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): September 7, 2022

HOMETRUST BANCSHARES, INC. (Exact name of registrant as specified in its charter)

001-35593

Maryland (State or other jurisdiction of incorporation)

10 Woodfin Street, Asheville, North Carolina (Address of principal executive offices)

(Commission File Number)

45-5055422 (IRS Employer Identification No.)

> 28801 (Zip Code)

Registrant's telephone number, including area code: (828) 259-3939

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:

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))

	Securities Registered Pursuant to Section 12(b) of the Act:									
1	Title of each class	Trading Symbol	Name of each exchange on which registered							
ſ	Common Stock, par value \$0.01 per share	HTBI	The NASDAQ Stock Market LLC							

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

Emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

HomeTrust Bancshares, Inc. is furnishing this Current Report on Form 8-K in connection with presentations being made by management at the Raymond James U.S. Bank and Banking on Tech Conferences on September 7-8, 2022. Attached hereto as Exhibit 99.1 and incorporated herein by reference is the text of that presentation.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Presentation Materials

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. HOMETRUST BANCSHARES, INC.

Date: September 8, 2022

By:

/s/ Tony J. VunCannon Tony J. VunCannon

Executive Vice President, Chief Financial Officer, Corporate Secretary and Treasurer



Forward Looking Statements



This document includes "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements relate to our financial condition, results of operations, plans, objectives, future performance or business. Forward-looking statements are not statements of historical fact, but instead are based on certain assumptions and are generally identified by use of the words "believes," "expects," "anticipates," "estimates," "forecasts," "intends," "plans," "targets," "potentially," "probably," "projects," "outlook" or similar expressions or future or conditional verbs such as "may," "will," "should," and "could." Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions, and statements about future economic performance and projections of financial items. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated or implied by our forward-looking statements. The factors that could result in material differentiation include, but are not limited to: the effect of the COVID-19 pandemic, including on the Company's credit quality and business operations, as well as its impact on general economic and financial market conditions and other uncertainties resulting from the COVID-19 pandemic, such as the extent and duration of the impact on public health, the U.S. and global economies, and consumer and corporate customers, including economic activity, employment levels and labor shortages, and market liquidity, both nationally and in our market areas; expected revenues, cost savings, synergies and other benefits from our merger and acquisition activities, including the proposed acquisition of Quantum Capital Corp. might not be realized to the extent anticipated, 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; increased competitive pressures; changes in the interest rate environment; changes in general economic conditions and conditions within the securities markets; legislative and regulatory changes; and the effects of inflation, a potential recession, and other factors described in the Company's latest annual Report on Form 10-K and Quarterly Reports on Form 10-Q and other documents filed with or furnished to the Securities and Exchange Commission - which are available on our website at www.htb.com and on the SEC's website at www.sec.gov. Any of the forward-looking statements that the Company makes in this document or the documents they file with or furnish to the SEC are based upon management's beliefs and assumptions at the time they are made and may turn out to be wrong because of inaccurate assumptions they might make, because of the factors described above or because of other factors that they cannot foresee. The Company does not undertake and specifically disclaim any obligation to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

HomeTrust Bancshares, Inc. Overview



**** AMERICA'S BEST BANKS 2022	\$3.5B	NASDAQ: HTBI	
	Assets	Headquarters: Asheville, NC	
	\$2.7B/\$3.1B	Founded: 1926	
Newsweek	Loans/Deposits	Locations: 32	
	102%	Employees: 508	s
	Price to TBV	Market Cap: \$357MM	
BAUERFINANCIAL	15,591,466	TTM Average Daily Volume: 56,922	
5 STARS	Outstanding Shares	Shares Repurchased: 9,831,250	
	Franchise I	Highlights	
North Carolina ran	ked #1 on CNBC's 2022 anr	nual list of America's Top States for Business	
Co	onverted to stock form in Jul	y 2012 raising \$211.6 million	
Experienced mar	nagement team with extensiv	e local market knowledge and M&A history	
Voted "Best Small Bar	nk in North Carolina" by New	vsweek for two consecutive years (2020 & 2021)	
 Financial data as of June Market data as of Senter 			

Market data as of September 2, 2022
Shares repurchased from February 19, 2013 to June 30, 2022

Commercial Commercial Real Estate Commercial & Industrial Middle Market Banking Equipment & Municipal Finance Treasury Management Services Small Business Banking Business Banking Business Banking Centers SBA Lending

Lines of Business

Consumer Banking

Retail Banking Market Teams Consumer Banking Mortgage Banking Investment Services Professional Banking

