SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

BankUnited, Inc.

(Name of Issuer)

Common Stock, $0.01 par value per share

(Title of Class of Securities)

(CUSIP Number)

HOLDCO ASSET MANAGEMENT, LP
515 E. Las Olas Blvd., Suite 1010,
Fort Lauderdale, FL, 33301
954-433-6862

MEAGAN REDA, ESQ.
OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas
New York, NY, 10019
212-451-2300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

10/21/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1	Name of reporting person HoldCo Opportunities Fund V, L.P.

2	Check the appropriate box if a member of a Group (See Instructions)	☐ (a) ☐ (b)
3	SEC use only	
4	Source of funds (See Instructions)	WC
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	☐
6	Citizenship or place of organization	DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power	0.00
	8 Shared Voting Power	3,535,282.00
	9 Sole Dispositive Power	0.00
	10 Shared Dispositive Power	3,535,282.00
11	Aggregate amount beneficially owned by each reporting person	3,535,282.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	☐
13	Percent of class represented by amount in Row (11)	5.0 %
14	Type of Reporting Person (See Instructions)	PN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person	VM GP X LLC
2	Check the appropriate box if a member of a Group (See Instructions)	☐ (a) ☐ (b)
3	SEC use only	
4	Source of funds (See Instructions)	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	☐
6	Citizenship or place of organization	

	DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,535,282.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,535,282.00
11	Aggregate amount beneficially owned by each reporting person 3,535,282.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 5.0 %	
14	Type of Reporting Person (See Instructions) OO	

SCHEDULE 13D

CUSIP No.

1	Name of reporting person HoldCo Asset Management, LP	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization DELAWARE	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,535,282.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,535,282.00

11	Aggregate amount beneficially owned by each reporting person	3,535,282.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	☐
13	Percent of class represented by amount in Row (11)	5.0 %
14	Type of Reporting Person (See Instructions)	IA, PN

SCHEDULE 13D

CUSIP No.

1	Name of reporting person	VM GP II LLC
2	Check the appropriate box if a member of a Group (See Instructions)	☐ (a) ☐ (b)
3	SEC use only	
4	Source of funds (See Instructions)	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)	☐
6	Citizenship or place of organization	DELAWARE
Number of Shares Beneficially Owned by Each Reporting Person With:	7 Sole Voting Power	0.00
	8 Shared Voting Power	3,535,282.00
	9 Sole Dispositive Power	0.00
	10 Shared Dispositive Power	3,535,282.00
11	Aggregate amount beneficially owned by each reporting person	3,535,282.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)	☐
13	Percent of class represented by amount in Row (11)	5.0 %
14	Type of Reporting Person (See Instructions)	OO

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Zaitzeff Michael	
2	Check the appropriate box if a member of a Group (See Instructions) ☐ (a) ☐ (b)	
3	SEC use only	
4	Source of funds (See Instructions) OO	
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐	
6	Citizenship or place of organization UNITED STATES	
Number of Shares Beneficially Owned by Each Reporting Person With:	7	Sole Voting Power 0.00
	8	Shared Voting Power 3,535,282.00
	9	Sole Dispositive Power 0.00
	10	Shared Dispositive Power 3,535,282.00
11	Aggregate amount beneficially owned by each reporting person 3,535,282.00	
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions) ☐	
13	Percent of class represented by amount in Row (11) 5.0 %	
14	Type of Reporting Person (See Instructions) IN	

SCHEDULE 13D

CUSIP No.

1	Name of reporting person Vikaran Ghei
2	Check the appropriate box if a member of a Group (See Instructions)

☐ (a)
☐ (b)

3 SEC use only

4 Source of funds (See Instructions)
OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
☐

6 Citizenship or place of organization
UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:

7 Sole Voting Power
0.00

8 Shared Voting Power
3,535,282.00

9 Sole Dispositive Power
0.00

10 Shared Dispositive Power
3,535,282.00

11 Aggregate amount beneficially owned by each reporting person
3,535,282.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
☐

13 Percent of class represented by amount in Row (11)
5.0 %

14 Type of Reporting Person (See Instructions)
IN

SCHEDULE 13D

Item 1. Security and Issuer

(a) Title of Class of Securities:
Common Stock, $0.01 par value per share

(b) Name of Issuer:
BankUnited, Inc.

(c) Address of Issuer's Principal Executive Offices:
14817 OAK LANE, MIAMI LAKES, FLORIDA , 33016.

