

BankUnited, Inc.  
Form 8-K  
March 07, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): **March 7, 2014 (March 4, 2014)**

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**BankUnited, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-35039**  
(Commission File Number)

**27-0162450**  
(I.R.S. Employer Identification No.)

**14817 Oak Lane**  
**Miami Lakes, FL 33016**

(Address of principal executive offices) (Zip Code)

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(305) 569-2000

(Registrant's telephone number, including area code)

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

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On March 7, 2014, BankUnited, Inc. (the Company) completed an underwritten public offering (the Offering) of 11,853,276 shares (the Shares) of its common stock, par value \$0.01 per share (Common Stock), pursuant to an underwriting agreement (the Underwriting Agreement), dated March 4, 2014, among the Company, the selling stockholders named therein (collectively, the Selling Stockholders) and Goldman, Sachs & Co., as underwriter (the Underwriter). The Shares were sold by the Selling Stockholders to the Underwriter at a price of \$33.145 per share. The Company did not receive any proceeds from the sale of the Shares. Upon the closing, the Selling Stockholders no longer own any shares in BankUnited, Inc.

From time to time, the Underwriter and/or its respective affiliates have directly and indirectly engaged, or may engage, in various financial advisory, investment banking and commercial banking services for the Company and its affiliates, for which they received, or may receive, customary compensation, fees and expense reimbursement.

The offering of the Shares was made pursuant to the Company's existing effective shelf registration statement on Form S-3 (File No. 333-187060) filed with the Securities and Exchange Commission and the related prospectus supplement and accompanying prospectus. The above description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
Number**

**Description**

|     |  |
|-----|--|
| 1.1 | Underwriting Agreement, dated March 4, 2014, among BankUnited, Inc., the selling stockholders named in Schedule I thereto and Goldman, Sachs & Co., as underwriter |
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**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.

Dated: March 7, 2014

BANKUNITED, INC.

/s/ Leslie Lunak

Name:

Leslie Lunak

Title:

Chief Financial Officer

**EXHIBIT INDEX**

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