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): November 15, 2017

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

(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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company o

If an 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 o

Item 7.01 Regulation FD Disclosure.

A copy of the presentation that the management of BankUnited, Inc. will use from time to time during presentations to and discussions with investors, analysts and other interested parties is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number Description

<u>99.1</u> <u>BankUnited, Inc. Presentation</u>

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: November 15, 2017

BANKUNITED, INC.

/s/ Leslie N. Lunak

Name:Leslie N. LunakTitle:Chief Financial Officer

Description

Exhibit Number

<u>99.1</u>

BankUnited, Inc. Presentation



BankUnited, Inc.

November 2017

BankUnited

This presentation contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that reflect the current views of BankUnited, Inc. ("BankUnited," "BKU" or the "Company") with respect to, among other things, future events and financial performance. BankUnited generally identifies forward-looking statements by terminology such as "outlook," "believes," "expects," "potential," "continues," "may," "will," "could," "should," "seeks," "approximately," "predicts," "intends," "plans," "estimates," "projects," "anticipates" or the negative version of those words or other comparable words. Any forward-looking statements contained in this presentation are based on the historical performance of the Company or the Company's current plans, estimates and expectations. The inclusion of any forward-looking information regarding BankUnited should not be regarded as a representation that future plans, estimates or expectations contemplated herein will be achieved. Such forward-looking statements are subject to various risks and uncertainties and assumptions relating to BKU's operations, financial results, financial condition, business prospects, growth, strategy and liquidity. If one or more of these or other risks or uncertainties materialize, or if the underlying assumptions prove to be incorrect, actual results may vary materially from those indicated in these statements. These factors should not be construed as exhaustive. BankUnited does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. A number of important factors could cause actual results to differ materially from those indicated by the forward-looking statements including, but not limited to, the risk factors described in the most recent Annual Report on Form 10-K of BKU and in the subsequent Quarterly Reports on Form 10-Q of BKU, filed with the Securities and Exchange Commission (the "SEC") and available at the SEC's website (www.sec.gov).

This presentation shall not constitute an offer or solicitation in connection with any securities.

The BankUnited Strategy

BankUnited

Who We Are

Traditional commercial bank built on core competencies and a management team with a proven track record in our businesses and geographies

Nimble regional bank evidenced by talent acquisition, infrastructure investment, streamlined decision making processes, and strategic capital deployment

Growth one relationship at a time, generated by lenders experienced in market, supported by a strong credit culture

Diversification in asset classes, funding sources and geography

Who We Are NOT

Not expanding into higher risk businesses such as sub-prime lending, credit cards, HELOCs, student loans

Not a community bank with limited balance sheet or a universal bank with low-touch or remote decision making

Not driving growth through bulk loan purchases, participations or leveraged acquisitions

Not highly concentrated in limited number of asset classes

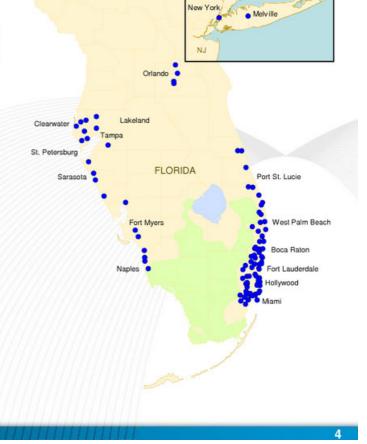
Overview of BankUnited

BankUnited

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Company Snapshot as of September 30, 2017

- \$29.6 billion of assets
- \$21.2 billion of loans and leases, including equipment under operating lease
 - Non-covered loans and leases, including equipment under operating lease, grew by \$384 million and \$1.3 billion during the three and nine months ended September 30, 2017, respectively
- \$21.2 billion deposit portfolio
- Net income of \$67.8 million, or \$0.62 per diluted common share, for the quarter ended September 30, 2017



We are nearing the end of our Shared-Loss Agreement with the FDIC

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Estimated impact from loss share earnings to tangible book value (as of September 30, 2017)

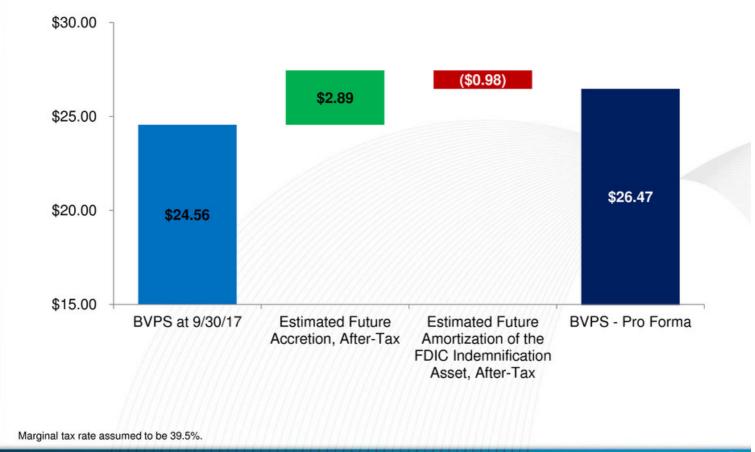
BankUnited

Interest income (accretion) on covered loans, net of amortization of the FDIC indemnification asset (referred to in this presentation as "Loss Share Earnings") has augmented and will continue to augment growth in our tangible book value ("TBV").

