loan losses and a corresponding increase to the loss share assets. As the ten-year loss-share agreements approach their expiration dates, there could be unexpected volatility as future expected loan losses might become projected to occur outside of the loss-share coverage reimbursement window.

Table 4 summarizes the activity in our FDIC indemnification asset during the periods indicated:

Table 4: Changes in FDIC Indemnification Asset

	Three Months Ended March 31,	
	2016	**2015**
	(Dollars in thousands)	
Beginning balance	$ 9,284	$ 28,409
Incurred claims for FDIC covered credit losses	(266)	(5,862)
FDIC indemnification accretion/(amortization)	(362)	(3,956)
Reduction in provision for loan losses:		
Benefit attributable to FDIC loss share agreements		844
Ending balance	$ 8,656	$ 19,435

FDIC-Assisted Acquisitions True-up

Our purchase and assumption agreements in connection with certain of our FDIC-assisted acquisitions allow the FDIC to recover a portion of the loss share funds previously paid out under the indemnification agreements in the event losses fail to reach the expected loss under a claw back provision. Should the markets associated with any of the banks we acquired through FDIC-assisted transactions perform better than initially projected, the Bank is required to pay this clawback (or true-up) payment to the FDIC on a specified date following the tenth anniversary of such acquisition (the True-Up Measurement Date).

Specifically, in connection with the Old Southern and Key West acquisitions, such true-up payments would be equal to 50% of the excess, if any, of (i) 20% of a stated threshold of $110.0 million in the case of Old Southern and $23.0 million in the case of Key West, less (ii) the sum of (A) 25% of the asset premium (discount) plus (B) 25% of the Cumulative Shared Loss Payments (defined as the aggregate of all of the payments made or payable to Centennial Bank minus the aggregate of all of the payments made or payable to the FDIC) plus (C) the Period Servicing Amounts for any twelve-month period prior to and ending on the True-Up Measurement Date (defined as the product of the simple average of the principal amount of shared loss loans and shared loss assets (other than shared loss securities) at the beginning and end of such period times 1%).

In connection with the Coastal-Bayside, Wakulla and Gulf State acquisitions, the true-up payments would be equal to 50% of the excess, if any, of (i) 20% of an intrinsic loss estimate of $121.0 million in the case of Coastal, $24.0 million in the case of Bayside, $73.0 million in the case of Wakulla and $35.0 million in the case of Gulf State, less (ii) the sum of (A) 20% of the net loss amount (the sum of all losses less the sum of all recoveries on covered assets) plus (B) 25% of the asset premium (discount) plus (C) 3.5% of the total loans subject to loss-sharing under the loss-sharing agreements as specified in the schedules to the agreements.

The amount of FDIC-assisted acquisitions true-up accrued at both March 31, 2016 and December 31, 2015 was $11.4 million.

We are currently exploring the possibility of terminating the remaining loss-share agreements with the FDIC. At this point, we have not reached an agreement with the FDIC to buy out the loss share.

As of March 31, 2016, we have an indemnification asset of $8.7 million remaining for the acquired loss-share loans. If this transaction with the FDIC were to occur, it would create a one-time acceleration of the indemnification asset plus the negotiated settlement for the true-up liability. While there is no guarantee we can reach an agreement with the FDIC, if we were to reach an agreement with the FDIC during 2016 to buy out the loss share agreements, it is anticipated this transaction will create a negative financial impact to 2016 earnings.

If we are able to reach an agreement with the FDIC during 2016, it will create a positive financial impact to earnings of approximately $1.5 million annually on a pre-tax basis through the year 2020 as a result of the one-time acceleration of the indemnification asset amortization.

Branches

As opportunities arise, we will continue to open new (commonly referred to as *de novo*) branches in our current markets and in other attractive market areas. During the second quarter of 2016, we have plans to open a deposit-only branch location in New York City.

During 2014, we initiated a branch efficiency study. Since that time, we have gathered data and evaluated over 40 branch locations across our footprint. The branch efficiency study considers many variables, such as proximity to other branches, deposits, transactions, market share and profitability. As a result of the study, we closed two Arkansas and two Florida locations during the first quarter of 2016. During the remainder of 2016, it is expected we will announce additional strategic consolidations where it improves efficiency in certain markets.

We currently have 77 branches in Arkansas, 58 branches in Florida, 6 branches in Alabama and a loan production office in New York City.

52

Table of Contents

Results of Operations

For Three Months Ended March 31, 2016 and 2015

Our net income increased $10.3 million, or 33.1%, to $41.4 million for the three-month period ended March 31, 2016, from $31.1 million for the same period in 2015. On a diluted earnings per share basis, our earnings were $0.59 per share and $0.46 per share for the three-month periods ended March 31, 2016 and 2015, respectively. The $10.3 million increase in net income is primarily associated with additional net interest income largely resulting from our acquisitions and our organic loan growth plus the reduced amortization of the indemnification asset when compared to the same period in 2015. These improvements were partially offset by an increase in provision for loan losses in first quarter of 2016 and a modest increase in the costs associated with the asset growth when compared to the same period in 2015.

Net Interest Income

Net interest income, our principal source of earnings, is the difference between the interest income generated by earning assets and the total interest cost of the deposits and borrowings obtained to fund those assets. Factors affecting the level of net interest income include the volume of earning assets and interest-bearing liabilities, yields earned on loans and investments, rates paid on deposits and other borrowings, the level of non-performing loans and the amount of non-interest-bearing liabilities supporting earning assets. Net interest income is analyzed in the discussion and tables below on a fully taxable equivalent basis. The adjustment to convert certain income to a fully taxable equivalent basis consists of dividing tax-exempt income by one minus the combined federal and state income tax rate (39.225% for the three-month periods ended March 31, 2016 and 2015).

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, was lowered on December 16, 2008 to a historic low of 0.25% to 0% where it remained until December 16, 2015 when the rate was increased slightly to 0.50% to 0.25%.

Our GAAP net interest margin for the quarter just ended decreased from 4.94% for the three-month period ended March 31, 2015 to 4.81% for the three-month period ended March 31, 2016. For the three months ended March 31, 2016 and 2015, we recognized $10.7 million and $10.4 million, respectively in total net accretion for acquired loans and deposits. The non-GAAP margin excluding accretion income was, relatively flat at 4.22% and 4.19% for the three months ended March 31, 2016 and 2015, respectively. Additionally, the non-GAAP yield on loans excluding accretion income was also relatively flat at 5.07% and 5.04% for the three months ended March 31, 2016 and 2015, respectively. Consequently, with a growth of average loan balance of $1.66 billion we experienced a decline in the GAAP net interest margin because the organic loan growth was approximately at our core margin levels.

The effective yield on non-covered loans for the three months ended March 31, 2016 and 2015 was 5.77% and 5.65%, respectively. The effective yield on covered loans for the three months ended March 31, 2016 and 2015 was 9.84% and 14.65%, respectively.

Net interest income on a fully taxable equivalent basis increased $19.1 million, or 23.6%, to $100.0 million for the three-month period ended March 31, 2016, from $80.9 million for the same period in 2015. This increase in net interest income was the result of a $21.5 million increase in interest income offset by a $2.4 million increase in interest expense. The $21.5 million increase in interest income was primarily the result of a higher level of earning assets offset by lower yields on our loans. The $2.4 million increase in interest expense for the three-month period ended March 31, 2016, is primarily the result of an increase in higher level of our interest bearing liabilities combined with our interest bearing liabilities repricing in a slightly higher interest rate environment. The higher level of our interest bearing liabilities resulted in an increase in interest expense of approximately $1.8 million. The repricing of our interest bearing liabilities in a slightly higher interest rate environment resulted in a $575,000 increase in interest expense.

Net interest margin, on a fully taxable equivalent basis, was 4.81% for the three months ended March 31, 2016, respectively, compared to 4.94% for the same period in 2015.

Table of Contents

Additional information and analysis for our net interest margin can be found in Tables 23 through 25 of our Non-GAAP Financial Measurements section of the Management Discussion and Analysis.

Tables 5 and 6 reflect an analysis of net interest income on a fully taxable equivalent basis for the three-month periods ended March 31, 2016 and 2015, as well as changes in fully taxable equivalent net interest margin for the three-month period ended March 31, 2016, compared to the same period in 2015.

Table 5: Analysis of Net Interest Income

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands)	
Interest income	$ 105,284	$ 83,881
Fully taxable equivalent adjustment	1,973	1,855
Interest income fully taxable equivalent	107,257	85,736
Interest expense	7,227	4,810
Net interest income fully taxable equivalent	$ 100,030	$ 80,926
Yield on earning assets fully taxable equivalent	5.16%	5.23%
Cost of interest-bearing liabilities	0.44	0.37
Net interest spread fully taxable equivalent	4.72	4.86
Net interest margin fully taxable equivalent	4.81	4.94

Table 6: Changes in Fully Taxable Equivalent Net Interest Margin

	Three Months Ended March 31, 2016 vs. 2015 (In thousands)
Increase (decrease) in interest income due to change in earning assets	$ 24,616
Increase (decrease) in interest income due to change in earning asset yields	(3,095)
(Increase) decrease in interest expense due to change in interest-bearing liabilities	(1,842)
(Increase) decrease in interest expense due to change in interest rates paid on interest-bearing liabilities	(575)
Increase (decrease) in net interest income	$ 19,104

54

Table of Contents

Table 7 shows, for each major category of earning assets and interest-bearing liabilities, the average amount outstanding, the interest income or expense on that amount and the average rate earned or expensed for the three-month periods ended March 31, 2016 and 2015, respectively. The table also shows the average rate earned on all earning assets, the average rate expensed on all interest-bearing liabilities, the net interest spread and the net interest margin for the same periods. The analysis is presented on a fully taxable equivalent basis. Non-accrual loans were included in average loans for the purpose of calculating the rate earned on total loans.

Table 7: Average Balance Sheets and Net Interest Income Analysis

	Three Months Ended March 31,					
	2016			2015		
	Average Balance	Income / Expense	Yield / Rate	Average Balance	Income / Expense	Yield / Rate
	(Dollars in thousands)					
ASSETS						
Earnings assets						
Interest-bearing balances due from banks	$ 113,831	$ 102	0.36%	$ 151,693	$ 91	0.24%
Federal funds sold	3,049	4	0.53	15,290	8	0.21
Investment securities taxable	1,177,595	5,450	1.86	1,081,613	5,543	2.08
Investment securities non-taxable	338,988	4,598	5.46	327,984	4,504	5.57
Loans receivable	6,729,060	97,103	5.80	5,068,580	75,590	6.05
Total interest-earning assets	8,362,523	$ 107,257	5.16	6,645,160	$ 85,736	5.23
Non-earning assets	968,099			896,648		
Total assets	$ 9,330,622			$ 7,541,808		
LIABILITIES AND STOCKHOLDERS EQUITY						
Liabilities						
Interest-bearing liabilities						
Savings and interest-bearing transaction accounts	$ 3,593,914	$ 2,018	0.23%	$ 3,040,876	$ 1,474	0.20%
Time deposits	1,393,591	1,616	0.47	1,335,984	1,784	0.54
Total interest-bearing deposits	4,987,505	3,634	0.29	4,376,860	3,258	0.30
Federal funds purchased	610	1	0.66	1,125	1	0.36
Securities sold under agreement to repurchase	128,897	145	0.45	179,561	172	0.39
FHLB and other borrowed funds	1,368,457	3,070	0.90	639,251	1,050	0.67
Subordinated debentures	60,826	377	2.49	60,826	329	2.19
Total interest-bearing liabilities	6,546,295	7,227	0.44	5,257,623	4,810	0.37

Non-interest bearing liabilities						
Non-interest bearing deposits	1,514,169			1,227,323		
Other liabilities	59,891			33,381		
Total liabilities	8,120,355			6,518,327		
Stockholders equity	1,210,267			1,023,481		
Total liabilities and stockholders equity	$ 9,330,622			$ 7,541,808		
Net interest spread			4.72%			4.86%
Net interest income and margin		$ 100,030	4.81%		$ 80,926	4.94%

Table 8 shows changes in interest income and interest expense resulting from changes in volume and changes in interest rates for the three-month period ended March 31, 2016 compared to the same period in 2015, on a fully taxable basis. The changes in interest rate and volume have been allocated to changes in average volume and changes in average rates, in proportion to the relationship of absolute dollar amounts of the changes in rates and volume.