Item 1 Comment: The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 2. Identity and Background

(a) This statement is filed by: (i) HoldCo Opportunities Fund V, L.P., a Delaware limited partnership ("Fund V"), with respect to the shares of Common Stock, $0.01 par value per share (the "Shares"), of BankUnited, Inc. (the "Issuer"), directly and beneficially owned by it; (ii) VM GP X LLC, a Delaware limited liability company ("VM GP X"), as the general partner of Fund V; (iii) HoldCo Asset Management, LP, a Delaware limited partnership ("HoldCo"), as the investment manager of Fund V; (iv) VM GP II LLC, a Delaware limited liability company ("HoldCo GP"), as the general partner of HoldCo; (v) Michael Zaitzeff, as a Managing Member of each of VM GP X and HoldCo GP; and (vi) Vikaran Ghei, as a Managing Member of each of VM GP X and HoldCo GP. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that

certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of HoldCo, HoldCo GP, Fund V, VM GP X, and Messrs. Zaitzeff and Ghei is c/o HoldCo Asset Management, LP, 515 East Las Olas Blvd., Suite 1010, Fort Lauderdale, Florida 33301.

(c) The principal business of Fund V is investing in securities. VM GP X serves as the general partner of Fund V. HoldCo is a registered investment adviser and serves as the investment manager of Fund V. HoldCo GP serves as the general partner of HoldCo. The principal occupation of each of Mr. Zaitzeff and Mr. Ghei is investment management. Messrs. Zaitzeff and Ghei serve as Managing Members of each of VM GP X and HoldCo GP.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Messrs. Zaitzeff and Ghei are citizens of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The Shares purchased by Fund V were purchased with working capital and may be held from time to time in margin accounts established with its brokers or banks. Securities positions held in such margin accounts, including the Shares, may be pledged as collateral security for the repayment of debit balances in such accounts. The aggregate purchase price of the 3,535,282 Shares beneficially owned by Fund V is approximately $135,628,306, including brokerage commissions.

Item 4. Purpose of Transaction

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable. The Reporting Persons have engaged, and expect to continue to engage, in discussions with certain members of the Issuer's management team and Board of Directors (the "Board") regarding opportunities to enhance shareholder value. No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board, engaging in discussions with stockholders of the Issuer or other third parties about the Issuer and the Reporting Persons' investment, including potential business combinations or dispositions involving the Issuer or certain of its businesses, making recommendations or proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition), potential business combinations or dispositions involving the Issuer or certain of its businesses, or suggestions for improving the Issuer's financial and/or operational performance, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer

(a) The percentages used in this Schedule 13D are based on 70,188,199 Shares outstanding as of September 30, 2026, which is the total number of Shares outstanding as disclosed in the Issuer's press release issued on October 21, 2026 filed as Exhibit 99.1 to the Issuer's Form 8-K filed with the Securities and Exchange Commission on October 21, 2026. See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of Shares and percentage of the Shares beneficially owned by each of the Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) See rows (7) through (10) of the cover pages to this Schedule 13D for the number of Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and the sole or shared power to dispose or to direct the disposition.

(c) No Reporting Person has effected any transactions in the Shares during the past sixty days.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On October 28, 2026, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 - Joint Filing Agreement, dated October 28, 2026.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

HoldCo Opportunities Fund V, L.P.

Signature: /s/ Michael Zaitzeff
Name/Title: Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

VM GP X LLC

Signature: /s/ Michael Zaitzeff
Name/Title: Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

HoldCo Asset Management, LP

Signature: /s/ Michael Zaitzeff
Name/Title: Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

VM GP II LLC

Signature: /s/ Michael Zaitzeff
Name/Title: Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

Zaitzeff Michael

Signature: /s/ Michael Zaitzeff
Name/Title: Michael Zaitzeff
Date: 10/28/2026

Vikaran Ghei

Signature: /s/ Vikaran Ghei
Name/Title: Vikaran Ghei
Date: 10/28/2026

Exhibit 99.1

Joint Filing Agreement

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including additional amendments thereto) with respect to the shares of Common Stock, $0.01 par value per share, of BankUnited, Inc., a Delaware corporation. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

HoldCo Opportunities Fund V, L.P.

By: /s/ Michael Zaitzeff
Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

VM GP X LLC

By: /s/ Michael Zaitzeff
Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

HoldCo Asset Management, LP

By: /s/ Michael Zaitzeff
Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

VM GP II LLC

By: /s/ Michael Zaitzeff
Michael Zaitzeff, Authorized Signatory
Date: 10/28/2026

Zaitzeff Michael

By: /s/ Michael Zaitzeff
Michael Zaitzeff
Date: 10/28/2026

Vikaran Ghei

By: /s/ Vikaran Ghei
Vikaran Ghei
Date: 10/28/2026