

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Seward Gregory W</u>			2. Issuer Name and Ticker or Trading Symbol <u>Live Oak Bancshares, Inc. [LOB]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/02/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
1741 TIBURON DRIVE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>WILMINGTON NC 28403</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Voting Common Stock	12/02/2020		M		2,636	A	(1)	33,753	D	
Voting Common Stock	12/02/2020		F		1,179	D	\$43.04	32,574	D	
Voting Common Stock	12/02/2020		M		50,000	A	(1)	82,574	D	
Voting Common Stock	12/02/2020		F		22,350	D	\$43.04	60,224	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Restricted Stock Units	(1)	12/02/2020		M			2,636	(2)	(2)	Voting Common Stock	2,636	\$0.00	0	D	
Performance Restricted Stock Units	(1)	12/02/2020		M			50,000	(3)	(3)	Voting Common Stock	50,000	\$0.00	0	D	
Performance Restricted Stock Units	(1)							(4)	08/10/2028	Voting Common Stock	32,000		32,000	D	
Restricted Stock Units	(5)							(6)	(6)	Voting Common Stock	10,011		10,011	D	
Employee Stock Option (right to buy)	\$14.55							(7)	11/19/2025	Voting Common Stock	30,000		30,000	D	

Explanation of Responses:

- Each performance restricted stock unit ("PRSU") represents a contingent right to receive one share of Live Oak Bancshares, Inc. (the "Company"), voting common stock.
- The PRSUs vested on December 2, 2020. The vesting of the PRSUs was subject to the Company achieving total revenue of at least \$100 million for the period from January 1, 2017 through December 31, 2017. This condition was satisfied on December 31, 2017. Vesting was also contingent upon the Company's voting common stock attaining a closing price equal to or greater than \$38.00 per share for at least twenty (20) consecutive trading days at any time prior to January 31, 2024. On December 2, 2020, the compensation committee of the Company's board of directors certified that this stock price condition had been satisfied and that the PRSUs were vested.
- The PRSUs vested on December 2, 2020. The vesting of the PRSUs was subject to the Company achieving total revenue of at least \$100 million for the period from July 1, 2017 through June 30, 2018. This condition was satisfied on June 30, 2018. Vesting was also contingent upon the Company's voting common stock attaining a closing price equal to or greater than \$38.00 per share for at least twenty (20) consecutive trading days at any time prior to August 7, 2024. On December 2, 2020, the compensation committee of the Company's board of directors certified that this stock price condition had been satisfied and that the PRSUs were vested.
- Eight thousand of the PRSUs will vest upon each attainment of closing prices of the Company's voting common stock of equal to or greater than \$40.00 per share, \$45.00 per share, \$50.00 per share, and \$55.00 per share once they are attained for at least twenty (20) consecutive trading days at any time prior to August 10, 2028.
- Each restricted stock unit ("RSU") represents a right to receive one share of the Company's voting common stock.
- The RSUs vest in five equal annual installments beginning on February 10, 2021, subject to the reporting person's continuous service to the Company or a related entity on such date.
- The shares subject to this option vest and become exercisable yearly in seven installments beginning on November 19, 2016, as follows: 10% of the shares subject to the option vest on each of November 19, 2016, 2017, 2018, 2019, and 2020; and 25% of the shares subject to the option vest on each of November 19, 2021 and 2022.

Remarks:

/s/ Jonathan A. Greene, by 12/04/2020
Power of Attorney

** Signature of Reporting Person Date

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

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

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

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