

SOUTHSIDE BANCSHARES INC

Form 424B3

September 05, 2014

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[TABLE OF CONTENTS](#)

[INDEX TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION](#)

[TABLE OF CONTENTS](#)

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Joint Proxy Statement/Prospectus

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Southside Bancshares, Inc. and the Stockholders of OmniAmerican Bancorp, Inc.:

On April 28, 2014, Southside Bancshares, Inc., or Southside, Omega Merger Sub, Inc., a wholly owned subsidiary of Southside, or Merger Sub, and OmniAmerican Bancorp, Inc., or OmniAmerican, entered into an Agreement and Plan of Merger, which we refer to as the merger agreement. Pursuant to the merger agreement, Merger Sub will merge with and into OmniAmerican, with OmniAmerican as the surviving corporation, which we refer to as the first merger. Immediately after the first merger, OmniAmerican will merge with and into Southside, with Southside as the surviving corporation, which we refer to as the second merger. Immediately after the second merger, OmniAmerican Bank, a wholly owned bank subsidiary of OmniAmerican, will merge with and into Southside's wholly owned bank subsidiary, Southside Bank, with Southside Bank as the surviving bank, which we refer to as the bank merger. We refer to the first merger, the second merger and the bank merger collectively as the mergers.

If the first merger is completed, each share of OmniAmerican common stock will be converted into the right to receive: (1) 0.4459 of a share of Southside common stock, which we refer to as the stock consideration, and (2) \$13.125 in cash, which we refer to as the cash consideration. We collectively refer to the stock consideration and the cash consideration as the merger consideration. The number of shares of Southside common stock currently expected to be delivered to holders of shares of OmniAmerican common stock upon completion of the first merger is approximately 5,017,964 shares, based on the number of shares of OmniAmerican common stock outstanding as of August 29, 2014 and assuming the exercise in full of all outstanding and unexercised stock options. OmniAmerican stockholders will own approximately 21% of Southside if the first merger is completed.

The market value of the merger consideration will fluctuate with the market price of Southside common stock and will not be known at the time OmniAmerican stockholders vote on the first merger. Southside common stock is currently quoted on the NASDAQ Global Select Market under the symbol "SBSI." On April 28, 2014, the last trading day before the announcement of the mergers, the last reported sale price of Southside common stock was \$30.46 per share, and, on September 4, 2014, the last reported sale price of Southside common stock was \$31.68 per share. **We urge you to obtain current market quotations for the price of Southside and OmniAmerican common stock.**

Each of Southside and OmniAmerican expects that the first merger and the second merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, with the result that the portion of OmniAmerican common stock exchanged for Southside shares will generally be tax-free and the portion of the OmniAmerican common stock exchanged for cash will generally be taxable as capital gain.

Southside and OmniAmerican will each hold a special meeting of its shareholders and stockholders, respectively, in connection with the mergers. OmniAmerican stockholders will be asked to consider and vote upon (1) a proposal to approve the first merger, (2) a proposal to approve, on an advisory (non-binding) basis, certain compensation that will or may become payable to OmniAmerican's named executive officers in connection with the first merger, and (3) a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the first merger. Southside shareholders will be asked to vote on a proposal to approve the issuance of shares of Southside common stock to OmniAmerican stockholders in connection with the first merger (which we refer to as the Southside share issuance proposal) and will also be asked to approve a proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Southside share issuance proposal.

The special meeting of Southside shareholders will be held on Tuesday, October 14, 2014 at Southside's headquarters located at 1201 South Beckham Avenue, Tyler, Texas, at 4:30 p.m. local time. The special meeting of OmniAmerican stockholders will be held on Tuesday, October 14, 2014 at OmniAmerican's headquarters located at 1320 South University Drive, Fort Worth, Texas, at 10:00 a.m. local time.

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Your vote is important. We cannot complete the mergers unless OmniAmerican's stockholders approve the first merger and Southside's shareholders approve the Southside share issuance proposal as described in this joint proxy statement/prospectus. **Regardless of whether or not you plan to attend your special meeting, please take the time to authorize a proxy to vote your shares in accordance with the instructions contained in this joint proxy statement/prospectus.**

OmniAmerican's board of directors has determined that the merger agreement and transactions contemplated thereby, including the mergers, are advisable and in the best interests of OmniAmerican's stockholders, has unanimously approved the merger agreement and the mergers and unanimously recommends that OmniAmerican stockholders vote "FOR" a proposal to approve the first merger, "FOR" a proposal to approve, on an advisory (non-binding) basis, certain compensation that will or may become payable to OmniAmerican's named executive officers in connection with the first merger and "FOR" a proposal to adjourn the OmniAmerican special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the first merger.

Southside's board of directors has determined that the merger agreement and the transactions contemplated thereby, including the mergers and the share issuance, are advisable and in the best interests of Southside and its shareholders, has unanimously approved the merger agreement and unanimously recommends that Southside shareholders vote "FOR" a proposal to approve the share issuance and "FOR" a proposal to adjourn the Southside special meeting, if necessary or appropriate, to solicit additional proxies in favor of the proposal to approve the share issuance.

This joint proxy statement/prospectus describes the special meetings, the mergers, the documents related to the mergers and other related matters. **Please carefully read this entire joint proxy statement/prospectus, including "Risk Factors," beginning on page 25, for a discussion of the risks relating to the proposed mergers.** You also can obtain information about Southside and OmniAmerican from documents that they have filed with the Securities and Exchange Commission.

If you have any questions concerning the mergers, OmniAmerican stockholders should please contact Keishi High, Investor Relations, 1320 South University Drive, Suite 900, Fort Worth, Texas 76107 at (817) 367-4640, and Southside shareholders should please contact Lee Gibson, Senior Executive Vice President and Chief Financial Officer, 1201 South Beckham Avenue, Tyler, Texas 75711 at (903) 533-7221. We look forward to seeing you at the meetings.

/s/ SAM DAWSON

/s/ TIM CARTER

Sam Dawson
President and Chief Executive Officer
Southside Bancshares, Inc.

Tim Carter
President and Chief Executive Officer
OmniAmerican Bancorp, Inc.

Neither the Securities and Exchange Commission, the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency, the Federal Deposit Insurance Corporation, nor any state securities commission or any other bank regulatory agency has approved or disapproved the securities to be issued in the first merger or determined if this joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The securities to be issued in the first merger are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either Southside or OmniAmerican, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of this joint proxy statement/prospectus is September 5, 2014, and it is first being mailed or otherwise delivered to the shareholders of Southside and the stockholders of OmniAmerican on or about September 11, 2014.

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To the Shareholders of Southside Bancshares, Inc.:

Southside Bancshares, Inc., a Texas corporation, or Southside, will hold a special meeting of shareholders at 4:30 p.m. local time, on Tuesday, October 14, 2014, at Southside's headquarters located at 1201 South Beckham Avenue, Tyler, Texas 75701 to consider and vote upon the following matters:

1. a proposal to approve the issuance of shares of Southside common stock to the stockholders of OmniAmerican Bancorp, Inc., a Maryland corporation, or OmniAmerican, in connection with the merger of Omega Merger Sub, Inc., a Maryland corporation and wholly owned subsidiary of Southside, with and into OmniAmerican, with OmniAmerican as the surviving corporation, which we refer to as the first merger, as more fully described in the accompanying joint proxy statement/prospectus. We refer to this proposal as the Southside share issuance proposal; and
2. a proposal to approve one or more adjournments of the Southside special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Southside share issuance proposal, if there are insufficient votes at the time of such adjournment to approve the Southside share issuance proposal, which we refer to as the Southside adjournment proposal.

We have fixed the close of business on August 29, 2014 as the record date for the Southside special meeting. Only holders of record of Southside common stock at that time are entitled to notice of, and to vote at, the Southside special meeting, or any adjournment or postponement of the Southside special meeting. The approval of the Southside share issuance proposal requires the affirmative vote of holders of at least a majority of Southside's common stock entitled to vote and represented in person or by proxy at the Southside special meeting, assuming a quorum is present.

Immediately after the first merger, OmniAmerican will merge with and into Southside, with Southside as the surviving corporation, which we refer to as the second merger. Immediately after the second merger, OmniAmerican Bank, a wholly owned bank subsidiary of OmniAmerican, will merge with and into Southside Bank, Southside's wholly owned bank subsidiary, with Southside Bank as the surviving bank, which we refer to as the bank merger. We refer to the first merger, the second merger and the bank merger collectively as the mergers.

Southside's board of directors has unanimously approved the merger agreement, has determined that the merger agreement and the transactions contemplated thereby, including the mergers and the share issuance, are advisable and in the best interests of Southside and its shareholders, and unanimously recommends that Southside shareholders vote "FOR" the Southside share issuance proposal and "FOR" the Southside adjournment proposal.

Your vote is very important. We cannot complete the mergers unless Southside's common shareholders approve the share issuance.

Regardless of whether you plan to attend the Southside special meeting, please vote as soon as possible. If you hold stock in your name as a shareholder of record of Southside, please complete, sign, date and return the accompanying proxy card in the enclosed postage-paid return envelope. If you hold your stock in "street name" through a bank or broker, please follow the instructions on the voting instruction card furnished by the record holder.

The enclosed joint proxy statement/prospectus provides a detailed description of the special meeting, the mergers, the documents related to the mergers and other related matters. We urge you to read the joint proxy statement/prospectus, including any documents incorporated in the joint proxy statement/prospectus by reference, and its annexes carefully and in their entirety. If you have any questions concerning the mergers or the joint proxy statement/prospectus, would like additional copies of the joint proxy statement/prospectus or need help voting your shares of Southside common stock,

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please contact Susan Hill, Investor Relations, 1201 South Beckham Avenue, Tyler, Texas 75701 at (903) 531-7220 or susan.hill@southside.com.

BY ORDER OF THE BOARD OF DIRECTORS,

/s/ B.G. HARTLEY

B.G. Hartley
Chairman of the Board

Tyler, Texas

September 5, 2014

Table of Contents

OMNIAMERICAN BANCORP, INC.

**1320 South University Drive, Suite 900
Fort Worth, Texas 76107
(817) 367-4640**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held on October 14, 2014**

To the Stockholders of OmniAmerican Bancorp, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of OmniAmerican Bancorp, Inc., a Maryland corporation, referred to as OmniAmerican, will be held at OmniAmerican's headquarters located at 1320 South University Drive, Fort Worth, Texas, on Tuesday, October 14, 2014, at 10:00 a.m. local time, to consider and vote upon the following matters:

1. a proposal to approve the merger of Omega Merger Sub, Inc., a Maryland corporation and wholly owned subsidiary of Southside Bancshares, Inc., a Texas corporation, or Southside, with and into OmniAmerican, with OmniAmerican as the surviving corporation, which we refer to as the first merger, as more fully described in the attached joint proxy statement/prospectus. We refer to this proposal as the OmniAmerican merger proposal;
2. a proposal to approve, on an advisory (non-binding) basis, certain compensation that will or may become payable to OmniAmerican's named executive officers in connection with the first merger, which we refer to as the OmniAmerican compensation proposal; and
3. a proposal to approve one or more adjournments of the OmniAmerican special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of such adjournment to approve the OmniAmerican merger proposal, which we refer to as the OmniAmerican adjournment proposal.

OmniAmerican will transact no other business at the special meeting or any adjournment or postponement thereof. Only holders of record of OmniAmerican common stock at the close of business on August 29, 2014, the record date established for the OmniAmerican special meeting, are entitled to notice of, and to vote at, the special meeting or at any adjournment or postponement thereof.

Immediately after the first merger, OmniAmerican will merge with and into Southside, with Southside as the surviving corporation, which we refer to as the second merger. Immediately after the second merger, OmniAmerican Bank, a wholly owned bank subsidiary of OmniAmerican, will merge with and into Southside's wholly owned bank subsidiary, Southside Bank, with Southside Bank as the surviving bank, which we refer to as the bank merger. We refer to the first merger, the second merger and the bank merger collectively as the mergers.

We encourage you to read carefully the accompanying joint proxy statement/prospectus, including its annexes and any documents incorporated in the joint proxy statement/prospectus by reference, as it sets forth detailed information about the OmniAmerican merger proposal, the OmniAmerican compensation proposal, the OmniAmerican adjournment proposal and other important information related to the merger. A copy of the merger agreement is included as Annex A to the attached joint proxy statement/prospectus.

Your vote is very important, regardless of the number of shares you own. If you hold stock in your name as a stockholder of record of OmniAmerican, we encourage you to authorize a proxy to vote your shares at the special meeting by telephone or on the Internet, or by completing, signing, dating and returning your proxy card as promptly as possible in the accompanying reply envelope, whether or not you plan to attend the special meeting. If you are unable to attend in person and you

Table of Contents

return your properly executed proxy card in time for the special meeting, your shares will be voted at the special meeting in accordance with your instructions as reflected in your proxy. Properly executed proxies that do not contain voting instructions will be voted "FOR" the OmniAmerican merger proposal, "FOR" the OmniAmerican compensation proposal and "FOR" the OmniAmerican adjournment proposal, if necessary or appropriate. If you attend the OmniAmerican special meeting, you may revoke your proxy and vote in person if you wish, even if you have previously returned your proxy card. If you hold stock in "street name" through a bank, brokerage firm or other nominee, please follow the instructions on the voting instruction card furnished by the bank, brokerage firm or other nominee.

OmniAmerican's board of directors has unanimously recommended that you vote "FOR" the OmniAmerican merger proposal, "FOR" the OmniAmerican compensation proposal and "FOR" the OmniAmerican adjournment proposal, if necessary or appropriate.

You will not be entitled to exercise appraisal rights under Maryland law in connection with the first merger and the transactions contemplated by the merger agreement.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE OMNIAMERICAN SPECIAL MEETING TO BE HELD ON OCTOBER 14, 2014: The Notice and the Joint Proxy Statement/Prospectus are available at www.omniamerican.com/proxy.

