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

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

EQUITY BANCSHARES, INC.
(Exact name of registrant as specified in its charter)

Kansas
(State of other jurisdiction of
incorporation or organization)

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

7701 East Kellogg Drive, Suite 300
Wichita, Kansas
(Address of Principal Executive Offices)

67207
(Zip Code)

Equity Bancshares, Inc. Amended and Restated 2013 Stock Incentive Plan
(Full title of the plan)

Brad S. Elliott
Chairman and Chief Executive Officer
Equity Bancshares, Inc.
7701 East Kellogg Drive, Suite 300
Wichita, Kansas 67207
(Name and address of agent for service)

(316) 612-6000
(Telephone number, including area code, of agent for service)

Copies to:

Michael G. Keeley, Esq.
Norton Rose Fulbright US LLP
2200 Ross Avenue, Suite 3600
Dallas, Texas 75201
(214) 855-8000

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 the 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 Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 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 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
Class A Common Stock, par value \$0.01 per share	600,000 shares	\$40.39	\$24,234,000	\$3,017.13

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional indeterminate number of shares of Equity Bancshares, Inc.’s Class A common stock, par value \$0.01 per share (“Common Stock”), that may become issuable pursuant to the adjustment provisions of the Equity Bancshares, Inc. Amended and Restated 2013 Stock Incentive Plan (the “2013 Stock Incentive Plan”).
- (2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act. The maximum offering price per share and the maximum aggregate offering price are based on a price of \$40.39 per share, which is the average of the high and low sales prices of shares of Common Stock on the NASDAQ Global Select Market on May 22, 2018.

EXPLANATORY NOTE

Equity Bancshares, Inc. (the “Company”) is filing this Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register an additional 600,000 shares of its Common Stock that are reserved for issuance under the 2013 Stock Incentive Plan. The Company previously filed a Registration Statement on Form S-8 with the Commission on April 7, 2017 (Registration No. 333-217197) (the “Earlier Registration Statement”) pursuant to which 175,000 shares of its Common Stock were registered for issuance under the 2013 Stock Incentive Plan. Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statement are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, the following documents have been filed by the Company with the SEC and are incorporated by reference into this Registration Statement and will be deemed to be a part hereof:

- (a) the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Commission on March 16, 2018;
- (b) the Company’s Current Reports on Form 8-K filed with the Commission on January 25, 2018, February 7, 2018, March 5, 2018, March 22, 2018, April 19, 2018, April 25, 2018, April 30, 2018 and May 7, 2018 (excluding any portions thereof which are deemed “furnished” rather than filed with the Commission);
- (d) all other reports of the Company filed pursuant to Section 13(a) or 15(d) of the Exchange Act, since the end of the fiscal year covered by the annual report referred to in (a) above; and
- (e) the description of the Company’s Class A common stock, par value \$0.01 per share, contained in the Company’s Registration Statement on Form 8-A (File No. 001-37624), filed with the SEC on November 6, 2015 (including any amendments or reports filed for the purpose of updating such description).

Except to the extent that information is deemed furnished and not filed pursuant to securities laws and regulations, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall also be deemed to be incorporated by reference herein and to be a part hereof from the dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The information required by this item is set forth on the Exhibit Index that follows the Signature Page to this Registration Statement.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
4.1	<u>Second Amended and Restated Articles of Incorporation of Equity Bancshares, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed with SEC on May 3, 2016).</u>
4.2	<u>Amended and Restated Bylaws of Equity Bancshares, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Form S-1 filed with the SEC on October 9, 2015).</u>
4.3	<u>Specimen Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Form S-1/A filed with the SEC on October 27, 2015).</u>
4.4	<u>Equity Bancshares, Inc. Amended and Restated 2013 Stock Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with SEC on March 21, 2018).</u>
5.1*	<u>Opinion of Wise & Reber, L.C. as to the legality of the securities being registered.</u>
23.1*	<u>Consent of Wise & Reber, L.C. (included as part of Exhibit 5.1 hereto).</u>
23.2*	<u>Consent of Crowe Chizek LLP.</u>
23.3*	<u>Consent of Erwin & Company (with respect to Eastman National Bancshares, Inc.).</u>
23.4*	<u>Consent of Sewell & Taylor LLP (with respect to Cache Holdings, Inc.).</u>
24.1*	<u>Power of Attorney (included on signature page).</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Wichita, State of Kansas, on May 25, 2018.

EQUITY BANCSHARES, INC.