Wholesale Lending

HELOCs Originated for Sale Indirect Auto FinTech Partnerships

Key Investment Highlights



Footprint in attractive metro markets experiencing growth rates above the national average (See Page 9)

Successful transition from a mutual/thrift to a commercial bank (See Pages 6-7 & 10-13)

- Expansion of lines of business, adding further diversity to our loan portfolio
 - Strong experienced team of revenue producers
 - · Attractive core deposit mix and cost
- **Continued investments in technology to drive growth and improve the digital customer experience** (See Pages 7 & 14-15)
 - Recent core banking system conversion to improve capabilities, including the ability to quickly integrate future FinTech partners (3rd partner recently integrated)
 - · Investing in a technology platform to enhance our small business digital capabilities

Transformation efforts are driving improvements in profitability and our capital position (See Pages 5, 17-21, & 30)

- · Significant improvement in net interest margin over last five guarters
- Proven ability to generate noninterest income
- · Strong capital position to support continued growth

Strong asset quality and credit discipline to support further growth (See Page 16)

We recently announced the signing of a definitive merger agreement with Quantum Capital Corp., a \$660 million bank holding company operating in the Atlanta metro area. The proposed merger will allow us to accelerate and enhance many of the key investment highlights above. Further information on the agreement and Quantum may be found in Appendix A.

Profitability Improvements & Balance Sheet Restructuring



Repayment of Long-Term Borrowings

- \$475 million in long-term debt retired in March and June 2021
- Estimated 3.6 year earn back of the \$22.7 million
 prepayment penalty
- \$5.7 million in estimated annual interest expense reductions

Branch Closures

- On September 16, 2021, closed nine branches in NC, TN, and VA representing 22% of total branch network
- \$3.2 million in estimated annual expense reductions

BA Loans In-House Servicing

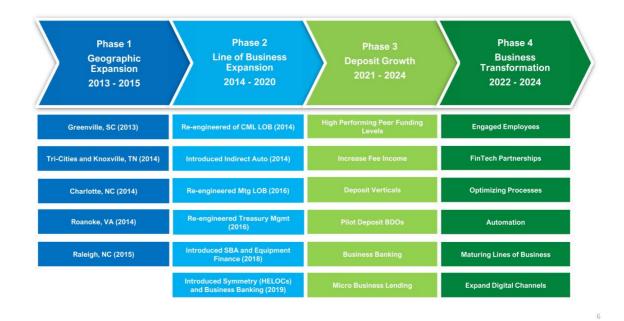
- On July 1, 2021, transitioned from loan service provider to full back-room operations in-house
- Additional \$1.2 million of estimated annual SBA loan gain
 on sale and servicing income, net of expenses

Expected Future Annual Financial Impact

- Increase in pre-tax income of \$10.1 million
- · Increase in ROA of 20 bps
- Increase in ROE of 200 bps
- Increase in Diluted EPS of \$0.47



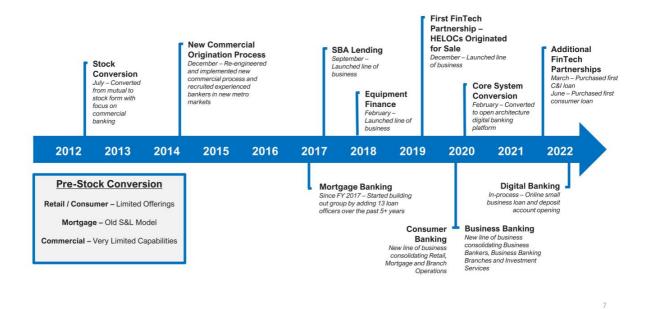
Business Transformation: Phases of Progress



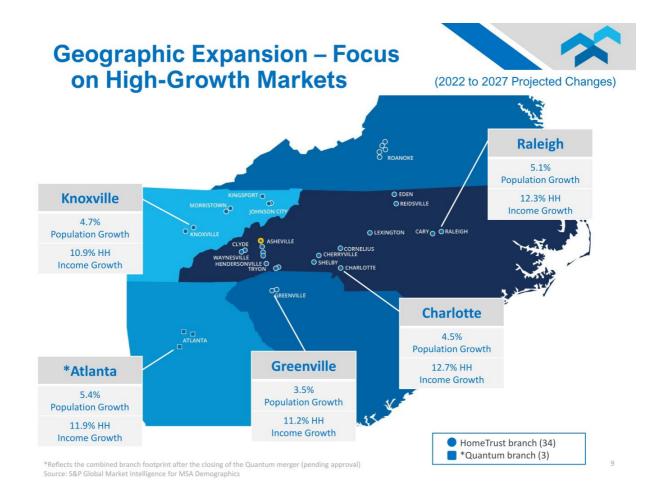
Line of Business Expansion



Pending merger with Quantum Capital Corp. will expand our SBA lending capabilities and grant access to new deposit origination channels







