

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>SUTHERLAND JOHN W.</u> (Last) (First) (Middle) <u>1741 TIBURON DRIVE</u> (Street) <u>WILMINGTON NC 28403</u> (City) (State) (Zip)	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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <input type="checkbox"/> <u>Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/22/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	03/22/2021		M		8,000	A	(1)	79,023	D	
Voting Common Stock	03/22/2021		F		3,577	D	\$65.17	75,446	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					
Performance Restricted Stock Units	(1)	03/22/2021		M		8,000	(2)	08/10/2028	Voting Common Stock	8,000	\$0.00	8,000	D	
Restricted Stock Units	(3)						(4)	(4)	Voting Common Stock	1,842		1,842	D	
Restricted Stock Units	(3)						(5)	(5)	Voting Common Stock	888		888	D	
Employee Stock Option (right to buy)	\$10.634						(6)	09/19/2024	Voting Common Stock	10,200		10,200	D	
Employee Stock Option (right to buy)	\$17						(7)	07/22/2025	Voting Common Stock	12,000		12,000	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.
- Eight thousand of the PRSUs vested on March 22, 2021. The vesting of these PRSUs was contingent upon the Company's voting common stock attaining a closing price equal to or greater than \$50.00 per share for at least twenty (20) consecutive trading days at any time prior to August 10, 2028. On March 22, 2021, the compensation committee of the Company's board of directors certified that this stock price condition had been satisfied and that these PRSUs were vested. Eight thousand of the remaining PRSUs will vest upon the attainment of closing stock prices of \$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 contingent right to receive one share of the Company's voting common stock.
- 460 of the RSUs will vest on each of February 10, 2022, 2023, and 2024; and 462 of the RSUs will vest on February 10, 2025, subject to the reporting person's continuous service to the Company or a related entity on such date.
- The RSUs vest in five equal annual installments beginning on February 22, 2022, 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 September 19, 2015, as follows: 10% of the shares subject to the option vested on each of September 19, 2015, 2016, 2017, 2018, and 2019; and 25% of the shares subject to the option vest on each of September 19, 2020 and 2021.
- The shares subject to this option vest and become exercisable yearly in seven installments beginning on July 22, 2016, as follows: 10% of the shares subject to the option vested on each of July 22, 2016, 2017, 2018, 2019, and 2020; and 25% of the shares subject to the option vest on each of July 22, 2021 and 2022.

Remarks:

/s/ Jonathan A. Greene, by 03/24/2021
Power of Attorney

** Signature of Reporting Person Date

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

* 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.