- Future estimated accretion on covered loans\$511 millionFuture estimated amortization of the indemnification asset(\$174 million)Net cumulative impact on future pre-tax earnings\$337 millionNet cumulative impact on future after-tax earnings
(assuming 39.5% marginal tax rate)\$204 million
- \$204 million from loss share earnings is estimated to be added to tangible book value through May 21, 2019, the expected termination date of the Shared-Loss Agreement.
- Changes in these estimates could result from (i) changes in actual or expected prices on covered loan sales, (ii) variability in actual or expected cash flows from non-sale resolutions, and (iii) changes in estimated timing of expected cash flows.
- The combined yield on the covered loans and the FDIC indemnification asset is expected to increase in the future.
- The amount of Loss Share Earnings recognized by quarter is <u>expected to be higher</u> for quarters near the end of the term of the Shared Loss Agreement.
- Our underlying assumption is that the Shared Loss Agreement will terminate and the remaining covered assets will be sold on or shortly before May 21, 2019.

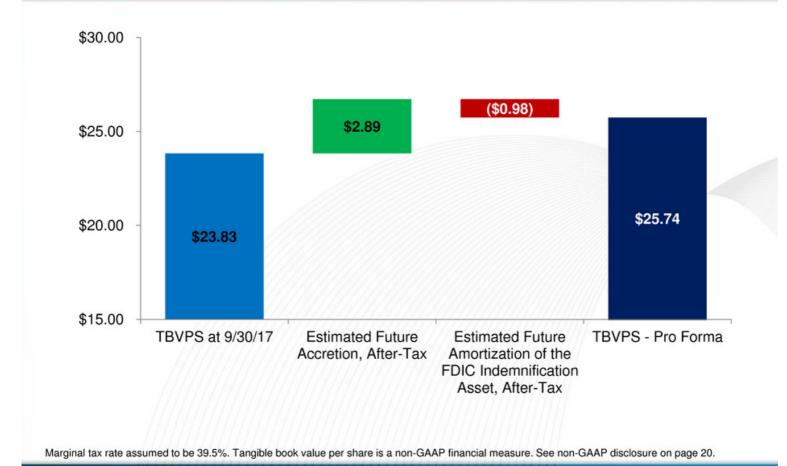
Estimated Future Contribution of Loss Share Earnings to Book Value Per Share

BankUnited



Estimated Future Contribution of Loss Share Earnings to Tangible Book Value Per Share

BankUnited



Tangible Book Value Per Share Has Grown Steadily Over Time

\$30 \$18.41 \$18.80 \$19.14 \$19.39 \$19.52 \$19.80 \$19.98 \$20.59 \$20.90 \$20.99 ^{\$21.63} \$22.04 ^{\$22.47} ^{\$22.98} ^{\$23.44} ^{\$23.83} \$25 \$20 \$15 \$10 913012016 63012015 913012015 1213112015 313112016 6/30/2016 63012017 12/31/2013 12/31/2014 313112015 12/31/2016 31312017 31312014 613012014 913012014 9/30/2017

BankUnited

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Tangible book value per share is a non-GAAP financial measure. See non-GAAP disclosure on page 20.

Impact of Loss Share Contribution ⁽¹⁾ on EPS

BankUnited



(1) Loss Share Contribution is defined as the excess of Loss Share Earnings over the hypothetical amount of interest income that could have been earned if the average balance of covered loans and the indemnification asset were instead assumed to be invested in securities at the weighted average yield earned on the Company's investment securities portfolio as reported for each respective quarter, net of related income taxes. See pages 17 and 18 for supporting calculations.

(2) See Page 19 for details of the calculation of EPS, Loss Share and EPS, non-Loss Share.

Looking Ahead



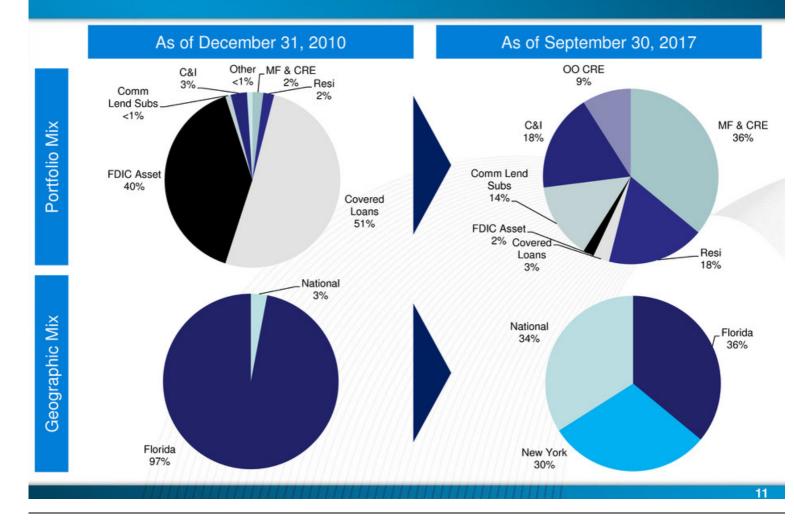
10

We are focused on long-term, sustainable earnings growth.