Table 8: Volume/Rate Analysis

	Three Months Ended March 31, 2016 over 2015		
	Volume	Yield/Rate	Total
		(In thousands)	
Increase (decrease) in:			
Interest income:			
Interest-bearing balances due from banks	$ (27)	$ 38	$ 11
Federal funds sold	(9)	5	(4)
Investment securities taxable	469	(562)	(93)
Investment securities non-taxable	150	(56)	94
Loans receivable	24,033	(2,520)	21,513
Total interest income	24,616	(3,095)	21,521
Interest expense:			
Interest-bearing transaction and savings deposits	291	253	544
Time deposits	75	(243)	(168)
Federal funds purchased			
Securities sold under agreement to repurchase	(54)	27	(27)
FHLB and other borrowed funds	1,530	490	2,020
Subordinated debentures		48	48
Total interest expense	1,842	575	2,417
Increase (decrease) in net interest income	$ 22,774	$ (3,670)	$ 19,104

Provision for Loan Losses

Our management assesses the adequacy of the allowance for loan losses by applying the provisions of FASB ASC 310-10-35. Specific allocations are determined for loans considered to be impaired and loss factors are assigned to the remainder of the loan portfolio to determine an appropriate level in the allowance for loan losses. The allowance is increased, as necessary, by making a provision for loan losses. The specific allocations for impaired loans are assigned based on an estimated net realizable value after a thorough review of the credit relationship. The potential loss factors associated with the remainder of the loan portfolio are based on an internal net loss experience, as well as management s review of trends within the portfolio and related industries.

While general economic trends have improved recently, we cannot be certain that the current economic conditions will considerably improve in the near future. Recent and ongoing events at the national and international levels can create uncertainty in the financial markets. Despite these economic uncertainties, we continue to follow our historically conservative procedures for lending and evaluating the provision and allowance for loan losses. Our practice continues to be primarily traditional real estate lending with strong loan-to-value ratios.

Generally, commercial, commercial real estate, and residential real estate loans are assigned a level of risk at origination. Thereafter, these loans are reviewed on a regular basis. The periodic reviews generally include loan payment and collateral status, the borrowers financial data, and key ratios such as cash flows, operating income, liquidity, and leverage. A material change in the borrower s credit analysis can result in an increase or decrease in the loan s assigned risk grade. Aggregate dollar volume by risk grade is monitored on an on-going basis.

Our management reviews certain key loan quality indicators on a monthly basis, including current economic conditions, delinquency trends and ratios, portfolio mix changes, and other information management deems necessary. This review process provides a degree of objective measurement that is used in conjunction with periodic internal evaluations. To the extent that this review process yields differences between estimated and actual observed losses, adjustments are made to the loss factors used to determine the appropriate level of the allowance for loan losses.

Our Company is primarily a real estate lender in the markets we serve. As such, we are subject to declines in asset quality when real estate prices fall. The recession in the latter years of the last decade harshly impacted the real estate market in Florida. The economic conditions particularly in our Florida markets have improved recently, although not to pre-recession levels. Our Arkansas markets economies have been fairly stable over the past several years with no boom or bust. As a result, the Arkansas economy fared better with its real estate values during this time period.

The provision for loan losses represents management s determination of the amount necessary to be charged against the current period s earnings, to maintain the allowance for loan losses at a level that is considered adequate in relation to the estimated risk inherent in the loan portfolio.

There was zero and $918,000 of provision for covered loans for the three months ended March 31, 2016 and 2015, respectively.

The $918,000 of provision for loan losses for the three months ended March 31, 2015 is a result of the quarterly impairment testing on the estimated cash flows of our FDIC loss-share loans which noted a slight decline in asset quality in several of our covered loan pools, resulting in a net covered provision for loan loss of $918,000.

There was $5.7 million and $2.9 million of provision for non-covered loans for the three months ended March 31, 2016 and 2015, respectively.

We experienced a $2.8 million increase in the provision for loan losses for non-covered loans during the first quarter of 2016 versus the first quarter of 2015. The increase from the first quarter of 2015 is primarily a result of provisioning for our first quarter of 2016 organic loan growth.

Based upon current accounting guidance, the allowance for loan losses is not carried over in an acquisition. As a result, none of the acquired loans had any allocation of the allowance for loan losses at merger date. This is the result of all loans acquired being recorded at fair value in accordance with the fair value methodology prescribed in ASC Topic 820. However, as the acquired loans payoff or renew and the acquired footprint originates new loan production, it is necessary to establish an allowance which represents an amount that, in management s judgment, will be adequate to absorb credit losses. The allowance for loan loss methodology for all originated loans as disclosed in Note 1 to the Notes to Consolidated Financial Statements in our Form 10-K was used for these loans. Our current or historical provision levels should not be relied upon as a predictor or indicator of future levels going forward.

Non-Interest Income

Total non-interest income was $19.4 million for the three-month period ended March 31, 2016, compared to $14.7 million for the same period in 2015, respectively. Our recurring non-interest income includes service charges on deposit accounts, other service charges and fees, trust fees, mortgage lending, insurance, title fees, increase in cash value of life insurance, dividends and FDIC indemnification accretion/amortization.

57

Table of Contents

Table 9 measures the various components of our non-interest income for the three-month periods ended March 31, 2016 and 2015, respectively, as well as changes for the three-month period ended March 31, 2016 compared to the same period in 2015.

Table 9: Non-Interest Income

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015	2016 Change from 2015	
	(Dollars in thousands)			
Service charges on deposit accounts	$ 5,929	$ 5,418	$ 511	9.4%
Other service charges and fees	7,117	6,216	901	14.5
Trust fees	404	432	(28)	(6.5)
Mortgage lending income	2,863	1,932	931	48.2
Insurance commissions	657	567	90	15.9
Income from title services	4	34	(30)	(88.2)
Increase in cash value of life insurance	395	308	87	28.2
Dividends from FHLB, FRB, Bankers bank & other	620	415	205	49.4
Gain on acquisitions		1,635	(1,635)	(100.0)
Gain (loss) on sale of premises and equipment, net	(53)	8	(61)	(762.5)
Gain (loss) on OREO, net	96	493	(397)	(80.5)
Gain (loss) on securities, net	10	4	6	150.0
FDIC indemnification accretion/(amortization), net	(362)	(3,956)	3,594	(90.8)
Other income	1,757	1,164	593	50.9
Total non-interest income	$ 19,437	$ 14,670	$ 4,767	32.5%

Non-interest income increased $4.8 million, or 32.5%, to $19.4 million for the three-month period ended March 31, 2016 from $14.7 million for the same period in 2015. Non-interest income excluding gain on acquisitions increased $6.4 million, or 49.1%, to $19.4 million for the three months ended March 31, 2016 from $13.0 million for the same period in 2015.

Excluding gain on acquisitions, the primary factors that resulted in this increase were improvements related to service charges on deposits, other service charges and fees, mortgage lending, insurance, amortization on our FDIC indemnification asset and other income offset by a decrease in net changes in sale of premises and equipment gains and losses, and net changes in OREO gains and losses.

Additional details for the three months ended March 31, 2016 on some of the more significant changes are as follows:

The $511,000 increase in service charges on deposit accounts primarily results from an increase in overdraft fees from additional volume from our 2015 acquisitions.

The $901,000 increase in other service charges and fees is primarily from our 2015 acquisition plus additional loan payoff fees generated by the Centennial CFG.

The $931,000 increase in mortgage lending income is from the additional lending volume from our 2015 acquisitions combined with organic loan growth. We hired a mortgage lending president during 2014 to oversee this product offering. This additional management position is responsible for improved pricing and efficiencies which is ultimately generating more revenue from the organic growth.

The $3.6 million decrease in FDIC indemnification accretion/amortization, net, is primarily associated with the conclusion of the five-year covered loan loss-share agreements plus a lack of recent additional credit improvements in the covered loan portfolio which has not created additional FDIC indemnification asset amortization. For further discussion and analysis, reference the Credit Improvement in Purchased Credit Impaired Loan Pools section in the Management s Discussion and Analysis.

58

Table of Contents

Other income includes loan recoveries of $350,000 on our FDIC covered transactions and $244,000 on other purchased loans.

Non-Interest Expense

Non-interest expense consists of salaries and employee benefits, occupancy and equipment, data processing, and other expenses such as advertising, merger and acquisition expenses, amortization of intangibles, electronic banking expense, FDIC and state assessment, insurance, legal and accounting fees and other professional fees.

Table 10 below sets forth a summary of non-interest expense for the three-month periods ended March 31, 2016 and 2015, as well as changes for the three-month period ended March 31, 2016 compared to the same period in 2015.

Table 10: Non-Interest Expense

	Three Months Ended March 31,		2016 Change from 2015	
	2016	2015		
	(Dollars in thousands)			
Salaries and employee benefits	$ 23,958	$ 19,390	$ 4,568	23.6%
Occupancy and equipment	6,671	6,049	622	10.3
Data processing expense	2,664	2,419	245	10.1
Other operating expenses:				
Advertising	823	779	44	5.6
Merger and acquisition expenses		1,417	(1,417)	(100.0)
Amortization of intangibles	845	1,129	(284)	(25.2)
Electronic banking expense	1,456	1,232	224	18.2
Directors fees	275	295	(20)	(6.8)
Due from bank service charges	305	215	90	41.9
FDIC and state assessment	1,446	1,396	50	3.6
Insurance	533	666	(133)	(20.0)
Legal and accounting	523	447	76	17.0
Other professional fees	925	488	437	89.5
Operating supplies	436	434	2	0.5
Postage	286	309	(23)	(7.4)
Telephone	487	504	(17)	(3.4)
Other expense	4,015	3,544	471	13.3
Total non-interest expense	$ 45,648	$ 40,713	$ 4,935	12.1%

Non-interest expense for the three months ended March 31, 2016 was $45.6 million compared to $40.7 million for the three months ended March 31, 2015. Non-interest expense, excluding merger expenses, was $45.6 million for the three months ended March 31, 2016 compared to $39.3 million for the same period in 2015.

The change in non-interest expense for the first quarter of 2016 was 12.1%, when compared to a year ago due to the completion of our 2015 acquisitions, the opening of the Centennial CFG loan production office during the second quarter of 2015 and write-downs on vacant properties from closed branches during the first quarter of 2016. The opening of the Centennial CFG loan production office resulted in $3.0 million of non-interest expense during the three months ended March 31, 2016. While the cost of doing business in New York City is significantly higher than our Arkansas, Florida and Alabama markets, we are still committed to cost-saving measures while achieving our goals of growing the Company. During the first quarter of 2016, the Company had write-downs on vacant properties from closed branches of approximately $720,000.

Income Taxes

The income tax expense increased $6.6 million, or 36.5%, to $24.7 million for the three-month period ended March 31, 2016, from $18.1 million as of March 31, 2015. The effective income tax rate was 37.39% for the three-month period ended March 31, 2016, compared to 36.80% for the same period in 2015. The primary cause of the increase in taxes is the result of our higher earnings at our marginal tax rate of 39.225%.

