

BankUnited, Inc.
Form 8-K
March 13, 2013

**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): **March 13, 2013 (March 7, 2013)**

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)

(305) 569-2000

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(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 13, 2013, BankUnited, Inc. (the Company) completed an underwritten public offering (the Offering) of 19,600,000 shares (the Firm Shares) of its common stock, par value \$0.01 per share (Common Stock), pursuant to an underwriting agreement (the Underwriting Agreement), dated March 7, 2013, among the Company, the selling stockholders named therein (collectively, the Selling Stockholders) and Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein (collectively, the Underwriters). The Selling Stockholders granted the Underwriters a 30-day option to purchase up to 2,940,000 additional shares of Common Stock (the Option Shares and together with the Firm Shares, the Shares), which was exercised in full on March 12, 2013. The Shares were or will be sold by the Selling Stockholders to the Underwriters at a price of \$24.745 per share. Subject to customary closing conditions, the sale of the Option Shares is expected to close March 20, 2013. The Company will not receive any proceeds from the sale of the Shares.

From time to time, the Underwriters and/or their 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 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 7, 2013, among BankUnited, Inc., the selling stockholders named in Schedule I therein and Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named in Schedule II therein |
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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 13, 2013

BANKUNITED, INC.

/s/ LESLIE LUNAK

Name:

Leslie Lunak

Title:

Chief Financial Officer

EXHIBIT INDEX

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