Hybrid Branch Strategy



"Branch Heavy" Consumer Markets

Asheville Roanoke Tri-Cities

Branch Manager & Consumer Banker

Introducing Micro-Business Loans "Branch-Lite" Business Banking Centers

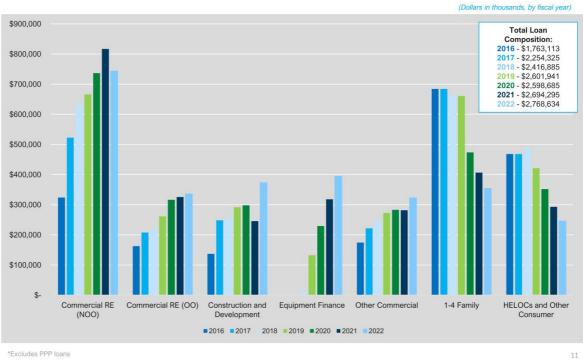
> Charlotte Greenville Knoxville Raleigh

Branch Manager & Small Business Banker

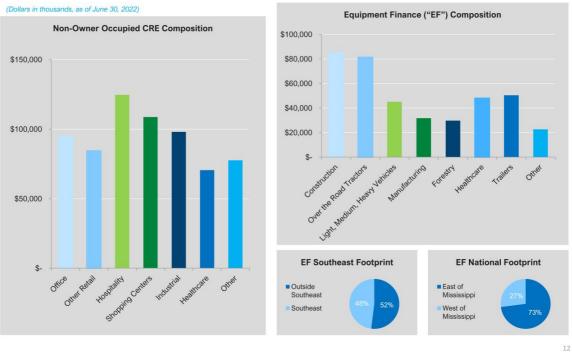
Small Business Banking & Professional Banking



Loan Portfolio Transformation: Transition to a Commercial Bank



Portfolios to Highlight: Non-Owner Occupied CRE & Equipment Finance

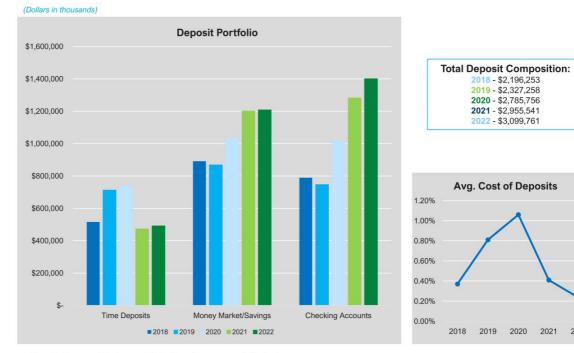




2022

13

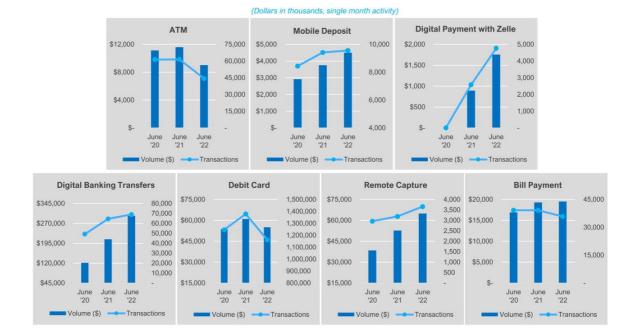
Move Towards Core Deposits



· Deposit balances as of fiscal year end; Cost of deposits are averages for the fiscal year

Digital Customer Experience





The Zelle offering was launched during the quarter ended September 30, 2020
 Digital Banking Transfers includes both mobile and online banking

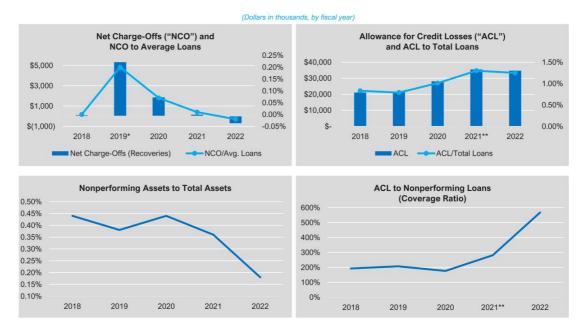


Digital Customer Experience (Continued)

