March 2, 2009

Mr. Neil M. Barofsky
Special Inspector General
Troubled Asset Relief Program
1500 Pennsylvania Ave. N.W., Suite 1064
Washington, DC 20220

Dear Mr. Barofsky:

The following information is being provided in response to your February 6, 2009 letter from the Office of the Special Inspector General Troubled Asset Relief Program.

Home BancShares, Inc. (HBI) is a bank holding company, headquartered in Conway, Arkansas, with bank subsidiaries that provide a broad range of commercial and retail banking and related financial services to businesses, real estate developers and investors, individuals and municipalities. The bank subsidiaries have locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys and southwestern Florida.

Home BancShares, Inc. elected to participate in the Capital Purchase Program of the Emergency Economic Stabilization Act of 2008 and has issued 50,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A totaling $50.0 million to the United States Department of Treasury and received funding on January 16, 2009. HBI and its board of directors considered the program an opportunity to further strengthen a fortress balance sheet in uncertain economic times. The terms of the Capital Purchase Program seemed to be a reasonable alternative to other capital sources in today's market. HBI was already a well-capitalized organization, with Tier 1 and Total Risk Based Capital ratios of 12.7% and 14.0%, respectively, as of 12/31/2008. The additional capital raised the ratios by approximately 2.2 percentage points to 14.9% and 16.2%, respectively. We felt such a program would provide an opportunity for strong, healthy institutions like HBI to participate in and support the recovery of the U.S. economy.

HBI's loan to deposit ratio at 9/30/2008 and 12/31/2008 was 102.9% and 105.9%, respectively. In the fourth quarter of 2008, as HBI considered participating in the Capital Purchase Program (CPP), HBI anticipated continuing to provide lending services to qualified borrowers within its markets and utilizing the CPP as a funding source for such loans. The CPP proceeds were received by the holding company and placed in our subsidiary banks as deposits, which in turn act as a funding source for loans. As of 12/31/2008 our total loans were $1.956 billion and as of 2/25/2009 our total loans were $1.970 billion, an increase of $14 million. HBI anticipates continued loan demand throughout the first quarter, although at a slower pace than the first quarter of 2008.

Our efforts to comply with the executive compensation requirements include a review of all our existing benefits plans for Senior Executive Officers (SEOs), obtaining a letter agreement from each agreeing to amend or modify any of those conflicting with the requirements of EESA. In addition, the Compensation Committee reviewed the incentive compensation of the SEOs', met with the Risk Officer, reviewed the assessment of risks, and determined in each case that the incentive compensation did not encourage the SEOs to take unnecessary and excessive risk that would threaten the financial institution. The Compensation Committee is prepared to certify to such in the upcoming proxy, if necessary. In addition, the Board passed an omnibus resolution that the company would not do anything in the future to violate

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the current rules or any future rules of EESA. Enclosed with this response letter are Minutes of the Board and Compensation Committee, Letter Agreements and copies of discussion in the previous proxy and press releases.

The Compensation Committee is prepared to meet semiannually to evaluate compensation plans in the light of any risk posed by such plan. With regard to limitations on executive compensation in the future, we will make the annual compensation committee assessment and certification and we will not make any golden parachute payments or take any tax deductions for remuneration to a SEO in excess of $500,000.

In signing this letter, I certify that the statements, representations and supporting information provided are true and accurate.

Sincerely,

John W. Allison
Chairman and Chief Executive Officer

Minutes
November 19, 2008

A special called meeting of the Home BancShares, Inc. Board of Directors was held on Wednesday, November 19, 2008 by electronic mail to each Director. The order of business was to poll the Directors regarding participation in the Troubled Asset Relief Program and more specifically, the U.S. Treasury's Capital Purchase Program (CPP). A memo was sent to each Director from Mr. Allison on the advantages and disadvantages of participating in the U.S. Treasury's CPP, which included management's recommendation to participate in the program. The following are the results from the poll:

Approval to participate in the CPP Program
11 – For
1 – Against

Approval of the resolution to change the structure of the preferred stock
12 – For
0 – Against

Approval to amend the articles of incorporation
12 – For
0 – Against

Approval of the proxy to be sent to shareholders of record
12 – For
0 – Against

Therefore as a result of the poll, the Board approved participation in the CPP.

RESOLUTION OF THE BOARD OF DIRECTORS OF HOME BANCSHARES, INC.

WHEREAS, the Restated Articles of Incorporation of Home BancShares, Inc. (the "Corporation") currently provide that the Corporation has 5,500,000 shares of authorized preferred stock, divided into 2,500,000 shares of class A non-voting, non-cumulative, callable and redeemable, convertible preferred stock and 3,000,000 shares of Class B non-voting, non-cumulative, callable and redeemable, convertible preferred stock; and

WHEREAS, the Corporation has applied and received approval from the U.S. Department of the Treasury ("Treasury") to participate in the Treasury's Troubled Asset Relief Program – Capital Purchase Program ("CPP"), whereby the Treasury would purchase shares of preferred stock in the Corporation; and

WHEREAS, the Treasury has set forth certain specifications regarding preferences, limitations and rights of the shares of preferred stock that Treasury will purchase under the CPP, and the Corporation may be required to amend the terms of its preferred stock to meet such specifications; and

