

SOUTHERN MISSOURI BANCORP INC
Form S-3
October 15, 2014

As filed with the Securities and Exchange Commission on October 15, 2014

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SOUTHERN MISSOURI BANCORP, INC.
(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of incorporation or
organization)

43-1665523
(I.R.S. Employer Identification No.)

531 Vine Street
Poplar Bluff, Missouri 63901
(573) 778-1800
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Greg A. Steffens
President and Chief Executive Officer
Southern Missouri Bancorp, Inc.
531 Vine Street
Poplar Bluff, Missouri 63901
(573) 778-1800
(Name, address, including zip code, and telephone number, including area code, of agent for service)
Copy of communications to:

Martin L. Meyrowitz, P.C.
Craig M. Scheer, P.C.
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Washington, D.C. 20007
(202) 295-4500
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Approximate date of commencement of proposed sale to the public: From time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment

plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
 Accelerated filer
 Non-accelerated filer
 Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED(1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock	345,893 shares	\$35.55	\$12,296,496	\$1,429

(1) The shares of common stock being registered are to be offered by certain selling securityholders from time to time. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers an indeterminate number of additional shares of common stock as may be issuable as a result of stock splits, stock dividends or similar transactions.

(2) Estimated in accordance with Rule 457(c), calculated on the basis of \$35.55 per share, which was the average of the high and low sales prices per share of the Common Stock on the NASDAQ Stock Market on October 10, 2014.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this prospectus is not complete and may be changed. The selling securityholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state or other jurisdiction where the offer or sale is not permitted.

Subject to Completion
Preliminary Prospectus dated October 15, 2014

PROSPECTUS

345,893 Shares of Common Stock

This prospectus relates to the offer and sale by the selling securityholders identified in this prospectus, and any of their permitted assignees or transferees, of up to 345,893 shares of our common stock. The selling securityholders acquired these shares in connection with our acquisition of Peoples Service Company, or PSC, and its subsidiary, Peoples Banking Company, or PBC, on August 5, 2014, pursuant to the Agreement and Plan of Reorganization, dated as of February 25, 2014, which we refer to as the merger agreement, by and among us, PSC and PBC. We are registering the offer and sale of the shares covered by this prospectus to satisfy registration rights we have granted under the merger agreement. We will not receive any of the proceeds from the sale of the shares by selling securityholders.

An investment in the shares offered by this prospectus involves risks. You should carefully consider all of the information set forth in this prospectus, including the risk factors beginning on page 3 of this prospectus, as well as the risk factors and other information contained in the documents we incorporate by reference into this prospectus, before investing in any of the shares offered by this prospectus. See “Information Incorporated by Reference.”

The selling securityholders may offer the shares from time to time directly or through underwriters, broker-dealers or agents and in one or more public or private transactions and at fixed prices, at prevailing market prices, at prices related to prevailing market prices, at various prices determined at the time of sale or otherwise or at negotiated prices. If the shares offered by this prospectus are sold through underwriters, broker-dealers or agents, the selling securityholders (or the purchasers of the shares as negotiated with the selling securityholders) will be responsible for underwriting discounts or commissions or agent commissions, if any. The registration of the shares does not necessarily mean that any of the shares will be sold by the selling securityholders. The timing and amount of any sale is within the selling securityholder’s sole discretion, subject to certain restrictions. See “Plan of Distribution.”

Our common stock is listed on the NASDAQ Global Market under the symbol SMBC. The closing price per share of our common stock on October 14, 2014 was \$35.55.

Neither the Securities and Exchange Commission nor any state securities commission nor any other regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The securities offered by this prospectus are not savings accounts, deposits or other obligations of any bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency.