Table of Contents

Financial Condition as of and for the Period Ended March 31, 2016 and December 31, 2015

Our total assets as of March 31, 2016 increased $108.3 million to $9.40 billion from the $9.29 billion reported as of December 31, 2015. Our loan portfolio not covered by loss share increased $212.8 million to $6.79 billion as of March 31, 2016, from $6.58 billion as of December 31, 2015. This increase is a result of $212.8 million of organic loan growth since December 31, 2015. Our loan portfolio covered by loss share decreased $2.2 million to $60.0 million as of March 31, 2016, from $62.2 million as of December 31, 2015. This decrease is primarily associated with normal pay-downs and payoffs. Stockholders equity increased $28.0 million to $1.23 billion as of March 31, 2016, compared to $1.20 billion as of December 31, 2015. The annualized improvement in stockholders equity for the first three months of 2016 was 9.4%. The increase in stockholders equity is primarily associated with the $30.9 million increase in retained earnings plus the $2.3 million of comprehensive income offset by the $5.2 million of decrease in capital surplus as a result of the $8.8 million repurchase of common stock net of activity related to stock based compensation during the quarter.

Loan Portfolio

Loans Receivable Not Covered by Loss Share

Our non-covered loan portfolio averaged $6.67 billion and $4.85 billion during the three-month periods ended March 31, 2016 and 2015, respectively. Non-covered loans were $6.79 billion as of March 31, 2016 compared to $6.58 billion as of December 31, 2015, which is a $212.8 million, or 12.9%, annualized increase.

On February 27, 2015, we acquired $37.9 million of loans after $4.3 million of loan discounts from Doral Florida. On April 1, 2015, we acquired a pool of national commercial real estate loans from J.C. Flowers & Co. LLC totaling approximately $289.1 million. On October 1, 2015, we acquired $408.3 million of loans after $14.1 million of loan discounts from FBBI, which are being accounted for in accordance with the provisions of ASC Topic 310-20 and ASC Topic 310-30. All of these acquired loans are being accounted for in accordance with the provisions of ASC Topic 310-20 and ASC Topic 310-30.

We produced approximately $212.8 million of organic non-covered loan growth since December 31, 2015, of which $135.6 million is associated with Centennial CFG with the remaining $77.2 million being associated with loan originations in the legacy footprint. Centennial CFG had loans of $851.4 million at March 31, 2016.

During 2015, the five-year loss share agreements on the commercial real estate and commercial and industrial loans acquired through the FDIC-assisted acquisitions of Old Southern, Key West, Coastal, Bayside, Wakulla and Gulf State concluded. As a result, $145.2 million of these loans including their associated discounts previously classified as covered loans migrated to non-covered loans status during 2015.

The most significant components of the non-covered loan portfolio were commercial real estate, residential real estate, consumer, commercial and industrial and agricultural loans. These non-covered loans are primarily originated within our franchises in Arkansas, Florida, South Alabama and Centennial CFG, and are generally secured by residential or commercial real estate or business or personal property within our market areas of Arkansas, Florida, Alabama and New York. Non-covered loans were approximately $3.46 billion, $2.24 billion, $245.1 million and $851.4 million as of March 31, 2016 in Arkansas, Florida, Alabama and New York, respectively.

As of March 31, 2016, we had $439.9 million of construction land development loans which were collateralized by land. This consisted of $220.5 million for raw land and $219.4 million for land with commercial and or residential lots.

60

Table of Contents

Table 11 presents our loan balances not covered by loss share by category as of the March 31, 2016 and December 31, 2015.

Table 11: Loan Portfolio Not Covered by Loss Share

	As of March 31, 2016	As of December 31, 2015
	(In thousands)	
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	$ 2,889,735	$ 2,968,147
Construction/land development	976,098	943,095
Agricultural	75,763	75,027
Residential real estate loans:		
Residential 1-4 family	1,145,080	1,130,714
Multifamily residential	437,721	429,872
Total real estate	5,524,397	5,546,855
Consumer	50,090	52,258
Commercial and industrial	1,070,139	850,357
Agricultural	63,482	67,109
Other	84,062	62,822
Loans receivable not covered by loss share	$ 6,792,170	$ 6,579,401

As of acquisition date, we evaluated $1.61 billion of net loans ($1.67 billion gross loans less $62.1 million discount) purchased in conjunction with the acquisition of Liberty in accordance with the provisions of FASB ASC Topic 310-20, *Nonrefundable Fees and Other Costs*. As of March 31, 2016, the net loan balance of the Liberty ASC Topic 310-20 purchased loans is $764.9 million ($781.0 million gross loans less $16.1 million discount). The fair value discount is being accreted into interest income over the weighted average life of the loans using a constant yield method.

As of acquisition date, we evaluated $120.5 million of net loans ($162.4 million gross loans less $41.9 million discount) purchased in conjunction with the acquisition of Liberty in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. As of March 31, 2016, the net loan balance of the Liberty ASC Topic 310-30 purchased loans is $73.4 million ($106.0 million gross loans less $32.6 million discount). These purchased non-covered loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected.

Non-Covered Commercial Real Estate Loans. We originate non-farm and non-residential loans (primarily secured by commercial real estate), construction/land development loans, and agricultural loans, which are generally secured by real estate located in our market areas. Our commercial mortgage loans are generally collateralized by first liens on real estate and amortized over a 15 to 25 year period with balloon payments due at the end of one to five years. These loans are generally underwritten by assessing cash flow (debt service coverage), primary and secondary source of repayment, the financial strength of any guarantor, the strength of the tenant (if any), the borrower s liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. Generally, we will loan up to 85% of the value of improved property, 65% of the value of raw land and 75% of the value of land to be acquired and developed. A first lien on the property and assignment of lease is required if the collateral is rental property, with second lien positions considered on a case-by-case basis.

As of March 31, 2016, non-covered commercial real estate loans totaled $3.94 billion, or 58.0% of our non-covered loan portfolio, as compared to $3.99 billion, or 60.6% of our non-covered loan portfolio, as of December 31, 2015. Our Arkansas, Florida, Alabama and Centennial CFG franchises non-covered commercial real estate loans were $1.88 billion, $1.45 billion, $143.2 million and $467.5 million at March 31, 2016, respectively.

Non-Covered Residential Real Estate Loans. We originate one to four family, residential mortgage loans generally secured by property located in our primary market areas. Approximately 36.2% and 43.7% of our non-covered residential mortgage loans consist of owner occupied 1-4 family properties and non-owner occupied 1-4 family properties (rental), respectively, as of March 31, 2016. Non-covered residential real estate loans generally have a loan-to-value ratio of up to 90%. These loans are underwritten by giving consideration to the borrower s ability to pay, stability of employment or source of income, debt-to-income ratio, credit history and loan-to-value ratio.

As of March 31, 2016, non-covered residential real estate loans totaled $1.58 billion, or 23.3%, of our non-covered loan portfolio, compared to $1.56 billion, or 23.7% of our non-covered loan portfolio, as of December 31, 2015. Our Arkansas, Florida, Alabama and Centennial CFG franchises non-covered residential real estate loans were $906.3 million, $535.7 million, $72.9 million and $67.9 million at March 31, 2016, respectively.

Non-Covered Consumer Loans. Our non-covered consumer loan portfolio is composed of secured and unsecured loans originated by our bank. The performance of consumer loans will be affected by the local and regional economies as well as the rates of personal bankruptcies, job loss, divorce and other individual-specific characteristics.

As of March 31, 2016, our non-covered consumer loan portfolio totaled $50.1 million, or 0.7%, of our total non-covered loan portfolio, compared to the $52.3 million, or 0.8% of our non-covered loan portfolio as of December 31, 2015. Our Arkansas, Florida, Alabama and Centennial CFG franchises non-covered consumer loans were $28.6 million, $20.5 million, $1.0 million and zero at March 31, 2016, respectively.

Non-Covered Commercial and Industrial Loans. Commercial and industrial loans are made for a variety of business purposes, including working capital, inventory, equipment and capital expansion. The terms for commercial loans are generally one to seven years. Commercial loan applications must be supported by current financial information on the borrower and, where appropriate, by adequate collateral. Commercial loans are generally underwritten by addressing cash flow (debt service coverage), primary and secondary sources of repayment, the financial strength of any guarantor, the borrower s liquidity and leverage, management experience, ownership structure, economic conditions and industry specific trends and collateral. The loan to value ratio depends on the type of collateral. Generally speaking, accounts receivable are financed at between 50% and 80% of accounts receivable less than 60 days past due. Inventory financing will range between 50% and 60% (with no work in process) depending on the borrower and nature of inventory. We require a first lien position for those loans.

As of March 31, 2016, non-covered commercial and industrial loans outstanding totaled $1.07 billion, or 15.8% of our non-covered loan portfolio, which is comparable to $850.4 million, or 12.9% of our non-covered loan portfolio, as of December 31, 2015. Our Arkansas, Florida, Alabama and Centennial CFG franchises non-covered commercial and industrial loans were $528.2 million, $200.1 million, $25.8 million and $316.0 million at March 31, 2016, respectively.

Non-Covered Agricultural Loans. Our portfolio of agricultural loans includes loans for financing agricultural production, including loans to businesses or individuals engaged in the production of timber, poultry, livestock or crops and are not categorized as part of non-covered real estate loans. Our agricultural loans are generally secured by farm machinery, livestock, crops, vehicles or other agricultural-related collateral. A portion of our portfolio of agricultural loans is comprised of loans to individuals which would normally be characterized as consumer loans except for the fact that the individual borrowers are primarily engaged in the production of timber, poultry, livestock or crops.

As of March 31, 2016, our non-covered agricultural loan portfolio totaled $63.5 million, or 0.9%, of our total non-covered loan portfolio, compared to the $67.1 million, or 1.0% of our non-covered loan portfolio as of

December 31, 2015. Our Arkansas, Florida, Alabama and Centennial CFG franchises non-covered agricultural loans were $45.8 million, $17.7 million, zero and zero at March 31, 2016, respectively.

Table of Contents

Total Loans Receivable

Table 12 presents total loans receivable by category.

Table 12: Total Loans Receivable

As of March 31, 2016

	Loans Receivable Not Covered by Loss Share	Loans Receivable Covered by FDIC Loss Share	Total Loans Receivable
		(In thousands)	
Real estate:			
Commercial real estate loans			
Non-farm/non-residential	$ 2,889,735	$ 192	$ 2,889,927
Construction/land development	976,098	1,702	977,800
Agricultural	75,763		75,763
Residential real estate loans			
Residential 1-4 family	1,145,080	57,243	1,202,323
Multifamily residential	437,721	379	438,100
Total real estate	5,524,397	59,516	5,583,913
Consumer	50,090		50,090
Commercial and industrial	1,070,139	414	1,070,553
Agricultural	63,482		63,482
Other	84,062	112	84,174
Total	$ 6,792,170	$ 60,042	$ 6,852,212

Non-Performing Assets Not Covered by Loss Share

We classify our non-covered problem loans into three categories: past due loans, special mention loans and classified loans (accruing and non-accruing).

When management determines that a loan is no longer performing, and that collection of interest appears doubtful, the loan is placed on non-accrual status. Loans that are 90 days past due are placed on non-accrual status unless they are adequately secured and there is reasonable assurance of full collection of both principal and interest. Our management closely monitors all loans that are contractually 90 days past due, treated as special mention or otherwise classified or on non-accrual status.

We have non-covered loans acquired with deteriorated credit quality in our March 31, 2016 financial statements as a result of our historical acquisitions plus the migration of loans covered by FDIC loss share to loans not covered by loss share status. The credit metrics most heavily impacted by our acquisitions of acquired non-covered loans with deteriorated credit quality were the following credit quality indicators listed in Table 13 below:

- Allowance for loan losses for non-covered loans to non-performing non-covered loans;
- Non-performing non-covered loans to total non-covered loans; and
- Non-performing non-covered assets to total non-covered assets.

On the date of acquisition, acquired credit-impaired loans are initially recognized at fair value, which incorporates the present value of amounts estimated to be collectible. As a result of the application of this accounting methodology, certain credit-related ratios, including those referenced above, may not necessarily be directly comparable with periods prior to the acquisition of the credit-impaired non-covered loans and non-covered non-performing assets, or comparable with other institutions.

Table of Contents

Table 13 sets forth information with respect to our non-performing non-covered assets as of March 31, 2016 and December 31, 2015. As of these dates, all non-performing non-covered restructured loans are included in non-accrual non-covered loans.