- Core banking system (2020 conversion) intentionally selected for its open architecture to quickly integrate future FinTech partnerships
- Integrated 2nd FinTech partner in March 2022 focused on small business lending
- Integrated 3rd FinTech partner in June 2022 focused on consumer lending
- Integrated Blend mortgage platform in September 2021
 - Offers an advanced digital option, allowing customers to complete applications on any mobile device
 - · Immediate efficiencies in documentation gathering and verification processes
- Within three months will be launching a technology platform to enhance the small business digital experience including:
 - Online deposit account opening
 - · Fully-automated SBA 7(a) express lending
 - · Online and in-branch loan origination for LOC and small dollar loans
 - · Applying knowledge gained from FinTech partners referenced above



Strong Asset Quality and Credit Discipline

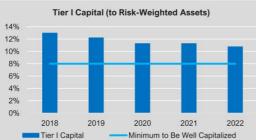


Includes \$6 million charge-off for one commercial relationship. Excluding that charge-off, the Bank had net recoveries of \$669,000.
 ** Reflects the adoption of CECL on July 1, 2020.

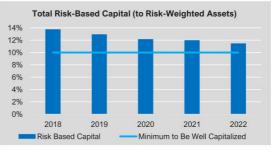


Strong Capital Position to Support Continued Growth











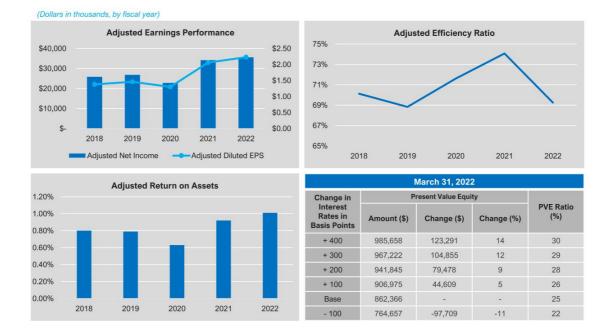
Capital Strategy



Stock Buybacks											
Buybacks	Total Buybacks as a % of O/S Shares as of 2/19/13	Number of Shares	Total Cost (\$)	Average Cost Per Share (\$)							
Total repurchased through June 2022	45.4%	9,831,250	\$203,586,000	\$20.71							
Shares remaining to be repurc buyback plan	hased under most recent	266,639		urchased during the 2 at an average price							
Total repurchased and authorit	zed	10,097,889		of \$28.49							

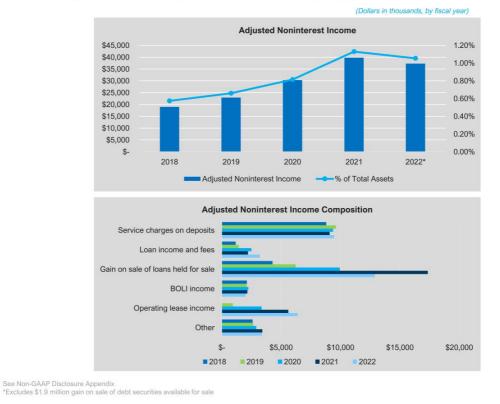
11th Buyback was approved on February 28, 2022
First dividend declared November 2018

Improvement in Profitability Metrics



See Non-GAAP Disclosure Appendix

Growth in Noninterest Income

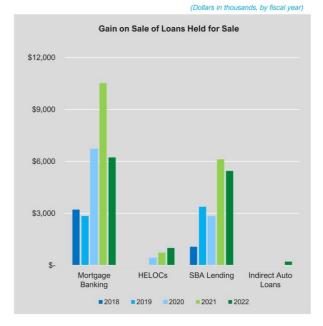






Growth in Noninterest Income: Gain on Sale of Loans Held for Sale

- Mortgage Banking 1-4 family and jumbo loans for sale
 Began selling pools of jumbo mortgages in FY 2022
 Sold \$203.9 million, \$406.5 million and \$263.0
 - Sold \$203.9 million, \$406.5 million and \$263.0 million in loans over fiscal years 2020, 2021 and 2022
- · HELOCs Originated for Sale
 - Loans originated in HTB's name, sourced through a third party FinTech
 - Sold \$71.1 million, \$110.8 million and \$120.0 million in loans over fiscal years 2020, 2021 and 2022
- SBA Lending origination of SBA 7(a) and USDA B&I loans, selling the guaranteed portion
 - Sold \$38.1 million, \$66.1 million and \$54.7 million in loans (guaranteed portion) over fiscal years 2020, 2021 and 2022
 - Brought servicing in-house on July 1, 2021, which is expected to increase annual pre-tax income by \$1.2 million.
- · Indirect auto loans originated for sale
 - Loans originated in HTB's name, sourced through third parties
 - Sold first loan pool in FY 2022 totaling \$11.5 million







