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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

LIVE OAK BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

North Carolina

(State or other jurisdiction of incorporation or organization)

26-4596286

(I.R.S. Employer Identification No.)

**1741 Tiburon Drive
Wilmington, North Carolina**

(Address of Principal Executive Offices)

28403

(Zip Code)

Live Oak Bancshares, Inc. Amended and Restated 2015 Omnibus Stock Incentive Plan

(Full title of the plan)

**Gregory W. Seward
General Counsel
Live Oak Bancshares, Inc.
1741 Tiburon Drive
Wilmington, North Carolina 28403**

(Name and address of agent for service)

910-790-5867

(Telephone number, including area code, of agent for service)

COPIES TO:

**Jonathan A. Greene
Wyrick Robbins Yates & Ponton LLP
4101 Lake Boone Trail, Suite 300
Raleigh, North Carolina 27607
Telephone: (919) 781-4000
Facsimile: (919) 781-4865**

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price	Amount of registration fee
Voting Common Stock, no par value per share, reserved for issuance pursuant to Amended and Restated 2015 Omnibus Stock Incentive Plan	1,750,000	\$29.95	\$52,412,500	\$6,525.36

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers any additional shares of the Registrant's voting common stock that may become issuable under the Amended and Restated 2015 Omnibus Stock Incentive Plan, or as a result of any future stock splits, stock dividends or similar adjustments of the Registrant's outstanding voting common stock.

(2) Estimated solely for the purpose of calculating the Registration Fee, based upon the average of the high and low prices of the Registrant's voting common stock on the Nasdaq Global Select Market on June 1, 2018 in accordance with Rule 457(h).

EXPLANATORY NOTE

This registration statement registers 1,750,000 additional shares of voting common stock, no par value per share, of Live Oak Bancshares, Inc. (the "Registrant"), relating to the Registrant's Amended and Restated 2015 Omnibus Stock Incentive Plan. The contents of the Form S-8 as filed August 24, 2015, Registration No. 333-206547, and the Form S-8 as filed on May 27, 2016, Registration No. 333-211663, are incorporated by reference into this Registration Statement.

Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents heretofore filed by the Registrant with the Commission are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Commission on March 8, 2018, and amended on March 16, 2018, which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2018, filed with the Commission on May 7, 2018;
- (c) The Registrant's Current Reports on Form 8-K filed with the Commission on February 6, 2018, February 13, 2018, February 16, 2018, March 23, 2018, April 4, 2018, April 24, 2018, May 15, 2018, and May 18, 2018; and
- (d) The description of the Registrant's voting common stock contained in the Registration Statement on Form S-1, as amended (File No. 333-205126), which description is incorporated by reference into the Form 8-A/A filed with the Commission on July 15, 2015, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendment or report filed for the purpose of updating such description.

All documents filed, but not furnished, by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment that indicates that all securities offered under this Registration Statement have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. In no event, however, will any of the information, including exhibits, that the Registrant discloses under Item 2.02 and Item 7.01 of any report on Form 8-K that has been or may from time to time be furnished to the Commission be incorporated by reference into or otherwise become a part of this Registration Statement.

Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description of Exhibit
3.1	<u>Amended and Restated Articles of Incorporation of Live Oak Bancshares, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on June 19, 2015)</u>
3.2	<u>Amended Bylaws of Live Oak Bancshares, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's amended Registration Statement on Form S-1 filed on July 13, 2015)</u>
4.1	<u>Form of Voting Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-1 filed on June 19, 2015)</u>
5.1	<u>Opinion of Wyrick Robbins Yates & Ponton LLP</u>
10.1	<u>Amended and Restated 2015 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 27, 2016)</u>
10.2	<u>Amendment to Amended and Restated 2015 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 18, 2018)</u>
23.1	<u>Consent of Dixon Hughes Goodman LLP</u>
23.2	<u>Consent of Wyrick Robbins Yates & Ponton LLP (contained in Exhibit 5.1)</u>

[THE NEXT PAGE IS THE SIGNATURE PAGE]

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wilmington, State of North Carolina, on the 7th day of June, 2018.