By Order of the Board of Directors,

/s/ MARY-MARGARET LEMONS

Mary-Margaret Lemons

Corporate Secretary

September 5, 2014

A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

If you have questions about the proposals or about voting your shares, please call OmniAmerican Investor Relations at (817) 367-4640.

Table of Contents

REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about Southside and OmniAmerican from documents filed with or furnished to the Securities and Exchange Commission, or SEC, that are not included in or delivered with this joint proxy statement/prospectus. You can obtain any of the documents filed with or furnished to the SEC by Southside or OmniAmerican at no cost from the SEC's website at <http://www.sec.gov>. You may also request copies of these documents, including documents incorporated by reference in this joint proxy statement/prospectus, at no cost by contacting the appropriate company at the following address:

Southside Bancshares, Inc.
1201 South Beckham Avenue
Tyler, Texas 75701
Attention: Secretary
Telephone: (877) 639-3511

OmniAmerican Bancorp, Inc.
1320 South University Drive
Fort Worth, Texas 76107
Attention: Investor Relations
Telephone: (817) 367-4640

You will not be charged for any of these documents that you request. To obtain timely delivery of these documents, you must request them no later than five business days before the date of your special meeting. This means that Southside shareholders requesting documents must do so by October 6, 2014, in order to receive them before the Southside special meeting and OmniAmerican stockholders requesting documents must do so by October 6, 2014, in order to receive them before the OmniAmerican special meeting.

If you are a Southside shareholder and have questions about the share issuance or the Southside special meeting, need additional copies of this joint proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Susan Hill, Investor Relations, at the address and telephone number listed above or (903) 531-7220 or at susan.hill@southside.com.

In addition, if you are an OmniAmerican stockholder and have questions about the first merger or the OmniAmerican special meeting, need additional copies of this joint proxy statement/prospectus or need to obtain proxy cards or other information related to the proxy solicitation, you may contact Keishi High, Investor Relations, at the address and telephone number listed above.

You should rely only on the information contained in or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated September 5, 2014, and you should assume that the information in this document is accurate only as of such date. You should assume that the information incorporated by reference into this document is accurate as of the date of such document. Neither the mailing of this document to OmniAmerican stockholders or Southside shareholders nor the issuance by Southside of shares of Southside common stock in connection with the first merger will create any implication to the contrary.

This document does not constitute an offer to sell, or a solicitation of an offer to buy any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding OmniAmerican has been provided by OmniAmerican and information contained in this document regarding Southside has been provided by Southside. See "Where You Can Find More Information" for more details.

TABLE OF CONTENTS

| | Page |
|--|-----------|
| <u>QUESTIONS AND ANSWERS</u> | <u>1</u> |
| <u>SUMMARY</u> | <u>9</u> |
| <u>SELECTED HISTORICAL FINANCIAL INFORMATION OF SOUTHSIDE</u> | <u>18</u> |
| <u>SELECTED HISTORICAL FINANCIAL INFORMATION OF OMNIAMERICAN</u> | <u>20</u> |
| <u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u> | <u>22</u> |
| <u>UNAUDITED COMPARATIVE PER SHARE INFORMATION</u> | <u>24</u> |
| <u>RISK FACTORS</u> | <u>25</u> |
| <u>Risks Related to the Mergers</u> | <u>25</u> |
| <u>Risks Related to the Combined Company Following the Mergers</u> | <u>29</u> |
| <u>Risks Related to an Investment in the Combined Company's Common Stock</u> | <u>30</u> |
| <u>Risks Related to Tax</u> | <u>31</u> |
| <u>CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS</u> | <u>32</u> |
| <u>THE COMPANIES</u> | <u>34</u> |
| <u>Southside Bancshares, Inc.</u> | <u>34</u> |
| <u>OmniAmerican Bancorp, Inc.</u> | <u>34</u> |
| <u>THE SOUTHSIDE SPECIAL MEETING</u> | <u>35</u> |
| <u>General</u> | <u>35</u> |
| <u>Date, Time and Place</u> | <u>35</u> |
| <u>Purpose of the Southside Special Meeting</u> | <u>35</u> |
| <u>Recommendation of the Southside Board of Directors</u> | <u>35</u> |
| <u>Southside Record Date; Who Can Vote at the Southside Special Meeting</u> | <u>35</u> |
| <u>Quorum</u> | <u>36</u> |
| <u>Abstentions and Broker Non-Votes</u> | <u>36</u> |
| <u>Voting by Southside Trustees, Executive Officers and Significant Shareholders</u> | <u>36</u> |
| <u>Manner of Submitting Proxy</u> | <u>36</u> |
| <u>Shares held in "Street Name"</u> | <u>37</u> |
| <u>Revocation of Proxies or Voting Instructions</u> | <u>38</u> |
| <u>Tabulation of Votes</u> | <u>38</u> |
| <u>Solicitation of Proxies; Payment of Solicitation Expenses</u> | <u>38</u> |
| <u>Adjournment</u> | <u>38</u> |
| <u>Assistance</u> | <u>39</u> |
| <u>PROPOSALS SUBMITTED TO SOUTHSIDE SHAREHOLDERS</u> | <u>40</u> |
| <u>Southside Share Issuance Proposal</u> | <u>40</u> |
| <u>Southside Adjournment Proposal</u> | <u>40</u> |
| <u>Other Business</u> | <u>40</u> |
| <u>THE OMNIAMERICAN SPECIAL MEETING</u> | <u>41</u> |
| <u>General</u> | <u>41</u> |
| <u>Date, Time and Place</u> | <u>41</u> |
| <u>Purpose of the OmniAmerican Special Meeting</u> | <u>41</u> |
| <u>Recommendation of the OmniAmerican Board of Directors</u> | <u>41</u> |
| <u>OmniAmerican Record Date and Quorum</u> | <u>41</u> |
| <u>Vote Required for Approval</u> | <u>42</u> |
| <u>Abstentions; Failure to Vote</u> | <u>42</u> |
| <u>Voting on Proxies; Incomplete Proxies</u> | <u>42</u> |
| <u>Shares Held in Street Name</u> | <u>43</u> |
| <u>Participants in the OmniAmerican Bank Employee Stock Ownership Plan and the 401(k) Plan</u> | <u>44</u> |
| <u>Revocability of Proxies and Changes to an OmniAmerican Stockholder's Vote</u> | <u>44</u> |
| <u>Solicitation of Proxies</u> | <u>44</u> |
| <u>Attending the OmniAmerican Special Meeting</u> | <u>45</u> |
| <u>PROPOSALS SUBMITTED TO OMNIAMERICAN STOCKHOLDERS</u> | <u>46</u> |
| <u>OmniAmerican Merger Proposal</u> | <u>46</u> |

Table of Contents

| | Page |
|--|------|
| <u>Advisory (Non-Binding) OmniAmerican Compensation Proposal</u> | 46 |
| <u>OmniAmerican Adjournment Proposal</u> | 48 |
| <u>Other Matters to Come Before the OmniAmerican Special Meeting</u> | 48 |
| <u>THE MERGERS</u> | 49 |
| <u>General</u> | 49 |
| <u>Background of the Mergers</u> | 49 |
| <u>Southside's Reasons for the Mergers</u> | 57 |
| <u>OmniAmerican's Reasons for the Mergers</u> | 58 |
| <u>Opinion of Southside's Financial Advisor</u> | 62 |
| <u>Opinion of OmniAmerican's Financial Advisor</u> | 73 |
| <u>Board Composition and Management of Southside after the Mergers</u> | 86 |
| <u>Interests of OmniAmerican's Directors and Executive Officers in the Mergers</u> | 86 |
| <u>Litigation Relating to the Merger</u> | 95 |
| <u>Regulatory Approvals Required for the Mergers</u> | 95 |
| <u>U.S. Federal Income Tax Considerations</u> | 97 |
| <u>Accounting Treatment</u> | 101 |
| <u>No Dissenters' or Appraisal Rights</u> | 101 |
| <u>Exchange of Shares in the First Merger</u> | 102 |
| <u>Listing of Southside Common Stock</u> | 102 |
| <u>Deregistration of OmniAmerican Common Stock</u> | 102 |
| <u>THE MERGER AGREEMENT</u> | 103 |
| <u>Form, Effective Time and Closing of the Mergers</u> | 103 |
| <u>Organizational Documents of the Surviving Corporation</u> | 103 |
| <u>Officers of the Surviving Corporation</u> | 103 |
| <u>Board of Directors of the Surviving Corporation</u> | 104 |
| <u>Merger Consideration: Effects of the First Merger</u> | 104 |
| <u>Representations and Warranties</u> | 104 |
| <u>Definition of "Material Adverse Effect"</u> | 107 |
| <u>Covenants and Agreements</u> | 108 |
| <u>Conditions to Completion of the Mergers</u> | 114 |
| <u>Termination of the Merger Agreement</u> | 115 |
| <u>Effect of Termination</u> | 116 |
| <u>Termination Fee</u> | 116 |
| <u>Miscellaneous Provisions</u> | 117 |
| <u>ANCILLARY AGREEMENTS</u> | 118 |
| <u>Voting and Support Agreements</u> | 118 |
| <u>Employment Agreements</u> | 119 |
| <u>COMPARATIVE MARKET PRICES AND DIVIDENDS</u> | 120 |
| <u>DESCRIPTION OF CAPITAL STOCK</u> | 121 |
| <u>COMPARISON OF RIGHTS OF SOUTHSIDE SHAREHOLDERS AND OMNIAMERICAN STOCKHOLDERS</u> | 122 |
| <u>SHAREHOLDER PROPOSALS</u> | 133 |
| <u>Southside</u> | 133 |
| <u>OmniAmerican</u> | 133 |
| <u>LEGAL MATTERS</u> | 133 |
| <u>EXPERTS</u> | 133 |
| <u>WHERE YOU CAN FIND MORE INFORMATION</u> | 135 |
| <u>Southside</u> | 135 |
| <u>OmniAmerican</u> | 136 |
| <u>INDEX TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u> | F-1 |
| ANNEXES: | |
| <u>Annex A Agreement and Plan of Merger</u> | A-1 |
| <u>Annex B Opinion of Keefe, Bruyette & Woods, Inc.</u> | B-1 |
| <u>Annex C Opinion of Sandler O'Neill & Partners LP</u> | C-1 |
| <u>Annex D Form of Stockholder Voting and Support Agreement</u> | D-1 |

Table of Contents

QUESTIONS AND ANSWERS

The following are answers to some questions that Southside shareholders and OmniAmerican stockholders may have regarding the proposed transaction between Southside and OmniAmerican and the other proposals being considered at the Southside and OmniAmerican special meetings. Southside and OmniAmerican urge you to read carefully this entire joint proxy statement/prospectus, including the Annexes, and the documents incorporated by reference into this joint proxy statement/prospectus, because the information in this section does not provide all the information that might be important to you.

Unless the context otherwise requires, references in this joint proxy statement/prospectus to: (1) "Southside" refer to Southside Bancshares, Inc., a Texas corporation, and its affiliates; (2) "Merger Sub" refer to Omega Merger Sub, Inc., a Maryland corporation and a wholly owned subsidiary of Southside; and (3) "OmniAmerican" refer to OmniAmerican Bancorp, Inc., a Maryland corporation, and its affiliates.

Q: Why am I receiving this joint proxy statement/prospectus?

A:

Southside, Merger Sub and OmniAmerican have entered into an Agreement and Plan of Merger, dated as of April 28, 2014, which we refer to as the merger agreement. Pursuant to the merger agreement, Merger Sub will be merged with and into OmniAmerican, with OmniAmerican as the surviving company, which we refer to as the first merger. Immediately after the first merger, OmniAmerican will be merged with and into Southside, with Southside as the surviving company, which we refer to as the second merger. Immediately after the second merger, OmniAmerican Bank, a wholly owned subsidiary of OmniAmerican, will merge with and into Southside's wholly owned subsidiary, Southside Bank, with Southside Bank as the surviving bank, which we refer to as the bank merger. We refer to the first merger, the second merger and the bank merger collectively as the mergers. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

The mergers cannot be completed unless, among other things:

the holders of a majority of the outstanding shares of Southside common stock entitled to vote and represented in person or by proxy at the Southside special meeting vote in favor of the proposal to approve the issuance of shares of Southside common stock to OmniAmerican stockholders in connection with the first merger, which we refer to as the Southside share issuance proposal; and

the holders of a majority of the outstanding shares of OmniAmerican common stock entitled to vote on the first merger vote in favor of the proposal to approve the first merger, which we refer to as the OmniAmerican merger proposal.

In addition, Southside is soliciting proxies from its shareholders with respect to one additional proposal, although the completion of the mergers is not conditioned upon shareholder approval of this proposal:

a proposal to approve one or more adjournments of the Southside special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Southside share issuance proposal if there are insufficient votes at the time of such adjournment to approve such proposal, which we refer to as the Southside adjournment proposal.

Table of Contents

Furthermore, OmniAmerican is soliciting proxies from its stockholders with respect to two additional proposals, although the completion of the mergers is not conditioned upon stockholder approval of those proposals:

a proposal to approve, on an advisory (non-binding) basis, certain compensation that will or may become payable to OmniAmerican's named executive officers in connection with the first merger, which we refer to as the OmniAmerican compensation proposal; and

a proposal to approve one or more adjournments of the OmniAmerican special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of such adjournment to approve the OmniAmerican merger proposal, which we refer to as the OmniAmerican adjournment proposal.