Hunter Westbrook

President and Chief Executive Officer hunter.westbrook@htb.com

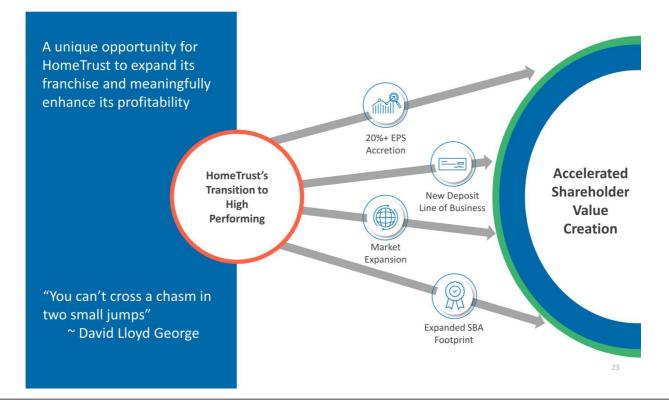
Tony VunCannon

EVP / Chief Financial Officer / Corporate Secretary / Treasurer tony.vuncannon@htb.com

HomeTrust Bancshares, Inc.

10 Woodfin Street Asheville, NC 28801 (828) 259-3939 www.htb.com

Appendix A – Announced Merger with Quantum Capital Corp. on July 25, 2022



Strategic Rationale for Transaction

HomeTrust explores opportunistic merger partners, specifically those that will leverage our infrastructure and lines of business to accelerate earnings growth and value creation for our shareholders. Below we have evaluated our merger with Quantum against the internal screening criteria previously established:

- Commercial bank focused on small business lending
 - Commercial product mix consistent with HomeTrust, with a limited consumer portfolio
 - SBA Preferred Lender, supplementing HomeTrust's SBA loan production capabilities
- Geographic footprint within or adjacent to our current footprint, in an attractive, growing market
 - > The Atlanta market is one of the most desirable markets in the Southeast
 - Atlanta is the same distance from Asheville (headquarters) as Raleigh, our current furthest location
- Similar strategy to HomeTrust's de novo model in metropolitan markets
 - Employs a "branch lite" model
 - > Efficient franchise, operating three locations in the Atlanta market
- Business line expansion
 - Opens new deposit origination channels for HomeTrust through Quantum's homeowners association relationships











• Earnings accretion of 10% or more

- Earnings per share ("EPS") accretion of 20%+ after the full realization of cost savings
- > Driven by Quantum's profitability rather than significant expense reductions
- Dilution earnback period of three years or less
 - Tangible book value per share ("TBVPS") earnback period of approximately 2.5 years using the cross-over method
- Minimal dilution to tangible book value
 - Dilution of approximately 7.5% to TBVPS is outside our screening criteria; however, we concluded that the superior EPS accretion, short TBVPS earnback period and significant acceleration of our strategic profitability goals more than outweighed the dilution
 - > Opportunity to leverage excess capital while achieving above market returns

Shared values

- Strong local management team with similar culture and leadership styles
- > Commitment to strong credit quality and customer service











Additional Details on Quantum



Financial Highlights¹

Total Assets	\$679.9M
Gross Loans	\$547.8M
Total Deposits	\$609.4M
Profitability	
ROA ²	1.59%
ROE ²	24.13%
NIM	4.17%
Efficiency Ratio	42.9%
Average annual SB \$3.0M over the pa	
Asset Quality	
NPAs/Assets	0.00%
LLR/Loans	1.06%
Net recoveries of \$ past five years	52,000 over the

Quantum Highlights

- Consistently ranked as one of Georgia's most profitable banks
 - Ranked #1 in Demarest Strategy Group's Georgia "All Stars" 3/31/22 list
 - Ranked #2 in Performance Trust's Q1 2022 overall rankings of Georgia banks
- Generated the 3rd highest volume of SBA 7a loans in Georgia in 2021
- 5 stars rating per BauerFinancial, Inc.