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

POWER OF ATTORNEY

Each person whose signature appears below appoints Brad S. Elliott and Gregory H. Kossover, and each of them, any of whom may act without the joinder of the other, as his true and lawful attorneys-in-fact and agents, 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 (including post-effective amendments) to this Registration Statement and any Registration Statement (including any amendment thereto) for this offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brad S. Elliott</u> Brad S. Elliott	Chairman and Chief Executive Officer (Principal Executive Officer)	May 25, 2018
<u>/s/ Gregory H. Kossover</u> Gregory H. Kossover	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 25, 2018
<u>/s/ Gary C. Allerheiligen</u> Gary C. Allerheiligen	Director	May 25, 2018
<u>/s/ James L. Berglund</u> James L. Berglund	Director	May 25, 2018
<u>/s/ Jeff A. Bloomer</u> Jeff A. Bloomer	Director	May 25, 2018
<u>/s/ Gregory L. Gaeddert</u> Gregory L. Gaeddert	Director	May 25, 2018
<u>/s/ Jerry P. Maland</u> Jerry P. Maland	Director	May 25, 2018
<u>/s/ Shawn D. Penner</u> Shawn D. Penner	Director	May 25, 2018
<u>/s/ Harvey R. Sorensen</u> Harvey R. Sorensen	Director	May 25, 2018

ROBERT W. WISE
BRETT A. REBER
CASEY R. LAW
RANDEE KOGER
JEFFREY A. HOUSTON
DAVID N. HARGER
ANN M.E. PARKINS
LAUREN G. HUGHES



CASEY R. LAW
620.504.5422
claw@bwisecounsel.com

May 25, 2018

Equity Bancshares, Inc.
7701 East Kellogg Drive, Suite 200
Wichita, Kansas 67207

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Equity Bancshares, Inc., a Kansas corporation (the "**Company**"), in connection with the Company's Registration Statement on Form S-8 (the "**Registration Statement**") to be filed with the Securities and Exchange Commission on May 25, 2018, relating to the registration under the Securities Act of 1933, as amended (the "**Act**"), of the offer and sale of an aggregate of up to 600,000 shares (the "**Shares**") of the Company's Class A Common Stock, par value \$0.01 per share ("**Common Stock**"), that may be issued in connection with future awards under the Company's Amended and Restated 2013 Stock Incentive Plan (the "**Plan**").

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) certain resolutions adopted by the board of directors of the Company, (iii) the Plan, and (iv) such other certificates, instruments, and documents as we have considered necessary for purposes of this opinion letter. As to any facts material to our opinions, we have made no independent investigation or verification of such facts and have relied, to the extent that we deem such reliance proper, upon certificates of public officials and officers or other representatives of the Company.

We have assumed (i) the legal capacity of all natural persons, (ii) the genuineness of all signatures, (iii) the authority of all persons signing all documents submitted to us on behalf of the parties to such documents, (iv) the authenticity of all documents submitted to us as originals, (v) the conformity to authentic original documents of all documents submitted to us as copies, (vi) that all information contained in all documents reviewed by us is true, correct, and complete, and (vii) that the Shares will be issued in accordance with the terms of the Plan.

Equity Bancshares, Inc.
May 25, 2018
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Based on the foregoing and subject to the limitations set forth herein, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares have been duly authorized and that, when the Shares are issued by the Company in accordance with the terms of the Plan and the instruments executed pursuant to the Plan, as applicable, which govern the awards to which the Shares relate, the Shares will be validly issued, fully paid, and non-assessable.

This opinion is limited in all respects to the Kansas General Corporation Code. We express no opinion as to any matter other than as expressly set forth above, and no opinion on any other matter may be inferred or implied herefrom. The opinions expressed herein are rendered as of the date hereof, and we expressly disclaim any obligation to update this letter or advise you of any change in any matter after the date hereof.

The opinions expressed herein are rendered to you in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon them pursuant to the applicable provisions of the Act. The opinions expressed herein may not be relied upon by you or any other person, firm or corporation for any other purpose.

This opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ WISE & REBER, L.C.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Equity Bancshares, Inc. of our report dated March 16, 2018 relating to the consolidated financial statements appearing in the Annual Report on Form 10-K of Equity Bancshares, Inc. for the year ended December 31, 2017.

/s/ Crowe Chizek LLP

Dallas, Texas
May 25, 2018

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Equity Bancshares, Inc. of our report dated August 14, 2017 on the consolidated financial statements of Eastman National Bancshares, Inc. for the years ended December 31, 2016 and 2015 and to the reference to us under the heading "Experts" in the prospectus, which is part of this Registration Statement.

/s/ Erwin & Company

Erwin & Company
Little Rock, Arkansas
May 25, 2018

CONSENT OF INDEPENDENT PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Equity Bancshares, Inc. of our report dated August 10, 2017 on the consolidated financial statements of Cache Holdings, Inc. for the years ended December 31, 2016 and 2015.

/s/ Sewell & Taylor LLP

Sewell & Taylor LLP

Tulsa, Oklahoma

May 25, 2018