WHEREAS, the board of directors deems it desirable and in the Corporation's best interest to consider participation in the CPP and, if the board of directors determines it is advisable and in the best interest of the Corporation, to pursue participation in the CPP; and

WHEREAS, the board of directors deems it desirable and in the Corporation's best interest to amend the Corporation's Restated Articles of Incorporation to eliminate the existing class A and class B designations of the preferred stock and to give the board of directors of the Corporation the authority, without shareholder action, to issue shares of preferred stock in one or more series and to designate the preferences, limitations, rights and terms of the preferred stock in order to meet the requirements of the CPP and to engage in future transactions that may be beneficial to the Corporation; and

WHEREAS, the board of directors deems it desirable and in the Corporation's best interest that such amendment to the Corporation's Restated Articles of Incorporation be considered and voted upon by the shareholders of the Corporation at a special meeting of the shareholders called and held prior to the Corporation's next annual meeting for the purpose of considering such amendment, and time is of the essence;

NOW, THEREFORE, it is hereby:

RESOLVED, that the board of directors desires to amend, and recommends to the shareholders that they amend, the Restated Articles of Incorporation so that Article THIRD is amended in its entirety to read as follows:

> THIRD: The authorized capital stock (the "Capital Stock") of this Corporation shall be 50,000,000 shares of voting common stock (the "Common Stock") having a par value of $0.01 per share, and 5,500,000 shares of $0.01 par value preferred stock (the "Preferred Stock"). The Board of Directors of the Corporation, acting pursuant to the authority contained herein and under Arkansas law, without any vote of the shareholders of the Corporation, may issue shares of Preferred Stock in one or more series and may determine the preferences, limitations, relative rights and terms of the Preferred Stock or any series of shares of the Preferred Stock before the issuance of such shares of Preferred Stock or series of shares of the Preferred Stock. Before issuing any shares of Preferred Stock or any series of shares of the Preferred Stock, the Corporation, if required by Arkansas law, shall file with the Secretary of State of Arkansas Articles of Amendment containing the text of the amendment, preferences, limitations, relative rights and terms of the Preferred Stock or of such series of Preferred Stock.

Voting Rights. The Common Stock shall have one vote per share on all matters submitted to the shareholders for a vote. No holder of Common Stock shall have the right to cumulate their votes in the election of directors.

Dividends. Dividends may not be declared unless the requirements for the payment of dividends under Arkansas law are met, and are payable only if and to the extent that the Board of Directors determines that earnings are available. No interest shall be payable on any declared and unpaid dividends.

and further

RESOLVED, that the board of directors hereby calls a special meeting of the shareholders to be held on such date as designated by the President of the Corporation in accordance with the Corporation's bylaws and applicable law for the purpose of considering the above recommendation to amend the Restated Articles of Incorporation and such other business as may properly come before the meeting (the "Special Meeting"); and further

RESOLVED, that the shareholders of record on such record date as designated by the President of the Corporation in accordance with the Corporation's bylaws and applicable law (the "Record Date") be entitled to attend the meeting and vote in person or by proxy upon the proposed amendment and such other matters as may properly come before the meeting; and further

RESOLVED, that the officers of the Corporation are hereby authorized and directed to provide notice of and proxy materials for the Special Meeting to the shareholders of record as of the Record Date in accordance with the Corporation's bylaws and applicable law and to file with the Securities and Exchange Commission a proxy statement and form of proxy and such other documents as may be required by law or regulation in connection with the Special Meeting, and to do or take or cause to be done or taken any other acts or actions necessary to duly call and hold the Special Meeting; and further

RESOLVED, that any acts or actions done or taken by the officers of the Corporation or caused by such officers to be done or taken prior to this resolution in furtherance of the actions authorized by this resolution are hereby approved and ratified.

IN WITNESS WHEREOF, the undersigned have executed this consent as of this ____ day of November, 2008.

To: Home BancShares, Inc. Board of Directors
From: John Allison, Chairman and CEO
Date: November 19, 2008
RE: Participation in the Troubled Asset Relief Program and more specifically, the U.S. Treasury's Capital Purchase Program (CPP)

Your management team has carefully analyzed the current legislation giving us the opportunity to participate in CPP. We have sought opinions from industry experts, government officials, market makers and institutional investors. This is not a clear cut issue and opinions are divided. Offered below are a few thoughts on the subject:

Reasons to Not Participate in CPP:

1. Avoid dilution with the government's investment (5% dividend as preferred shares as well as warrants to the U.S. Treasury).
   - ❖ Other Known Constraints:
     - ➢ Stock Repurchase Program Suspended
     - ➢ Dividend Increases must have permission
     - ➢ Compensation Caps

2. Avoid the risks of the government changing the rules by more restrictive requirements (limitation on capital flexibility, mandating lending, foreclosure guidelines, etc.) The political change could bring further definition of the regulation on use of proceeds.

Reasons to Participate in CPP:

1. Market conditions may continue to deteriorate significantly and the current slowdown becomes markedly worse (longer and deeper recession).
   - ➢ This is a relatively inexpensive form of capital offered by the Treasury and could prove to be an extremely valuable additional cushion in a severe contraction in the economy.
   - ➢ Healthy bank holding companies like HOMB always have the option to repay the investment if conditions are less severe. Obviously the warrants would remain.
2. Any future CPP-like program, if available, could likely be far less favorable to the banking industry under the new administration and Congress. (It is arguable, that banks should view this as a one-time offer to access relatively inexpensive capital, with terms that are not all that burdensome, at least for now.)