The date of this prospectus is _____, 2014.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission (the “SEC”) using a “shelf” registration, or continuous offering, process. Under this process, the selling securityholders may from time to time sell or otherwise dispose of the shares described in this prospectus in one or more offerings.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not, and the selling securityholders have not, authorized anyone to provide you with information different from that contained in this prospectus. The selling securityholders are offering to sell, and seeking offers to buy, our shares only in jurisdictions where it is lawful to do so. You should assume that the information appearing in this prospectus and the documents incorporated by reference is accurate only as of their respective dates, regardless of the time of delivery of this prospectus or any sale of the shares.

All references in this prospectus to “we,” “us,” “our” or similar references mean Southern Missouri Bancorp, Inc. and its consolidated subsidiaries and all references in this prospectus to “Southern Missouri Bancorp” mean Southern Missouri Bancorp, Inc. excluding its subsidiaries, in each case unless otherwise expressly stated or the context otherwise requires. When we refer to “Southern Bank” in this prospectus, we mean our wholly owned subsidiary, Southern Bank, which is a Missouri-chartered trust company with bank powers. We sometimes refer to Southern Bank as the “Bank.”

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this prospectus and the documents incorporated herein by reference are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 expressing our expectations or predictions of future financial or business performance or conditions. Forward-looking statements are typically identified by words such as “believe,” “expect,” “anticipate,” “intend,” “target,” “estimate,” “continue,” “positions,” “or “potential,” by future conditional verbs such as “will,” “would,” “should,” “could” or “may,” or by variations of such words by similar expressions. Such forward-looking statements include our plans, objectives, expectations and intentions and other statements that are not historical facts. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which may change over time. In addition to factors discussed in this prospectus under “Risk Factors,” the following factors, among others, could cause actual results to differ materially from forward-looking statements:

- expected cost savings, synergies and other benefits from our merger and acquisition activities, including our acquisition of PSC and our other recently completed acquisitions, might not be realized within the anticipated time frames or at all, and costs or difficulties relating to integration matters, including but not limited to customer and employee retention, might be greater than expected;
- the strength of the United States economy in general and the strength of the local economies in which we conduct operations;
- fluctuations in interest rates;
- monetary and fiscal policies of the Board of Governors of the Federal Reserve System (the “Federal Reserve Board”) and the U.S. Government and other governmental initiatives affecting the financial services industry;
- the risks of lending and investing activities, including changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for loan losses;
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the ability to access cost-effective funding; the timely development of and acceptance of new products and services and the perceived overall value of these products and services by users, including the features, pricing and quality compared to competitors' products and services;

- fluctuations in real estate values and both residential and commercial real estate market conditions;
 - demand for loans and deposits;

- legislative or regulatory changes that adversely affect our business;
- results of regulatory examinations, including the possibility that a regulator may, among other things, require an increase in the reserve for loan losses or write-down of assets;
 - the impact of technological changes; and
- our success at managing the risks involved in the above factors.

Any forward-looking statements are based upon our management's beliefs and assumptions at the time they are made. We undertake no obligation to publicly update or revise any forward-looking statements or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed might not occur, and you should not put undue reliance on any forward-looking statements.

PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere or incorporated by reference in this prospectus and may not contain all the information that is important to you in making your investment decision. You should carefully read this entire prospectus, as well as the information to which we refer you and the information incorporated by reference into this prospectus, before deciding whether to invest in our common stock. You should pay special attention to the “Risk Factors” section of this prospectus to determine whether an investment in our common stock is appropriate for you.

Southern Missouri Bancorp, Inc.

Southern Missouri Bancorp is the bank holding company for Southern Bank, a Missouri-chartered trust company with bank powers that was organized in 1887. The principal business of Southern Bank consists of attracting retail deposits from the general public and using such deposits along with wholesale funding from the Federal Home Loan Bank of Des Moines, and to a lesser extent, brokered deposits, to invest in one- to four-family and multi-family residential mortgage loans, mortgage loans secured by commercial real estate, commercial non-mortgage business loans and consumer loans. These funds are also used to purchase mortgage-backed and related securities, U.S. Government agency obligations, municipal bonds and other permissible investments. Southern Bank currently conducts its business through its home office located in Poplar Bluff, Missouri and 34 branch facilities, 26 of which are located in southern Missouri and eight of which are located in northern Arkansas.