Each of Southside and OmniAmerican will hold separate special meetings to consider the proposals, which we refer to as the Southside special meeting and the OmniAmerican special meeting, respectively. This joint proxy statement/prospectus contains important information about the mergers and the other proposals being voted on at the special meetings, and you should read it carefully. It is a joint proxy statement because both the Southside and OmniAmerican boards of directors are soliciting proxies from their respective shareholders and stockholders. It is a prospectus because Southside will issue shares of Southside common stock to holders of OmniAmerican common stock in connection with the first merger. The enclosed materials allow you to authorize a proxy to vote your shares without attending your respective meeting. Your vote is important. We encourage you to authorize your proxy as soon as possible.

Q: What will I receive in the mergers?

A:

Southside shareholders: If the mergers are completed, Southside shareholders will not receive any merger consideration and will continue to hold the shares of Southside common stock that they currently hold. Following the mergers, shares of Southside common stock will continue to be traded on the NASDAQ Global Select Market under the symbol "SBSI."

OmniAmerican stockholders: If the first merger is completed, for each share of OmniAmerican common stock that OmniAmerican stockholders hold immediately prior to the first merger, OmniAmerican stockholders will receive: (1) 0.4459 of a share of Southside common stock, which we refer to as the stock consideration and (2) \$13.125 in cash, which we refer to as the cash consideration. The stock consideration and the cash consideration are collectively referred to as the merger consideration. Southside will not issue any fractional shares of Southside common stock in the first merger. OmniAmerican stockholders who would otherwise be entitled to a fractional share of Southside common stock upon the completion of the first merger will instead receive an amount in cash based on the volume weighted average price per share of Southside common stock for the five trading days immediately preceding (but not including) the day on which the first merger is completed, which we refer to as the Southside closing share value.

Q:

Will the value of the stock consideration change between the date of this joint proxy statement/prospectus and the time the first merger is completed?

A:

Yes. The value of the stock consideration may fluctuate between the date of this joint proxy statement/prospectus and the completion of the first merger based upon the market value for Southside common stock. In the first merger, OmniAmerican stockholders will receive a fraction of a share of Southside common stock for each share of OmniAmerican common stock they hold. Any fluctuation in the market price of Southside common stock after the date of this joint proxy statement/prospectus will change the value of the shares of Southside common stock that OmniAmerican stockholders will receive.

Table of Contents

Q: What will happen to OmniAmerican equity awards in the mergers?

A:

At the effective time of the first merger, each option to purchase shares of OmniAmerican common stock granted under the OmniAmerican Bancorp., Inc. 2011 Equity Incentive Plan that is outstanding immediately prior to the effective time of the first merger, whether vested or unvested, will be automatically cancelled (conditioned upon completion of the first merger) in exchange for the right to receive a cash payment as specified under the merger agreement. Holders of options to purchase shares of OmniAmerican's common stock will not be entitled to receive any shares of Southside common stock in exchange for their options.

At the effective time of the first merger, each issued and outstanding restricted share of OmniAmerican common stock, including unvested shares which will become vested immediately prior to the effective time of the first merger, will be converted into the right to receive the merger consideration.

Q: How does Southside's board of directors recommend that I vote at the special meeting?

A:

Southside's board of directors unanimously recommends that you vote "FOR" the Southside share issuance proposal and "FOR" the Southside adjournment proposal.

Q: How does OmniAmerican's board of directors recommend that I vote at the special meeting?

A:

OmniAmerican's board of directors unanimously recommends that you vote "FOR" the OmniAmerican merger proposal, "FOR" the OmniAmerican compensation proposal and "FOR" the OmniAmerican adjournment proposal.

Q: When and where are the special meetings?

A:

The Southside special meeting will be held at Southside's headquarters located at 1201 South Beckham Avenue, Tyler, Texas on Tuesday, October 14, 2014 at 4:30 p.m. local time.

The OmniAmerican special meeting will be held at OmniAmerican's headquarters located at 1320 South University Drive, Fort Worth, Texas on Tuesday, October 14, 2014, at 10:00 a.m. local time.

Q: What do I need to do now?

A:

After you have carefully read this joint proxy statement/prospectus and have decided how you wish to vote your shares, please authorize a proxy to vote your shares promptly so that your shares are represented and voted at the applicable special meeting.

Q: What constitutes a quorum for the Southside special meeting?

A:

The presence at the Southside special meeting, in person or by proxy, of holders of a majority of the outstanding shares of Southside common stock that are entitled to vote at the Southside special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

Q: What constitutes a quorum for the OmniAmerican special meeting?

A:

The presence at the OmniAmerican special meeting, in person or by proxy, of holders of record of outstanding shares of OmniAmerican common stock that are entitled to cast a majority of the votes entitled to be cast at the OmniAmerican special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

Table of Contents

Q: What is the vote required to approve each proposal?

A:

Southside special meeting: Approval of each of the Southside share issuance proposal and the Southside adjournment proposal requires the affirmative vote of a majority of the shares of Southside common stock entitled to vote and represented in person or by proxy at the Southside special meeting, assuming a quorum is present.

OmniAmerican special meeting: Approval of the OmniAmerican merger proposal requires the affirmative vote of the holders of a majority of the outstanding shares of OmniAmerican common stock entitled to vote on such proposal. Approval of each of the OmniAmerican compensation proposal and the OmniAmerican adjournment proposal requires the affirmative vote of a majority of the votes cast on each such proposal by the holders of shares of OmniAmerican common stock entitled to vote thereon.

Q: What will happen if OmniAmerican stockholders do not approve the OmniAmerican compensation proposal?

A:

The SEC, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, adopted rules that require OmniAmerican to seek an advisory (non-binding) vote with respect to certain compensation that will or may become payable to OmniAmerican's named executive officers in connection with the first merger. The vote on the OmniAmerican compensation proposal is a vote separate and apart from the vote to approve the OmniAmerican merger proposal. You may vote for this proposal and against the OmniAmerican merger proposal, or vice versa. Because the vote on the OmniAmerican compensation proposal is advisory only, it will not be binding on OmniAmerican or Southside and will have no impact on whether the first merger is completed or on whether any contractually obligated payments are made to OmniAmerican's named executive officers.

Q: Why is my vote important?

A:

If you do not submit a proxy or vote in person, it may be more difficult for Southside and OmniAmerican to obtain the necessary quorum to hold their special meetings. In addition, if you are an OmniAmerican stockholder, your failure to submit a proxy or vote in person, or failure to instruct your bank or broker how to vote, or abstention will have the same effect as a vote against approval of the first merger. The first merger must be approved by the affirmative vote of the holders of at least a majority of the outstanding shares of OmniAmerican's common stock. OmniAmerican's board of directors unanimously recommends that you vote "FOR" the proposal to approve the first merger.

Q: How many votes do I have?

A:

Southside shareholders: You are entitled to one vote on each proposal to be considered at the Southside special meeting for each share of Southside common stock that you owned as of the close of business on August 29, 2014, which is the Southside record date.

OmniAmerican stockholders: You are entitled to one vote on each proposal to be considered at the OmniAmerican special meeting for each share of OmniAmerican common stock that you owned as of the close of business on August 29, 2014, which is the OmniAmerican record date.

Table of Contents

Q: How do I vote?

A:

Southside shareholders: If you are a shareholder of record, you may have your shares of Southside common stock voted on the matters to be presented at the Southside special meeting in any of the following ways:

by telephone or over the Internet, by accessing the telephone number or Internet website specified on the enclosed proxy card. The control number provided on your proxy card is designed to verify your identity when voting by telephone or by Internet. Please be aware that if you vote by telephone or over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible;

by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope; or

in person you may attend the special meeting and cast your vote there.

If you are a beneficial owner, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Your bank, brokerage firm or other nominee cannot vote your shares without instructions from you. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must obtain a legal proxy from your bank, brokerage firm or other nominee.

OmniAmerican stockholders: If you are a stockholder of record, you may have your shares of OmniAmerican common stock voted on the matters to be presented at the OmniAmerican special meeting in any of the following ways:

by telephone or over the Internet, by accessing the telephone number or Internet website specified on the enclosed proxy card. The control number provided on your proxy card is designed to verify your identity when voting by telephone or by Internet. Please be aware that if you vote by telephone or over the Internet, you may incur costs such as telephone and Internet access charges for which you will be responsible;

by completing, signing, dating and returning the enclosed proxy card in the accompanying prepaid reply envelope; or

in person you may attend the special meeting and cast your vote there.

If you are a beneficial owner, please refer to the instructions provided by your bank, brokerage firm or other nominee to see which of the above choices are available to you. Your bank, brokerage firm or other nominee cannot vote your shares without instructions from you. Please note that if you are a beneficial owner and wish to vote in person at the special meeting, you must obtain a legal proxy from your bank, brokerage firm or other nominee.

Q: What if I abstain from voting or fail to instruct my bank or broker?

A:

Southside shareholders: If you mark "ABSTAIN" on your proxy with respect to the Southside share issuance proposal or the Southside adjournment proposal, it will have the same effect as a vote "AGAINST" the proposal. If you fail to submit a proxy or vote in person at the Southside special meeting or fail to instruct your bank or broker how to vote with respect to the Southside share issuance proposal or the Southside adjournment proposal, it will have no effect on the proposals.

OmniAmerican stockholders: If you mark "ABSTAIN" on your proxy with respect to the OmniAmerican merger proposal, fail to authorize a proxy or vote in person at the OmniAmerican special meeting, or fail to instruct your bank or broker how to vote, it will have the same effect as a vote "AGAINST" the proposal.

Table of Contents

If you mark "ABSTAIN" on your proxy, fail to authorize a proxy or vote in person at the OmniAmerican special meeting or fail to instruct your bank or broker how to vote with respect to the OmniAmerican compensation proposal or the OmniAmerican adjournment proposal, your shares will not be counted as votes cast and will have no effect on these proposals.

Q: How do I vote if I own shares through the OmniAmerican ESOP or the OmniAmerican stock fund of the OmniAmerican 401(k) Plan?

A: If you participate in the OmniAmerican Bank Employee Stock Ownership Plan, or the OmniAmerican ESOP, or if you hold OmniAmerican common stock through the OmniAmerican Bank 401(k) Profit Sharing Plan, or the OmniAmerican 401(k) Plan, you will receive vote authorization forms for the plans that reflect all shares you may direct the trustees to vote on your behalf under the plans. Under the terms of the OmniAmerican ESOP, the trustee votes all shares held by the OmniAmerican ESOP, but each OmniAmerican ESOP participant may direct the trustee how to vote the shares of OmniAmerican common stock allocated to his or her account. The trustee, subject to the exercise of its fiduciary responsibilities, will vote all unallocated shares of OmniAmerican common stock held by the OmniAmerican ESOP, deemed allocated shares for which no voting instructions are received and stock for which OmniAmerican ESOP participants have voted to abstain in the same proportion as shares for which it has received timely voting instructions. Under the terms of the OmniAmerican 401(k) Plan, a participant is entitled to provide instructions for all shares of OmniAmerican common stock credited to his or her OmniAmerican 401(k) Plan account. Shares for which no voting instructions are given or for which instructions were not timely received will be voted in the same proportion as shares for which voting instructions were received.

Q: Can I attend the special meeting and vote my shares in person?

A: Yes. All shareholders of Southside and stockholders of OmniAmerican as of the record date, including shareholders and stockholders of record and shareholders and stockholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend their respective special meetings. Holders of record of Southside and OmniAmerican common stock can vote in person at the Southside special meeting and OmniAmerican special meeting, respectively. If you are not a shareholder or stockholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meetings. If you plan to attend your special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership. In addition, you must bring a form of personal photo identification with you in order to be admitted. Southside and OmniAmerican reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the Southside or OmniAmerican special meeting is prohibited without Southside or OmniAmerican's express written consent, respectively.

Q: Can I change my vote?

A: *Southside shareholders:* Yes. If you are a holder of record of Southside common stock, you may revoke your proxy prior to the Southside special meeting by providing notice in writing to Southside's Corporate Secretary at Southside's principal office, located at 1201 South Beckham Avenue, Tyler, Texas 75701, at any time prior to the meeting, or by advising the Southside Corporate Secretary at the special meeting that you wish to revoke your proxy and vote your shares in person. Your attendance at the Southside special meeting will not constitute automatic

Table of Contents

revocation of the proxy. If you hold your shares in "street name" through a bank or broker, you should contact your bank or broker to revoke your proxy.

OmniAmerican stockholders: Yes. If you are a holder of record of OmniAmerican common stock, you may revoke any proxy at any time prior to the OmniAmerican special meeting by providing notice in writing to OmniAmerican's Corporate Secretary at OmniAmerican's principal office, located at 1320 South University Drive, Suite 900, Fort Worth, Texas 76107, by returning a duly executed proxy bearing a later date by mail, by logging onto the Internet website specified on your proxy card in the same manner you would submit your proxy electronically or by calling the telephone number specified on your proxy card, as described on your proxy card. Your attendance at the OmniAmerican special meeting will not constitute automatic revocation of the proxy unless the stockholder delivers his or her ballot in person at the special meeting or delivers a written revocation to the OmniAmerican Corporate Secretary prior to the voting of such proxy. If you hold your shares in "street name" through a bank or broker, you should contact your bank or broker to revoke your proxy.

Q: Will Southside be required to submit the Southside share issuance proposal to its shareholders even if Southside's board of directors has withdrawn, modified or qualified its recommendation?

A: Yes. Unless the merger agreement is terminated before the Southside special meeting, Southside is required to submit the Southside share issuance proposal to its shareholders even if Southside's board of directors has withdrawn, modified or qualified its recommendation.

Q: Will OmniAmerican be required to submit the OmniAmerican merger proposal to its stockholders even if OmniAmerican's board of directors has withdrawn, modified or qualified its recommendation?

A: Yes. Unless the merger agreement is terminated before the OmniAmerican special meeting, OmniAmerican is required to submit the OmniAmerican merger proposal to its stockholders even if OmniAmerican's board of directors has withdrawn, modified or qualified its recommendation.