Table 13: Non-performing Assets Not Covered by Loss Share

	As of March 31, 2016	As of December 31, 2015
	(Dollars in thousands)	
Non-accrual non-covered loans	$ 33,409	$ 36,374
Non-covered loans past due 90 days or more (principal or interest payments)	22,008	23,845
Total non-performing non-covered loans	55,417	60,219
Other non-performing non-covered assets		
Non-covered foreclosed assets held for sale, net	19,657	18,526
Other non-performing non-covered assets		38
Total other non-performing non-covered assets	19,657	18,564
Total non-performing non-covered assets	$ 75,074	$ 78,783
Allowance for loan losses for non-covered loans to non-performing non-covered loans	125.92%	110.66%
Non-performing non-covered loans to total non-covered loans	0.82	0.92
Non-performing non-covered assets to total non-covered assets	0.80	0.85

Our non-performing non-covered loans are comprised of non-accrual non-covered loans and accruing non-covered loans that are contractually past due 90 days. Our bank subsidiary recognizes income principally on the accrual basis of accounting. When loans are classified as non-accrual, the accrued interest is charged off and no further interest is accrued, unless the credit characteristics of the loan improve. If a loan is determined by management to be uncollectible, the portion of the loan determined to be uncollectible is then charged to the allowance for loan losses.

Total non-performing non-covered loans were $55.4 million as of March 31, 2016, compared to $60.2 million as of December 31, 2015 for a decrease of $4.8 million. Of the $4.8 million decrease in non-performing loans, $893,000 is from a decrease in non-performing loans in our Arkansas market, $3.8 million from a decrease in non-performing loans in our Florida market and $107,000 from a decrease in non-performing loans in our Alabama market. Non-performing loans at March 31, 2016 are $27.4 million, $28.0 million, $25,000 and zero in the Arkansas, Florida, Alabama and Centennial CFG markets, respectively.

Although the current state of the real estate market has improved, uncertainties still present in the economy may continue to increase our level of non-performing non-covered loans. While we believe our allowance for loan losses is adequate and our purchased loans are adequately discounted at March 31, 2016, as additional facts become known about relevant internal and external factors that affect loan collectability and our assumptions, it may result in us making additions to the provision for loan losses during 2016. Our current or historical provision levels should not be relied upon as a predictor or indicator of future levels going forward.

Troubled debt restructurings (TDRs) generally occur when a borrower is experiencing, or is expected to experience, financial difficulties in the near term. As a result, the Bank will work with the borrower to prevent further difficulties, and ultimately to improve the likelihood of recovery on the loan. In those circumstances it may be beneficial to restructure the terms of a loan and work with the borrower for the benefit of both parties, versus forcing the property into foreclosure and having to dispose of it in an unfavorable and depressed real estate market. When we have modified the terms of a loan, we usually either reduce the monthly payment and/or interest rate for generally about three to twelve months. For our TDRs that accrue interest at the time the loan is restructured, it would be a rare exception to have charged-off any portion of the loan. Only non-performing restructured loans are included in our non-performing non-covered loans. As of March 31, 2016, we had $16.2 million of non-covered restructured loans that are in compliance with the modified terms and are not reported as past due or non-accrual in Table 16. Our Florida market contains $12.5 million and our Arkansas market contains $3.7 million of these non-covered restructured loans.

Table of Contents

A loan modification that might not otherwise be considered may be granted resulting in classification as a TDR. These loans can involve loans remaining on non-accrual, moving to non-accrual, or continuing on an accrual status, depending on the individual facts and circumstances of the borrower. Generally, a non-accrual loan that is restructured remains on non-accrual for a period of six months to demonstrate that the borrower can meet the restructured terms. However, performance prior to the restructuring, or significant events that coincide with the restructuring, are considered in assessing whether the borrower can pay the new terms and may result in the loan being returned to an accrual status after a shorter performance period. If the borrower s ability to meet the revised payment schedule is not reasonably assured, the loan will remain in a non-accrual status.

The majority of the Bank s loan modifications relate to commercial lending and involve reducing the interest rate, changing from a principal and interest payment to interest-only, a lengthening of the amortization period, or a combination of some or all of the three. In addition, it is common for the Bank to seek additional collateral or guarantor support when modifying a loan. At March 31, 2016, the amount of TDRs was $16.3 million, a decrease of 10.5% from $18.2 million at December 31, 2015. As of March 31, 2016 and December 31, 2015, 99.8% and 81.2%, respectively, of all restructured loans were performing to the terms of the restructure.

Total foreclosed assets held for sale not covered by loss share were $19.6 million as of March 31, 2016, compared to $18.5 million as of December 31, 2015 for an increase of $1.1 million. The foreclosed assets held for sale not covered by loss share as of March 31, 2016 are comprised of $14.2 million of assets located in Arkansas, $4.8 million of assets located in Florida, $601,000 located in Alabama and zero from Centennial CFG.

During the first three months of 2016, we had three non-covered foreclosed properties with a carrying value greater than $1.0 million. One of these two properties is a non-farm/non-residential property in the Florida Panhandle and holds a carrying value of $1.0 million at March 31, 2016. Another property is a development loan in Northwest Arkansas which has been foreclosed since the first quarter of 2011. The carrying value was $2.0 million at March 31, 2016. Remaining property is a 1-4 family residential property in Central Arkansas and holds a carrying value of $1.0 million at March 31, 2016. The Company does not currently anticipate any additional losses on these properties. As of March 31, 2016, no other foreclosed assets held for sale not covered by loss share have a carrying value greater than $1.0 million.

Table 14 shows the summary of foreclosed assets held for sale as of March 31, 2016 and December 31, 2015.

Table 14: Total Foreclosed Assets Held For Sale

	As of March 31, 2016			As of December 31, 2015		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
			(In thousands)			
Commercial real estate loans						
Non-farm/non-residential	$ 11,430	$	$ 11,430	$ 9,787	$	$ 9,787
Construction/land development	4,649		4,649	5,286		5,286
Agricultural						
Residential real estate loans						
Residential 1-4 family	3,386	545	3,931	3,233	614	3,847

Multifamily residential	192		192	220		220
Total foreclosed assets held for sale	$ 19,657	$ 545	$ 20,202	$ 18,526	$ 614	$ 19,140

A loan is considered impaired when it is probable that we will not receive all amounts due according to the contracted terms of the loans. Impaired loans include non-performing loans (loans past due 90 days or more and non-accrual loans), criticized and/or classified loans with a specific allocation, loans categorized as TDRs and certain other loans identified by management that are still performing (loans included in multiple categories are only included once). As of March 31, 2016, average non-covered impaired loans were $90.4 million compared to $88.1 million as of December 31, 2015. As of March 31, 2016, non-covered impaired loans were $89.2 million compared to $91.6 million as of December 31, 2015, for a decrease of $2.4 million. This decrease is primarily associated with the decrease in loan balances with a specific allocation combined with a decrease in the level of loans categorized as TDRs. As of March 31, 2016, our Arkansas, Florida, Alabama and Centennial CFG markets accounted for approximately $41.4 million, $47.8 million, $25,000 and zero of the non-covered impaired loans, respectively.

Table of Contents

We evaluated loans purchased in conjunction with our historical acquisitions for impairment in accordance with the provisions of FASB ASC Topic 310-30, *Loans and Debt Securities Acquired with Deteriorated Credit Quality*. Purchased loans are considered impaired if there is evidence of credit deterioration since origination and if it is probable that not all contractually required payments will be collected. Purchased impaired non-covered loans are not classified as non-performing non-covered assets for the recognition of interest income as the pools are considered to be performing. However, for the purpose of calculating the non-performing credit metrics, we have included all of the non-covered loans which are contractually 90 days past due and still accruing, including those in performing pools. Therefore, interest income, through accretion of the difference between the carrying amount of the loans and the expected cash flows, is being recognized on all purchased impaired loans.

All non-covered loans acquired with deteriorated credit quality are considered impaired loans at the date of acquisition. Since the loans are accounted for on a pooled basis under ASC 310-30, individual loans are not classified as impaired. Since the loans are accounted for on a pooled basis under ASC 310-30, individual loans subsequently restructured within the pools are not classified as TDRs in accordance with ASC 310-30-40. For non-covered loans acquired with deteriorated credit quality that were deemed TDRs prior to our acquisition of them, these loans are also not considered TDRs as they are accounted for under ASC 310-30.

As of March 31, 2016 and December 31, 2015, there was not a material amount of non-covered loans acquired with deteriorated credit quality on non-accrual status as a result of most of the loans being accounted for on the pool basis and the pools are considered to be performing for the accruing of interest income. Also, acquired loans contractually past due 90 days or more are accruing interest because the pools are considered to be performing for the purpose of accruing interest income.

Past Due and Non-Accrual Loans

Table 15 shows the summary of non-accrual loans as of March 31, 2016 and December 31, 2015:

Table 15: Total Non-Accrual Loans

	As of March 31, 2016			As of December 31, 2015		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
	(In thousands)					
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	$ 9,858	$	$ 9,858	$ 15,811	$	$ 15,811
Construction/land development	4,085		4,085	2,952		2,952
Agricultural	513		513	531		531
Residential real estate loans						
Residential 1-4 family	10,589		10,589	12,574		12,574
Multifamily residential	895		895	870		870
Total real estate	25,940		25,940	32,738		32,738
Consumer	170		170	239		239

Commercial and industrial	6,251		6,251	2,363		2,363
Other	1,048		1,048	1,034		1,034
Total non-accrual loans	$ 33,409	$	$ 33,409	$ 36,374	$	$ 36,374

If the non-covered non-accrual loans had been accruing interest in accordance with the original terms of their respective agreements, interest income of approximately $503,000 and $373,000 for the three-month periods ended March 31, 2016 and 2015, respectively, would have been recorded. The interest income recognized on the non-covered non-accrual loans for the three-month periods ended March 31, 2016 and 2015 was considered immaterial.

Table 16 shows the summary of accruing past due loans 90 days or more as of March 31, 2016 and December 31, 2015:

Table 16: Total Loans Accruing Past Due 90 Days or More

	As of March 31, 2016			As of December 31, 2015		
	Not Covered by Loss Share	Covered by FDIC Loss Share	Total	Not Covered by Loss Share	Covered by FDIC Loss Share	Total
			(In thousands)			
Real estate:						
Commercial real estate loans						
Non-farm/non-residential	$ 9,588	$	$ 9,588	$ 9,247	$	$ 9,247
Construction/land development	3,855		3,855	4,176		4,176
Agricultural	31		31	30		30
Residential real estate loans						
Residential 1-4 family	2,415	3,136	5,551	3,915	3,292	7,207
Multifamily residential	1		1	1		1
Total real estate	15,890	3,136	19,026	17,369	3,292	20,661
Consumer	52		52	46		46
Commercial and industrial	6,066		6,066	6,430		6,430
Other						
Total loans accruing past due 90 days or more	$ 22,008	$ 3,136	$ 25,144	$ 23,845	$ 3,292	$ 27,137

Our total covered loans accruing past due 90 days or more and non-accrual covered loans to total covered loans was 5.2% and 5.3% as of March 31, 2016 and December 31, 2015, respectively.

Allowance for Loan Losses for Non-Covered Loans

Overview. The allowance for loan losses for non-covered loans is maintained at a level which our management believes is adequate to absorb all probable losses on loans in the loan portfolio. The amount of the allowance is affected by: (i) loan charge-offs, which decrease the allowance; (ii) recoveries on loans previously charged off, which increase the allowance; and (iii) the provision of possible loan losses charged to income, which increases the allowance. In determining the provision for possible loan losses, it is necessary for our management to monitor fluctuations in the allowance resulting from actual charge-offs and recoveries and to periodically review the size and composition of the loan portfolio in light of current and anticipated economic conditions. If actual losses exceed the amount of allowance for loan losses for non-covered loans, our earnings could be adversely affected.