Therefore, it is management's recommendation, after careful thought and guidance, to have Home BancShares participate in the U.S. Treasury's Capital

Purchase Program Plans for the $50 million that has been approved by the Treasury.

In order for Home BancShares to participate, we must satisfy several requirements. We need Board and Shareholder approval on the issuance of preferred stock in an appropriate manner.

Attached for your review and approval is a form indicating your decision on allowing management to proceed with:

1. Participation in CPP.
2. A resolution to change the structure of preferred stock
3. Amendment to the Articles of Incorporation
4. Approve the proxy to be submitted to the shareholders approving the above.

Please indicate your decision on each item on the attached ballot and fax to [redacted] as soon as practical. Additionally, please sign the signature page of the Written Consent in Lieu of a Meeting resolution and fax to [redacted] today. We have to have all signatures before we can file the proxy with the SEC.

Our time line to complete this transaction by year end, if approved, is very tight.

Home BancShares

Minutes
Board of Directors Meeting
Jan 8, 2009

Members present: John Allison, Randy Sims, Rick Ashley, Alex Lieblong (Phone), Ron Strother, Dale Bruns, Dick Buckheim (Phone), Jim Hinkle (Phone), Jack Engelkes, Bunny Adcock, and Bill Thompson(Phone). Also attending was Randy Mayor and Brian Davis. Gene Cauley was absent.

Chairman John Allison called the meeting to order.

Mr. Brian Davis reported a majority of proxy votes had been received in favor of adopting the articles of amendment to the HBI Restated Articles of Incorporation. He stated the final vote would be made at the shareholders meeting scheduled for Jan 9.

Mr. Randy Mayor presented the following resolutions for approval:

RESOLUTION OF THE BOARD OF DIRECTORS OF HOME BANCSHARES, INC.

WHEREAS, Home BancShares, Inc. (the "Corporation") has applied and received approval from the U.S. Department of the Treasury (the "Treasury") to participate in the Treasury's Troubled Asset Relief Program – Capital Purchase Program ("CPP"), whereby the Treasury will purchase shares of preferred stock in the Corporation (the "Preferred Shares"); and

WHEREAS, in connection with the Corporation's proposed issuance of the Preferred Shares to the Treasury, the Corporation will be required to issue to the Treasury a warrant (the "Warrant") to purchase shares of the Corporation's common stock (the "Warrant Shares"); and

WHEREAS, in order to participate in the CPP, the Corporation must enter into a Letter Agreement, including a Securities Purchase Agreement and a Warrant and other schedules and annexes thereto (collectively, the "Letter Agreement"), with the Treasury which sets forth the terms of the issuance and sale to the Treasury of the Preferred Shares, the Warrant and the Warrant Shares; and

WHEREAS, the board of directors deems it desirable and in the Corporation's best interest to participate in the CPP and to enter into the Letter Agreement and to issue the Preferred Shares, the Warrant and the Warrant Shares for the purposes of raising additional capital for the Corporation and assisting in the nation's economic recovery;

NOW, THEREFORE, it is hereby:

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to execute and enter into on behalf of the Corporation the Letter Agreement, including the Securities Purchase Agreement and the Warrant and the other schedules and annexes thereto, with the Treasury pursuant to the CPP, and the board of directors hereby approves the Letter Agreement in substantially the form attached hereto; and further

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to execute such documents and to take such actions as necessary or appropriate to reserve or cause to be reserved for issuance to the Treasury 50,000 authorized shares of preferred stock of the Corporation or such other amount of authorized Preferred Shares as agreed upon by the officers of the Corporation and the Treasury and as set forth in the Letter Agreement as to be purchased by the Treasury, and to issue or cause to be issued to the Treasury such Preferred Shares according to the terms of the Letter Agreement, and to instruct the Corporation's transfer agent to take any necessary action to reserve the Preferred Shares for issuance and to issue such Preferred Shares in accordance with the Letter Agreement; and further

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to execute such documents and to take such actions as necessary or appropriate to reserve or cause to be reserved for issuance 288,000 authorized shares of common stock of the Corporation or such other amount of authorized shares of common stock as agreed upon by the officers of the Corporation and the Treasury and as set forth in the Warrant as to be issuable to the Treasury upon exercise of the Warrant in accordance with its terms, and to issue or cause to be issued such Warrant Shares upon exercise of the Warrant by the Treasury according to the terms of the Warrant, and to instruct the Corporation's transfer agent to take any necessary action to reserve the Warrant Shares for issuance and to issue such Warrant Shares upon exercise of the Warrant in accordance with its terms; and further

RESOLVED, that the officers of the Corporation be and hereby are authorized and directed to execute such other documents and to take or cause to be taken such other actions as may be necessary or appropriate in order to undertake and complete the transactions contemplated by the Letter Agreement and this resolution; and further

RESOLVED, that any actions taken by the officers of the Corporation or caused by such officers to be taken prior to this resolution in furtherance of the actions authorized by this resolution are hereby approved and ratified.

