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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 10, 2017

EQUITY BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Kansas
(State or other jurisdiction of
incorporation or organization)

001-37624
(Commission
File Number)

72-1532188
(I.R.S. Employer
Identification No.)

7701 East Kellogg Drive, Suite 300
Wichita, KS
(Address of principal executive offices)

67207
(Zip Code)

Registrant's telephone number, including area code: 316.612.6000

Former name or former address, if changed since last report: Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.*Closing of Merger with Eastman Bancshares, Inc.*

On November 10, 2017, Equity Bancshares, Inc. (the “Company”) completed its merger with Eastman National Bancshares, Inc., an Oklahoma corporation (“Eastman”), pursuant to the terms of the Agreement and Plan of Reorganization, dated July 14, 2017 (the “Eastman Agreement”), by and among the Company, ENB Merger Sub, Inc., an Oklahoma corporation and wholly-owned subsidiary of the Company (“ENB Merger Sub”), and Eastman. At the effective time (the “Eastman Effective Time”), ENB Merger Sub merged with and into Eastman, with Eastman surviving the merger as a wholly-owned subsidiary of the Company. Following the Eastman Effective Time, Eastman merged into the Company, with the Company surviving the merger and thereafter, The Eastman National Bank of Newkirk, Eastman’s wholly-owned bank subsidiary, merged with and into the Company’s wholly-owned bank subsidiary, Equity Bank, with Equity Bank surviving the merger.

Pursuant to the Eastman Agreement, at the Eastman Effective Time each outstanding share of Eastman common stock was converted into the right to receive (i) 6.1389 shares of Class A common stock, par value of \$0.01 per share, of the Company, and (ii) \$41.83 in cash. Eastman’s Adjusted Equity (as defined in the Eastman Agreement) was \$24,714,691 and was calculated in accordance with the terms of the Eastman Agreement.

The foregoing description of the Eastman Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Eastman Agreement, which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

Closing of Merger with Cache Holdings, Inc.

On November 10, 2017, the Company also completed its merger with Cache Holdings, Inc., an Oklahoma corporation (“Cache”), pursuant to the terms of the Agreement and Plan of Reorganization, dated July 14, 2017 (the “Cache Agreement”), by and between the Company and Cache. At the effective time (the “Cache Effective Time”), Cache merged with and into the Company, with the Company surviving the merger. Following the Cache Effective Time, Patriot Bank, Cache’s wholly-owned bank subsidiary, merged with and into the Company’s wholly-owned bank subsidiary, Equity Bank, with Equity Bank surviving the merger.

Pursuant to the Cache Agreement, at the Cache Effective Time each outstanding share of Cache common stock was converted into the right to receive (i) 53 shares of Class A common stock, par value of \$0.01 per share, of the Company, and (ii) \$615.12 in cash.

The foregoing description of the Cache Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Cache Agreement, which is attached hereto as Exhibit 2.2 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On November 10, 2017, the Company issued a press release announcing the closing of each of the mergers. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statements and Exhibits.**(a) Financial Statements of Businesses Acquired.***Eastman Merger*

Audited consolidated financial statements of Eastman as of December 31, 2016 and 2015, and for each of the two years in the period ended December 31, 2016 as well as the accompanying notes thereto and the related Report of Independent Registered Public Accounting Firm were previously filed as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219974, as filed by the Company with the Securities and Exchange Commission on August 31, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional audited consolidated financial statements of Eastman are required to be filed.

The unaudited consolidated balance sheets of Eastman as of June 30, 2017 and December 31, 2016, and related consolidated statements of income and comprehensive income of Eastman for the three and six months ended June 30, 2017 and 2016, changes in stockholders’ equity and cash flows of Eastman for the six months ended June 30, 2017 and 2016, and related notes were previously filed as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219974, as filed by the Company with the Securities and Exchange Commission on August 31, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional unaudited consolidated financial statements of Eastman are required to be filed.