- We have built a diversified, yet focused, regional commercial bank.
- Year-over-year net income and earnings per share, excluding Loss Share Contribution, have exhibited double digit growth.
- We expect continued double digit annual growth in both loans and deposits.

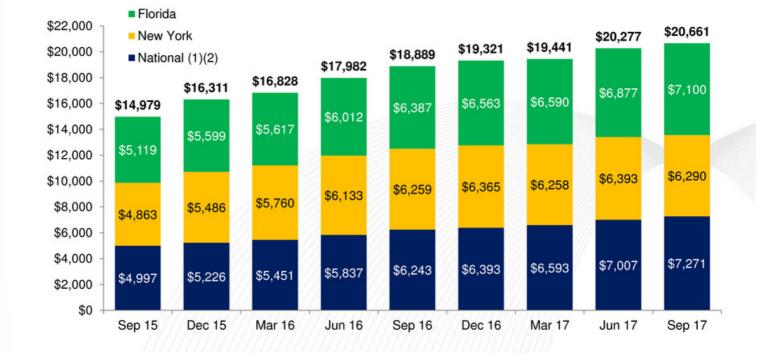
Diversified Loan & Lease Portfolio

BankUnited



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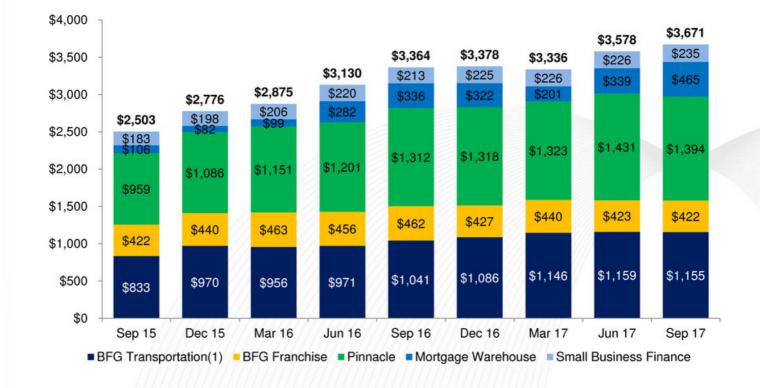




(1) We refer to our three commercial finance subsidiaries, our mortgage warehouse lending operations, small business finance and our residential loan purchase program as national platforms.

(2) Includes equipment under operating lease.

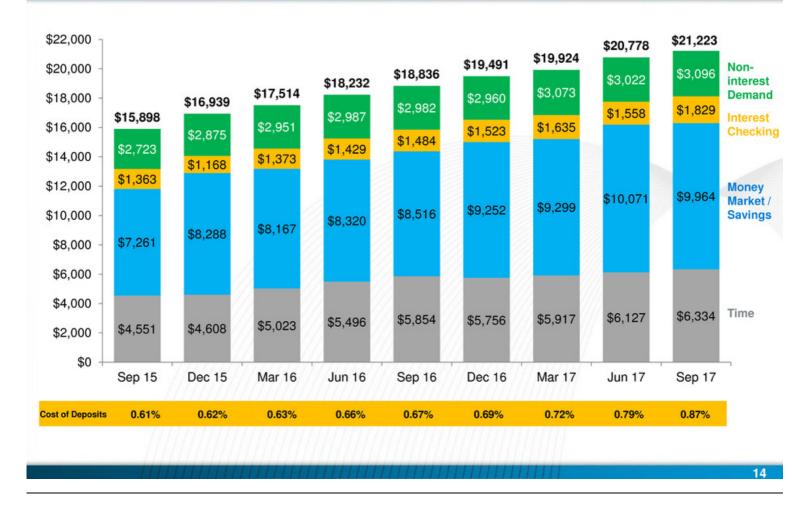




(1) Figures include equipment under operating lease.