RESOLUTION OF THE BOARD OF DIRECTORS OF HOME BANCSHARES, INC.

WHEREAS, Home BancShares, Inc. (the "Corporation") has applied and received approval from the U.S. Department of the Treasury (the "Treasury") to participate in the Treasury's Troubled Asset Relief Program – Capital Purchase Program ("CPP"); and

WHEREAS, pursuant to the certain Letter Agreement which the Corporation must enter into with the Treasury to participate in the CPP, the Corporation must comply with the restrictions and requirements of Section 111 of the Emergency Economic Stabilization Act of 2008 ("EESA") relating to executive compensation and corporate governance; and

WHEREAS, the board of directors deems it desirable and in the Corporation's best interest to participate in the CPP and to enter into the Letter Agreement for the purposes of raising additional capital for the Corporation and assisting in the nation's economic recovery;

NOW, THEREFORE, it is hereby:

RESOLVED, that, at all times until the Treasury ceases to own any debt or equity securities of the Corporation acquired pursuant to the CPP, the Corporation shall comply with the provisions of Section 111 of the EESA and related guidance and regulations issued by the Secretary of the Treasury. In particular, the Corporation shall:

(1) Make no "golden parachute payment," as defined in the regulations and guidance promulgated by the Secretary of the Treasury under the EESA, to any "senior executive officer," as defined by the EESA and the Treasury regulations and guidance promulgated thereunder, of the Corporation (generally, the chief executive officer, chief financial officer and the three other mostly highly paid executive officers of the Corporation) (each a "Senior Executive Officer" and, collectively, the "Senior Executive Officers").

(2) Recover any bonus or incentive compensation paid to a Senior Executive Officer based on financial statements or any other performance criteria metric determined to be materially inaccurate.

(3) Amend all compensation, bonus, incentive and other benefit plans, arrangements and agreements of the Corporation to the extent necessary to comply with Section 111 of the EESA.

(4) Require that the Compensation Committee, within 90 days after the Treasury's purchase of securities from the Corporation under the CPP, review the compensation and benefit plans of the Senior Executive Officers and identify any features that could encourage the Senior Executive Officers to take unnecessary or excessive risks that could threaten the value of the Corporation, and to review such compensation arrangements with the Corporation's senior risk officer(s), or other personnel acting in a similar capacity, to ensure that the Senior Executive Officers are not encouraged to take such risks.

(5) Require that the Compensation Committee meet at least annually with the Corporation's senior risk officer(s), or other personnel acting in a similar capacity, to discuss and review the relationship between the Corporation's risk management policies and procedures and the Senior Executive Officers' incentive compensation arrangements;

and further

RESOLVED, that the Compensation Committee be and hereby is authorized and directed to take such actions as may be necessary or appropriate to ensure the Corporation's compliance with Section 111 of the EESA and the Treasury regulations and guidance promulgated thereunder and with the provisions of this resolution.

CERTIFICATE OF DESIGNATIONS

OF

FIXED RATE CUMULATIVE PERPETUAL PREFERRED STOCK, SERIES A

OF

HOME BANCSHARES, INC.

Home BancShares, Inc., a corporation organized and existing under the laws of the Arkansas (the "Corporation"), in accordance with the provisions of Section 4-27-602 of the Arkansas Code of 1987 Annotated, does hereby certify:

The board of directors of the Corporation (the "Board of Directors") or an applicable committee of the Board of Directors, in accordance with the Restated Articles of Incorporation, as amended, and the Bylaws of the Corporation and applicable law, adopted the following resolution on January __, 2009, creating a series of 50,000 shares of Preferred Stock of the Corporation designated as "Fixed Rate Cumulative Perpetual Preferred Stock, Series A", subject to the approval by the shareholders of the Corporation at a special shareholders' meeting to be held on January 9, 2009, of a proposed amendment to the Restated Articles of Incorporation amending the existing terms of the Corporation's Preferred Stock to give the Board of Directors the authority to determine the preferences, limitations, relative rights and terms of the Preferred Stock or any series of Preferred Stock of the Corporation prior to issuance of such Preferred Stock or series of Preferred Stock.

RESOLVED, that pursuant to the provisions of the Restated Articles of Incorporation, as amended, and the Bylaws of the Corporation and applicable law, and subject to the approval by the shareholders of the Corporation at a special shareholders' meeting to be held on January 9, 2009, of a proposed amendment to the Restated Articles of Incorporation amending the existing terms of the Corporation's Preferred Stock to give the Board of Directors the authority to determine the preferences, limitations, relative rights and terms of the Preferred Stock or any series of Preferred Stock of the Corporation prior to issuance of such Preferred Stock or series of Preferred Stock, a series of Preferred Stock, par value $0.01 per share, of the Corporation be and hereby is created, and that the designation and number of shares of such series, and the voting and other powers, preferences and relative, participating, optional or other rights, and the qualifications, limitations and restrictions thereof, of the shares of such series, are as follows:

Part 1. Designation and Number of Shares. There is hereby created out of the authorized and unissued shares of preferred stock of the Corporation a series of preferred stock designated as the "Fixed Rate Cumulative Perpetual Preferred Stock, Series A" (the "Designated Preferred Stock"). The authorized number of shares of Designated Preferred Stock shall be 50,000.