Cache Merger

Audited consolidated financial statements of Cache as of December 31, 2016 and 2015, and for each of the two years in the period ended December 31, 2016 as well as the accompanying notes thereto and the related Report of Independent Registered Public Accounting Firm were previously filed as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219975, as filed by the Company with the Securities and Exchange Commission on August 30, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional audited consolidated financial statements of Cache are required to be filed.

The unaudited consolidated balance sheets of Cache as of June 30, 2017 and December 31, 2016, and related consolidated statements of income and comprehensive income of Cache for the three and six months ended June 30, 2017 and 2016, changes in stockholders' equity and cash flows of Cache for the six months ended June 30, 2017 and 2016, and related notes were previously filed as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219975, as filed by the Company with the Securities and Exchange Commission on August 30, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional unaudited consolidated financial statements of Cache are required to be filed.

(b) ProForma Financial Information.

Eastman Merger

The unaudited pro forma condensed consolidated combined balance sheets of Eastman as of June 30, 2017, the unaudited pro forma condensed consolidated combined statement of income of Eastman for the six months ended June 30, 2017, and the unaudited pro forma condensed consolidated combined statement of income of Eastman for the year ended December 31, 2016, were previously furnished as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219974, as filed by the Company with the Securities and Exchange Commission on August 31, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional pro forma financial statements of Eastman are required to be filed.

Cache Merger

The unaudited pro forma condensed consolidated combined balance sheets of Cache as of June 30, 2017, the unaudited pro forma condensed consolidated combined statement of income of Cache for the six months ended June 30, 2017, and the unaudited pro forma condensed consolidated combined statement of income of Cache for the year ended December 31, 2016, were previously furnished as part of Amendment No. 1 to the Registration Statement on Form S-4, File No. 333-219975, as filed by the Company with the Securities and Exchange Commission on August 30, 2017. Pursuant to General Instruction B.3 of Form 8-K, no additional pro forma financial statements of Cache are required to be filed.

(d) Exhibits.

Exhibit Number	Description
2.1	<u>Agreement and Plan of Reorganization, dated as of July 14, 2017, by and among Equity Bancshares, Inc., ENB Merger Sub, Inc. and Eastman National Bancshares, Inc. (incorporated by reference to Exhibit 2.1 to Equity Bancshares, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 17, 2017).</u>
2.2	<u>Agreement and Plan of Reorganization, dated as of July 14, 2017, by and between Equity Bancshares, Inc. and Cache Holdings, Inc. (incorporated by reference to Exhibit 2.2 to Equity Bancshares, Inc.'s Current Report on Form 8-K, filed with the Securities and Exchange Commission on July 17, 2017).</u>
99.1	<u>Press Release, dated November 10, 2017.</u>

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.

Equity Bancshares, Inc.

Date: November 13, 2017

By: /s/ Brad S. Elliott
Brad S. Elliott
Chairman and Chief Executive Officer

EQUITY BANCSHARES, INC.
PRESS RELEASE - 11/10/2017

FOR IMMEDIATE RELEASE

**Equity Bancshares, Inc. Closes Mergers
with Oklahoma-based Eastman National Bancshares, Inc.
and Cache Holdings, Inc.**

Equity Bank network to include offices in Newkirk, Ponca City, and Tulsa, Oklahoma

WICHITA, Kansas (November 10, 2017) – Equity Bancshares, Inc. (NASDAQ: EQBK) (“Equity”), parent company of Equity Bank, closed its mergers with Eastman National Bancshares, Inc. (“Eastman”) of Ponca City, Oklahoma, and Cache Holdings, Inc. (“Patriot”) of Tulsa, Oklahoma on Thursday, November 9, 2017. The mergers will become effective at 5:01 p.m. Central time on Friday, November 10, 2017.

Eastman National Bank and Patriot Bank will merge with and into Equity Bank, pursuant to the terms of the respective definitive agreements announced July 17, 2017. The Oklahoma mergers bring Equity’s total to 15 strategic combinations in the past 15 years.