Market Highlights

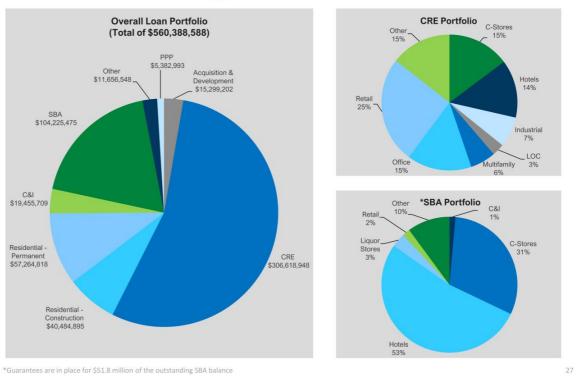
The Atlanta MSA boasts over 6.1 million residents, which is in the top 10 nationally, and projected population growth over the next 5 years of more than 5%.

The median household income of the Atlanta MSA is ~\$80,000.

Georgia's business climate has been ranked #1 in the nation for eight consecutive years by Site Selection, and Area Development ranked Georgia the top state for doing business for the seventh year in a row.



Additional Details on Quantum – Loan Portfolio Composition as of 5/31/22



Transaction Assumptions & Metrics

Consideration & pricing	Fixed HTBI shares issued of 1,374,646 Fixed cash consideration of \$33.0 million 51% stock / 49% cash
Closing	Anticipate closing in the first quarter of calendar year 2023 (third quarter of fiscal year 2023)
Pro forma ownership	91.9% HTBI / 8.1% Quantum
Cost savings	24.0% of Quantum's noninterest expense (phased in at 25% in fiscal year 2023 and 100% in fiscal year 2024)
Core Conversion	Expected in March 2023
Transaction expenses	\$6.1 million pre-tax (9.0% of deal value)
Gross credit marks	1.00% of Quantum's loan portfolio (\$5.5 million) (71.3% Non-PCD credit mark, Day 2 CECL allowance of \$3.9 million)
Interest rate mark on loans	1.87% of gross loans (\$10.29 million)
Core deposit intangible	1.25% of non-time deposits (excluding municipal deposits)
Other purchase accounting	Write up of various other assets and liabilities of \$2.6

¹Based on the HTBI stock price of \$25.16 as of July 22, 2022 ²HTBI's expected 2023 earnings for Quantum

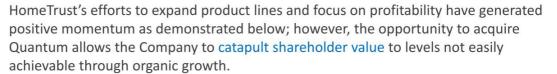
Deal Metrics ¹									
Deal Value	\$67.6M								
Price / TBV	153%								
Price / 2023 Earnings ²	6.0x								
Premium / Core Deposits	5.1%								

Leadership

Dr. Neelagaru, Quantum's founder and largest stockholder, to join HomeTrust's Board of Directors at closing.

Quantum's CEO, Bryan Cohen, to join HomeTrust as the Georgia Market President.

Further Accelerating Shareholder Value Creation



				1	
	Fiscal 2020	Fiscal 2021	Fiscal YTD Q3 2022 ¹		Pro Forma Fiscal YTD Q3 2022 ²
sets	\$3,722,852	\$3,524,723	\$3,541,785		\$4,222,000
ans	\$2,769,119	\$2,733,267	\$2,699,538		\$3,247,000
ts	\$2,785,756	\$2,955,541	\$3,059,157	Addition of	\$3,669,000
d dilutive EPS ³	\$1.30	\$2.06	\$1.84	\bigcirc	\$2.36
1 ROA ³	0.63%	0.92%	1.12%	QUANTUM	1.30%
d efficiency ratio ³	71.62%	74.08%	69.19%		64.44%
ed ROATCE ³	5.97%	9.23%	10.69%		13.08%

¹Annualized where applicable

² Does not include the impact of purchase accounting adjustments related to the merger ³ See slides 16-17 for a non-GAAP reconciliation

⁴ Peer statistics based on non-merger target southeast banks with total assets between \$1 and \$5 billion – Source: S&P Capital IQ Pro