Part 2. Standard Provisions. The Standard Provisions contained in Annex A attached hereto are incorporated herein by reference in their entirety and shall be deemed to be a part of this Certificate of Designations to the same extent as if such provisions had been set forth in full herein.

Part. 3. Definitions. The following terms are used in this Certificate of Designations (including the Standard Provisions in Annex A hereto) as defined below:

(a) "Common Stock" means the common stock, par value $0.01 per share, of the Corporation.

(b) "Dividend Payment Date" means February 15, May 15, August 15 and November 15 of each year.

(c) "Junior Stock" means the Common Stock and any other class or series of stock of the Corporation the terms of which expressly provide that it ranks junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation.

(d) "Liquidation Amount" means $1,000 per share of Designated Preferred Stock.

(e) "Minimum Amount" means $12,500,000.

(f) "Parity Stock" means any class or series of stock of the Corporation (other than Designated Preferred Stock) the terms of which do not expressly provide that such class or series will rank senior or junior to Designated Preferred Stock as to dividend rights and/or as to rights on liquidation, dissolution or winding up of the Corporation (in each case without regard to whether dividends accrue cumulatively or non-cumulatively). Without limiting the foregoing, Parity Stock shall include the Corporation's Preferred Stock.

(g) "Signing Date" means January 16, 2009.

Part. 4. Certain Voting Matters. Holders of shares of Designated Preferred Stock will be entitled to one vote for each such share on any matter on which holders of Designated Preferred Stock are entitled to vote, including any action by written consent.

On a motion by Mr. Dale Bruns and seconded by Mr. Rick Ashley the resolutions were approved.

Mr. John Allison announced the company would pre-release earnings in light of disappointing results in the fourth quarter. He reviewed the process and decision making for the information being released and then read to the Board the following press release:

For Immediate Release: **January 8, 2009**

HOME BANCSHARES, INC. PRE-ANNOUNCES YEAR END RESULTS

Conway, AR – Home BancShares, Inc. (NASDAQ-GS: HOMB) today announced it anticipates net income for 2008 to be approximately $10.1 million, or $0.50 diluted earnings per share. During the fourth quarter of 2008, it expects to post a loss of $9.4 million, or $0.46 diluted loss per share, primarily due to the weakness in the real estate market, particularly Florida.

The fourth quarter loss relates to an increase in the Company's provision for loan losses, write-downs on other real estate owned, merger expenses from our bank charter consolidation and an impairment write-down on two trust preferred investment securities. The Company estimates during the fourth quarter its provision for loan losses will be $20.1 million, other real estate owned related write-downs will be $2.4 million, merger expenses will be $1.8 million and the impairment will be $3.9 million. The combined financial impact of these items to the Company on an after-tax basis is $17.1 million.

“Many of the concerns we have outlined in previous quarterly calls have materialized.” said John W. Allison, Chairman and Chief Executive Officer. “Because of our conservative nature, we built strong capital and reserves for tough economic times such as these. The strength of our balance sheet afforded us the ability to take this head on, rather than attempting to deal with the write-downs or provisioning in a piece meal fashion. We are known for our transparency and aggressive, straight forward style when it comes to asset quality, and now is no different.”

Nonperforming loans are expected to be $29.9 million at year end compared to $16.1 million at September 30, 2008. Additionally, the allowance for loan losses is projected to be $40.4 million at year end, up from the $36.1 million at the end of the third quarter of 2008. The estimated ratio of nonperforming loans to total loans is 1.53% with an allowance for loan losses to total loans of 2.06%.

“Home BancShares will continue to be one of the best capitalized financial institutions in the country,” said Mr. Allison.

The year end projected Tier 1 and Total Capital ratios of 12.7% and 14.0% are significantly above the well capitalized guidelines established by the bank regulatory agencies of 6.0% and 10.0%, respectively. Also, the Company has received preliminary government approval for an additional $50.0 million of capital through the Treasury Department’s Capital Purchase Program, which is subject to the vote of shareholders on January 9, 2009. After this additional capital is received, Home BancShares Tier 1 and Total Capital ratios will increase by about 2.2 percentage points to 14.9% and 16.2%.

Home BancShares, Inc. is a bank holding company, headquartered in Conway, Arkansas, with bank subsidiaries that provide a broad range of commercial and retail banking and related financial services to businesses, real estate developers and investors, individuals and municipalities. The bank subsidiaries have locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys and southwestern Florida. Recently, the Company announced plans to combine the charters of its banks into a single charter and adopt Centennial Bank as their common name. This combination is in process and is expected to be completed by the middle of this year. The Company's common stock is traded through the NASDAQ Global Select Market under the symbol "HOMB."

This release contains forward-looking statements regarding the Company's plans, expectations, goals and outlook for the future. Statements in this press release that are not historical facts should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements of this type speak only as of the date of this news release. By nature, forward-looking statements involve inherent risk and uncertainties. Various factors, including, but not limited to, economic conditions, credit quality, interest rates, loan demand and changes in the assumptions used in making the forward-looking statements, could cause actual results to differ materially from those contemplated by the forward-looking statements. Additional information on factors that might affect Home BancShares, Inc.'s financial results are included in its Form 10-K, filed with the Securities and Exchange Commission.