Live Oak Bancshares, Inc.

By: /s/ James S. Mahan III

James S. Mahan III
Chairman and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of Live Oak Bancshares, Inc., do hereby constitute and appoint S. Brett Caines and Gregory W. Seward, or either of them, our true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorney-in-fact and agents, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

	Date
<u>/s/ James S. Mahan III</u> James S. Mahan III Chairman and Chief Executive Officer (Principal Executive Officer)	June 7, 2018
<u>/s/ S. Brett Caines</u> S. Brett Caines Chief Financial Officer (Principal Financial Officer)	June 7, 2018
<u>/s/ J. Wesley Sutherland</u> J. Wesley Sutherland Chief Accounting Officer (Principal Accounting Officer)	June 7, 2018
<u>/s/ William L. Williams III</u> William L. Williams III Vice Chairman of the Board of Directors	June 7, 2018
<u>/s/ Neil L. Underwood</u> Neil L. Underwood President and Director	June 7, 2018

/s/ Milton E. Petty

Milton E. Petty
Director

June 7, 2018

/s/ William H. Cameron

William H. Cameron
Director

June 7, 2018

/s/ Diane B. Glossman

Diane B. Glossman
Director

June 7, 2018

/s/ Howard K. Landis III

Howard K. Landis III
Director

June 7, 2018

/s/ Jerald L. Pullins

Jerald L. Pullins
Director

June 7, 2018

/s/ Glen F. Hoffsis

Glen F. Hoffsis
Director

June 7, 2018



Wyrick Robbins Yates & Ponton LLP

ATTORNEYS AT LAW

4101 Lake Boone Trail, Suite 300, Raleigh, NC 27607

PO Drawer 17803, Raleigh, NC 27619

P: 919.781.4000 F: 919.781.4865 www.wyrick.com

June 7, 2018

Live Oak Bancshares, Inc.
1741 Tiburon Drive
Wilmington, North Carolina 28403

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 filed on or about the date hereof by Live Oak Bancshares, Inc., a North Carolina corporation (the "Registrant"), with the Securities and Exchange Commission (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,750,000 shares of the Registrant's voting common stock, no par value per share (the "Shares"). We understand the Shares are to be issued pursuant to the Registrant's Amended and Restated 2015 Omnibus Stock Incentive Plan, as the same may be amended from time to time (the "Plan"). In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity with the original of all documents submitted to us as copies thereof.

As the Registrant's legal counsel, we have examined the proceedings taken, and are familiar with the proceedings proposed to be taken, in connection with the sale of the Shares pursuant to the Plan.

It is our opinion that, upon completion of the proceedings being taken or contemplated by us, as the Registrant's counsel, to be taken prior to the issuance of the Shares, the Shares when issued in the manner referred to in the Registration Statement and in accordance with the Plan, will be legally and validly issued, fully paid, and nonassessable.

This opinion is intended for use in connection with sale of the Shares in accordance with the Plan and is not to be relied upon for any other purpose. Our opinion set forth above is limited to the laws of the State of North Carolina, and we do not express any opinion herein concerning any other laws.

This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify any of the opinions expressed herein.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever appearing in the Registration Statement, including any prospectus constituting a part thereof, and any amendments thereto. In giving this consent, we do not hereby admit that this firm is within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations promulgated thereunder by the Commission.

Very truly yours,

/s/ Wyrick Robbins Yates & Ponton LLP



CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our report dated March 8, 2018, with respect to the consolidated financial statements of Live Oak Bancshares, Inc. as of December 31, 2017 and 2016, and for each of the years in the three-year period ended December 31, 2017, incorporated herein by reference.

/s/ Dixon Hughes Goodman LLP

Raleigh, North Carolina
June 7, 2018