Q: What are the U.S. federal income tax consequences of the mergers to OmniAmerican stockholders?

Southside and OmniAmerican each expect that the first merger and the second merger will qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code, with the result that the portion of OmniAmerican common stock exchanged for Southside shares will generally be tax-free and the portion of the OmniAmerican common stock exchanged for cash will generally be taxable as a capital gain.

For further information, see "The Mergers U.S. Federal Income Tax Considerations."

The U.S. federal income tax consequences described above may not apply to all holders of OmniAmerican common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the mergers to you.

Q: Are OmniAmerican stockholders entitled to exercise appraisal rights?

A: No. No holder of OmniAmerican common stock is entitled, with respect to the first merger, to exercise any rights of an objecting stockholder provided for under Title 3 Subtitle 2 of the Maryland General Corporation Law, or the MGCL, any successor statute, or any similar appraisal or dissenter's rights. For further information, see "The Mergers No Dissenters' or Appraisal Rights."

Table of Contents

Q: If I am an OmniAmerican stockholder, should I send in my OmniAmerican stock certificates now?

A: No. Please do not send in your OmniAmerican stock certificates with your proxy. After the first merger, an exchange agent designated by Southside will send you instructions for exchanging OmniAmerican stock certificates for the merger consideration.

Q: What should I do if I hold my shares of OmniAmerican common stock in book-entry form?

A: You are not required to take any specific actions if your shares of OmniAmerican common stock are held in book-entry form. After the completion of the first merger, shares of OmniAmerican common stock held in book-entry form automatically will be exchanged for the merger consideration, including shares of Southside common stock in book-entry form, the cash consideration and any cash to be paid in exchange for fractional shares in the first merger.

Q: Whom may I contact if I cannot locate my OmniAmerican stock certificate(s)?

A: If you are unable to locate your original OmniAmerican stock certificate(s), you should contact Registrar and Transfer Company, Attn: Lost Certificate Department at 10 Commerce Drive, Cranford, NJ 07016, or at (800) 368-5948.

Q: When do you expect to complete the mergers?

A: Southside and OmniAmerican expect to complete the mergers in the fourth quarter of 2014. However, neither Southside nor OmniAmerican can assure you when or if the mergers will occur. Southside and OmniAmerican must first obtain the approval of Southside shareholders for the Southside share issuance proposal and OmniAmerican stockholders for the OmniAmerican merger proposal, respectively, as well as the necessary regulatory approvals.

Q: What happens if the mergers are not completed?

A: If the first merger is not completed, holders of OmniAmerican common stock or equity awards will not receive any consideration for their shares of OmniAmerican common stock or equity awards that otherwise would have been received in connection with the first merger. Instead, OmniAmerican will remain an independent public company and its common stock will continue to be listed and traded on the NASDAQ Global Select Market. If the first merger is completed but, for any reason, the second merger and the bank merger are not completed, it will have no impact on the consideration to be received by holders of OmniAmerican common stock or equity awards.

Q: Whom should I call with questions?

A: *Southside shareholders:* If you have any questions concerning the mergers or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of Southside common stock, please contact: Susan Hill, Investor Relations, 1201 South Beckham Avenue, Tyler, Texas 75701, at (903) 531-7220 or susan.hill@southside.com.

OmniAmerican stockholders: If you have any questions concerning the mergers or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of OmniAmerican common stock, please contact: Keishi High, Investor Relations, 1320 South University Drive, Suite 900, Fort Worth, Texas 76107, at (817) 367-4640.

Table of Contents

SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to read carefully the entire joint proxy statement/prospectus, including the annexes, and the other documents to which we refer in order to fully understand the mergers. See "Where You Can Find More Information." Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.

The Companies (page 34)

*Southside Bancshares, Inc.
1201 South Beckham Avenue
Tyler, Texas 75701
(903) 531-7111*

Southside was incorporated in Texas in 1982 and serves as the bank holding company for Southside Bank, headquartered in Tyler, Texas. Southside Bank has the largest deposit base in the Tyler metropolitan area and is the largest bank, based on asset size, headquartered in East Texas. At June 30, 2014, Southside had consolidated assets of \$3.5 billion, loans of \$1.4 billion, deposits of \$2.6 billion, and stockholders' equity of \$284.0 million.

Additional information about Southside and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information."

*OmniAmerican Bancorp, Inc.
1320 South University Drive, Suite 900
Fort Worth, Texas 76107
(817) 367-4640*

OmniAmerican Bancorp, Inc. was incorporated in Maryland in 2009 and owns all of the outstanding shares of common stock of OmniAmerican Bank headquartered in Fort Worth, Texas. On January 20, 2010, OmniAmerican completed the mutual-to-stock conversion of OmniAmerican Bank and initial public stock offering of OmniAmerican. At June 30, 2014, OmniAmerican had consolidated assets of \$1.4 billion, loans of \$784.1 million, deposits of \$822.0 million, and stockholders' equity of \$214.5 million.

Additional information about OmniAmerican and its subsidiaries is included in documents incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information."

The Mergers

The Merger Agreement (page 103)

Southside, Merger Sub and OmniAmerican entered into an Agreement and Plan of Merger, dated as of April 28, 2014, which we refer to as the merger agreement. The merger agreement governs the mergers. The merger agreement is included in this joint proxy statement/prospectus as Annex A. All descriptions in this summary and elsewhere in this joint proxy statement/prospectus of the terms and conditions of the mergers are qualified by reference to the merger agreement. Please read the merger agreement carefully for a more complete understanding of the mergers.

The Mergers (page 49)

Pursuant to the merger agreement, Merger Sub will merge with and into OmniAmerican, with OmniAmerican as the surviving company, which we refer to as the first merger. Immediately after the first merger, OmniAmerican will merge with and into Southside, with Southside as the surviving

Table of Contents

company, which we refer to as the second merger. Immediately after the second merger, OmniAmerican Bank, a wholly owned subsidiary of OmniAmerican, will merge with and into Southside's wholly owned bank subsidiary, Southside Bank, with Southside Bank as the surviving bank, which we refer to as the bank merger. We refer to the first merger, the second merger and the bank merger collectively as the mergers.

The Merger Consideration (page 104)

If the first merger is completed, OmniAmerican stockholders will receive for each share of OmniAmerican common stock that they hold immediately prior to the first merger: (1) 0.4459 of a share of Southside common stock; and (2) \$13.125 in cash. Southside will not issue any fractional shares of Southside common stock in the first merger. OmniAmerican stockholders who would otherwise be entitled to a fraction of a share of Southside common stock upon the completion of the first merger will instead receive, for the fraction of a share, an amount in cash based on the Southside closing share value. For example, if you hold 100 shares of OmniAmerican common stock, you will receive \$1,312.50 in cash, 44 shares of Southside common stock and an additional cash payment instead of the 0.59 of a share of Southside common stock that you otherwise would have received (100 shares \times 0.4459 = 44.59 shares), which payment will equal the product of 0.59 and the volume weighted average price per share of Southside common stock for the five trading days immediately preceding (but not including) the day on which the first merger is completed, which we refer to as the Southside closing share value.

Southside common stock is listed on the NASDAQ Global Select Market under the symbol "SBSI" and OmniAmerican common stock is listed on the NASDAQ Global Select Market under the symbol "OABC." The following table sets forth the closing sale prices of Southside common stock and OmniAmerican common stock as reported on the NASDAQ Global Select Market on April 28, 2014, the last full trading day before the public announcement of the merger agreement, and on September 2, 2014, the latest practicable trading date before the date of this joint proxy statement/prospectus. The following table also includes the equivalent market value per share of OmniAmerican common stock on April 28, 2014 and September 2, 2014, which we calculated by multiplying the closing price of Southside common stock on those dates by the exchange ratio of 0.4459 and adding the cash portion of the merger consideration of \$13.125 per share.

| | Southside Common Stock | OmniAmerican Common Stock | Implied Value of Merger Consideration for One Share of OmniAmerican Common Stock |
|-------------------|---------------------------|------------------------------|---|
| April 28, 2014 | \$ 30.46 | \$ 22.93 | \$ 26.71 |
| September 2, 2014 | \$ 33.44 | \$ 26.06 | \$ 28.04 |

Southside will fund the cash portion of the merger consideration with regular cash flow from its securities portfolio and with cash from the sale of approximately \$126 million of available for sale mortgage-backed securities prior to the closing of the first merger.

Ancillary Agreements*Voting and Support Agreements (page 118)*

As a condition to Southside entering into the merger agreement, each of the non-employee directors of OmniAmerican entered into a voting and support agreement pursuant to which each such person agreed, among other things, (1) to vote the shares of OmniAmerican common stock held of record by such person to approve the first merger and (2) for a period of two years following the closing the first merger, to not engage in certain competitive activities with Southside, including not

Table of Contents

soliciting employees and customers of OmniAmerican and not serving as a director or management official of another financial institution in the counties in Texas in which OmniAmerican has branches. The form of voting and support agreement is included in this joint proxy statement/prospectus as Annex D.

Employment Agreements (page 119)

In addition, as a condition to Southside entering into the merger agreement, key employees of OmniAmerican entered into new employment agreements with Southside and Southside Bank, the effectiveness of which is conditioned upon the completion of the mergers.

Recommendation of the Southside Board (page 35)

Southside's board of directors has determined that the mergers, the merger agreement and the transactions contemplated by the merger agreement, including the issuance of shares of Southside common stock in the first merger, are advisable and in the best interests of Southside and its shareholders and has unanimously approved the mergers and the merger agreement, including the share issuance. Southside's board of directors unanimously recommends that Southside shareholders vote "FOR" the Southside share issuance proposal and "FOR" the Southside adjournment proposal. For the factors considered by Southside's board of directors in reaching its decision to approve the mergers, see "The Mergers Southside's Reasons for the Mergers."

Recommendation of the OmniAmerican Board (page 41)

OmniAmerican's board of directors has determined that the mergers, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of OmniAmerican and its stockholders and has unanimously approved the mergers, the merger agreement and the transactions contemplated by the merger agreement. OmniAmerican's board of directors unanimously recommends that OmniAmerican stockholders vote "FOR" the OmniAmerican merger proposal, "FOR" the OmniAmerican compensation proposal and "FOR" the OmniAmerican adjournment proposal. For the factors considered by OmniAmerican's board of directors in reaching its decision to approve the mergers, see "The Mergers OmniAmerican's Reasons for the Mergers."

Risk Factors Related to the Mergers (page 25)

You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in the joint proxy statement/prospectus. In particular, you should consider the factors under "Risk Factors."

The Southside Special Meeting (page 35)

The special meeting of Southside shareholders will be held on Tuesday, October 14, 2014, at 4:30 p.m. local time, at Southside's headquarters located at 1201 South Beckham Avenue, Tyler, Texas. At the special meeting, Southside shareholders will be asked to:

approve the Southside share issuance proposal; and

approve the Southside adjournment proposal.

Only holders of record at the close of business on August 29, 2014, the Southside record date, will be entitled to vote at the special meeting. Each share of Southside common stock is entitled to one vote on each proposal to be considered at the Southside special meeting. As of the Southside record date, there were 18,864,351 shares of Southside common stock entitled to vote at the special meeting. As of the Southside record date, the directors and executive officers of Southside and their affiliates beneficially owned and were entitled to vote 1,605,900 shares of Southside common stock representing

Table of Contents

approximately 9% of the shares of Southside common stock outstanding on that date, and held vested options to purchase 69,612 shares of Southside common stock. As of the record date, OmniAmerican and its subsidiaries did not hold any shares of Southside common stock (other than shares held as fiduciary, custodian or agent). Other than Ms. Anderson and Mr. Sammons, who beneficially owned 1,607 shares and 2,000 shares, respectively, of Southside common stock as of the Southside record date, none of OmniAmerican's directors and executive officers or their affiliates held any shares of Southside common stock as of the Southside record date.

To approve the Southside share issuance proposal or the Southside adjournment proposal, a majority of the shares of Southside common stock entitled to vote and represented in person or by proxy at the special meeting must be voted in favor of approving the proposal. If you mark "ABSTAIN" on your proxy with respect to the Southside share issuance proposal or the Southside adjournment proposal, it will have the same effect as a vote "AGAINST" the proposals. However, if you fail to submit a proxy or vote in person at the Southside special meeting or fail to instruct your bank or broker how to vote with respect to the Southside share issuance proposal or the Southside adjournment proposal, it will have no effect on the proposal.

The OmniAmerican Special Meeting (page 41)

The special meeting of OmniAmerican stockholders will be held on Tuesday, October 14, 2014, at 10:00 am local time, at OmniAmerican's headquarters located at 1320 South University Drive, Fort Worth, Texas. At the special meeting, OmniAmerican stockholders will be asked to:

approve the OmniAmerican merger proposal;

approve, the OmniAmerican compensation proposal; and

approve the OmniAmerican adjournment proposal.

Only holders of record at the close of business on August 29, 2014, the OmniAmerican record date, will be entitled to vote at the OmniAmerican special meeting. Each share of OmniAmerican common stock is entitled to one vote on each proposal to be considered at the OmniAmerican special meeting. As of the OmniAmerican record date, there were 11,554,838 shares of OmniAmerican common stock entitled to vote at the OmniAmerican special meeting. All of the non-employee directors of OmniAmerican have entered into voting and support agreements with Southside, pursuant to which they have agreed, solely in their capacity as OmniAmerican stockholders, to vote all of their shares of OmniAmerican common stock in favor of the proposals to be presented at the OmniAmerican special meeting. As of the OmniAmerican record date, OmniAmerican non-employee directors who are parties to the voting and support agreements owned and were entitled to vote an aggregate of approximately 242,544 shares of OmniAmerican common stock, which represented approximately 2% of the shares of OmniAmerican common stock outstanding on that date. As of the OmniAmerican record date, the directors and executive officers of OmniAmerican and their affiliates beneficially owned and were entitled to vote 559,550 shares of OmniAmerican common stock, which represented approximately 5% of the shares of OmniAmerican common stock outstanding on that date, and held options to purchase 587,702 shares of OmniAmerican common stock and 161,750 shares underlying unvested restricted stock awards. As of the OmniAmerican record date, Southside and its subsidiaries did not hold any shares of OmniAmerican common stock (other than shares held as fiduciary, custodian or agent), and its directors and executive officers or their affiliates did not hold any shares of OmniAmerican common stock.