(b) (8) [redacted]

After a lengthy discussion on various problem loans, the meeting was adjourned.

Minutes
Compensation Committee
December 3, 2008

Members present: Dale Bruns, Jack Engelkes, Richard Buckheim (phone) and Rick Ashley. [redacted]

Chairman Dale Bruns called the meeting to order.

The first order of business was discussion on the executive compensation provisions of the Capital Purchase Program (CPP) under the Emergency Economic Stabilization Act of 2008 (EESA). Doug Buford was introduced to go over these provisions. Mr. Buford handed out a packet that listed the provisions in detail and are attached to these minutes. There was a lengthy discussion on the impact of these provisions on SEO compensation. The five SEO's of institutions participating in the CPP are subject to the following limits on compensation for as long as Treasury holds securities issued under the CPP:

- a prohibition on incentive compensation arrangements that involve unnecessary and excessive risks that threaten the value of the financial insititution,
- a recovery or "clawback" of any bonus incentive compensation paid during the period Treasury holds securities based on financial statements or other criteria that prove to be materially inaccurate, and
- a prohibition on making "golden parachute payments" (as defined as under new Section 280G(e) of the Internal Revenue Code) upon certain terminations of employment.

Additionally, the interim rules condition participation in the CPP on the participating institution agreeing that SEP compensation in excess of $500,000 (without exception for performance-based compensation) will not be deductible under new Section 162(m)(5) of the Code.

Mr. Buford also pointed out that each SEO is required to sign a waiver of claims against Treasury and the company with respect to the compensation restrictions imposed under the CPP. An example of this waiver is included in the attached packet.

The Committee discussed the implications of these provisions in length. [redacted] was charged with reviewing each SEO's incentive compensation arrangements to ensure that the arrangements do not encourage SEOs to take unnecessary or excessive risks that threaten the value of the financial institution.

The Committee decided to meet again on December 18 in conjunction with the President's meeting. At this time, the Committee would get a report from Tish Cartwright on her review of the incentive compensation arrangements.

Mr. Jack Engelkes had to exit the meeting at 11 a.m.

On a motion by Rick Ashley and a second by Richard Buckheim, the minutes from the last meeting on October 17th was approved. The motion was approved unanimously.

(b) (4)

[redacted]

There being no further business the meeting was adjourned.

Chairman Dale Bruns

Minutes
Compensation Committee
December 18, 2008

Members present: Dale Bruns, Jack Engelkes, Richard Buckheim (phone) and Rick Ashley. [redacted]

Chairman Dale Bruns called the meeting to order.

The first order of business was discussion by [redacted] of the risk assessment she performed on each of the SEOs (memorandums on each SEO attached to minutes). The Committee discussed in length the risks involved with Senior Officers. The Committee also discussed examples of what would constitute a "clawback" or recovery of a SEOs bonus or incentive compensation.

[redacted] also discussed the Committee's responsibilities as listed below:

1. Promptly, but in no case more than 90 days, after the purchase under the program, the committee must review the SEP incentive compensation arrangements with such financial institution's senior risk officers, or other personnel acting in a similar capacity, to ensure that the SEP incentive compensation arrangements do not encourage SEOs to take unnecessary and excessive risks that threaten the value of the financial institution
2. Thereafter, the Committee must meet at least annually with senior risk officers, or other personnel acting in a similar capacity, to discuss and review the relationship between the financial institution's risk management policies and practices and the SEP incentive compensation arrangements; and
3. The committee must certify that it has completed the reviews of the SEO incentive compensation arrangements required under (1) and (2) above.

After discussion and review of [redacted] analysis, and on a motion by Mr. Engelkes and second by Mr. Ashley, it was noted that this Committee certifies that it has reviewed with senior risk officers the SEO incentive compensation arrangements and has made reasonable efforts to ensure that such arrangements do not encourage SEOs to take unnecessary and excessive risks that threaten the value of the financial institution. The motion carried unanimously.

There being no further business the meeting was adjourned.

____

Chairman Dale Bruns

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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 20, 2008**

Home BancShares, Inc.
(Exact name of registrant as specified in its charter)

Arkansas	**000-51904**	**71-0682831**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

719 Harkrider, Suite 100, Conway, Arkansas	**72032**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(501) 328-4770**

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

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 (see General Instruction A.2. below):

[ ] 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))

Item 8.01. Other Events.

On November 21, 2008, Home BancShares, Inc. issued a press release announcing that it received preliminary approval to participate in the

U.S. Department of Treasury's Capital Purchase Program.

A copy of the press release issued by the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release: Home BancShares, Inc. Receives Preliminary Approval to Participate in the U.S. Department of Treasury's Capital Purchase Program.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	Home BancShares, Inc.
	(Registrant)
November 20, 2008	**/s/ RANDY MAYOR**
(Date)	Randy Mayor *Chief Financial Officer*

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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): January 14, 2009

Home BancShares, Inc.

(Exact name of registrant as specified in its charter)

Arkansas	**000-51904**	**71-0682831**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

719 Harkrider, Suite 100, Conway, Arkansas	**72032**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(501) 328-4770**

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

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 (see General Instruction A.2. below):

☐ 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))

Item 1.01 Entry into a Material Definitive Agreement.