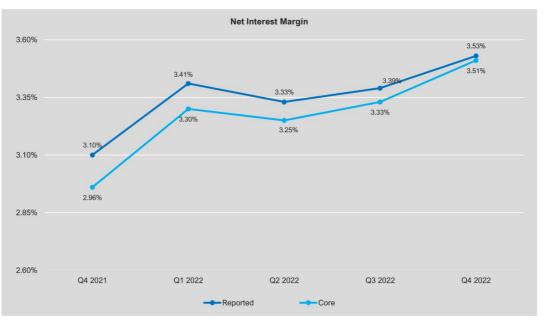
Appendix B – Quarterly Highlights



Earnings (GAAP)		6/30/2022		3/31/2022		12/31/2021		9/30/2021		6/30/2021	
Net income	\$	6,025	\$	8,023	\$	11,078	\$	10,527	\$	(7,408)	
Earnings per share (EPS) - diluted	\$	0.39	\$	0.51	\$	0.68	\$	0.65	\$	(0.46)	
Return on assets (ROA)		0.68%		0.92%		1.24%		1.20%		(0.81%)	
Net interest margin (tax-equivalent)		3.53%		3.39%		3.33%		3.41%		3.10%	
Noninterest income	\$	9,716	\$	8,947	\$	10,180	\$	10,352	\$	11,160	
Loan Growth											
Net Loan Growth:											
\$ Growth	\$	75,545	\$	23,637	\$	1,538	\$	9,713	\$	76,664	
% Growth (annualized)		8.64%		3.57%		0.23%		1.47%		11.93%	
Loan Originations:											
Commercial portfolio	\$	226,808	\$	206,856	\$	201,509	\$	217,923	\$	273,585	
Retail portfolio		102,174		94,528		68,925		86,268		109,867	
Loans originated for sale		88,229		101,254		136,875		152,772		171,816	
Total Originations	\$	417,211	\$	402,638	\$	407,309	\$	456,963	\$	555,268	
Asset Quality											
Total assets	\$	3,549,204	\$	3,541,785	\$	3,502,819	\$	3,481,360	\$	3,524,723	
Nonperforming assets to total assets		0.18%		0.16%		0.18%		0.19%		0.36%	
Classified assets to total assets		0.61%		0.61%		0.65%		0.65%		0.76%	

1. Excludes PPP loans and purchased HELOCs

Appendix B – Qtrly Net Interest Margin



Core net interest margin excludes accretion income and PPP and other loan fees

Appendix B – Non-GAAP Reconciliation

In addition to results presented in accordance with generally accepted accounting principles utilized in the United States ("GAAP"), this document contains certain non-GAAP financial measures, which include: the efficiency ratio; tangible book value; tangible book value per share; net income (loss), EPS, and ROA as adjusted to exclude certain tax state tax expenses, adjustments for changes in tax law, branch closure/restructuring expenses, prepayment penalties on borrowings, gain on sale of debt securities available for sale, and officer transition agreement expense; and return on average tangible common equity. Management has presented the non-GAAP financial measures in this document because it believes including these items provides useful and comparative information to assess trends in our core operations while facilitating the comparison of the quality and composition of our earnings over time and in comparison to our competitors. However, these non-GAAP financial measures are supplemental, are not audited and are not a substitute for operating results or any analysis determined in accordance with GAAP. Where applicable, we have also presented comparable earnings information using GAAP financial measures. Because not all companies use the same calculations, our presentation may not be comparable to other similarly titled measures as calculated by other companies.

6/30/2022

c

Set forth is a reconciliation to GAAP of our efficiency ratio:	(Dollars in thousands
	Noninterest expense
	Less: branch closure
	Less: officer transition
	Less: prepayment pe

Noninterest expense	\$	105,184	\$	131,182	\$ 97,129	\$	90,134	\$ 85,331
Less: branch closure and restructuring expenses		-		1,513	-			2
Less: officer transition agreement expense		1,795		-	-		-	-
Less: prepayment penalties on borrowings			_	22,690	-	_		 -
Noninterest expense - adjusted	\$	103,389	\$	106,979	\$ 97,129	\$	90,134	\$ 85,331
Net interest income	\$	110,774	\$	103,322	\$ 104,104	\$	106,831	\$ 101,330
Plus: tax equivalent adjustment		1,231		1,267	1,190		1,173	1,559
Plus: noninterest income		39,196		39,821	30,332		22,940	18,972
Less: gain from sale of debt securities available for sale		1,895		-	-		-	-
Less: gain from sale of premises and equipment		-		-	 -	_	-	 164
Net interest income plus noninterest income - adjusted	\$	149,306	\$	144,410	\$ 135,626	\$	130,944	\$ 121,697
Efficiency ratio		70.14%		91.64%	72.25%		69.46%	70.93%
Efficiency ratio - adjusted		69.25%		74.08%	71.62%		68.83%	70.12%
					As of			
(Dollars in thousands)	6	/30/2022		6/30/2021	6/30/2020		6/30/2019	6/30/2018
Total stockholder's equity	\$	388,845	\$	396,519	\$ 408,263	\$	408,896	\$ 409,242
Less: goodwill, core deposit intangibles, net of taxes		25,710		25,902	 26,468		27,562	 29,125
Tangible book value	\$	363,135	\$	370,617	\$ 381,795	\$	381,334	\$ 380,117
Common shares outstanding		15,591,466		16,636,483	17,021,357		17,984,105	19,041,668
Book value per share	\$	24.94	\$	23.83	\$ 23.99	\$	22.74	\$ 21.49
Tangible book value per share	\$	23.29	\$	22.28	\$ 22.43	\$	21.20	\$ 19.96
HomeTrust Bancshares, Inc. share price	\$	25.00	\$	27.90	\$ 16.00	\$	25.14	\$ 28.15
Price to tangible book value		107.3%		125.2%	71.3%		118.6%	141.0%