To approve the OmniAmerican merger proposal, the holders of at least a majority of the outstanding shares of OmniAmerican common stock entitled to vote on the proposal must vote in favor of the proposal. Your failure to submit a proxy or vote in person at the OmniAmerican special meeting,

Table of Contents

failure to instruct your bank or broker how to vote, or abstention with respect to the OmniAmerican merger proposal will have the same effect as a vote against the proposal.

To approve the OmniAmerican compensation proposal or the OmniAmerican adjournment proposal, a majority of the votes cast by the holders of shares of OmniAmerican common stock entitled to vote on such proposals at the special meeting must be voted in favor of such proposals. For the OmniAmerican compensation proposal and the OmniAmerican adjournment proposal, abstentions from voting and broker non-votes will not be counted as votes cast and will have no effect on the outcome of these proposals. If an OmniAmerican stockholder is not present in person at the OmniAmerican special meeting and does not respond by proxy, it also will have no effect on the outcome of these proposals.

Board Composition and Management of Southside after the Mergers (page 86)

Prior to, and subject to the occurrence of, the effective time of the first merger, the Southside board of directors will be increased by two, and Southside will appoint two individuals who are currently directors of OmniAmerican to serve on the Southside board of directors. At least one of the OmniAmerican directors designated by Southside must be "independent" as determined in accordance with the rules and regulations of NASDAQ, applicable regulations promulgated by the SEC and the standards established by Southside. Neither designee may have been subject to certain legal proceedings that would require disclosure in Southside's filings with the SEC.

Each of the executive officers of Southside immediately prior to the effective time of the mergers will continue as the officers of the surviving corporation from and after the effective time of the mergers.

Interests of OmniAmerican's Directors and Executive Officers in the Mergers (page 86)

OmniAmerican stockholders should be aware that some of OmniAmerican's directors and executive officers have interests in the mergers and have arrangements that are different from, or in addition to, those of OmniAmerican stockholders generally. These interests and arrangements may create potential conflicts of interest. OmniAmerican's board of directors was aware of these interests and considered these interests, among other matters, in adopting and approving the merger agreement and the transactions contemplated by the merger agreement, including the first merger, and in recommending that OmniAmerican stockholders vote in favor of approving the first merger.

These interests include:

Accelerated vesting and settlement of executive officer and director equity awards, in the aggregate amount of approximately \$7,449,093;

Retention bonuses to certain key executive officers of OmniAmerican that are payable on the closing date of the first merger, in the aggregate amount of \$210,000;

In connection with entering into the merger agreement, certain key employees of OmniAmerican entered into employment agreements with Southside that become effective upon the closing of the mergers and provide for a signing bonus and/or severance upon a termination of employment, with possible severance payments in the aggregate equal to \$4,812,001; and

The right to continued indemnification and directors' and officers' liability insurance coverage.

For a more complete description of these interests, see "The Mergers Interests of OmniAmerican's Directors and Executive Officers in the Mergers" and "The Merger Agreement Merger Consideration; Effects of the First Merger Treatment of OmniAmerican Stock Options and Other Equity-Based Awards."

Table of Contents

Deregistration of OmniAmerican's Common Stock

If the mergers are completed, OmniAmerican common stock will be deregistered under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and OmniAmerican will no longer file periodic reports with the SEC.

No Appraisal or Dissenters' Rights in the Mergers (page 101)

No holder of OmniAmerican common stock is entitled, with respect to the first merger or otherwise, to exercise any rights of an objecting stockholder provided for under Title 3 Subtitle 2 of the Maryland General Corporation Law, or the MGCL, any successor statute, or any similar appraisal or dissenter's rights. For further information, see "The Mergers No Dissenters' or Appraisal Rights."

Conditions to Completion of the Mergers (page 114)

Currently, Southside and OmniAmerican expect to complete the mergers in the fourth quarter of 2014. As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the mergers depends on a number of conditions being satisfied or, where legally permissible, waived. These conditions include, among others, approval of the first merger by OmniAmerican stockholders, approval of the share issuance by Southside's shareholders, the receipt of certain required regulatory approvals and the receipt of legal opinions by each company regarding the U.S. federal income tax treatment of the first merger and the second merger. Neither Southside nor OmniAmerican can be certain when, or if, the conditions to the mergers will be satisfied or waived, or that the mergers will be completed.

Regulatory Approvals Required for the Mergers (page 95)

Both Southside and OmniAmerican have agreed to use their reasonable best efforts to obtain all regulatory approvals required or advisable to complete the transactions contemplated by the merger agreement. These approvals include, among others, approval from the Board of Governors of the Federal Reserve System, or Federal Reserve Board, the Federal Deposit Insurance Corporation, or FDIC, and the Texas Department of Banking. In addition, Southside and OmniAmerican must provide notice of the transaction to the Office of the Comptroller of the Currency, or the OCC, the Federal Trade Commission and the Antitrust Division of the Department of Justice. Southside and OmniAmerican have submitted applications and notifications to obtain the required regulatory approvals. Although neither Southside nor OmniAmerican knows of any reason why these regulatory approvals cannot be obtained, Southside and OmniAmerican cannot be certain when or if they will be obtained, as the length of the review process may vary based on, among other things, requests by regulators for additional information or materials.

No Solicitation (page 113)

Under the merger agreement, OmniAmerican has agreed that it will not, and will cause its representatives not to, directly or indirectly, (1) solicit, initiate, assist or knowingly take any other action to facilitate or encourage a competing acquisition proposal (including furnishing non-public information), (2) enter into, continue or otherwise participate in any discussions or negotiations regarding a competing acquisition proposal, or (3) approve, recommend, declare advisable or enter into any agreement providing for a competing acquisition proposal or requiring OmniAmerican to abandon, terminate or breach its obligations under the merger agreement or fail to complete the mergers.

However, prior to obtaining OmniAmerican's required stockholder approval, OmniAmerican may, under certain specified circumstances, participate in negotiations or discussions with any third party making an acquisition proposal and provide confidential information to such third party (subject to a

Table of Contents

confidentiality agreement). OmniAmerican must notify Southside promptly (but in no event later than 48 hours) after the receipt of such acquisition proposal.

Additionally, prior to obtaining OmniAmerican's required stockholder approval, OmniAmerican may, under certain specified circumstances, withdraw its recommendation to its stockholders with respect to the first merger and/or terminate the merger agreement in order to enter into an acquisition agreement with respect to a superior acquisition proposal if it determines in good faith, after consultation with outside legal counsel and financial advisors, that such acquisition proposal is a superior proposal and that failure to take such action would be inconsistent with the directors' fiduciary duties under applicable law. However, OmniAmerican cannot take any of those actions in response to a superior proposal unless it provides Southside with a three-day period to negotiate in good faith to enable Southside to adjust the terms and conditions of the merger agreement such that it would cause the superior proposal to no longer constitute a superior proposal.

Termination of the Merger Agreement (page 115)

The merger agreement can be terminated at any time prior to completion of the first merger by mutual consent, or by either party in the following circumstances:

if the closing of the first merger is not completed within nine months of the date of the merger agreement, or January 28, 2015, which we refer to as the end date;

if any court or other governmental entity has issued a final and nonappealable judgment, order, injunction, rule or decree, or taken any other action restraining, enjoining or otherwise prohibiting any of the transactions contemplated by the merger agreement;

if either party receives written notice from or is otherwise advised by a governmental entity that it will not grant any required regulatory approval without imposing a materially burdensome regulatory condition on either party;

in the event that approval by the shareholders of Southside or the stockholders of OmniAmerican, respectively, is not obtained at a meeting at which a vote was taken; or

if the other party has breached or is in breach of any representation, warranty, covenant or agreement in any respect, which breach would, individually or together with all such other then-uncured breaches by such party, prevent any closing condition from being satisfied and such breach is not cured by the earlier of (1) the end date and (2) 30th business day after written notice of such breach.

In addition, Southside may terminate the merger agreement in the following circumstances:

if OmniAmerican fails to make its required recommendation to stockholders in favor of the first merger, or withdraws, amends, modifies or materially qualifies, in a manner adverse to Southside or Merger Sub, its recommendation, or adopts, approves or publicly recommends any competing acquisition proposal, or makes any public statement inconsistent with its recommendation;

if OmniAmerican fails to comply in all material respects with its obligations pursuant to the no-shop covenant;

if OmniAmerican fails to comply in all material respects with its obligations under the merger agreement by failing to call, give notice of, convene and hold a stockholders meeting; or

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if OmniAmerican approves, recommends or endorses or fails to recommend rejection, within 10 business days after a competing tender or exchange offer is commenced, or proposes or resolves to recommend or endorse a competing acquisition proposal.

Table of Contents

In addition, OmniAmerican may terminate the merger agreement in the following circumstances:

if Southside fails to make its required recommendation to shareholders in favor of the share issuance, or withdraws, modifies or qualifies, or proposes or resolves to withdraw, modify or qualify, such recommendation in a manner adverse to OmniAmerican;

if Southside fails to comply in all material respects with its obligations under the merger agreement by failing to call, give notice of, convene and hold a shareholders meeting; or

if OmniAmerican's board of directors determines to enter into a definitive agreement with respect to a superior proposal in accordance with the terms of the merger agreement but only if substantially concurrently with such termination, OmniAmerican pays to Southside the \$10.0 million termination fee and enters into such definitive agreement.

Termination Fee (page 116)

If the merger agreement is terminated under certain circumstances, including circumstances involving a change in recommendation by OmniAmerican's board of directors, OmniAmerican may be required to pay Southside a termination fee of \$10.0 million. The termination fee could discourage other companies from seeking to acquire or merge with OmniAmerican.

U.S. Federal Income Tax Considerations (page 97)

The first merger and the second merger are intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code, and it is a condition to the respective obligations of Southside and OmniAmerican to complete the first merger that each of Southside and OmniAmerican receives a tax opinion to that effect. In addition, counsel to each of Southside and OmniAmerican have delivered opinions, which are filed as exhibits to the registration statement of which this joint proxy statement/prospectus forms a part, that the first merger and the second merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Code. Based upon the treatment of the mergers as a "reorganization" within the meaning of Section 368(a) of the Code, a stockholder of OmniAmerican will not recognize gain or loss with respect to the receipt of the stock consideration. As a result of receiving Southside common stock and cash in exchange for OmniAmerican common stock, in general, stockholders of OmniAmerican will recognize gain, but not loss, equal to the lesser of cash received or gain realized in the first merger and the second merger. The amount of gain realized will equal the amount by which the cash plus the fair market value, at the effective time of the first merger, of the Southside common stock exceeds the basis in OmniAmerican common stock to be surrendered in exchange therefor. For further information, see "The Mergers U.S. Federal Income Tax Considerations."

The U.S. federal income tax consequences described above may not apply to all holders of OmniAmerican common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the mergers to you.

Accounting Treatment of the Mergers (page 101)

Southside will account for the mergers under the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States of America.

Opinion of Southside's Financial Advisor (page 62 and Annex B)

On April 28, 2014, at a meeting of the Southside board of directors held to evaluate the mergers, Keefe, Bruyette & Woods, Inc., or KBW, delivered to Southside's board of directors an opinion to the effect that, as of that date and based on and subject to various assumptions, matters considered and

Table of Contents

limitations described in KBW's opinion, the merger consideration in the first merger was fair, from a financial point of view, to Southside.

The full text of KBW's opinion is attached as Annex B to this document. Southside shareholders should read the entire opinion for a discussion of, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by KBW in rendering its opinion.

KBW's opinion was for the information of, and was directed to, Southside's board of directors (in its capacity as the board of directors) in connection with its consideration of the financial terms of the first merger and did not address the relative merits of the transactions contemplated by the merger agreement as compared to any alternative transaction or opportunity that might be available to Southside, nor did it address Southside's underlying business decision to engage in the mergers. KBW's opinion does not constitute a recommendation as to how any holder of shares of Southside common stock should vote on the Southside share issuance or any related matter.

For further information, please see the section entitled "The Mergers Opinion of Southside's Financial Advisor" beginning on page 62.

Opinion of OmniAmerican's Financial Advisor (page 73 and Annex C)

On April 28, 2014, Sandler O'Neill & Partners, L.P., referred to as Sandler O'Neill, rendered an opinion to the OmniAmerican board of directors to the effect that, as of such date and subject to the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Sandler O'Neill as set forth in such opinion, the merger consideration to be paid in the proposed transaction was fair, from a financial point of view, to OmniAmerican stockholders. The full text of the written opinion of Sandler O'Neill is attached as Annex C to this document. OmniAmerican stockholders should read the entire opinion for a discussion of, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken by Sandler O'Neill in rendering its opinion.

The opinion of Sandler O'Neill is addressed to the OmniAmerican board of directors, is directed only to the fairness, from a financial point of view, of the merger consideration to be paid to the holders of OmniAmerican stock and does not constitute a recommendation to any OmniAmerican stockholder as to how such stockholder should vote with respect to the first merger or any other matter at the OmniAmerican special meeting.