Steadily Growing Deposit Base \$ in millions

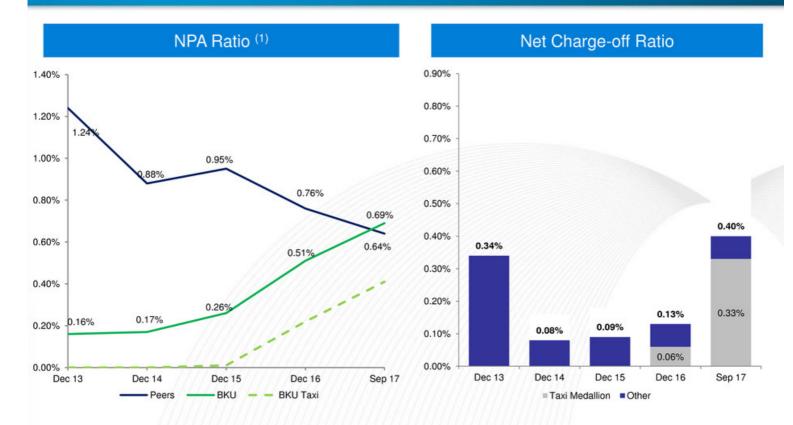




Asset Quality

BankUnited

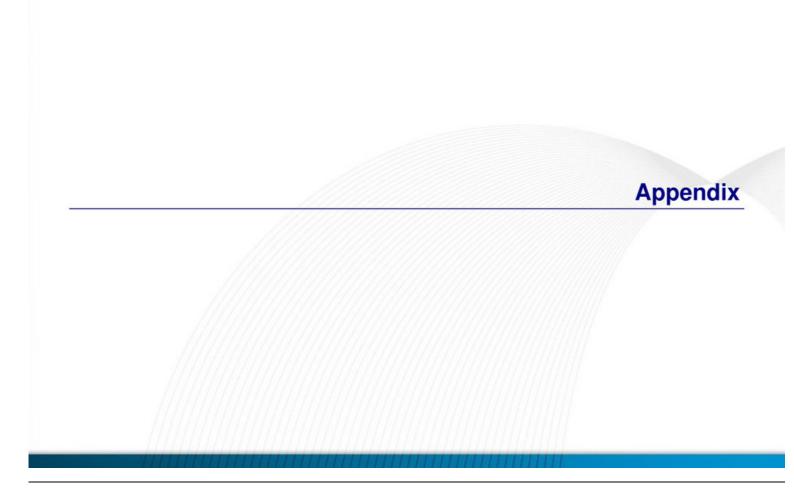
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Source: SNL Financial. Financial data as of most recent quarter available. Similarly sized banks include median values for publicly traded U.S. banks with assets between \$10-50 bn.

(1) NPA ratio calculated as non-covered NPAs as a percentage of total assets.







Loss Share Contribution is a hypothetical presentation of the impact of the covered loans and FDIC indemnification asset on earnings for each respective quarter, reflecting the excess of Loss Share Earnings over hypothetical interest income that could have been earned on alternative assets.