6/30/2021

105 194 6 121 192

As of

6/30/2020

07 120 \$

c

6/30/2019

00 124 ¢

6/30/2018

95 221

Set forth is a reconciliation to GAAP of tangible book value, tangible book value per share, and price to tangible book value:



Appendix B – Non-GAAP Reconciliation (Continued)

Set forth below is a reconciliation to GAAP net income, EPS, ROA, and ROE as adjusted to exclude certain state tax expense, adjustments for the change in federal tax law, gain on sale of premises and equipment, branch closure and restructuring expenses, prepayment penalties on borrowings, gain on sale of debt securities available for sale, and officer transition agreement expense:

					As of			
(Dollars in thousands)	6/30/2022			6/30/2021	6/30/2020	6/30/2019	6/30/2018	
State tax expense adjustment								(142)
Change in federal tax law adjustment						(325)		17,908
Gain on sale of premises and equipment				-	-	-		(164)
Branch closure and restructuring expenses		-		1,513	-	-		-
Officer transition agreement expense		1,795		-				
Gain on sale of debt securities available for sale		(1,895)						
Prepayment penalty on borrowings				22,690			_	-
Total adjustments		(100)		24,203	-	(325)		17,602
Tax effect		24		5,688	 · · ·	 		(49)
Total adjustments, net of tax		(76)		18,515		(325)		17,651
Net income (GAAP)		35,653		15,675	 22,783	27,146		8,235
Adjusted net income (non-GAAP)	s	35,577	\$	34,190	\$ 22,783	\$ 26,821	\$	25,886
Average shares outstanding - basic		15,516,173		16,078,066	16,729,056	17,692,493		18,028,854
Average shares outstanding - diluted		15,810,409		16,495,115	17,292,239	18,393,184		18,726,431
Basic EPS (GAAP)	\$	2.27	\$	0.96	\$ 1.34	\$ 1.52	\$	0.45
Non-GAAP adjustment		0.00		1.15	0.00	0.00		0.99
Adjusted basic EPS (non-GAAP)	s	2.27	\$	2.11	\$ 1.34	\$ 1.52	s	1.44
Diluted EPS (GAAP)	s	2.23	\$	0.94	\$ 1.30	\$ 1.46	s	0.44
Non-GAAP adjustment		0.00	-	1.12		0.00		0.94
Adjusted diluted EPS (non-GAAP)	\$	2.23	\$	2.06	\$ 1.30	\$ 1.46	\$	1.38
Average assets	s	3,537,915	\$	3,698,394	\$ 3,591,076	\$ 3,396,896	s	3,243,661
Average equity	s	396,233	\$	403,510	\$ 411,447	\$ 409,820	s	402,605
ROA (GAAP)		1.01%		0.42%	0.63%	0.80%		0.25%
Non-GAAP adjustment		0.00%		0.50%	 0.00%	-0.01%		0.55%
Adjusted ROA (non-GAAP)		1.01%		0.92%	 0.63%	 0.79%		0.80%
ROE (GAAP)	8	9.00%	- 10	3.88%	5.54%	6.62%		2.05%
Non-GAAP adjustment		-0.02%		4.59%	0.00%	 -0.08%		4.38%
Adjusted ROE (non-GAAP)		8.98%		8.47%	5.54%	6.54%		6.43%

In relation to the two-class method, net income used in the calculations of basic and diluted EPS have adjustments, which are included in Company documents 33 previously filed with the SEC.