For further information, please see the section entitled "The Mergers Opinion of OmniAmerican's Financial Advisor" beginning on page 73.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION OF SOUTHSIDE**

The following selected consolidated financial information for the fiscal years ended December 31, 2009 through December 31, 2013 is derived from audited consolidated financial statements of Southside. The consolidated financial information as of and for the six months ended June 30, 2014 and 2013 is derived from unaudited consolidated financial statements and, in the opinion of Southside's management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of these data for those dates. The selected consolidated income data for the six months ended June 30, 2014 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2014. You should not assume the results of operations for any past periods indicate results for any future period. You should read this information in conjunction with Southside's consolidated financial statements and related notes thereto included in Southside's Annual Report on Form 10-K for the year ended December 31, 2013, and in Southside's Quarterly Report on Form 10-Q for the six months ended June 30, 2014, each of which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

| (in thousands) | At June 30, | | At December 31, | | | | |
|--|--------------|--------------|-----------------|--------------|--------------|--------------|--------------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| | (unaudited) | | | | | | |
| Selected Consolidated Financial Condition Data: | | | | | | | |
| Total assets | \$ 3,498,662 | \$ 3,385,665 | \$ 3,445,663 | \$ 3,237,403 | \$ 3,303,817 | \$ 2,999,759 | \$ 3,024,288 |
| Investment securities | 742,129 | 791,315 | 728,981 | 618,716 | 284,452 | 300,839 | 266,553 |
| Mortgage-backed securities | 1,012,399 | 1,062,274 | 1,115,827 | 1,051,898 | 1,729,516 | 1,364,117 | 1,480,847 |
| Loans, net of allowance for loan losses | 1,372,877 | 1,275,059 | 1,332,396 | 1,242,392 | 1,068,690 | 1,057,209 | 1,013,680 |
| Deposits | 2,601,478 | 2,499,338 | 2,527,808 | 2,351,897 | 2,321,671 | 2,134,428 | 1,870,421 |
| Long-term obligations | 566,021 | 502,119 | 559,660 | 429,408 | 321,035 | 433,790 | 592,830 |
| Shareholders' equity | 283,960 | 236,120 | 259,518 | 257,763 | 258,927 | 214,461 | 201,781 |

| (in thousands, except per share data) | For the Six Months Ended June 30, | | For the Years Ended December 31, | | | | |
|---|-----------------------------------|-----------|----------------------------------|------------|------------|------------|------------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| | (unaudited) | | | | | | |
| Selected Consolidated Operating Data: | | | | | | | |
| Interest income | \$ 64,325 | \$ 55,776 | \$ 119,602 | \$ 116,020 | \$ 131,038 | \$ 131,374 | \$ 145,193 |
| Interest expense | 8,577 | 9,445 | 17,968 | 26,895 | 35,631 | 45,307 | 52,672 |
| Net interest income | 55,748 | 46,331 | 101,634 | 89,125 | 95,407 | 86,067 | 92,521 |
| Provision for loan losses | 6,783 | 2,513 | 8,879 | 10,736 | 7,496 | 13,737 | 15,093 |
| Net interest income after provision for loan losses | 48,965 | 43,818 | 92,755 | 78,389 | 87,911 | 72,330 | 77,428 |
| Noninterest income | 12,321 | 21,336 | 35,245 | 40,021 | 35,322 | 50,798 | 56,674 |
| Noninterest expense | 40,608 | 41,485 | 81,713 | 76,107 | 72,348 | 71,314 | 71,630 |
| Income before income tax expense | 20,678 | 23,669 | 46,287 | 42,303 | 50,885 | 51,814 | 62,472 |
| Provision for income tax expense | 1,997 | 3,559 | 5,097 | 7,608 | 10,394 | 11,756 | 16,609 |

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| | | | | | | | |
|--|--------|--------|--------|--------|---------|--------|---------|
| Net income | 18,681 | 20,110 | 41,190 | 34,695 | 40,491 | 40,058 | 45,863 |
| Less: Net income attributable to noncontrolling interest | | | | | (1,358) | (955) | (1,467) |

| | | | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|
| Net income attributable to Southside Bancshares, Inc. | \$ 18,681 | \$ 20,110 | \$ 41,190 | \$ 34,695 | \$ 39,133 | \$ 39,103 | \$ 44,396 |
|---|-----------|-----------|-----------|-----------|-----------|-----------|-----------|

Table of Contents

| | At or for the Six Months Ended June 30, | | At or for the Years Ended December 31, | | | | |
|---|---|---------|--|---------|---------|---------|---------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| (unaudited) | | | | | | | |
| Selected Consolidated Financial Ratios and Other Data: | | | | | | | |
| Performance Ratios: | | | | | | | |
| Return on average assets (ratio of net income to average total assets) | 1.09% | 1.24% | 1.22% | 1.05% | 1.25% | 1.30% | 1.58% |
| Return on average equity (ratio of net income to average equity) | 13.80% | 15.69% | 16.50% | 12.83% | 16.20% | 17.98% | 23.69% |
| Interest rate spread | 3.79% | 3.33% | 3.54% | 3.02% | 3.34% | 3.07% | 3.43% |
| Net interest margin | 3.93% | 3.50% | 3.69% | 3.26% | 3.60% | 3.39% | 3.81% |
| Efficiency ratio | 53.40% | 61.86% | 55.71% | 60.59% | 55.21% | 58.39% | 55.57% |
| Noninterest expense to average total assets | 2.36% | 2.55% | 2.42% | 2.30% | 2.30% | 2.38% | 2.55% |
| Average interest-earning assets to average interest-bearing liabilities | 125.58% | 127.59% | 126.10% | 126.58% | 121.91% | 119.85% | 119.37% |
| Average equity to average total assets | 7.88% | 7.89% | 7.39% | 8.17% | 7.69% | 7.24% | 6.66% |
| Tangible common equity to tangible assets | 7.53% | 6.36% | 6.93% | 7.32% | 7.20% | 6.48% | 5.97% |
| Per Share Data: | | | | | | | |
| Basic earnings per share | \$ 0.99 | \$ 1.07 | \$ 2.19 | \$ 1.81 | \$ 2.05 | \$ 2.04 | \$ 2.34 |
| Diluted earnings per share | \$ 0.99 | \$ 1.07 | \$ 2.19 | \$ 1.81 | \$ 2.05 | \$ 2.04 | \$ 2.32 |
| Cash dividends paid | \$ 0.42 | \$ 0.40 | \$ 0.91 | \$ 1.11 | \$ 0.90 | \$ 0.85 | \$ 0.75 |
| Dividend payout ratio Basic | 42.42% | 37.38% | 41.55% | 61.33% | 43.90% | 41.67% | 32.05% |
| Dividend payout ratio Diluted | 42.42% | 37.38% | 41.55% | 61.33% | 43.90% | 41.67% | 32.33% |
| Asset Quality Ratios: | | | | | | | |
| Non-performing assets to total assets | 0.42% | 0.36% | 0.39% | 0.45% | 0.40% | 0.59% | 0.78% |
| Non-performing assets to total loans | 1.04% | 0.95% | 1.01% | 1.17% | 1.21% | 1.64% | 2.27% |
| Allowance for loan losses to non-performing assets | 126.65% | 149.71% | 138.74% | 139.87% | 140.58% | 116.95% | 84.83% |
| Allowance for loan losses to total loans | 1.32% | 1.42% | 1.40% | 1.63% | 1.71% | 1.92% | 1.92% |
| Net charge-offs to average net loans outstanding | 1.07% | 0.75% | 0.82% | 0.74% | 0.92% | 1.25% | 1.11% |
| Consolidated Capital Ratios: | | | | | | | |
| Total capital (to risk-weighted assets) | 22.04% | 21.13% | 21.71% | 22.42% | 22.36% | 21.07% | 19.12% |
| Tier 1 capital (to risk-weighted assets) | 20.86% | 19.92% | 20.47% | 21.16% | 21.11% | 19.81% | 17.87% |
| Tier 1 capital (to total average assets) | 9.65% | 9.24% | 9.07% | 9.11% | 8.63% | 8.44% | 8.03% |

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION OF OMNIAMERICAN**

The following selected consolidated financial information for the fiscal years ended December 31, 2009 through December 31, 2013 is derived from audited consolidated financial statements of OmniAmerican. The consolidated financial information as of and for the six months ended June 30, 2014 and 2013 is derived from unaudited consolidated financial statements and, in the opinion of OmniAmerican's management, reflects all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of these data for those dates. The selected consolidated income data for the six months ended June 30, 2014 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2014. You should not assume the results of operations for any past periods indicate results for any future period. You should read this information in conjunction with OmniAmerican's consolidated financial statements and related notes thereto included in OmniAmerican's Annual Report on Form 10-K for the year ended December 31, 2013, and in OmniAmerican's Quarterly Report on Form 10-Q for the six months ended June 30, 2014, each of which are incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

| (in thousands) | At June 30, | | At December 31, | | | | |
|--|--------------|--------------|-----------------|--------------|--------------|--------------|--------------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| | (unaudited) | | | | | | |
| Selected Consolidated Financial Condition Data: | | | | | | | |
| Total assets | \$ 1,376,782 | \$ 1,315,702 | \$ 1,391,313 | \$ 1,257,349 | \$ 1,336,714 | \$ 1,108,419 | \$ 1,133,927 |
| Cash and cash equivalents | 21,210 | 21,435 | 15,880 | 23,853 | 21,158 | 24,597 | 140,144 |
| Securities available for sale, at fair value | 457,956 | 376,413 | 430,775 | 383,909 | 529,941 | 317,806 | 210,421 |
| Other investments | 17,106 | 14,389 | 19,782 | 12,867 | 13,465 | 3,060 | 3,850 |
| Loans receivable, net | 784,076 | 801,017 | 824,881 | 735,271 | 683,491 | 660,425 | 698,127 |
| Bank-owned life insurance | 44,323 | 42,866 | 43,606 | 32,183 | 21,016 | 20,078 | |
| Foreclosed assets, net | 190 | 314 | 850 | 394 | 227 | 207 | 267 |
| Other real estate owned | 785 | 4,227 | 177 | 4,769 | 6,683 | 14,793 | 6,762 |
| Deposits | 822,008 | 818,312 | 813,574 | 816,302 | 807,634 | 801,158 | 909,966 |
| Federal Home Loan Bank of Dallas advances | 328,667 | 280,333 | 362,000 | 207,000 | 262,000 | 41,000 | 66,400 |
| Repurchase agreements | 2,000 | 2,000 | 2,000 | 8,000 | 58,000 | 58,000 | 58,000 |
| Other borrowings | | | | 11,000 | | | |
| Total stockholders' equity | 214,530 | 202,365 | 207,142 | 205,578 | 199,024 | 198,627 | 91,156 |
| Selected Consolidated Operating Data: | | | | | | | |
| Interest income | \$ 23,372 | \$ 22,445 | \$ 48,266 | \$ 50,028 | \$ 53,781 | \$ 52,847 | \$ 53,715 |
| Interest expense | 3,370 | 4,033 | 7,639 | 10,844 | 13,067 | 13,903 | 19,674 |
| Net interest income | 20,002 | 18,412 | 40,627 | 39,184 | 40,714 | 38,944 | 34,041 |
| Provision for loan losses | 1,375 | 1,600 | 2,250 | 1,950 | 3,230 | 6,700 | 5,200 |
| Net interest income after provision for loan losses | 18,627 | 16,812 | 38,377 | 37,234 | 37,484 | 32,244 | 28,841 |
| Noninterest income | 7,372 | 9,245 | 16,359 | 15,785 | 13,150 | 13,699 | 16,463 |
| Noninterest expense | 22,435 | 22,031 | 44,983 | 44,443 | 44,823 | 44,001 | 43,757 |
| Income before income tax expense | 3,564 | 4,026 | 9,753 | 8,576 | 5,811 | 1,942 | 1,547 |
| Income tax expense | 1,137 | 1,419 | 3,326 | 2,878 | 1,844 | 285 | 892 |
| Net income | \$ 2,427 | \$ 2,607 | \$ 6,427 | \$ 5,698 | \$ 3,967 | \$ 1,657 | \$ 655 |

Table of Contents

| | At or For the Six Months Ended June 30, | | At or For the Years Ended December 31, | | | | |
|---|--|---------|--|---------|---------|---------|---------|
| | 2014 | 2013 | 2013 | 2012 | 2011 | 2010 | 2009 |
| (unaudited) | | | | | | | |
| Selected Consolidated Financial Ratios and Other Data: | | | | | | | |
| Performance Ratios: | | | | | | | |
| Return on average assets (ratio of net income to average total assets)(1) | 0.35% | 0.41% | 0.48% | 0.43% | 0.31% | 0.15% | 0.06% |
| Return on average equity (ratio of net income to average equity)(1) | 2.20% | 2.53% | 3.12% | 2.81% | 1.98% | 0.86% | 0.72% |
| Interest rate spread(1)(2) | 3.02% | 3.05% | 3.20% | 3.08% | 3.24% | 3.45% | 3.29% |
| Net interest margin(1)(3) | 3.11% | 3.15% | 3.30% | 3.21% | 3.45% | 3.77% | 3.51% |
| Efficiency ratio(4) | 81.96% | 79.66% | 78.94% | 80.85% | 83.22% | 83.58% | 86.64% |
| Noninterest expense to average total assets(1) | 3.23% | 3.45% | 3.36% | 3.36% | 3.50% | 3.94% | 4.18% |
| Average interest-earning assets to average interest-bearing liabilities | 116.56% | 115.85% | 115.56% | 114.46% | 118.37% | 124.05% | 111.49% |
| Average equity to average total assets | 15.86% | 16.17% | 15.40% | 15.36% | 15.66% | 17.17% | 8.73% |
| Basic earnings per share(5) | \$ 0.23 | \$ 0.25 | \$ 0.62 | \$ 0.55 | \$ 0.37 | \$ 0.15 | N/A |
| Diluted earnings per share(5) | \$ 0.22 | \$ 0.25 | \$ 0.61 | \$ 0.55 | \$ 0.37 | \$ 0.15 | N/A |
| Cash dividends declared per share | \$ 0.10 | | | | | | |
| Asset Quality Ratios: | | | | | | | |
| Non-performing assets to total assets | 0.34% | 1.03% | 0.39% | 1.04% | 1.24% | 2.19% | 1.35% |
| Non-performing loans to total loans(4) | 0.48% | 1.12% | 0.53% | 1.06% | 1.40% | 1.38% | 1.17% |
| Allowance for loan losses to non-performing loans | 170.26% | 78.41% | 148.37% | 87.81% | 82.08% | 96.55% | 100.66% |
| Allowance for loan losses to total loans | 0.81% | 0.88% | 0.78% | 0.93% | 1.15% | 1.33% | 1.18% |
| Net charge-offs to average loans outstanding(1) | 0.36% | 0.37% | 0.34% | 0.40% | 0.63% | 0.89% | 0.71% |
| Consolidated Capital Ratios: | | | | | | | |
| Total capital (to risk-weighted assets) | 24.58% | 23.88% | 23.41% | 25.47% | 24.86% | 27.91% | 12.03% |
| Tier I capital (to risk-weighted assets) | 23.79% | 23.03% | 22.66% | 24.56% | 23.86% | 26.89% | 11.01% |
| Tier I capital (to total assets) | 15.26% | 15.29% | 14.86% | 15.67% | 14.18% | 17.40% | 7.35% |
| Other Data: | | | | | | | |
| Number of full service offices | 14 | 15 | 14 | 15 | 15 | 15 | 16 |
| Full-time equivalent employees | 280 | 307 | 281 | 332 | 326 | 307 | 330 |