| | | | | Quarte | r En | ded | | | | | | | | Quarte | r End | ded | | | | | | 0 | Qua | rter Ende | d | |
|---|-----|---------|----|---------|------|---------|-----|---------|----|---------|----|---------|----|---------|-------|---------|-----|---------|----|---------|------|---------|-----|-----------|----|---------|
| (\$ in millions, except per share data) | 3/ | 31/2015 | 6/ | 30/2015 | 9/ | 30/2015 | 12/ | 31/2015 | | 2015FY | 3/ | 31/2016 | 6/ | 30/2016 | 9/3 | 30/2016 | 12/ | 31/2016 | 2 | 016FY | 3/ | 31/2017 | 6 | /30/2017 | 9/ | 30/2017 |
| | | (2) | | (2) | | (2) | | (2) | | (2) | | (2) | | (2) | | (2) | | (2) | | | | | | (2) | | (2) |
| Net Income As Reported (3) | \$ | 46.5 | \$ | 46.6 | \$ | 53.8 | \$ | 56.3 | \$ | 203.1 | \$ | 54.9 | \$ | 56.7 | \$ | 50.8 | \$ | 63.3 | \$ | 225.7 | \$ | 62.3 | \$ | 66.4 | \$ | 67.8 |
| Calculation of Loss Share Contribution: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Interest Income - Covered Loans (Accretion) | | \$69.6 | | \$72.0 | | \$71.6 | | \$78.5 | | \$291.7 | | \$75.8 | | \$76.4 | | \$74.5 | | \$75.0 | | \$301.6 | | \$75.2 | | \$76.6 | | \$73.5 |
| Amortization of FDIC Indemnification Asset | 0.1 | (22.0) | | (26.5) | Ú | (28.4) | | (32.5) | | (109.4) | | (39.7) | | (38.1) | | (39.0) | | (43.4) | | (160.1) | 0.00 | (44.5) | 1 | (45.7) | | (45.2) |
| Loss Share Earnings | | 47.6 | | 45.6 | | 43.2 | | 45.9 | | 182.3 | | 36.1 | | 38.3 | | 35.5 | | 31.6 | - | 141.5 | - | 30.7 | | 30.9 | | 28.2 |
| Hypothetical interest income on alternate assets (1) | | (12.7) | | (10.9) | | (11.4) | _ | (11.1) | | (46.0) | | (10.4) | | (9.9) | | (9.3) | | (8.5) | | (38.2) | | (8.2) | 1 | (7.5) | - | (7.2) |
| Loss Share Contribution, pre-tax | 22 | 35.0 | | 34.7 | | 31.8 | | 34.8 | | 136.3 | | 25.7 | 2 | 28.5 | | 26.2 | | 23.0 | | 103.3 | | 22.5 | | 23.4 | | 21.1 |
| Income taxes, at 39.5% marginal rate | | (13.8) | | (13.7) | ð. 1 | (12.6) | | (13.8) | | (53.8) | 90 | (10.1) | | (11.2) | | (10.3) | | (9.1) | | (40.8) | | (8.9) | | (9.2) | | (8.3) |
| Loss Share Contribution, after tax | | \$21.1 | | \$21.0 | 1 | \$19.3 | 0 | \$21.1 | 7 | \$82.4 | 7 | \$15.5 | 2 | \$17.2 | | \$15.8 | | \$13.9 | | \$62.5 | | \$13.6 | | \$14.2 | | \$12.8 |
| Net Income as reported, minus Loss Share Contribution | \$ | 25.3 | \$ | 25.7 | \$ | 34.5 | \$ | 35.2 | \$ | 120.7 | \$ | 39.3 | \$ | 39.5 | \$ | 35.0 | \$ | 49.4 | \$ | 163.2 | \$ | 48.7 | \$ | 52.2 | \$ | 55.0 |
| Diluted Earnings Per Share - Loss Share Contribution | | \$0.20 | | \$0.19 | | \$0.18 | | \$0.19 | | \$0.77 | | \$0.14 | | \$0.16 | | \$0.14 | | \$0.13 | | \$0.58 | | \$0.13 | | \$0.13 | | \$0.12 |
| Diluted Earnings Per Share, non-loss share | _ | 0.24 | | 0.24 | | 0.32 | | 0.33 | | 1.13 | | 0.37 | | 0.36 | | 0.33 | | 0.46 | | 1.51 | _ | 0.44 | | 0.47 | | 0.50 |
| Fully Diluted Earnings Per Share, as Reported (3) | \$ | 0.44 | \$ | 0.43 | \$ | 0.50 | \$ | 0.52 | \$ | 1.90 | \$ | 0.51 | \$ | 0.52 | \$ | 0.47 | \$ | 0.59 | \$ | 2.09 | \$ | 0.57 | \$ | 0.60 | \$ | 0.62 |

(1) See Page 18 for calculation of these amounts and underlying assumptions.

(2) Calculation variances of \$0.1 million in the table above are due to rounding.

(3) Net income and Diluted earnings per common share for the three months ended September 30, 2015 and fiscal year 2015 are net of non-GAAP adjustments to remove a discrete income tax benefit and related professional fees recognized in those periods. See separate non-GAAP disclosure for this item on page 21.

Calculation of Hypothetical Interest Income on Alternate Assets

The hypothetical interest income calculated below reflects the estimated income that may have been earned if the average balance of covered loans and the FDIC indemnification asset were liquidated and the proceeds assumed to be invested in securities at the weighted average yield on the Company's investment securities portfolio as reported for each respective quarter. Historically, cash received from the repayment, sale, or other resolution of covered loans and cash payments received from the FDIC under the terms of the Shared Loss Agreement have generally been reinvested in non-covered loans or investment securities. There is no assurance that the hypothetical results illustrated below would have been achieved if the covered loans and FDIC indemnification asset had been liquidated and proceeds reinvested in the respective quarters.

BankUnited

| (\$ in millions) | | Quarter | Ended | | | Quarter | Ended | | Qu | arter Ende | d |
|--|-----------|-----------|-----------|------------|-----------|-----------|-----------|------------|-----------|------------|-----------|
| | 3/31/2015 | 6/30/2015 | 9/30/2015 | 12/31/2015 | 3/31/2016 | 6/30/2016 | 9/30/2016 | 12/31/2016 | 3/31/2017 | 6/30/2017 | 9/30/2017 |
| Average balance of assets reported (1) | | | | | | | | | | | |
| Covered loans | \$1,016 | \$952 | \$885 | \$832 | \$788 | \$741 | \$693 | \$642 | \$596 | \$553 | \$533 |
| FDIC Indemnification Asset | 944 | 886 | 829 | 769 | 712 | 659 | 608 | 549 | 488 | 433 | 378 |
| Total | \$1,960 | \$1,839 | \$1,714 | \$1,601 | \$1,500 | \$1,400 | \$1,301 | \$1,191 | \$1,084 | \$986 | \$911 |
| Yield applied ⁽²⁾ | 2.59% | 2.37% | 2.65% | 2.77% | 2.78% | 2.82% | 2.87% | 2.87% | 3.01% | 3.05% | 3.14% |
| Hypothetical interest income on alternate assets | \$12.7 | \$10.9 | \$11.4 | \$11.1 | \$10.4 | \$9.9 | \$9.3 | \$8.5 | \$8.2 | \$7.5 | \$7.2 |

(1) Calculated as the simple average of beginning and ending balances reported for each period.