As we evaluate the allowance for loan losses for non-covered loans, we categorize it as follows: (i) specific allocations; (ii) allocations for criticized and classified assets not individually evaluated for impairment; (iii) general allocations; and (iv) miscellaneous allocations.

Specific Allocations. As a general rule, if a specific allocation is warranted, it is the result of an analysis of a previously classified credit or relationship. Typically, when it becomes evident through the payment history or a financial statement review that a loan or relationship is no longer supported by the cash flows of the asset and/or borrower and has become collateral dependent, we will use appraisals or other collateral analysis to determine if collateral impairment has occurred. The amount or likelihood of loss on this credit may not yet be evident, so a charge-off would not be prudent. However, if the analysis indicates that an impairment has occurred, then a specific allocation will be determined for this loan. If our existing appraisal is outdated or the collateral has been subject to significant market changes, we will obtain a new appraisal for this impairment analysis. The majority of our impaired loans are collateral dependent at the present time, so third-party appraisals were used to determine the necessary impairment for these loans. Cash flow available to service debt was used for the other impaired loans. This analysis is performed each quarter in connection with the preparation of the analysis of the adequacy of the allowance for loan losses for non-covered loans, and if necessary, adjustments are made to the specific allocation provided for a particular loan.

For collateral dependent loans, we do not consider an appraisal outdated simply due to the passage of time. However, if an appraisal is older than 13 months and if market or other conditions have deteriorated and we believe that the current market value of the property is not within approximately 20% of the appraised value, we will consider the appraisal outdated and order either a new appraisal or an internal validation report for the impairment analysis. The recognition of any provision or related charge-off on a collateral dependent loan is either through annual credit analysis or, many times, when the relationship becomes delinquent. If the borrower is not current, we will update our credit and cash flow analysis to determine the borrower s repayment ability. If we determine this ability does not exist and it appears that the collection of the entire principal and interest is not likely, then the loan could be placed on non-accrual status. In any case, loans are classified as non-accrual no later than 105 days past due. If the loan requires a quarterly impairment analysis, this analysis is completed in conjunction with the completion of the analysis of the adequacy of the allowance for loan losses for non-covered loans. Any exposure identified through the impairment analysis is shown as a specific reserve on the individual impairment. If it is determined that a new appraisal or internal validation report is required, it is ordered and will be taken into consideration during completion of the next impairment analysis.

In estimating the net realizable value of the collateral, management may deem it appropriate to discount the appraisal based on the applicable circumstances. In such case, the amount charged off may result in loan principal outstanding being below fair value as presented in the appraisal.

Between the receipt of the original appraisal and the updated appraisal, we monitor the loan s repayment history. If the loan is $1.0 million or greater or the total loan relationship is $2.0 million or greater, our policy requires an annual credit review. Our policy requires financial statements from the borrowers and guarantors at least annually. In addition, we calculate the global repayment ability of the borrower/guarantors at least annually.

As a general rule, when it becomes evident that the full principal and accrued interest of a loan may not be collected, or by law at 105 days past due, we will reflect that loan as non-performing. It will remain non-performing until it performs in a manner that it is reasonable to expect that we will collect the full principal and accrued interest.

When the amount or likelihood of a loss on a loan has been determined, a charge-off should be taken in the period it is determined. If a partial charge-off occurs, the quarterly impairment analysis will determine if the loan is still impaired, and thus continues to require a specific allocation.

Allocations for Criticized and Classified Assets not Individually Evaluated for Impairment. We establish allocations for loans rated special mention through loss in accordance with the guidelines established by the regulatory agencies. A percentage rate is applied to each loan category to determine the level of dollar allocation.

General Allocations. We establish general allocations for each major loan category. This section also includes allocations to loans, which are collectively evaluated for loss such as residential real estate, commercial real estate, consumer loans and commercial and industrial loans that fall below $2.0 million. The allocations in this section are based on a historical review of loan loss experience and past due accounts. We give consideration to trends, changes in loan mix, delinquencies, prior losses, and other related information.

Miscellaneous Allocations. Allowance allocations other than specific, classified, and general are included in our miscellaneous section.

Loans Collectively Evaluated for Impairment. Non-covered loans collectively evaluated for impairment increased by approximately $143.8 million from $6.28 billion at December 31, 2015 to $6.43 billion at March 31, 2016. The percentage of the allowance for loan losses for non-covered loans allocated to non-covered loans collectively evaluated for impairment to the total non-covered loans collectively evaluated for impairment increased from 0.99% at December 31, 2015 to 1.01% at March 31, 2016. This increase is the result of the normal changes associated with the calculation of the allocation of the allowance for loan losses and includes routine changes from the previous year end reporting period such as organic loan growth, unallocated allowance, asset quality and net charge-offs.

Charge-offs and Recoveries. Total non-covered charge-offs increased to $3.9 million for the three months ended March 31, 2016, compared to $3.2 million for the same period in 2015. Total non-covered recoveries increased to $1.3 million for the three months ended March 31, 2016, compared to $541,000 for the same period in 2015. For the three months ended March 31, 2016, net charge-offs were $3.2 million for Arkansas, net recoveries were $649,000 for Florida, net charge-offs were $21,000 for Alabama, and net charge-offs were zero for Centennial CFG, equaling a net charge-off position of $2.5 million.

Table of Contents

During the first three months of 2016, there were $3.9 million in non-covered charge-offs and $1.3 million in non-covered recoveries. While these charge-offs and recoveries consisted of many relationships, there was one individual relationship consisting of charge-offs greater than $1.0 million.

We have not charged off an amount less than what was determined to be the fair value of the collateral as presented in the appraisal, less estimated costs to sell (for collateral dependent loans), for any period presented. Loans partially charged-off are placed on non-accrual status until it is proven that the borrower s repayment ability with respect to the remaining principal balance can be reasonably assured. This is usually established over a period of 6-12 months of timely payment performance.

Table 17 shows the allowance for loan losses, charge-offs and recoveries for non-covered loans as of and for the three-month periods ended March 31, 2016 and 2015.

Table 17: Analysis of Allowance for Loan Losses for Non-Covered Loans

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands)	
Balance, beginning of period	$ 66,636	$ 52,471
Loans charged off		
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	1,158	802
Construction/land development	41	83
Agricultural		
Residential real estate loans:		
Residential 1-4 family	1,279	864
Multifamily residential	30	
Total real estate	2,508	1,749
Consumer	31	88
Commercial and industrial	883	829
Agricultural		
Other	454	484
Total loans charged off	3,876	3,150
Recoveries of loans previously charged off		
Real estate:		
Commercial real estate loans:		
Non-farm/non-residential	38	1
Construction/land development	19	58
Agricultural		
Residential real estate loans:		
Residential 1-4 family	459	157
Multifamily residential	7	

Total real estate	523	216
Consumer	20	18
Commercial and industrial	529	31
Agricultural		
Other	271	276
Total recoveries	1,343	541
Net loans charged off (recovered)	2,533	2,609
Provision for loan losses for non-covered loans	5,677	2,869
Balance, March 31	$ 69,780	$ 52,731
Net charge-offs (recoveries) on loans not covered by loss share to average non-covered loans	0.15%	0.22%
Allowance for loan losses for non-covered loans to total non-covered loans(1)	1.03	1.07
Allowance for loan losses for non-covered loans to net charge-offs (recoveries)	685	498

(1) See Management s Discussion and Analysis of Financial Condition and Results of Operations Table 26, for additional information on non-GAAP tabular disclosure.

Allocated Allowance for Loan Losses for Non-Covered Loans. We use a risk rating and specific reserve methodology in the calculation and allocation of our allowance for loan losses for non-covered loans. While the allowance is allocated to various loan categories in assessing and evaluating the level of the allowance, the allowance is available to cover charge-offs incurred in all loan categories. Because a portion of our portfolio has not matured to the degree necessary to obtain reliable loss data from which to calculate estimated future losses, the unallocated portion of the allowance is an integral component of the total allowance. Although unassigned to a particular credit relationship or product segment, this portion of the allowance is vital to safeguard against the imprecision inherent in estimating credit losses.

The changes for the period ended March 31, 2016 and the year ended December 31, 2015 in the allocation of the allowance for loan losses for non-covered loans for the individual types of loans are primarily associated with changes in the ASC 310 calculations, both individual and aggregate, and changes in the ASC 450 calculations. These calculations are affected by changes in individual loan impairments, changes in asset quality, net charge-offs during the period and normal changes in the outstanding loan portfolio, as well any changes to the general allocation factors due to changes within the actual characteristics of the loan portfolio.

Table 18 presents the allocation of allowance for loan losses for non-covered loans as of March 31, 2016 and December 31, 2015.

Table 18: Allocation of Allowance for Loan Losses for Non-Covered Loans

	As of March 31, 2016		As of December 31, 2015	
	Allowance Amount	% of loans(1)	Allowance Amount	% of loans(1)
	(Dollars in thousands)			
Real estate:				
Commercial real estate loans:				
Non-farm/non-residential	$ 28,879	42.5%	$ 26,326	45.1%
Construction/land development	11,581	14.4	10,656	14.4
Agricultural	476	1.1	468	1.1
Residential real estate loans:				
Residential 1-4 family	10,722	16.9	10,147	17.2
Multifamily residential	2,077	6.5	2,241	6.5
Total real estate	53,735	81.4	49,838	84.3
Consumer	470	0.7	544	0.8
Commercial and industrial	10,001	15.8	9,305	12.9
Agricultural	5,038	0.9	4,463	1.0
Other		1.2		1.0
Unallocated	536		2,486	
Total	$ 69,780	100.0%	$ 66,636	100.0%

(1) Percentage of loans in each category to loans receivable not covered by loss share.

Allowance for Loan Losses for Covered Loans

Allowance for loan losses for covered loans were $2.5 million and $2.6 million at March 31, 2016 and December 31, 2015, respectively.

Total charge-offs for covered loans decreased to $71,000 for the three months ended March 31, 2016, compared to $772,000 for the same period in 2015. Total recoveries for covered loans decreased to $9,000 for the three months ended March 31, 2016, compared to $265,000 for the same period in 2015. There was zero and $918,000 provision for loan losses taken on covered loans during the three months ended March 31, 2016 and 2015, respectively.

Table of Contents

Table 19 shows the allowance for loan losses, charge-offs and recoveries for covered loans as of and for the three-month periods ended March 31, 2016 and 2015.

Table 19: Analysis of Allowance for Loan Losses for Covered Loans

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands)	
Balance, beginning of year	$ 2,588	$ 2,540
Loans charged off	71	772
Recoveries of loans previously charged off	9	265
Net loans charged off (recovered)	62	507
Provision for loan losses forecasted outside of loss share		(295)
Provision for loan losses before benefit attributable to FDIC loss share agreements		2,057
Benefit attributable to FDIC loss share agreements		(844)
Net provision for loan losses for covered loans		918
Reclass of provision for loan losses attributable to FDIC loss share agreements		
Increase (decrease) in FDIC indemnification asset		844
Balance, March 31	$ 2,526	$ 3,795

Investments and Securities

Our securities portfolio is the second largest component of earning assets and provides a significant source of revenue. Securities within the portfolio are classified as held-to-maturity, available-for-sale, or trading based on the intent and objective of the investment and the ability to hold to maturity. Fair values of securities are based on quoted market prices where available. If quoted market prices are not available, estimated fair values are based on quoted market prices of comparable securities. The estimated effective duration of our securities portfolio was 2.4 years as of March 31, 2016.

As of March 31, 2016 and December 31, 2015 we had $299.1 million and $309.0 million of held-to-maturity securities, respectively. Of the $299.1 million of held-to-maturity securities, $7.3 million were invested in U.S. Government-sponsored enterprises, $129.7 million were invested in mortgage-backed securities and $162.1 million were invested in state and political subdivisions as of March 31, 2016. Of the $309.0 million of held-to-maturity securities, $7.4 million were invested in U.S. Government-sponsored enterprises, $134.2 million were invested in mortgage-backed securities and $167.5 million were invested in state and political subdivisions as of December 31, 2015.