- (1) Ratios for the six months ended June 30, 2014 and 2013 are annualized.
- (2) The interest rate spread represents the difference between the weighted-average yield on interest-earning assets and the weighted-average cost of interest-bearing liabilities for the period.
- (3) The net interest margin represents net interest income as a percent of average interest-earning assets for the period.
- (4) The efficiency ratio represents noninterest expense divided by the sum of net interest income and noninterest income.
- (5) OmniAmerican completed its mutual-to-stock conversion on January 20, 2010. The earnings per share for the year ended December 31, 2010 is calculated as if the conversion had been completed prior to January 1, 2010.

Table of Contents**SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following tables show summary unaudited pro forma condensed combined financial information about the combined financial condition and operating results of Southside and OmniAmerican after giving effect to the mergers. The unaudited pro forma financial information assumes that the mergers are accounted for under the acquisition method with Southside treated as the acquirer. The unaudited pro forma condensed combined balance sheet data gives effect to the mergers as if they had occurred on June 30, 2014. The unaudited pro forma condensed combined income statements for the year ended December 31, 2013 and the six months ended June 30, 2014 give effect to the mergers as if they had occurred on January 1, 2013. The unaudited pro forma condensed combined financial statements are provided for informational purposes only. The unaudited pro forma condensed combined financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the transaction been completed as of the dates indicated or that may be achieved in the future. The preparation of the unaudited pro forma condensed combined financial statements and related adjustments required management to make certain assumptions and estimates. The summary unaudited pro forma condensed combined financial information listed below has been derived from and should be read in conjunction with (1) the more detailed unaudited pro forma condensed combined financial information, including the notes thereto, appearing elsewhere in this joint proxy statement/prospectus and (2) the historical consolidated financial statements and related notes of Southside and OmniAmerican that are incorporated herein by reference.

As of June 30, 2014

| (in thousands) | Historical | | Pro Forma Adjustments | Pro Forma Combined |
|-----------------------------|------------|--------------|--------------------------|-----------------------|
| | Southside | OmniAmerican | | |
| Balance Sheet Data: | | | | |
| Cash and cash equivalents | \$ 154,423 | \$ 21,210 | \$ (42,083) | \$ 133,550 |
| Investment securities | 742,129 | 10,930 | | 753,059 |
| Mortgage-backed securities | 1,012,399 | 447,026 | (126,250) | 1,333,175 |
| Loans | 1,391,285 | 790,464 | (14,876) | 2,166,873 |
| Allowance for loan losses | (18,408) | (6,388) | 6,388 | (18,408) |
| Premises and equipment, net | 53,322 | 40,630 | 8,000 | 101,952 |
| Goodwill | 22,034 | | 114,012 | 136,046 |
| Intangible assets | 123 | 1,552 | 8,158 | 9,833 |
| Total assets | 3,498,662 | 1,376,782 | (40,267) | 4,835,177 |
| Deposits | 2,601,478 | 822,008 | 10,448 | 3,433,934 |
| Borrowings | 576,491 | 330,667 | (1,516) | 905,642 |
| Shareholders' equity | 283,960 | 214,530 | (49,199) | 449,291 |

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Table of Contents

For the Six Months Ended June 30, 2014

| (in thousands) | Historical | | Pro Forma | Pro Forma |
|---|------------|--------------|-------------|-----------|
| | Southside | OmniAmerican | Adjustments | Combined |
| Income Statement Data: | | | | |
| Interest income | \$ 64,325 | \$ 23,372 | \$ 478 | \$ 88,175 |
| Interest expense | 8,577 | 3,370 | | 11,947 |
| Net interest income | 55,748 | 20,002 | 478 | 76,228 |
| Provision for loan loss | 6,783 | 1,375 | | 8,158 |
| Deposit service income | 7,432 | 4,160 | | 11,592 |
| Net gain on sale of securities available for sale | 509 | 607 | | 1,116 |
| Other noninterest income | 4,380 | 2,605 | | 6,985 |
| Noninterest expense | 40,608 | 22,435 | 875 | 63,918 |
| Income before income tax expense | 20,678 | 3,564 | (397) | 23,845 |
| Provision for income tax expense | 1,997 | 1,137 | (139) | 2,995 |
| Net income | \$ 18,681 | \$ 2,427 | \$ (258) | \$ 20,850 |

For the Year Ended December 31, 2013

| (in thousands) | Historical | | Pro Forma | Pro Forma |
|---|------------|--------------|-------------|------------|
| | Southside | OmniAmerican | Adjustments | Combined |
| Income Statement Data: | | | | |
| Interest income | \$ 119,602 | \$ 48,266 | \$ 956 | \$ 168,824 |
| Interest expense | 17,968 | 7,639 | | 25,607 |
| Net interest income | 101,634 | 40,627 | 956 | 143,217 |
| Provision for loan loss | 8,879 | 2,250 | | 11,129 |
| Deposit service income | 15,560 | 9,122 | | 24,682 |
| Net gain on sale of securities available for sale | 8,472 | 1,701 | | 10,173 |
| Other noninterest income | 11,213 | 5,536 | | 16,749 |
| Noninterest expense | 81,713 | 44,983 | 1,750 | 128,446 |
| Income before income tax expense | 46,287 | 9,753 | (794) | 55,246 |
| Provision for income tax expense | 5,097 | 3,326 | (278) | 8,145 |
| Net income | \$ 41,190 | \$ 6,427 | \$ (516) | \$ 47,101 |

Table of Contents**UNAUDITED COMPARATIVE PER SHARE INFORMATION**

The following table shows the historical, unaudited pro forma combined and pro forma equivalent per share financial information for Southside and OmniAmerican as of and for the year ended December 31, 2013 and as of and for the six months ended June 30, 2014. The information presented below should be read together with the historical consolidated financial statements of Southside and OmniAmerican, including the related notes, filed by Southside and OmniAmerican, as applicable, with the SEC and incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

The unaudited pro forma and pro forma per equivalent share information gives effect to the mergers as if the mergers had occurred on December 31, 2013 or June 30, 2014 in the case of the book value data, and as if the mergers had occurred on January 1, 2013, in the case of the earnings per share and the cash dividends data. The unaudited pro forma data combines the historical results of OmniAmerican and OmniAmerican Bank into Southside's consolidated statement of income. While certain adjustments were made for the estimated impact of fair value adjustments and other acquisition-related activity, they are not necessarily indicative of the financial results of the combined companies had the mergers actually occurred on January 1, 2013.

In addition, the unaudited pro forma data includes adjustments, which are preliminary and may be revised. The unaudited pro forma data, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of factors that may result as a consequence of the mergers or consider any potential impacts of current market conditions or the mergers on revenues, expense efficiencies, asset dispositions and share repurchases, among other factors, nor the impact of possible business model changes. As a result, unaudited pro forma data is presented for illustrative purposes only and does not represent an attempt to predict or suggest future results.

| | Southside | | OmniAmerican | |
|--|------------|--------------------|--------------|-------------------------------|
| | Historical | Pro Forma Combined | Historical | Pro Forma Combined Equivalent |
| For the year ended December 31, 2013 | | | | |
| Income (loss) from continuing operations attributable to common stockholders per common share, basic | \$ 2.19 | \$ 1.98 | \$ 0.62 | \$ 0.88 |
| Income (loss) from continuing operations attributable to common stockholders per common share, diluted | 2.19 | 1.98 | 0.61 | 0.88 |
| Cash dividends declared per common share | 0.91 | 0.91 | n/a | 0.41 |
| Book value per common share | 13.80 | 17.52 | 18.09 | n/a |
| For the six months ended June 30, 2014 | | | | |
| Income (loss) from continuing operations attributable to common stockholders per common share, basic | 0.99 | 0.87 | 0.23 | 0.39 |
| Income (loss) from continuing operations attributable to common stockholders per common share, diluted | 0.99 | 0.87 | 0.22 | 0.39 |
| Cash dividends declared per common share | 0.42 | 0.42 | 0.10 | 0.19 |
| Book value per common share | 15.07 | 18.83 | 18.58 | n/a |

Table of Contents

RISK FACTORS

In addition to general investment risks and the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the section "Cautionary Statement Concerning Forward-Looking Statements," you should carefully consider the following risk factors in deciding how to vote for the proposals presented in this joint proxy statement/prospectus. You should also consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information."

Risks Related to the Mergers

Because the market price of Southside common stock will fluctuate, OmniAmerican stockholders cannot be certain of the market value of the merger consideration they will receive.

Upon completion of the first merger, each outstanding share of OmniAmerican common stock will be converted into the right to receive (1) 0.4459 of a share of Southside common stock and payment in cash in lieu of the issuance of any fractional shares, and (2) \$13.125 in cash. The market value of the merger consideration may vary from the closing price of Southside common stock on the date OmniAmerican and Southside announced the mergers, on the date that this joint proxy statement/prospectus is mailed, on the dates of the respective special meetings of the OmniAmerican stockholders and Southside shareholders and on the date the first merger is completed and thereafter. Any change in the market price of Southside common stock prior to the completion of the first merger will affect the market value of the merger consideration that OmniAmerican stockholders will receive following completion of the first merger. Stock price changes may result from a variety of factors that are beyond the control of Southside and OmniAmerican, including but not limited to general market and economic conditions, changes in their respective businesses, operations and prospects and regulatory considerations. Therefore, at the time of the OmniAmerican special meeting, OmniAmerican stockholders will not know the precise market value of the consideration they will receive at the effective time of the first merger. OmniAmerican stockholders should obtain current sale prices for shares of Southside common stock before voting their shares at the OmniAmerican special meeting.

The mergers and related transactions are subject to approval by both OmniAmerican stockholders and Southside shareholders.

The mergers cannot be completed unless (1) the OmniAmerican stockholders approve the first merger by the affirmative vote of the holders of a majority of the outstanding shares of OmniAmerican's common stock entitled to vote on the first merger, and (2) the Southside shareholders approve the issuance of shares of Southside common stock to OmniAmerican stockholders pursuant to the merger agreement by the affirmative vote of holders of at least a majority of Southside's common stock entitled to vote and represented in person or by proxy at the Southside special meeting, assuming a quorum is present.

The voting power of Southside shareholders and OmniAmerican stockholders will be diluted by the first merger.

The first merger will dilute the ownership position of the Southside shareholders and result in OmniAmerican stockholders having an ownership stake in the combined company that is smaller than their current stake in OmniAmerican. Upon completion of the first merger, we estimate that continuing Southside shareholders will own approximately 79% of the issued and outstanding shares of common stock of the combined company, and former OmniAmerican stockholders will own approximately 21% of the issued and outstanding shares of common stock of the combined company. Consequently, Southside shareholders and OmniAmerican stockholders, as a general matter, will have less influence

Table of Contents

over the management and policies of the combined company after the effective time of the first merger than they currently exercise over the management and policies of Southside and OmniAmerican, respectively.

Failure to complete the mergers could negatively affect the value of the shares and the future business and financial results of both Southside and OmniAmerican.

If the mergers are not completed, the ongoing businesses of Southside and OmniAmerican could be adversely affected and each of Southside and OmniAmerican will be subject to a variety of risks associated with the failure to complete the mergers, including the following:

OmniAmerican being required, under certain circumstances, to pay to Southside a termination fee equal to \$10 million;

substantial costs incurred by both companies in connection with the proposed mergers, such as legal, accounting, financial advisor, filing, printing and mailing fees;

diversion of management focus and resources from operational matters and other strategic opportunities while working to implement the mergers; and

reputational harm due to the adverse perception of any failure to successfully complete the mergers.

If the mergers are not completed, these risks could materially affect the business, financial results and stock prices of both Southside and OmniAmerican.

OmniAmerican will be subject to business uncertainties and contractual restrictions while the mergers are pending.

Uncertainty about the effect of the mergers on employees and customers may have an adverse effect on OmniAmerican. These uncertainties may impair OmniAmerican's ability to attract, retain and motivate key personnel until the mergers are completed, and could cause customers and others that deal with OmniAmerican to seek to change existing business relationships with OmniAmerican. Retention of certain employees by OmniAmerican may be challenging while the mergers are pending, as certain employees may experience uncertainty about their future roles with OmniAmerican or Southside. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with OmniAmerican or Southside, OmniAmerican's business or OmniAmerican's business assumed by Southside following the mergers could be harmed. In addition, OmniAmerican has agreed to certain contractual restrictions on the operation of its business prior to closing. See "The Merger Agreement Covenants and Agreements" for a description of the restrictive covenants applicable to OmniAmerican.