(2) The weighted average yield on the Company's investment securities as reported for the applicable quarter.

Reconciliation of Non-GAAP Measures **BankUnited**

Net income and diluted earnings per common share, in each case excluding the impact of Loss Share Contribution, as defined on page 9, are non-GAAP financial measures. Management believes disclosure of these measures provides readers with information that may be useful in understanding the impact of the covered loans and FDIC indemnification asset on the Company's earnings. The following table reconciles these non-GAAP financial measurements to the comparable GAAP financial measurements of net income and diluted earnings per common share for the periods indicated.

| | 2 | | | Quarte | r End | led | | | | | - | | | Quarter | r End | ded | | 22 | | | | | Qua | rter Ended | | |
|---|-----|-------------|----|-------------|-------|----------|----------|----------|----|---------|----|-------------|----|-------------|-------|-------------|----|-----------|----|---------|----|----------|------|------------|----|----------|
| in millions, except per share data; Shares in thousands) | 3/3 | 31/2015 | 6 | /30/2015 | 9, | /30/2015 | 12/ | /31/2015 | | 2015FY | 3 | /31/2016 | 6 | /30/2016 | 9 | /30/2016 | 12 | 2/31/2016 | | 2016FY | 3, | /31/2017 | 6 | /30/2017 | 9/ | /30/2017 |
| iet Income (GAAP) (1) | \$ | (2) 46.5 | s | (2) 46.6 | s | 53.8 | \$ | 56.3 | \$ | 203.1 | \$ | (2) 54.9 | s | (3) 56.7 | s | (3) 50.8 | s | 63.3 | \$ | 225.7 | \$ | 62.3 | \$ | 66.4 | s | 67.8 |
| ess Loss Share Contribution | ×. | (21.1) | | (21.0) | * | (19.3) | | (21.1) | * | (82.4) | * | (15.5) | * | (17.2) | Ť | (15.8) | * | (13.9) | Ĩ | (62.5) | * | (13.6) | * | (14.2) | * | (12.8) |
| et Income as reported, minus Loss Share Contribution | _ | | | | | | | | _ | | | | | | | | | | _ | | _ | | | | | |
| ion-GAAP) | \$ | 25.3 | \$ | 25.7 | \$ | 34.5 | \$ | 35.2 | \$ | 120.7 | \$ | 39.3 | \$ | 39.5 | s | 35.0 | \$ | 49.4 | \$ | 163.2 | \$ | 48.7 | \$ | 52.2 | \$ | 55.0 |
| uted earnings per common share, excluding Loss Share intribution: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| uted earnings per common share (GAAP) (1) ss: Net impact on diluted earnings per common share of | s | 0.44 | \$ | 0.43 | \$ | 0.50 | \$ | 0.52 | | \$1.90 | \$ | 0.51 | | 0.52 | \$ | 0.47 | \$ | 0.59 | \$ | 2.09 | \$ | 0.57 | \$ | 0.60 | \$ | 0.62 |
| ss Share Contribution (non-GAAP) | | (0.20) | | (0.19) | | (0.18) | | (0.19) | | (0.77) | | (0.14) | | (0.15) | | (0.15) | | (0.13) | | (0.58) | | (0.13) | | (0.13) | | (0.12 |
| uted earnings per common share, excluding the impact | 1 | | | | | 100 | 1 | 111 | ~ | 100 | 2 | 200 | - | 1 | 20 | - | | | - | | - | | 1.90 | | | |
| ss Share Contribution (non-GAAP) | \$ | 0.24 | \$ | 0.24 | \$ | 0.32 | \$ | 0.33 | \$ | 1.13 | \$ | 0.37 | \$ | 0.37 | \$ | 0.32 | \$ | 0.46 | \$ | 1.51 | \$ | 0.44 | \$ | 0.47 | \$ | 0.50 |
| act on diluted earnings per common share of Loss are Contribution: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ss Share Contribution | s | 21.1 | \$ | 21.0 | \$ | 19.3 | \$ | 21.1 | \$ | 82.4 | \$ | 15.5 | \$ | 17.2 | \$ | 15.8 | \$ | 13.9 | \$ | 62.5 | \$ | 13.6 | \$ | 14.2 | \$ | 12.8 |
| ighted average shares for diluted earnings per share AAP) | | 01,834 | | 103,133 | | 103,317 | | 103,451 | 2 | 102,972 | | 103,552 | | 103,732 | | 103,561 | | 103,779 | | 103,656 | _ | 105,378 | | 103,138 | | 106,073 |
| pact on diluted earnings per common share of Loss are Contribution (non-GAAP) | _ | 0.21 | 2 | 0.20 | 4 | 0.19 | 4 | 0.20 | 2 | 0.80 | 12 | 0.15 | 4 | 0.17 | 4 | 0.15 | 2 | 0.13 | 4 | 0.60 | _ | 0.13 | | 0.14 | | 0.12 |
| pact on diluted earnings per common share of Loss are Contribution: | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ss Share Contribution, net of tax, allocated to | | | | 11. | | 9 | | 111 | | 11/2 | | 1/12 | | 1111 | | 11/1 | | | | | | | | | | |
| ticipating securities ighted average shares for diluted earnings per share | | (0.8) | | (0.8) | | (0.8) | | (0.8) | | (3.3) | | (0.7) | | (0.7) | | (0.6) | | (0.5) | | (2.5) | | (0.5) | | (0.5) | | (0.5 |
| AAP) | 14 | 01,834 | | 103,133 | | 103,317 | | 103,451 | | 102,972 | | 103,552 | | 103,732 | | 103.561 | | 103,779 | | 103,656 | | 105.378 | | 103,138 | | 106,073 |
| act on diluted earnings per common share of Loss | 77 | /// | 7 | //// | 17 | //// | 17 | | 77 | | 77 | 11/1 | 77 | //// | 7 | | 17 | 11111 | _ | | | | | | | |
| are Contribution allocated to participating securities (non- | 677 | | | | | | | | | | | | | | | | | | | | | | | | | |
| AP) | 11 | (0.01) | 1 | (0.01) | 1 | (0.01) | <u>.</u> | (0.01) | 4 | (0.03) | _ | (0.01) | 67 | (0.01) | _ | (0.01) | 1 | 11. | _ | (0.02) | _ | • | | (0.01) | ÷ | • |
| t impact on diluted earnings per share of Loss Share | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ontribution (non-GAAP) | \$ | 0.20 | \$ | 0.19 | \$ | 0.18 | \$ | 0.19 | \$ | 0.77 | \$ | 0.14 | \$ | 0.15 | \$ | 0.15 | \$ | 0.13 | \$ | 0.58 | \$ | 0.13 | \$ | 0.13 | \$ | 0.12 |