Item 3.02 Unregistered Sales of Equity Securities.

Item 3.03 Material Modification of the Rights of Security Holders.

On January 16, 2009, Home BancShares, Inc. (the "Company") issued and sold, and the United States Department of the Treasury (the "Treasury") purchased, (1) 50,000 shares (the "Preferred Shares") of the Company's Fixed Rate Cumulative Perpetual Preferred Stock Series A, liquidation preference of $1,000 per share, and (2) a ten-year warrant (the "Warrant") to purchase up to 288,129 shares of the Company's common stock, par value $0.01 per share ("Common Stock"), at an exercise price of $26.03 per share, for an aggregate purchase price of $50.0 million in cash. Cumulative dividends on the Preferred Shares will accrue on the liquidation preference at a rate of 5% per annum for the first five years, and at a rate of 9% per annum thereafter. The securities have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The securities purchase agreement, dated January 16, 2009 (the "SPA"), between the Company and the Treasury, pursuant to which the Preferred Shares and the Warrant were sold, limits the payment of dividends on the Common Stock to a quarterly cash dividend of not more than $0.06 per share, limits the Company's ability to repurchase its Common Stock, grants the holders of the Preferred Shares, the Warrant and the Common Stock to be issued under the Warrant certain registration rights and subjects the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 ("EESA"). You should refer to the documents incorporated herein by reference for a complete description of these limitations.

The SPA, the Warrant and the Certificate of Designations relating to the Preferred Shares are exhibits to this Report on Form 8-K. The foregoing summary of certain provisions of these documents is qualified in its entirety by reference thereto.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As a condition to the closing of the transaction, each of the Company's Senior Executive Officers (as defined in the SPA) (the "Senior Executive Officers"), (i) executed a waiver voluntarily waiving any claim against the Treasury or the Company for any changes to such Senior Executive Officer's compensation or benefits that are required to comply with the regulation issued by the Treasury under the TARP Capital Purchase Program as published in the Federal Register on October 20, 2008, and acknowledging that the regulation may require modification of the compensation, bonus, incentive and other benefit plans, arrangements and policies and agreements (including so-called "golden parachute" agreements) as they relate to the period the Treasury holds any equity or debt securities of the Company acquired through the TARP Capital Purchase Program; and (ii) entered into a letter agreement with the Company amending the Benefit Plans with respect to such Senior Executive Officer as may be necessary, during the period that the Treasury owns any debt or equity securities of the Company acquired pursuant to the SPA or the Warrant, as necessary to comply with Section 111(b) of the EESA.

Copies of the form of waiver and form of letter agreement executed by the Company's Senior Executive Officers are included as exhibits to this Report on Form 8-K and are incorporated by reference into this Item 5.02.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 14, 2009, the Company filed with the Secretary of State of the State of Arkansas a Certificate of Designations to its Restated Articles of Incorporation establishing the terms of the Preferred Shares. This Certificate of Designations is an exhibit to this report on Form 8-K and is incorporated by reference into this Item 5.03.

Item 7.01 Regulation FD Disclosure.

On January 20, 2009, the Company issued a press release announcing the Company's raising of $50.0 million in capital through its issuance and sale of the Preferred Shares and the Warrant to the Treasury on January 16, 2009, as described elsewhere in this Report on Form 8-K. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Designations of Fixed Rate Cumulative Perpetual Preferred Stock, Series A, filed with the Secretary of State of the State of Arkansas on January 14, 2009
4.1	Warrant to purchase up to 288,129 shares of Common Stock, issued on January 16, 2009
4.2	Form of certificate for the Fixed Rate Cumulative Perpetual Preferred Stock, Series A
10.1	Letter Agreement, dated January 16, 2009, including the Securities Purchase Agreement — Standard Terms incorporated by reference therein, between the Company and the Treasury
10.2	Form of waiver executed by the Company's Senior Executive Officers
10.3	Form of letter agreement executed by the Company's Senior Executive Officers
99.1	Press release dated January 20, 2009

SIGNATURE:

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 hereunto duly authorized.

Home BancShares, Inc.
(Registrant)

January 20, 2009
(Date)

/s/ Randy Mayor
Randy Mayor
Chief Financial Officer

For Immediate Release: November 21, 2008

Home BancShares, Inc. Receives Preliminary Approval to Participate in the U.S. Department of Treasury's Capital Purchase Program

CONWAY, Ark., Nov. 21, 2008 -- Home BancShares, Inc. (Nasdaq:HOMB) announced that the Treasury Department has preliminarily approved its application to participate in its Capital Purchase Program for "healthy institutions."

Participation is subject to standard terms and conditions. As a result of the Company's potential participation, the Treasury Department would purchase $50 million of newly issued preferred equity stock. This preferred stock would carry a 5% dividend for five years increasing to 9% dividend thereafter. These preferred shares will qualify as Tier 1 capital. The preferred shares will be callable at par after three years. Prior to the end of three years, the preferred shares may be redeemed with the proceeds from a qualifying equity offering of any Tier 1 perpetual preferred or common stock. The Treasury must approve any common stock dividend increase or share repurchases until three years from the date of the investment unless the shares are paid off in whole or transferred to a third party.