Securities available-for-sale are reported at fair value with unrealized holding gains and losses reported as a separate component of stockholders equity as other comprehensive income. Securities that are held as available-for-sale are used as a part of our asset/liability management strategy. Securities that may be sold in response to interest rate changes, changes in prepayment risk, the need to increase regulatory capital, and other similar factors are classified as available-for-sale. Available-for-sale securities were $1.21 billion as of March 31, 2016 and December 31, 2015.

As of March 31, 2016, $597.5 million, or 49.5%, of our available-for-sale securities were invested in mortgage-backed securities, compared to $565.3 million, or 46.9%, of our available-for-sale securities as of December 31, 2015. To reduce our income tax burden, $217.6 million, or 18.0%, of our available-for-sale securities portfolio as of March 31, 2016, was primarily invested in tax-exempt obligations of state and political subdivisions, compared to $219.1 million, or 18.2%, of our available-for-sale securities as of December 31, 2015. Also, we had approximately $341.4 million, or 28.3%, invested in obligations of U.S. Government-sponsored enterprises as of March 31, 2016, compared to $368.5 million, or 30.5%, of our available-for-sale securities as of December 31, 2015.

Table of Contents

Certain investment securities are valued at less than their historical cost. These declines are primarily the result of the rate for these investments yielding less than current market rates. Based on evaluation of available evidence, we believe the declines in fair value for these securities are temporary. It is our intent to hold these securities to recovery. Should the impairment of any of these securities become other than temporary, the cost basis of the investment will be reduced and the resulting loss recognized in net income in the period the other than temporary impairment is identified.

See Note 3 Investment Securities in the Condensed Notes to Consolidated Financial Statements for the carrying value and fair value of investment securities.

Deposits

Our deposits averaged $6.50 billion for the three-month period ended March 31, 2016. Total deposits as of March 31, 2016 were $6.58 billion, for an annualized increase of 8.7% from December 31, 2015. Deposits are our primary source of funds. We offer a variety of products designed to attract and retain deposit customers. Those products consist of checking accounts, regular savings deposits, NOW accounts, money market accounts and certificates of deposit. Deposits are gathered from individuals, partnerships and corporations in our market areas. In addition, we obtain deposits from state and local entities and, to a lesser extent, U.S. Government and other depository institutions.

Our policy also permits the acceptance of brokered deposits. From time to time, when appropriate in order to fund strong loan demand, we accept brokered time deposits, generally in denominations of less than $250,000, from a regional brokerage firm, and other national brokerage networks. Additionally, we participate in the Certificates of Deposit Account Registry Service (CDARS), which provides for reciprocal (two-way) transactions among banks for the purpose of giving our customers the potential for FDIC insurance of up to $50.0 million. Although classified as brokered deposits for regulatory purposes, funds placed through the CDARS program are our customer relationships that management views as core funding. We also participate in the One-Way Buy Insured Cash Sweep (ICS) service, which provides for one-way buy transactions among banks for the purpose of purchasing cost-effective floating-rate funding without collateralization or stock purchase requirements. Management believes these sources represent a reliable and cost efficient alternative funding source for the Company. However, to the extent that our condition or reputation deteriorates, or to the extent that there are significant changes in market interest rates which we do not elect to match, we may experience an outflow of brokered deposits. In that event we would be required to obtain alternate sources for funding.

Table 20 reflects the classification of the brokered deposits as of March 31, 2016 and December 31, 2015.

Table 20: Brokered Deposits

	March 31, 2016	December 31, 2015
	(In thousands)	
Time Deposits	$ 65,064	$ 55,149
CDARS	36,530	26,920
Insured Cash Sweep and Other Transaction Accounts	234,279	117,185
Total Brokered Deposits	$ 335,873	$ 199,254

The interest rates paid are competitively priced for each particular deposit product and structured to meet our funding requirements. We will continue to manage interest expense through deposit pricing. We may allow higher rate deposits to run off during periods of limited loan demand. We believe that additional funds can be attracted and deposit growth can be realized through deposit pricing if we experience increased loan demand or other liquidity needs.

The Federal Reserve Board sets various benchmark rates, including the Federal Funds rate, and thereby influences the general market rates of interest, including the deposit and loan rates offered by financial institutions. The Federal Funds rate, which is the cost to banks of immediately available overnight funds, was lowered on December 16, 2008 to a historic low of 0.25% to 0% where it remained until December 16, 2015 when the rate was increased slightly to 0.50% to 0.25%.

Table 21 reflects the classification of the average deposits and the average rate paid on each deposit category, which is in excess of 10 percent of average total deposits, for the three-month periods ended March 31, 2016 and 2015.

Table 21: Average Deposit Balances and Rates

	Three Months Ended March 31,			
	2016		2015	
	Average Amount	Average Rate Paid	Average Amount	Average Rate Paid
	(Dollars in thousands)			
Non-interest-bearing transaction accounts	$ 1,514,169	%	$ 1,227,323	%
Interest-bearing transaction accounts	3,147,270	0.25	2,637,311	0.22
Savings deposits	446,644	0.06	403,565	0.06
Time deposits:				
$100,000 or more	860,890	0.51	672,832	0.67
Other time deposits	532,701	0.40	663,152	0.41
Total	$ 6,501,674	0.22%	$ 5,604,183	0.24%

Securities Sold Under Agreements to Repurchase

We enter into short-term purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) of substantially identical securities. The amounts advanced under resale agreements and the amounts borrowed under repurchase agreements are carried on the balance sheet at the amount advanced. Interest incurred on repurchase agreements is reported as interest expense. Securities sold under agreements to repurchase decreased $6.5 million, or 5.0%, from $128.4 million as of December 31, 2015 to $121.9 million as of March 31, 2016.

FHLB Borrowed Funds

Our FHLB borrowed funds were $1.33 billion and $1.41 billion at March 31, 2016 and December 31, 2015, respectively. At March 31, 2016 and December 31, 2015, all $1.33 billion and $1.41 billion, respectively of the outstanding balance were issued as long-term advances. Our remaining FHLB borrowing capacity was $913.9 million and $581.9 million as of March 31, 2016 and December 31, 2015, respectively. We received additional borrowing capacity during the first quarter of 2016 as a result of our fourth quarter of 2015 organic loan growth and acquisition of FBBI. Maturities of borrowings as of March 31, 2016 include: 2016 $15.9 million; 2017 $735.5 million; 2018 $319.3 million; 2019 $128.2 million; 2020 $131.4 million; after 2020 $484,000. Expected maturities will differ from contractual maturities because FHLB may have the right to call or we may have the right to prepay certain obligations.

Subordinated Debentures

Subordinated debentures, which consist of guaranteed payments on trust preferred securities, were $60.8 million as of March 31, 2016 and December 31, 2015.

The trust preferred securities are tax-advantaged issues that qualify for Tier 1 capital treatment subject to certain limitations. Distributions on these securities are included in interest expense. Each of the trusts is a statutory business trust organized for the sole purpose of issuing trust securities and investing the proceeds in our subordinated debentures, the sole asset of each trust. The trust preferred securities of each trust represent preferred beneficial interests in the assets of the respective trusts and are subject to mandatory redemption upon payment of the subordinated debentures held by the trust. We wholly own the common securities of each trust. Each trust s ability to pay amounts due on the trust preferred securities is solely dependent upon our making payment on the related subordinated debentures. Our obligations under the subordinated securities and other relevant trust agreements, in aggregate, constitute a full and unconditional guarantee by us of each respective trust s obligations under the trust securities issued by each respective trust.

Table of Contents

Stockholders   Equity

Stockholders   equity was $1.23 billion at March 31, 2016 compared to $1.20 billion at December 31, 2015, an annualized increase of 9.4%. The increase in stockholders   equity is primarily associated with the $30.9 million increase in retained earnings plus the $2.3 million of comprehensive income offset by the $5.2 million of decrease in capital surplus as a result of the $8.8 million repurchase of common stock net of activity related to stock based compensation during the quarter. As of March 31, 2016 and December 31, 2015, our equity to asset ratio was 13.1% and 12.9%, respectively. Book value per share was $17.49 as of March 31, 2016, compared to $17.11 as of December 31, 2015, an 8.9% annualized increase.

Common Stock Cash Dividends. We declared cash dividends on our common stock of $0.150 per share and $0.125 per share for each of the three-month periods ended March 31, 2016 and 2015, respectively. The common stock dividend payout ratio for the three months ended March 31, 2016 and 2015 was 25.44% and 27.14%, respectively.

Stock Repurchase Program. During the first three months of 2016, we utilized a portion of our previously approved stock repurchase program. This program authorized the repurchase of 2,376,000 shares of our common stock. We repurchased a total of 230,900 shares with a weighted-average stock price of $38.30 per share during the first quarter of 2016. Shares repurchased to date under the program total 1,809,128 shares. The remaining balance available for repurchase is 566,872 shares at March 31, 2016.

Liquidity and Capital Adequacy Requirements

Risk-Based Capital. We, as well as our bank subsidiary, are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and other discretionary actions by regulators that, if enforced, could have a direct material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. Our capital amounts and classifications are also subject to qualitative judgments by the regulators as to components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes that, as of March 31, 2016 and December 31, 2015, we met all regulatory capital adequacy requirements to which we were subject.

Table of Contents

Table 22 presents our risk-based capital ratios as of March 31, 2016 and December 31, 2015.

Table 22: Risk-Based Capital

	As of March 31, 2016	As of December 31, 2015
	(Dollars in thousands)	
Tier 1 capital		
Stockholders equity	$ 1,227,782	$ 1,199,757
Goodwill and core deposit intangibles, net	(389,963)	(385,957)
Unrealized (gain) loss on available-for-sale securities	(6,465)	(4,285)
Deferred tax assets		
Total common equity Tier 1 capital	831,354	809,515
Qualifying trust preferred securities	59,000	59,000
Total Tier 1 capital	890,354	868,515
Tier 2 capital		
Qualifying allowance for loan losses	72,306	69,224
Total Tier 2 capital	72,306	69,224
Total risk-based capital	$ 962,660	$ 937,739
Average total assets for leverage ratio	$ 8,940,659	$ 8,766,685
Risk weighted assets	$ 7,989,253	$ 7,710,439
Ratios at end of period		
Common equity Tier 1 capital	10.41%	10.50
Leverage ratio	9.96	9.91%
Tier 1 risk-based capital	11.14	11.26
Total risk-based capital	12.05	12.16
Minimum guidelines		
Common equity Tier 1 capital	4.50%	4.50
Leverage ratio	4.00	4.00%
Tier 1 risk-based capital	6.00	6.00
Total risk-based capital	8.00	8.00
Well-capitalized guidelines		
Common equity Tier 1 capital	6.50%	6.50
Leverage ratio	5.00	5.00%
Tier 1 risk-based capital	8.00	8.00
Total risk-based capital	10.00	10.00

As of the most recent notification from regulatory agencies, our bank subsidiary was well-capitalized under the regulatory framework for prompt corrective action. To be categorized as well-capitalized , we, as well as our banking subsidiary, must maintain minimum common equity Tier 1 capital, leverage, Tier 1 risk-based capital, and total risk-based capital ratios as set forth in the table. There are no conditions or events since that notification that we believe have changed the bank subsidiary s category.

Non-GAAP Financial Measurements

Our accounting and reporting policies conform to generally accepted accounting principles in the United States (GAAP) and the prevailing practices in the banking industry. However, due to the application of purchase accounting from our significant number of historical acquisitions (especially Liberty), we believe certain non-GAAP measures and ratios that exclude the impact of these items are useful to the investors and users of our financial statements to evaluate our performance, including net interest margin and the allowance for loan losses for non-covered loans to total non-covered loans.

