

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

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CROSSFIRST BANKSHARES, INC.

(Exact name of registrant as specified in its charter)

Kansas
(State or other jurisdiction of Incorporation or organization)

26-3212879
(I.R.S. Employer Identification No.)

11440 Tomahawk Creek Parkway
Leawood, KS
(Address of Principal Executive Offices)

66211
(Zip Code)

CROSSFIRST BANKSHARES, INC.
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Aisha Reynolds
General Counsel & Corporate Secretary
11440 Tomahawk Creek Parkway
Leawood, Kansas 66211
(Name and address of agent for service)

(913) 312-6822
(Telephone number, including area code, of agent for service)

with copies of communications to:

C. Robert Monroe, Esq.
James S. Swenson, Esq.
B. Scott Gootee, Esq.
Stinson LLP
1201 Walnut, Suite 2900
Kansas City, Missouri 64106
(816) 842-8600

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
Emerging growth company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.01 per share	750,000	\$14.36	\$10,770,000	\$998.38

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers an aggregate of 750,000 additional shares of common stock of value \$0.01 per share (the "Common Stock") of CrossFirst Bankshares, Inc., a Kansas corporation (the "Company" or "Registrant") reserved for issuance under the CrossFirst Bankshares, Inc. Employee Stock Purchase Plan (the "Plan"). Pursuant to the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an aggregate of 750,000 additional shares of Common Stock that become issuable under the Plan as may be necessary to adjust the number of shares issued pursuant to the Plan as a result of stock splits, stock dividends or similar transactions.
- (2) The proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined solely for the purpose of calculating the registration fee pursuant to paragraphs (c) and (h)(1) of Rule 457 under the Securities Act and are based upon the average of the high and low prices of the Registrant's Common Stock reported on the Nasdaq Global Select Market on October 22, 2020.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by the Company for purposes of registering an additional 750,000 shares of Common Stock reserved for issuance under the Plan, as approved by the Company's stockholders at the Company's 2021 annual meeting of stockholders.

Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the the Registration Statement on Form S-8 (File No. 333-239636) filed by the Company with the Securities and Exchange Commission on July 2, 2020.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
<u>4.1*</u>	<u>Articles of Incorporation of CrossFirst Bankshares, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Form S-1 filed on July 18, 2019, File No. 333-232704)</u>
<u>4.2*</u>	<u>Amendment to Articles of Incorporation of CrossFirst Bankshares, Inc. (incorporated by reference to the Registrant's Form S-1 filed on July 18, 2019, File No. 333-232704)</u>
<u>4.3*</u>	<u>Bylaws of CrossFirst Bankshares, Inc. (incorporated by reference to Exhibit 3.3 to the Registrant's Form filed on July 18, 2019, File No. 333-232704)</u>
<u>5.1</u>	<u>Opinion of Stinson LLP regarding legality</u>
<u>23.1</u>	<u>Consent of BKD, LLP</u>
<u>23.2</u>	<u>Consent of Stinson LLP (included in Exhibit 5.1)</u>
<u>24.1</u>	<u>Power of Attorney (included in the signature page to this Registration Statement)</u>
<u>99.1*</u>	<u>CrossFirst Bankshares, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Form S-8 filed on July 2, 2020, File No. 333-239636)</u>
<u>99.2</u>	<u>First Amendment to the CrossFirst Bankshares, Inc. Employee Stock Purchase Plan</u>

* Incorporated herein by reference as indicated.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Leawood, State of Kansas, on this 26th day of October, 2021.

CROSSFIRST BANKSHARES, INC.

By: /s/ Michael J. Maddox
Michael J. Maddox
President and Chief Executive Officer
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below appoints Michael J. Maddox, Benjamin R. Clouse and Aisha Reynolds, and each of them (with full power to each of them to act for and on behalf of the other) his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, to sign and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including amendments, post-effective amendments) to this Registration Statement on Form S-8 and to file the same with all necessary and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitute or substitutes, may fully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Rod Brenneman</u> Rod Brenneman	Director (Chairman)	October 26, 2021
<u>/s/ Michael J. Maddox</u> Michael J. Maddox	Director, President and Chief Executive Officer (Principal Executive Officer)	October 26, 2021
<u>/s/ Benjamin R. Clouse</u> Benjamin R. Clouse	Chief Financial Officer (Principal Financial and Accounting Officer)	October 26, 2021
<u>/s/ David O'Toole</u> David O'Toole	Director	October 26, 2021
<u>/s/ George Bruce</u> George Bruce	Director	October 26, 2021
<u>/s/ Steven W. Caple</u> Steven W. Caple	Director	October 26, 2021
<u>/s/ Ron Geist</u> Ron Geist	Director	October 26, 2021
<u>/s/ Jennifer Grigsby</u> Jennifer Grigsby	Director	October 26, 2021
<u>/s/ George E. Hansen III</u> George E. Hansen III	Director	October 26, 2021
<u>/s/ Lance Humphreys</u> Lance Humphreys	Director	October 26, 2021
<u>/s/ Mason King</u> Mason King	Director	October 26, 2021
<u>/s/ James Kuykendall</u> James Kuykendall	Director	October 26, 2021
<u>/s/ Kevin Rauckman</u> Kevin Rauckman	Director	October 26, 2021
<u>/s/ Michael Robinson</u> Michael Robinson	Director	October 26, 2021
<u>/s/ Grey Stogner</u> Grey Stogner	Director	October 26, 2021
<u>/s/ Stephen K. Swinson</u> Stephen K. Swinson	Director	October 26, 2021