“We’re proud to continue to serve strong, vibrant markets like Ponca City, Newkirk and Tulsa, and we’re pleased to offer customers the opportunity to continue banking with an institution they trust, with unwavering commitment to our local Oklahoma communities,” said Brad Elliott, Chairman and CEO of Equity. “Our focus on rapid integration is crucial to our customers, and each of our combinations takes considerable preparation, diligence, and collaboration. I thank all of our Equity, Eastman and Patriot team members for their hard work and commitment to our customers.”

With completion of the transactions, Equity now extends into markets in four states: Kansas, Missouri, Arkansas and Oklahoma, with 42 local bank offices in its footprint. Equity will have \$3.0 billion in consolidated total assets, including \$2.0 billion in loans, and Equity will have \$2.3 billion in deposits following completion of the mergers.

As Equity has done in past transactions, Equity will retain and rely upon key market leaders in its new locations. Mike Bezanson will continue to lead Equity’s Tulsa market, with Jay Morey and Philip Houchin continuing in their current roles.

Mark Detten will serve as President of Equity Bank in Ponca City and Newkirk, while Darin Kirchenbauer and Erin Liberton also will continue in their current leadership roles.

“It’s important to Equity to not only offer sophisticated, innovative products and services, but to also entrust leadership for our markets with the bankers our customers know and trust,” said Wendell Bontrager, President of Equity Bank. “With Mark, Darin, and Erin in Kay County, and Michael, Jay, and Philip in Tulsa, our Oklahoma communities, colleagues, and businesses are in good hands. We’re proud to officially welcome their teams to our Equity family.”

About Equity Bancshares, Inc.

Equity Bancshares, Inc. is the holding company for Equity Bank, offering a full range of financial solutions, including commercial loans, consumer banking, mortgage loans, and treasury management services. Equity has \$3.0 billion in consolidated total assets, with 42 full-service bank locations throughout Arkansas, Kansas, Missouri and Oklahoma.

Equity provides an enhanced banking experience for customers through a suite of sophisticated banking products and services tailored to their needs, while delivering the high-quality, relationship-based customer service of a community bank. Equity’s common stock is traded on the NASDAQ Global Select Market under the symbol “EQBK.” Learn more at www.equitybank.com.

Special Note Concerning Forward-Looking Statements

This press release contains “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. These forward-looking statements reflect the current views of Equity’s management with respect to, among other things, future events and Equity’s financial performance. These statements are often, but not always, made through the use of words or phrases such as “may,” “should,” “could,” “predict,” “potential,” “believe,” “will likely result,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “project,” “forecast,” “goal,” “target,” “would” and “outlook,” or the negative variations of those words or other comparable words of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about Equity’s industry, management’s beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond Equity’s control. Accordingly, Equity cautions you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although Equity believes that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Factors that could cause actual results to differ materially from Equity’s expectations include competition from other financial institutions and bank holding companies; the effects of and changes in trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board; changes in the demand for loans; fluctuations in value of collateral and loan reserves; inflation, interest rate, market and monetary fluctuations; changes in consumer spending, borrowing and savings habits; and acquisitions and integration of acquired businesses, and similar variables. The foregoing list of factors is not exhaustive.

For discussion of these and other risks that may cause actual results to differ from expectations, please refer to “Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” in Equity’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2017 and any updates to those risk factors set forth in Equity’s subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. If one or more events related to these or other risks or uncertainties materialize, or if Equity’s underlying assumptions prove to be incorrect, actual results may differ materially from what Equity anticipates. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and Equity does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New risks and uncertainties arise from time to time, and it is not possible for us to predict those events or how they may affect us. In addition, Equity cannot assess the impact of each factor on Equity’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements, expressed or implied, included in this press release are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Equity or persons acting on Equity’s behalf may issue.

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