(1) Net income and Diluted earnings per common share for the three months ended September 30, 2015 and fiscal year 2015 are net of non-GAAP adjustments to remove a discrete income tax benefit and related professional fees recognized in those periods. See separate non-GAAP disclosure for this item on page 21. (2) Calculation variances of \$0.1 million in the table above are due to rounding.
(3) Net impact on diluted earnings per share of Loss Share Contribution (non-GAAP) adjusted for rounding.

Reconciliation of Non-GAAP Measures **BankUnited**

Tangible book value per common share and pro-forma tangible book value per common share, including the impact of estimated future contribution of Loss Share Earnings, are non-GAAP financial measures. Management believes these measures are relevant to understanding the capital position and performance of the Company. Disclosure of these non-GAAP financial measures also provides a meaningful base for comparability to other financial institutions. The following table reconciles the non-GAAP financial measurement of tangible book value per common share and pro-forma tangible book value per common share, including the impact of estimated future contribution of Loss Share Earnings, to the comparable GAAP financial measurement of book value per common share at the dates indicated.

| | | | | | | | | | | | | | | | Quarte | r End | ed | | | | | | | | | | | | |
|---|-------|------|------|-------|----|--------|----|--------|----|---------|----|---------|--------|-----|----------|-------|--------|------|------|--------|----|----------|----|----------|------|-------|----------|----------|------|
| nousands | 12/31 | /13 | 03/3 | 31/14 | 06 | /30/14 | 09 | /30/14 | 12 | /31/14 | 03 | 3/31/15 | 06/30 | /15 | 09/30/15 | 12/ | 31/15 | 03/3 | 1/16 | 06/30/ | 16 | 09/30/16 | 12 | /31/16 | 03/3 | 31/17 | 06/30/17 | 09/30 | /17 |
| | | | | | | | | (1) | | (1) | | (1) | (1 | | (1) | | | | | | | | | | | | | | |
| | \$ 1, | | \$: | 1,980 | \$ | 2,015 | \$ | 2,040 | \$ | 2,053 | \$ | | \$ 2,1 | | \$ 2,211 | \$ | | \$ 2 | ,264 | | | \$ 2,373 | \$ | 2,418 | \$ 3 | 2,533 | | \$ 2, | |
| Less: goodwill and other intangible assets | | 69 | | 69 | _ | 69 | | 69 | _ | 68 | _ | 68 | - | 79 | 78 | - | 78 | | 78 | | 78 | 78 | _ | 78 | _ | 78 | 78 | | 78 |
| angible stockholders' equity Estimated future contribution of Loss Share | 1, | ,860 | | 1,911 | - | 1,946 | _ | 1,972 | - | 1,984 | 2 | 2,047 | 2,0 | 068 | 2,132 | - | 2,166 | 2 | ,186 | 2,2 | 53 | 2,295 | | 2,340 | _ | 2,455 | 2,503 | = 2, | ,546 |
| Earnings (see calculation below) | | | | | | | | | | | | | | | | | | | | | | | | | | | | - | 204 |
| ro-forma book value with estimated future | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ontribution of Loss Share Earnings | | | | | | | | | | | | | | | | | | | | | | | | | | | | \$ 2, | 750 |
| ommon shares issued and outstanding | 101 | ,013 | 10 | 1,664 | 1 | 01,651 | 1 | 01,666 | 4 | 101,657 | 1 | 103,414 | 103,4 | 176 | 103,530 | 1 | 03,626 | 104 | ,149 | 104,1 | 67 | 104,141 | 1 | 104, 167 | 10 | 5,839 | 106,801 | 106, | 822 |
| ook value per common share | \$ 1 | 9.09 | \$: | 19.47 | \$ | 19.82 | \$ | 20.07 | \$ | 20.19 | \$ | 20.46 | \$ 20 | .74 | \$ 21.35 | \$ | 21.65 | \$ 2 | 1.74 | \$ 22. | 38 | \$ 22.79 | \$ | 23.22 | \$ 3 | 23.71 | \$ 24.16 | \$ 24 | 4.56 |
| angible book value per common share | \$ 1 | 8.41 | \$ | 18.80 | \$ | 19.14 | \$ | 19.39 | \$ | 19.52 | \$ | 19.80 | \$ 19 | .98 | \$ 20.59 | \$ | 20.90 | \$ 2 | 0.99 | \$ 21. | 63 | \$ 22.04 | \$ | 22.47 | \$ 3 | 22.98 | \$ 23.44 | \$ 23 | 3.83 |