October 26, 2021

CrossFirst Bankshares, Inc.
11440 Tomahawk Creek Parkway
Leawood, Kansas 66211

Re: Issuance of Securities Covered by Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to CrossFirst Bankshares, Inc., a Kansas corporation (the "Company"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") by the Company on or about the date hereof under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to up to 750,000 shares (the "Shares") of the Company's common stock, \$0.01 par value per share (the "Common Stock"), to be issued pursuant to the Company's Employee Stock Purchase Plan (the "Plan"). The Registration Statement also relates to such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan (collectively with the Shares, the "Securities").

In connection with this opinion, we have examined the Registration Statement and originals or copies, certified or otherwise identified to our satisfaction, of such records, agreements and instruments of the Company, certificates of public officials and of officers of the Company and such other documents and records, and such matters of law, as we have deemed necessary as a basis for the opinions hereinafter expressed, including the Company's Articles of Incorporation, as amended (the "Charter"), and the Company's Bylaws (the "Bylaws").

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as the originals, and the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of documents submitted to us as copies. We have also assumed the genuineness of the signatures of persons appearing in documents in connection with which this opinion is rendered. As to any facts material to the opinion expressed which we have not independently established or verified, we have relied upon the statements and representations of officers and other representatives of the Company and others. This opinion assumes that the provisions of the Charter and Bylaws will not be amended after the date hereof. This opinion further assumes compliance both in the past and in the future with the terms of the Plan by the Company and its employees, officers, board of directors and any committee appointed to administer the Plan.

We express no opinion as to matters under or involving the laws of any jurisdiction other than the General Corporation Code (including the statutory provisions, the applicable provisions of the Kansas Constitution and reported judicial decisions interpreting the foregoing). We advise you that the issues addressed by this opinion may be governed in whole or in part by other laws, and we express no opinion as to whether any relevant difference between the laws upon which our opinion is based and any other laws that may actually govern.

Based upon and subject to the foregoing, and having regard for such legal considerations as we have relevantly deemed the issuance and sale of said Securities for the consideration and upon the terms and conditions set forth in the Plan, said Securities will be legally issued, fully paid and non-assessable.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or beyond that expressly stated herein. This opinion is rendered on the date hereof and we have no continuing obligation to inform you of changes of law, including judicial interpretations of law, or of facts of which we become aware after the date hereof.

We consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules of the Commission.

1201 Walnut Street, Suite 2900, Kansas City, MO 64106
STINSON LLP STINSON.COM

CrossFirst Bankshares, Inc.
October 26, 2021
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Very truly yours,

STINSON LLP

/s/ Stinson LLP

Consent of Independent Registered Public Accounting Firm

To the Shareholders, Board of Directors and Audit Committee
CrossFirst Bankshares, Inc.
Leawood, Kansas

We consent to the incorporation by reference in this Registration Statement on Form S-8 of CrossFirst Bankshares, Inc. (the “Company”), of our report dated February 26, 2021, on our audits of the consolidated financial statements of the Company as of December 31, 2020 and 2019, and for each of the years in the three-year period ended December 31, 2020.

/s/ BKD, LLP
Kansas City, Missouri
October 26, 2021

Exhibit 99.2

**FIRST AMENDMENT TO
THE CROSSFIRST BANKSHARES, INC.
EMPLOYEE STOCK PURCHASE PLAN**

As Amended and Restated Effective May 11, 2021

Pursuant to Sections 18.8 and 18.10 of the CrossFirst Bankshares, Inc. Employee Stock Purchase Plan (the "Plan") and at the direction of the Compensation Committee of the Board of Directors, CrossFirst Bankshares, Inc. (the "Company") hereby amends the Plan as follows:

1.

Effective as of May 11, 2021, Section 13.1 of the Plan shall be amended to read as follows:

13.1 Number of shares of Common Stock. A total of 950,000 shares of Common Stock have been reserved as authorized for the grant of options under the Plan. The shares of Common Stock may be newly issued shares of Common Stock or shares of Common Stock acquired from other stockholders.

2.

Except as specifically set forth herein, the terms of the Plan shall remain in full force and effect.

IN WITNESS WHEREOF the Company has caused this First Amendment to be executed on the date set forth above.

CrossFirst Bankshares, Inc.

By: /s/ Michael J. Maddox
Michael J. Maddox
Chief Executive Officer