As of June 30, 2014, we had total consolidated assets of \$1.0 billion, deposits of \$785.8 million and shareholders’ equity of \$111.1 million. As discussed below, on August 5, 2014, we completed our acquisition of PSC, which, prior to the Exchange (as defined below), was the approximately 80% owner of Peoples Banking Company (“PBC”). PBC was the 100% owner of Peoples Bank of the Ozarks. As of June 30, 2014, PSC had total consolidated assets of \$265.8 million, deposits of \$220.2 million and shareholders’ equity of \$20.6 million. We currently hold Peoples Bank of the Ozarks as a separate subsidiary, but plan to merge it into Southern Bank during the quarter ending December 31, 2014.

Recent Acquisition

On August 5, 2014, pursuant to the Agreement and Plan of Reorganization, dated as of February 25, 2014 (the “Merger Agreement”), by and among Southern Missouri Bancorp, PSC and PBC, we completed our acquisition of PSC. PSC was merged with and into Southern Missouri Bancorp, with Southern Missouri Bancorp as the surviving entity (the “Merger”). Immediately prior to the Merger, all but one of the shareholders of PBC other than PSC (the “PBC Minority Shareholders”) exchanged each of their shares of PBC common stock for 0.618943382 shares of PSC common stock (the “Exchange”) pursuant to the Stock Exchange Agreement, dated as of August 5, 2014, by and among PSC and the PBC Minority Shareholders who elected to participate in the Exchange. Upon completion of the Merger, each share of PSC common stock outstanding immediately prior to the Merger

(including all of the shares of PSC common stock issued to PBC Minority Shareholders in the Exchange) converted into the right to receive merger consideration consisting of \$11.50 in cash and 0.3289 shares of Southern Missouri Bancorp common stock, with cash paid in lieu of any fractional Southern Missouri Bancorp shares. Immediately following the Merger, PBC, which upon completion of the Merger became a subsidiary of Southern Missouri Bancorp, was merged with and into Southern Missouri Bancorp, with Southern Missouri Bancorp as the surviving entity (the “Parent-Subsidiary Merger”). Upon completion of the Parent-Subsidiary Merger, each share of PBC common stock that was held by the PBC Minority Shareholder who did not participate in the Exchange converted into the right to receive consideration from Southern Missouri Bancorp that is identical to the merger consideration payable under the Merger Agreement, which, in the case of such PBC Minority Shareholder, consisted entirely of a cash payment.

We issued 345,893 shares of common stock in the aggregate in the Merger. This issuance was completed as a private placement exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). We are required under the Merger Agreement to register for resale under the Securities Act the shares of common stock we issued in the Merger.

Additional Information

Our principal executive offices are located at 531 Vine Street, Poplar Bluff, Missouri 63901. Our telephone number is (573) 778-1800.

Additional information about us is contained in the reports we file with the SEC. See “Information Incorporated by Reference” and “Where You Can Find More Information.”

The Offering

Securities offered by the Selling Securityholders:	The 345,893 shares of our common stock issued in connection with the Merger.
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Use of Proceeds: covered by this prospectus.	We will not receive any proceeds from the sale of shares
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NASDAQ Symbol: Market under the symbol SMBC.	Our common stock is listed on the NASDAQ Global
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RISK FACTORS

An investment in our common stock is subject to certain risks. You should carefully review the following risk factors before deciding whether an investment in our common stock is suited to your particular circumstances. The risk factors set forth below are not the only risks that may affect us but do represent those risks and uncertainties that we believe are material to our business, operating results, prospects and financial condition. Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may materially and adversely affect our business, financial condition and results of operations. The value or market price of our common stock could decline due to any of these identified or other risks, and you could lose all or part of your investment. You should carefully consider the risks described below and the risk factors included in our Annual Report on Form 10-K for the fiscal year ended June 30, 2014 and other filings with the SEC incorporated by reference into this prospectus, before making an investment decision. See “Information Incorporated by Reference.”