In addition, the Treasury would receive warrants to purchase common stock with an aggregate market price equal to 15% of the preferred investment. The initial exercise price will be the trailing 20 day average price of the company's common stock. These warrants would expire in 10 years.

While Home BancShares has not entered into an agreement with the Treasury Department to participate in this voluntary program, the Company is considering the possibility and is examining and evaluating the program details at this time.

"This is an opportunity to further strengthen a fortress balance sheet in these uncertain economic times. We view the terms of the Capital Purchase Program to be an attractive, low-cost alternative to other capital sources in today's market," said John Allison, Chairman and Chief Executive Officer. "While our Company is already a well-capitalized organization, we believe such a program could provide an opportunity for strong, healthy institutions like HOMB to participate in and support the recovery of the U.S. economy."

Home BancShares is well-capitalized per guidelines established by the bank regulatory agencies. This additional capital could immediately add about 2.2 percentage points to our regulatory capital ratios, such that our regulatory Tier 1 and Total Capital ratios, which were 13.0% and 14.3%, respectively, at September 30, 2008, would increase to approximately 15.2% and 16.5%, respectively. These ratios are significantly above the regulatory 'well capitalized' thresholds of 6.0% and 10.0%, respectively.

Home BancShares, Inc. is a bank holding company, headquartered in Conway, Arkansas, with six wholly owned bank subsidiaries that provide a broad range of commercial and retail banking and related financial services to businesses, real estate developers and investors, individuals and municipalities. Three of the bank subsidiaries are located in the central Arkansas market area, a fourth serves central and southern Arkansas, a fifth serves Stone County in north central Arkansas, and a sixth serves the Florida Keys and southwestern Florida. Recently, the Company announced plans to combine the charters of its six banks into a single charter and adopt Centennial Bank as their common name. This combination is expected to be completed by the middle of next year. The Company's common stock is traded through the NASDAQ Global Select Market under the symbol "HOMB."

This release contains forward-looking statements regarding the Company's plans, expectations, goals and outlook for the future. Statements in this press release that are not historical facts should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements of this type speak only as of the date of this news release. By nature, forward-looking statements involve inherent risk and uncertainties. Various factors, including, but not limited to, economic conditions, credit quality, interest rates, loan demand and changes in the assumptions used in making the forward-looking statements, could cause actual results to differ materially from those contemplated by the forward-looking statements. Additional information on factors that might affect Home BancShares, Inc.'s financial results are included in its Form 10-K, filed with the Securities and Exchange Commission.

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FOR MORE INFORMATION CONTACT:
Brian S. Davis
Director of Financial Reporting
Home BancShares, Inc.
(501) 328-4770

For Immediate Release: January 20, 2009

Home BancShares, Inc. Announces Sale of Preferred Shares to the U.S. Treasury Under the Capital Purchase Program for Healthy Financial Institutions

Conway, AR – Home BancShares, Inc. (NASDAQ GS: HOMB) today announced that it has issued 50,000 shares of Fixed Rate Cumulative Perpetual Preferred Stock, Series A totaling $50.0 million to the United States Department of Treasury under the Capital Purchase Program of the Emergency Economic Stabilization Act of 2008.

"This is an opportunity to further strengthen our fortress balance sheet in these uncertain economic times. We view the terms of the Capital Purchase Program to be an attractive, low-cost alternative to other capital sources in today's market," said John Allison, Chairman and Chief Executive Officer. "While our Company is already a well-capitalized organization, we believe such a program will provide an opportunity for strong, healthy institutions like HOMB to participate in and support the recovery of the U.S. economy."

Home BancShares is well-capitalized per guidelines established by the bank regulatory agencies. This additional capital will increase our Tier 1 and Total Risk Based Capital ratios by approximately 2.2 percentage points to 14.9% and 16.2%, respectively. These ratios will continue to be significantly above the well capitalized guidelines established by the bank regulatory agencies of 6.0% and 10.0%, respectively.

Home BancShares, Inc. is a bank holding company, headquartered in Conway, Arkansas, with bank subsidiaries that provide a broad range of commercial and retail banking and related financial services to businesses, real estate developers and investors, individuals and municipalities. The bank subsidiaries have locations in central Arkansas, north central Arkansas, southern Arkansas, the Florida Keys and southwestern Florida. Recently, the Company announced plans to combine the charters of its banks into a single charter and adopt Centennial Bank as their common name. This combination is in process and is expected to be completed by the middle of this year. The Company's common stock is traded through the NASDAQ Global Select Market under the symbol "HOMB".

This release contains forward-looking statements regarding the Company's plans, expectations, goals and outlook for the future. Statements in this press release that are not historical facts should be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements of this type speak only as of the date of this news release. By nature, forward-looking statements involve inherent risk and uncertainties. Various factors, including, but not limited to, economic conditions, credit quality, interest rates, loan demand and changes in the assumptions used in making the forward-looking statements, could cause actual results to differ materially from those contemplated by the forward-looking statements. Additional information on factors that might affect Home BancShares, Inc.'s financial results are included in its Form 10-K, filed with the Securities and Exchange Commission in March 2008.

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FOR MORE INFORMATION CONTACT:
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Director of Financial Reporting
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