Because of our significant number of historical acquisitions, our net interest margin and the allowance for loan losses for non-covered loans to total non-covered loans were impacted by accretion and amortization of the fair value adjustments recorded in purchase accounting. The accretion and amortization affect certain operating ratios as we accrete loan discounts to interest income and amortize premiums and discounts on time deposits to interest expense.

Table of Contents

We had $1.99 billion of purchased non-covered loans, which includes $129.8 million of discount for credit losses on non-covered loans acquired, at March 31, 2016. We have $53.8 million and $76.0 million remaining of non-accretable discount for credit losses on non-covered loans acquired and accretable discount for credit losses on non-covered loans acquired, respectively, as of March 31, 2016. We had $2.10 billion of purchased non-covered loans, which includes $139.5 million of discount for credit losses on non-covered loans acquired, at December 31, 2015. For purchased credit-impaired financial assets, GAAP requires a discount embedded in the purchase price that is attributable to the expected credit losses at the date of acquisition, which is a different approach from non-purchased-credit-impaired assets. While the discount for credit losses on purchased non-covered loans is not available for credit losses on non-purchased non-covered loans, management believes it is useful information to show the same accounting as if applied to all loans, including those acquired in a business combination.

We believe these non-GAAP measures and ratios, when taken together with the corresponding GAAP measures and ratios, provide meaningful supplemental information regarding our performance. We believe investors benefit from referring to these non-GAAP measures and ratios in assessing our operating results and related trends, and when planning and forecasting future periods. However, these non-GAAP measures and ratios should be considered in addition to, and not as a substitute for or preferable to, ratios prepared in accordance with GAAP. In Tables 23 through 26 below, we have provided a reconciliation of, where applicable, the most comparable GAAP financial measures and ratios to the non-GAAP financial measures and ratios, or a reconciliation of the non-GAAP calculation of the financial measure for the periods indicated:

Table 23: Average Yield on Loans

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
	(Dollars in thousands)	
Interest income on loans receivable FTE	$ 97,103	$ 75,590
Purchase accounting accretion	10,361	10,198
Non-GAAP interest income on loans receivable FTE	$ 86,742	$ 65,392
Average loans	$ 6,729,060	$ 5,068,580
Average purchase accounting loan discounts (1)	149,763	191,378
Average loans (non-GAAP)	$ 6,878,823	$ 5,259,958
Average yield on loans (reported)	5.80%	6.05%
Average contractual yield on loans (non-GAAP)	5.07	5.04

(1) Balance includes $129.8 million and $134.7 million of discount for credit losses for non-covered loans acquired as of March 31, 2016 and 2015, respectively.

Table 24: Average Cost of Deposits

	Three Months Ended March 31, 2016	2015
	(Dollars in thousands)	
Interest expense on deposits	$ 3,634	$ 3,258
Amortization of time deposit (premiums)/discounts, net	369	144
Non-GAAP interest expense on deposits	$ 4,003	$ 3,402
Average interest-bearing deposits	$ 4,987,505	$ 4,376,860
Average unamortized CD (premium)/discount, net	(1,461)	(723)
Average interest-bearing deposits (non-GAAP)	$ 4,986,044	$ 4,376,137
Average cost of deposits (reported)	0.29%	0.30%
Average contractual cost of deposits (non-GAAP)	0.32	0.32

Table of Contents

Table 25: Net Interest Margin

	Three Months Ended March 31, 2016	2015
	(Dollars in thousands)	
Net interest income FTE	$ 100,030	$ 80,926
Total purchase accounting accretion	10,730	10,342
Non-GAAP net interest income FTE	$ 89,300	$ 70,584
Average interest-earning assets	$ 8,362,523	$ 6,645,160
Average purchase accounting loan discounts(1)	149,763	191,378
Average interest-earning assets (non-GAAP)	$ 8,512,286	$ 6,836,538
Net interest margin (reported)	4.81%	4.94%
Net interest margin (non-GAAP)	4.22	4.19

(1) Balance includes $129.8 million and $134.7 million of discount for credit losses for non-covered loans acquired as of March 31, 2016 and 2015, respectively.

Table 26: Allowance for Loan Losses for Non-Covered Loans to Total Non-Covered Loans

	As of March 31, 2016 Non-Covered Loans	Purchased Non-Covered Loans	Total
	(Dollars in thousands)		
Loan balance reported (A)	$ 4,800,813	$ 1,991,357	$ 6.792.170
Loan balance reported plus discount (B)	4,800,813	2,121,194	6,922,007
Allowance for loan losses for non-covered loans (C)	69,780		69,780
Discount for credit losses on non-covered loans acquired (D)		129,837	129,837
Total allowance for loan losses for non-covered loans plus discount for credit losses on non-covered loans acquired (E)	$ 69,780	$ 129,837	$ 199,617
Allowance for loan losses for non-covered loans to total non-covered loans (C/A)	1.45%	N/A	1.03%
	N/A	6.12%	N/A

Discount for credit losses on non-covered loans acquired to non-covered loans acquired plus discount for credit losses on non-covered loans acquired (D/B)			
Allowance for loan losses for non-covered loans plus discount for credit losses on non-covered loans acquired to total non-covered loans plus discount for credit losses on non-covered loans acquired (E/B)	N/A	N/A	2.88%

Note: Discount for credit losses on purchased credit impaired loans acquired are accounted for on a pool by pool basis and are not available to cover credit losses on non-acquired loans or other pools.

Table of Contents

	As of December 31, 2015		
	Non-Covered Loans	Purchased Non-Covered Loans	Total
	(Dollars in thousands)		
Loan balance reported (A)	$ 4,482,601	$ 2,096,800	$ 6,579,401
Loan balance reported plus discount (B)	4,482,601	2,236,298	6,718,899
Allowance for loan losses for non-covered loans (C)	66,636		66,636
Discount for credit losses on non-covered loans acquired (D)		139,498	139,498
Total allowance for loan losses for non-covered loans plus discount for credit losses on non-covered loans acquired (E)	$ 66,636	$ 139,498	$ 206,134
Allowance for loan losses for non-covered loans to total non-covered loans (C/A)	1.49%	N/A	1.01%
Discount for credit losses on non-covered loans acquired to non-covered loans acquired plus discount for credit losses on non-covered loans acquired (D/B)	N/A	6.24%	N/A
Allowance for loan losses for non-covered loans plus discount for credit losses on non-covered loans acquired to total non-covered loans plus discount for credit losses on non-covered loans acquired (E/B)	N/A	N/A	3.07%

Note: Discount for credit losses on purchased credit impaired loans acquired are accounted for on a pool by pool basis and are not available to cover credit losses on non-acquired loans or other pools.

We had $398.6 million, $399.4 million, and $343.6 million total goodwill, core deposit intangibles and other intangible assets as of March 31, 2016, December 31, 2015 and March 31, 2015, respectively. Because of our level of intangible assets and related amortization expenses, management believes diluted earnings per share excluding intangible amortization, tangible book value per share, return on average assets excluding intangible amortization, return on average tangible equity excluding intangible amortization and tangible equity to tangible assets are useful in evaluating our company. These calculations, which are similar to the GAAP calculation of diluted earnings per share, tangible book value, return on average assets, return on average equity, and equity to assets, are presented in Tables 27 through 31, respectively.

Table 27: Diluted Earnings Per Share Excluding Intangible Amortization

	Three Months Ended March 31,	
	2016	2015
	(Dollars in thousands, except per share data)	

GAAP net income	$	41,427	$	31,119
Intangible amortization after-tax		514		686
Earnings excluding intangible amortization	$	41,941	$	31,805
GAAP diluted earnings per share	$	0.59	$	0.46
Intangible amortization after-tax		0.01		0.01
Diluted earnings per share excluding intangible amortization	$	0.60	$	0.47

78

Table 28: Tangible Book Value Per Share

	As of March 31, 2016	As of December 31, 2015
	(In thousands, except per share data)	
Book value per share: A/B	$ 17.49	$ 17.11
Tangible book value per share: (A-C-D)/B	11.81	11.41
(A) Total equity	$ 1,227,782	$ 1,199,757
(B) Shares outstanding	70,190	70,121
(C) Goodwill	$ 377,983	$ 377,983
(D) Core deposit and other intangibles	20,598	21,443

Table 29: Return on Average Assets Excluding Intangible Amortization

	Three Months Ended March 31, 2016	2015
	(Dollars in thousands)	
Return on average assets: A/C	1.79%	1.67%
Return on average assets excluding intangible amortization: B/(C-D)	1.89	1.79
(A) Net income	$ 41,427	$ 31,119
Intangible amortization after-tax	514	686
(B) Earnings excluding intangible amortization	$ 41,941	$ 31,805
(C) Average assets	$ 9,330,622	$ 7,541,808
(D) Average goodwill, core deposits and other intangible assets	398,231	344,230

Table 30: Return on Average Tangible Equity Excluding Intangible Amortization

	Three Months Ended March 31, 2016	2015
	(Dollars in thousands)	
Return on average equity: A/C	13.77%	12.33%
Return on average tangible equity excluding intangible amortization: B/(C-D)	20.79	18.99
(A) Net income	$ 41,427	$ 31,119
(B) Earnings excluding intangible amortization	41,941	31,805
(C) Average equity	1,210,267	1,023,481

(D) Average goodwill, core deposits and other intangible assets	398,231	344,230

Table of Contents

Table 31: Tangible Equity to Tangible Assets

	As of March 31, 2016	As of December 31, 2015
	(Dollars in thousands)	
Equity to assets: B/A	13.07%	12.92%
Tangible equity to tangible assets: (B-C-D)/(A-C-D)	9.21	9.00
(A) Total assets	$ 9,397,451	$ 9,289,122
(B) Total equity	1,227,782	1,199,757
(C) Goodwill	377,983	377,983
(D) Core deposit and other intangibles	20,598	21,443

Recently Issued Accounting Pronouncements

See Note 23 in the Condensed Notes to Consolidated Financial Statements for a discussion of certain recently issued and recently adopted accounting pronouncements.

Item 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Liquidity and Market Risk Management

Liquidity Management. Liquidity refers to the ability or the financial flexibility to manage future cash flows to meet the needs of depositors and borrowers and fund operations. Maintaining appropriate levels of liquidity allows us to have sufficient funds available for reserve requirements, customer demand for loans, withdrawal of deposit balances and maturities of deposits and other liabilities. Our primary source of liquidity at our holding company is dividends paid by our bank subsidiary. Applicable statutes and regulations impose restrictions on the amount of dividends that may be declared by our bank subsidiary. Further, any dividend payments are subject to the continuing ability of the bank subsidiary to maintain compliance with minimum federal regulatory capital requirements and to retain its characterization under federal regulations as a well-capitalized institution.

Our bank subsidiary has potential obligations resulting from the issuance of standby letters of credit and commitments to fund future borrowings to our loan customers. Many of these obligations and commitments to fund future borrowings to our loan customers are expected to expire without being drawn upon; therefore, the total commitment amounts do not necessarily represent future cash requirements affecting our liquidity position.

Liquidity needs can be met from either assets or liabilities. On the asset side, our primary sources of liquidity include cash and due from banks, federal funds sold, available-for-sale investment securities and scheduled repayments and maturities of loans. We maintain adequate levels of cash and cash equivalents to meet our day-to-day needs. As of March 31, 2016, our cash and cash equivalents were $158.1 million, or 1.68% of total assets, compared to $255.8 million, or 2.8% of total assets, as of December 31, 2015. Our available-for-sale investment securities and federal funds sold were $1.21 billion as of March 31, 2016 and December 31, 2015.

Our investment portfolio is comprised of approximately 82.1% or $1.24 billion of securities which mature in less than five years. As of March 31, 2016 and December 31, 2015, $1.19 billion and $1.25 billion, respectively, of securities were pledged as collateral for various public fund deposits and securities sold under agreements to repurchase.