| ro-forma tangible book value per common | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| hare, with estimated future contribution of | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| oss Share Earnings | | | | | | | | | | | | | | | | | | | | | | | | | | | | \$ 25 | 5.74 |
| stimated Future Contribution of Loss Share Earnings | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| stimated future accretion | | | | | | | | | | | | | | | | | | | | | | | | | | | | s | 511 |
| expected amortization of FDIC Indemnification Asset | | | | | | | | | | | | | | | | | | | | | | | | | | | | * | 174 |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 337 |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | 133 |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| ///// / / | | | | | | | | | | | | | | | | | | | | | | | | | | | | <u> </u> | _ |
| Gross earnings on loss share through termination come taxes (at 39.5%) Estimated Future Contribution of Loss Share Earnings | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

(1) Calculation variances of \$0.1 million in the table above are due to rounding.

Reconciliation of Non-GAAP Measures **BankUnited**

Net income and earnings per diluted share excluding the impact of a discrete income tax benefit and related professional fees are non-GAAP financial measures. Management believes disclosure of these measures enhances readers' ability to compare the Company's performance for the quarter ended September 30, 2015 and fiscal year 2015 to other periods presented. The following table reconciles these non-GAAP financial measurements to the comparable GAAP financial measurements of net income and earnings per diluted share for the periods indicated.

| | | rter Ended 30/2015 | | Y 2015 |
|--|---------|-----------------------|----|---------|
| (\$ in millions, except for per share data; shares in thousands) | 9/ | 30/2015 | 1 | (1) |
| Net Income (GAAP) | \$ | 102.3 | \$ | 251.7 |
| Less discrete income tax benefit | | (49.3) | | (49.3 |
| Add back related professinal fees, net of tax of \$524 | | 0.8 | | 0.8 |
| | \$ | 53.8 | \$ | 203.1 |
| Diluted earnings per common share, excluding the impact of a discrete income tax benefit and related professional fees: | | | | |
| Diluted earnings per common share (GAAP) | \$ | 0.95 | \$ | 2.35 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees (non-GAAP) | | (0.47) | | (0.47 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities (non-GAAP) | | 0.02 | | 0.02 |
| Diluted earnings per common share, excluding the impact of a discrete income tax benefit and related professional fees (non-GAAP) | \$ | 0.50 | \$ | 1.90 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees: | 1111 | | 1 | ///// |
| Discrete income tax benefit and related professional fees, net of tax | \$ | (48.5) | \$ | (48.5 |
| Weighted average shares for diluted earnings per share (GAAP) | ()///// | 103,317 | 77 | 102,972 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees (non-GAAP) | s | (0.47) | \$ | (0.47 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities: | ///// | 71111 | // | |
| Discrete income tax benefit and related professional fees, net of tax, allocated to participating securities | s | 1.9 | \$ | 1.9 |
| Weighted average shares for diluted earnings per share (GAAP) | | 103,317 | | 102,972 |
| Impact on diluted earnings per common share of discrete income tax benefit and related professional fees allocated to participating securities (non-GAAP) | s | 0.02 | \$ | 0.02 |

(1) Calculation variances of \$0.1 million in the table above are due to rounding.



BankUnited, Inc.

November 2017