

Great Western Bancorp, Inc.  
Form 3  
October 14, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                               |  |
| Â NATIONAL AUSTRALIA BANK LTD             |         | (Month/Day/Year)                     | Great Western Bancorp, Inc. [GWB]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| PIER 4 LEVEL 1, 800 BOURKE STREET         |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director                                     | <input checked="" type="checkbox"/> 10% Owner        |
|   |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
|   |         |                                      | (give title below)   | (specify below)                                      |
| DOCKLANDS, VICTORIA,Â C3Â 3008            |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common stock, par value \$0.01 per share | 100 <sup>(1)</sup>                                    | I  | See footnote <sup>(2)</sup>                           |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|                     |                    |       |                                  |          |  |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| NATIONAL AUSTRALIA BANK LTD<br>PIER 4 LEVEL 1, 800 BOURKE STREET<br>DOCKLANDS, VICTORIA, C3 3008 | Â X           | Â X       | Â       | Â     |
| National Americas Holdings LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167                          | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Louise Thomson as Company Secretary of National Australia Bank Limited 10/14/2014

\_\_Signature of Reporting Person Date

/s/ Matt Jensen as Authorized Person of National Americas Holdings LLC 10/14/2014

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Effective October 17, 2014, the business day prior to the anticipated closing date of the initial public offering of common stock, par value  
(1) \$0.01 per share ("Common Stock"), of Great Western Bancorp, Inc. (the "Company"), the Company will amend its certificate of incorporation to effect a 578,861.14-for-1 split of its Common Stock.  
  
These securities are owned of record by National Americas Holdings LLC ("NAH"). National Australia Bank Limited ("NAB"), as the  
(2) ultimate parent of NAH, is deemed to beneficially own all shares of Common Stock. The board of directors of NAB has the power to vote, or direct the vote of, and to dispose, or direct the disposition of, shares of Common Stock owned of record by NAH. Each of NAB and NAH may be deemed a director by deputation of the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.