On the liability side, our principal sources of liquidity are deposits, borrowed funds, and access to capital markets. Customer deposits are our largest sources of funds. As of March 31, 2016, our total deposits were $6.58 billion, or 70.0% of total assets, compared to $6.44 billion, or 69.3% of total assets, as of December 31, 2015. We attract our deposits primarily from individuals, business, and municipalities located in our market areas.

Table of Contents

We may occasionally use our Fed funds lines of credit in order to temporarily satisfy short-term liquidity needs. We have Fed funds lines with three other financial institutions pursuant to which we could have borrowed up to $60.0 million on an unsecured basis as of March 31, 2016 and December 31, 2015. These lines may be terminated by the respective lending institutions at any time.

We also maintain lines of credit with the Federal Home Loan Bank. Our FHLB borrowed funds were $1.33 billion and $1.41 million at March 31, 2016 and December 31, 2015, respectively. At March 31, 2016 and December 31, 2015, all $1.33 billion and $1.41 billion, respectively of the outstanding balance were issued as long-term advances. Our FHLB borrowing capacity was $913.9 million and $581.9 million as of March 31, 2016 and December 31, 2015, respectively.

We believe that we have sufficient liquidity to satisfy our current operations.

Market Risk Management. Our primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on a large portion of our assets and liabilities, and the market value of all interest-earning assets and interest-bearing liabilities, other than those which possess a short term to maturity. We do not hold market risk sensitive instruments for trading purposes.

Asset/Liability Management. Our management actively measures and manages interest rate risk. The asset/liability committees of the boards of directors of our holding company and bank subsidiary are also responsible for approving our asset/liability management policies, overseeing the formulation and implementation of strategies to improve balance sheet positioning and earnings, and reviewing our interest rate sensitivity position.

One of the tools that our management uses to measure short-term interest rate risk is a net interest income simulation model. This analysis calculates the difference between net interest income forecasted using base market rates and using a rising and a falling interest rate scenario. The income simulation model includes various assumptions regarding the re-pricing relationships for each of our products. Many of our assets are floating rate loans, which are assumed to re-price immediately, and proportional to the change in market rates, depending on their contracted index. Some loans and investments include the opportunity of prepayment (embedded options), and accordingly the simulation model uses indexes to estimate these prepayments and reinvest their proceeds at current yields. Our non-term deposit products re-price more slowly, usually changing less than the change in market rates and at our discretion.

This analysis indicates the impact of changes in net interest income for the given set of rate changes and assumptions. It assumes the balance sheet remains static and that its structure does not change over the course of the year. It does not account for all factors that impact this analysis, including changes by management to mitigate the impact of interest rate changes or secondary impacts such as changes to our credit risk profile as interest rates change.

Furthermore, loan prepayment rate estimates and spread relationships change regularly. Interest rate changes create changes in actual loan prepayment rates that will differ from the market estimates incorporated in this analysis. Changes that vary significantly from the assumptions may have significant effects on our net interest income.

Interest Rate Sensitivity. Our primary business is banking and the resulting earnings, primarily net interest income, are susceptible to changes in market interest rates. It is management s goal to maximize net interest income within acceptable levels of interest rate and liquidity risks.

A key element in the financial performance of financial institutions is the level and type of interest rate risk assumed. The single most significant measure of interest rate risk is the relationship of the repricing periods of earning assets and interest-bearing liabilities. The more closely the repricing periods are correlated, the less interest rate risk we assume. We use repricing gap and simulation modeling as the primary methods in analyzing and managing interest rate risk.

Table of Contents

Gap analysis attempts to capture the amounts and timing of balances exposed to changes in interest rates at a given point in time. As of March 31, 2016, our gap position was asset sensitive with a one-year cumulative repricing gap as a percentage of total earning assets of 3.4%. During this period, the amount of change our asset base realizes in relation to the total change in market interest rates is higher than that of the liability base. As a result, our net interest income will have a positive effect in an environment of modestly rising rates.

We have a portion of our securities portfolio invested in mortgage-backed securities. Mortgage-backed securities are included based on their final maturity date. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

Table 32 presents a summary of the repricing schedule of our interest-earning assets and interest-bearing liabilities (gap) as of March 31, 2016.

Table 32: Interest Rate Sensitivity

	Interest Rate Sensitivity Period							
	0-30 Days	31-90 Days	91-180 Days	181-365 Days	1-2 Years	2-5 Years	Over 5 Years	Total
	(Dollars in thousands)							
Earning assets								
Interest-bearing deposits due from banks	$ 42,866	$	$	$	$	$	$	$ 42,866
Federal funds sold	7,050							7,050
Investment securities	200,980	73,129	54,992	139,993	230,680	437,332	369,717	1,506,823
Loans receivable	1,792,125	445,120	569,822	918,458	1,014,074	1,767,097	345,516	6,852,212
Total earning assets	2,043,021	518,249	624,814	1,058,451	1,244,754	2,204,429	715,233	8,408,952
Interest-bearing liabilities								
Interest-bearing transaction and savings deposits	372,930	294,294	441,441	882,882	550,390	533,399	527,532	3,602,868
Time deposits	182,838	210,071	222,697	334,175	347,202	112,421	2,682	1,412,086
Federal funds purchased								
Securities sold under repurchase agreements	121,906							121,906
	815,552	117	15,191	342	110,060	394,971		1,336,233

FHLB and other borrowed funds								
Subordinated debentures	60,826							60,826
Total interest-bearing liabilities	1,554,052	504,482	679,329	1,217,399	1,007,652	1,040,791	530,214	6,533,919
Interest rate sensitivity gap	$ 488,969	$ 13,767	$ (54,515)	$ (158,948)	$ 237,102	$ 1,163,638	$ 185,019	$ 1,875,032
Cumulative interest rate sensitivity gap	$ 488,969	$ 502,735	$ 448,220	$ 289,272	$ 526,374	$ 1,690,012	$ 1,875,033	
Cumulative rate sensitive assets to rate sensitive liabilities	131.5%	124.4%	116.4%	107.3%	110.6%	128.1%	128.7%	
Cumulative gap as a % of total earning assets	5.8%	6.0%	5.3%	3.4%	6.3%	20.1%	22.3%	

Table of Contents

Item 4: CONTROLS AND PROCEDURES

Article I. Evaluation of Disclosure Controls

Based on their evaluation as of the end of the period covered by this Quarterly Report on Form 10-Q, the Chief Executive Officer and Chief Financial Officer have concluded that the disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. Additionally, our disclosure controls and procedures were also effective in ensuring that information required to be disclosed in our Exchange Act report is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures.

Article II. Changes in Internal Control Over Financial Reporting

There have not been any changes in the Company s internal controls over financial reporting during the quarter ended March 31, 2016, which have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1: Legal Proceedings

There are no material pending legal proceedings, other than ordinary routine litigation incidental to its business, to which the Company or its subsidiaries are a party or of which any of their property is the subject.

Item 1A: Risk Factors

Except for the risk factors set for below, there were no material changes from the risk factors set forth in Part I, Item 1A, Risk Factors, of our Form 10-K for the year ended December 31, 2015. See the discussion of our risk factors in the Form 10-K, as filed with the SEC. The risks described are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2: Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3: Defaults Upon Senior Securities

Not applicable.

Item 4: Mine Safety Disclosures

Not applicable.

Item 5: Other Information

Not applicable.

Table of Contents

Item 6: Exhibits

Exhibit No.	
2.1	Agreement and Plan of Merger among Home Bancshares, Inc., Centennial Bank, Liberty Bancshares, Inc., Liberty Bank of Arkansas and Acquisition Sub dated June 25, 2013 (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K/A filed on June 27, 2013)
2.2	First Amendment to Agreement and Plan of Merger among Home Bancshares, Inc., Centennial Bank, Liberty Bancshares, Inc., Liberty Bank of Arkansas and Acquisition Sub dated July 31, 2013 (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K filed on August 2, 2013)
2.3	Agreement and Plan of Merger among Home Bancshares, Inc., Centennial Bank, and Florida Traditions Bank dated April 25, 2014 (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K filed on April 28, 2014)
2.4	Agreement and Plan of Merger among Home Bancshares, Inc., Centennial Bank, Broward Financial Holdings, Inc., Broward Bank of Commerce and HOMB Acquisition Sub II, Inc. dated July 30, 2014 (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K filed on July 31, 2014)
2.5	Purchase and Assumption Agreement Between Banco Popular de Puerto Rico and Centennial Bank, dated as of February 18, 2015 (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K/A filed on March 4, 2015)
2.6	Purchase and Assumption Agreement all Deposits among Federal Deposit Insurance Corporation, Receiver of Doral Bank. San Juan Puerto Rico, Puerto Rico Federal Deposit Insurance Corporation and Banco Popular de Puerto Rico, dated as of February 27, 2015 (incorporated by reference to Exhibit 10.25 to Banco Popular de Puerto Rico s Annual Report on Form 10-K for the year ended December 31, 2014, filed by Banco Popular de Puerto Rico on March 2, 2015 (Commission File No. 001-34084))
2.7	Agreement and Plan of Merger among Home Bancshares, Inc., Centennial Bank, Florida Business BancGroup, Inc. and Bay Cities Bank (incorporated by reference to Exhibit 2.1 of Home BancShares s Current Report on Form 8-K filed on June 22, 2015)
3.1	Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)
3.2	Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.2 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)
3.3	Second Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.3 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)
3.4	Third Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.4 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)

3.5	Fourth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 of Home BancShares s Quarterly Report on Form 10-Q for the quarter ended June 30, 2007, filed on August 8, 2007)
3.6	Fifth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 4.6 of Home BancShares s registration statement on Form S-3 (File No. 333-157165))
3.7	Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, filed with the Secretary of State of the State of Arkansas on January 14, 2009 (incorporated by reference to Exhibit 3.1 of Home BancShares s Current Report on Form 8-K, filed on January 21, 2009)

Table of Contents

3.8	Seventh Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 of Home BancShares s Current Report on Form 8-K, filed on April 19, 2013)
3.9	Eighth Amendment to the Restated Articles of Incorporation of Home BancShares, Inc. (incorporated by reference to Exhibit 3.1 of Home BancShares Current Report on Form 8-K filed on April 22, 2016
3.10	Restated Bylaws of Home BancShares, Inc. (incorporated by reference to Exhibit 3.5 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)
4.1	Specimen Stock Certificate representing Home BancShares, Inc. Common Stock (incorporated by reference to Exhibit 4.6 of Home BancShares s registration statement on Form S-1 (File No. 333-132427), as amended)
4.2	Instruments defining the rights of security holders including indentures. Home BancShares hereby agrees to furnish to the SEC upon request copies of instruments defining the rights of holders of long-term debt of Home BancShares and its consolidated subsidiaries. No issuance of debt exceeds ten percent of the assets of Home BancShares and its subsidiaries on a consolidated basis.
10.1	Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc. (incorporated by reference to Exhibit 10.1 of Home BancShares s Current Report on Form 8-K filed on March 30, 2012)
10.2	Amendment to Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc. (incorporated by reference to Exhibit 10.1 of Home BancShares s Quarterly Report on Form 10-Q for the period ended June 30, 2015, filed on August 6, 2015)
10.3	Amendment to Amended and Restated 2006 Stock Option and Performance Incentive Plan of Home BancShares, Inc. (incorporated by reference to Exhibit 10.1 of Home BancShares s Current Report on Form 8-K filed on April 22, 2016)
12.1	Computation of Ratios of Earnings to Fixed Charges*
15	Awareness of Independent Registered Public Accounting Firm*
31.1	CEO Certification Pursuant Rule 13a-14(a)/15d-14(a)*
31.2	CFO Certification Pursuant Rule 13a-14(a)/15d-14(a)*
32.1	CEO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002*
32.2	CFO Certification Pursuant 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes Oxley Act of 2002*
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*

* Filed herewith

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

HOME BANCSHARES, INC.

(Registrant)

Date: May 6, 2016	/s/ C. Randall Sims C. Randall Sims, Chief Executive Officer
Date: May 6, 2016	/s/ Brian S. Davis Brian S. Davis, Chief Financial Officer

86