Risks Relating to Our Business and Operating Environment

We may fail to realize all of the anticipated benefits of our acquisition of PSC.

The success of our acquisition of PSC will depend on, among other things, our ability to realize anticipated cost savings and to combine the businesses of the companies in a manner that does not materially disrupt the existing customer relationships of the companies or result in decreased revenues from customers. If we are unable to achieve these objectives, the anticipated benefits of the acquisition may not be realized fully, if at all, or may take longer to realize than expected.

Prior to the completion of the acquisition, we and PSC operated independently of one another. The integration process could result in the loss of key employees, the disruption of each company’s ongoing businesses or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with clients, customers, depositors and employees or to achieve the anticipated benefits of the acquisition. Integration efforts between the companies will also divert management attention and resources. These integration matters could adversely affect us.

If we fail to successfully integrate PSC into our internal control over financial reporting or if PSC’s internal controls are found to be ineffective, the integrity of our financial reporting could be compromised.

As a private company, PSC was not subject to the requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), with respect to internal control over financial reporting, and for a period of time after the consummation of the Merger, the management evaluation and auditor attestation regarding the effectiveness of our internal control over financial reporting may exclude the operations of PSC. The integration of PSC into our internal control over financial reporting will require significant time and resources from our management and other personnel and will increase our compliance costs. If we fail to successfully integrate the operations of PSC into our internal control over financial reporting, our internal control over financial reporting might not be effective. Failure to achieve and maintain an effective internal control environment could have a material adverse effect on our ability to accurately report our financial results, the market’s perception of our business and our stock price. In addition, if PSC’s internal controls are found to be ineffective, the integrity of PSC’s past financial statements could be adversely impacted.

Our allowance for loan losses may be insufficient to absorb losses in our loan portfolio.

Lending money is a substantial part of our business. Every loan carries a certain risk that it will not be repaid in accordance with its terms or that any underlying collateral will not be sufficient to ensure repayment. This risk is affected by, among other things:

- cash flow of the borrower and/or the project being financed;
- in the case of a collateralized loan, the changes and uncertainties as to the future value of the collateral;

- the credit history of a particular borrower;
- changes in economic and industry conditions; and
- the duration of the loan.

We maintain an allowance for loan losses which we believe is appropriate to provide for potential losses in our loan portfolio. The amount of this allowance is determined by management through a periodic review and consideration of several factors, including, but not limited to:

- the quality, size and diversity of the loan portfolio;
- evaluation of non-performing loans;
- historical default and loss experience;
- historical recovery experience;
- economic conditions;
- risk characteristics of the various classifications of loans; and
- the amount and quality of collateral, including guarantees, securing the loans.

If loan losses exceed the allowance for loan losses, our business, financial condition and profitability may suffer.

If nonperforming assets increase, earnings will be adversely affected.

At June 30, 2014 and June 30, 2013, our nonperforming assets were \$4.4 million and \$4.6 million, respectively, or 0.43% and 0.58% of total assets, respectively. Our nonperforming assets adversely affect our net income in various ways:

- We do not record interest income on nonaccrual loans, nonperforming investment securities or other real estate owned.
 - We must provide for probable loan losses through a current period charge to the provision for loan losses.
- Non-interest expense increases when we must write down the value of properties in our other real estate owned portfolio to reflect changing market values or recognize other-than-temporary impairment on nonperforming investment securities.
- There are legal fees associated with the resolution of problem assets, as well as carrying costs, such as taxes, insurance and maintenance fees related to our other real estate owned.
- The resolution of nonperforming assets requires the active involvement of management, which can divert management's attention from more profitable activities.

If additional borrowers become delinquent and do not pay their loans and we are unable to successfully manage our nonp