The merger agreement limits OmniAmerican's ability to pursue an alternative acquisition proposal and requires OmniAmerican to pay a termination fee of \$10 million under limited circumstances relating to alternative acquisition proposals.

Under the merger agreement, OmniAmerican has agreed not to solicit, initiate or facilitate any alternative business combination transaction or, subject to certain exceptions, participate in discussions or negotiations regarding, or furnish any non-public information relating to, any alternative business combination transaction. See "The Merger Agreement Covenants and Agreements" on page 108. The merger agreement also provides for OmniAmerican to pay to Southside a termination fee in the amount of \$10 million in the event that the merger agreement is terminated for certain reasons. See "The Merger Agreement Termination Fee" on page 116. These provisions could discourage a potential competing acquirer that might have an interest in acquiring OmniAmerican from considering or making a competing acquisition proposal, even if the potential competing acquirer was prepared to

Table of Contents

pay consideration with a higher per share cash value than that market value proposed to be received or realized in the first merger, or might result in a potential competing acquirer proposing to pay a lower price than it might otherwise have proposed to pay because of the added expense of the termination fee that may become payable in certain circumstances under the merger agreement.

The merger agreement contains provisions granting both OmniAmerican and Southside the right to terminate the merger agreement in certain circumstances.

The merger agreement contains certain termination rights, including the right, subject to certain exceptions, of either party to terminate the merger agreement if the first merger is not completed on or prior to January 28, 2015, and the right of OmniAmerican to terminate the merger agreement, subject to certain conditions, to accept a business combination transaction deemed to be superior to the first merger by the OmniAmerican board of directors. If the mergers are not completed, the ongoing businesses of OmniAmerican and Southside could be adversely affected and each of OmniAmerican and Southside will be subject to several risks, including the risks described elsewhere in this "Risk Factors" section.

The first merger is subject to a number of conditions which, if not satisfied or waived in a timely manner, would delay the first merger or adversely impact the companies' ability to complete the transactions.

The completion of the first merger is subject to certain conditions, including, among others, the (1) receipt of the requisite approvals of OmniAmerican stockholders and Southside shareholders, (2) termination or expiration of all statutory waiting periods and receipt of all required regulatory approvals for the mergers, without the imposition of any material on-going conditions or restrictions, and (3) other customary closing conditions set forth in the merger agreement. See "The Merger Agreement Conditions to Completion of the Mergers" on page 114. While it is currently anticipated that the mergers will be completed during the fourth quarter of 2014, there can be no assurance that such conditions will be satisfied in a timely manner or at all, or that an effect, event, development or change will not transpire that could delay or prevent these conditions from being satisfied. Accordingly, there can be no guarantee with respect to the timing of the closing of the mergers, whether the mergers will be completed at all and when OmniAmerican stockholders would receive the merger consideration, if at all.

Regulatory approvals may not be received, may take longer than expected or impose conditions that are not presently anticipated.

Before the transactions contemplated by the merger agreement may be completed, various approvals must be obtained from bank regulatory authorities, which include the Federal Reserve Board, the FDIC and the Texas Department of Banking. These governmental entities may request additional information or materials regarding the regulatory applications and notices submitted by Southside and OmniAmerican, or may impose conditions on the granting of such approvals. Such conditions or changes and the process of obtaining regulatory approvals could have the effect of delaying the completion of the mergers or of imposing additional costs or limitations on the combined company following the mergers. The regulatory approvals may not be received at all, may not be received in a timely fashion, and may contain conditions on the completion of the mergers that are not anticipated or cannot be met. There can be no assurance as to whether these and other regulatory approvals will be received, the timing of those approvals or whether any conditions will be imposed. See "The Mergers Regulatory Approvals Required for the Mergers" on page 95.

Table of Contents

Some of the directors and executive officers of OmniAmerican have interests in seeing the mergers completed that are different from, or in addition to, those of the other OmniAmerican stockholders.

Some of the directors and executive officers of OmniAmerican have arrangements that provide them with interests in the mergers that are different from, or in addition to, those of the stockholders of OmniAmerican generally. These interests and arrangements may create potential conflicts of interest and may influence or may have influenced the directors and executive officers of OmniAmerican to support or approve the mergers. See "The Mergers Interests of OmniAmerican's Directors and Executive Officers in the Mergers" beginning on page 86.

Pending litigation against OmniAmerican, the members of OmniAmerican's board of directors, Southside and Merger Sub could result in an injunction preventing completion of the mergers or the payment of damages in the event the mergers are completed.

On June 25, 2014, a putative stockholder class action lawsuit, *McDougal v. OmniAmerican Bancorp, Inc., et al.*, was filed in the Circuit Court for Baltimore City, Maryland against OmniAmerican, members of OmniAmerican's board of directors, Southside and Merger Sub. The plaintiff asserts direct and derivative claims against the directors of OmniAmerican and alleges that they breached their fiduciary duties and that OmniAmerican, Southside and Merger Sub aided and abetted those alleged breaches. Among other relief, the plaintiff seeks to enjoin the mergers. One of the conditions to the closing of the first merger is that no legal restraint, including an injunction or restraining order, is in effect that would prevent the completion of the mergers or the other transactions contemplated by the merger agreement. If the plaintiff is successful in obtaining an injunction prohibiting the defendants from completing the mergers, then such injunction may prevent the mergers from becoming effective, or from becoming effective within the expected time frame. If completion of the mergers is prevented or delayed, it could result in substantial costs to Southside and OmniAmerican. In addition, Southside and OmniAmerican could incur costs associated with the indemnification of OmniAmerican's directors and executive officers. See "The Mergers Litigation Relating to the Merger" on page 95 and "The Merger Interests of OmniAmerican's Directors and Executive Officers in the Mergers Indemnification of Directors and Executive Officers; Directors' and Executive Officers' Insurance" on page 90.

The opinions of OmniAmerican's and Southside's respective financial advisors do not reflect changes in circumstances between the date of the signing of the merger agreement and the completion of the mergers.

Each of the OmniAmerican and Southside boards of directors received an opinion from its respective financial advisor as to the fairness of the merger consideration from a financial point of view as of the date of such opinion. Subsequent changes in the operation and prospects of OmniAmerican or Southside, general market and economic conditions and other factors that may be beyond the control of OmniAmerican or Southside, may significantly alter the value of OmniAmerican or Southside or the prices of the shares of OmniAmerican common stock or Southside common stock by the time the mergers are completed. The opinions do not address the fairness of the merger consideration from a financial point of view at the time the mergers are completed, or as of any other date other than the date of such opinions. The opinion of OmniAmerican's financial advisor is attached as Annex C to this joint proxy statement/prospectus, and the opinion of Southside's financial advisor is attached as Annex B. For a description of the opinions, see "The Mergers Opinion of OmniAmerican's Financial Advisor" on page 73 and "The Mergers Opinion of Southside's Financial Advisor" on page 62.

Table of Contents

Risks Related to the Combined Company Following the Mergers

The combined company expects to incur substantial expenses related to the mergers.

The combined company expects to incur substantial expenses in connection with completing the mergers and integrating the business and operations of the two companies. Although Southside and OmniAmerican have assumed that a certain level of transaction and integration expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their integration expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. As a result, the transaction and integration expenses associated with the mergers could, particularly in the near term, exceed the savings that the combined company expects to achieve from the integration of the businesses following the completion of the mergers.

Following the mergers, the combined company may be unable to integrate OmniAmerican's business with Southside successfully and realize the anticipated synergies and other benefits of the mergers or do so within the anticipated timeframe.

The mergers involve the combination of two companies that currently operate as independent public companies, as well as the companies' subsidiaries. Although the combined company is expected to benefit from certain synergies, including cost savings, the combined company may encounter potential difficulties in the integration process including:

the inability to successfully combine OmniAmerican's business with Southside in a manner that permits the combined company to achieve the cost savings anticipated to result from the mergers, which would result in the anticipated benefits of the mergers not being realized in the timeframe currently anticipated or at all;

the risk of not realizing all of the anticipated operational efficiencies or other anticipated strategic and financial benefits of the mergers within the expected timeframe or at all;

potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the mergers; and

performance shortfalls as a result of the diversion of management's attention caused by completing the mergers and integrating the companies' operations.

For all these reasons, you should be aware that it is possible that the integration process could result in the distraction of the combined company's management, the disruption of the combined company's ongoing business or inconsistencies in the combined company's operations, any of which could adversely affect the ability of the combined company to maintain relationships with customers and employees or to achieve the anticipated benefits of the mergers, or could otherwise adversely affect the business and financial results of the combined company.

Following the mergers, the combined company may be unable to retain key employees.

The success of the combined company after the mergers will depend in part upon its ability to retain key employees. Simultaneous with the execution of the merger agreement, Southside and Southside Bank entered into employment agreements with certain key employees of OmniAmerican, effective upon the completion of the mergers. However, key employees may depart either before or after the mergers because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company following the mergers. Accordingly, no assurance can be given that OmniAmerican or Southside or, following the mergers, the combined company will be able to retain key employees.

Table of Contents

The mergers will result in changes to the board of directors of the combined company that may affect the strategy of the combined company as compared to that of Southside and OmniAmerican independently.

Upon completion of the first merger, Southside will increase the size of its board of directors and appoint two then current directors of OmniAmerican to serve as directors of Southside; provided that one of the two designees must (1) meet the definition of "independent director" under the listing rules of NASDAQ and (2) meet the independence standards established by Southside. The new composition of the board of directors may affect the business strategy and operating decisions of the combined company upon the completion of the mergers.

Risks Related to an Investment in the Combined Company's Common Stock

The market price of the shares of common stock of the combined company may be affected by factors different from those affecting the price of shares of Southside common stock before the mergers.

The results of operations of the combined company, as well as the market price of shares of the common stock of the combined company after the mergers, may be affected by factors in addition to those currently affecting Southside's or OmniAmerican's results of operations and the market prices of shares of Southside common stock. Accordingly, the historical financial results of Southside and OmniAmerican and the historical market prices of shares of Southside common stock may not be indicative of these matters for the combined company after the mergers. For a discussion of the businesses of Southside and OmniAmerican and certain risks to consider in connection with evaluating each company's proposals, see the documents incorporated by reference by Southside and OmniAmerican into this joint proxy statement/prospectus referred to under "Where You Can Find More Information" beginning on page 135.

The market price of the combined company's common stock may decline as a result of the mergers.

The market price of the combined company's common stock may decline as a result of the mergers if the combined company does not achieve the perceived benefits of the mergers or the effect of the mergers on the combined company's financial results is not consistent with the expectations of financial or industry analysts. In addition, upon completion of the first merger, Southside shareholders and OmniAmerican stockholders will own interests in a combined company operating an expanded business with a different mix of assets, risks and liabilities. Current Southside shareholders and OmniAmerican stockholders may not wish to continue to invest in the combined company, or for other reasons may wish to dispose of some or all of their shares of the combined company.

After the mergers are completed, OmniAmerican stockholders who receive shares of Southside common stock in the first merger will have different rights that may be less favorable than their current rights as OmniAmerican stockholders.

After the closing of the mergers, OmniAmerican stockholders who receive shares of Southside common stock in the first merger will have different rights than they currently have as OmniAmerican stockholders, which may be less favorable than their current rights as OmniAmerican stockholders. For a detailed discussion of the significant differences between the current rights of a stockholder of OmniAmerican and the rights of a shareholder of the combined company following the mergers, see "Comparison of Rights of Southside Shareholders and OmniAmerican Stockholders" beginning on page 122.

Table of Contents

The unaudited pro forma condensed combined financial information included elsewhere in this joint proxy statement/prospectus may not be representative of the combined company's results after the mergers, and accordingly, you have limited financial information on which to evaluate the combined company.

The unaudited pro forma condensed combined financial information included elsewhere in this joint proxy statement/prospectus has been presented for informational purposes only and is not necessarily indicative of the financial position or results of operations that actually would have occurred had the mergers been completed as of the date indicated, nor is it indicative of the future operating results or financial position of the combined company. The unaudited pro forma condensed combined financial information presented elsewhere in this joint proxy statement/prospectus does not reflect future events that may occur after the mergers. Such information is based in part on certain assumptions regarding the transactions contemplated by the merger agreement that Southside and OmniAmerican believe are reasonable under the circumstances. Southside and OmniAmerican cannot assure you that the assumptions will prove to be accurate over time.

Risks Related to Tax

The mergers may have adverse tax consequences.

The parties intend that the first merger and the second merger will be treated as a "reorganization" within the meaning of Section 368(a) of the Code, and they will receive legal opinions to that effect from their respective tax counsel. These tax opinions represent the legal judgment of counsel rendering the opinion and are not binding on the IRS or the courts. If the first merger and the second merger were to fail to qualify as a reorganization, then an OmniAmerican stockholder generally would recognize gain or loss, as applicable, equal to the difference between (1) the sum of the fair market value of the shares of Southside common stock and cash in lieu of fractional shares of Southside common stock received by the OmniAmerican stockholder in the first merger; and (2) the OmniAmerican stockholder's adjusted tax basis in its OmniAmerican common stock. See "The Mergers U.S. Federal Income Tax Considerations" beginning on page 97.

Table of Contents

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

Some of the statements contained or incorporated by reference in this joint proxy statement/prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements about the financial condition, results of operations, earnings outlook and business plans, goals, expectations and prospects of Southside, OmniAmerican and the combined company following the proposed mergers and statements for the period after the mergers. Words such as "anticipate," "believe," "feel," "expect," "estimate," "indicate," "seek," "strive," "plan," "intend," "outlook," "forecast," "project," "position," "target," "mission," "contemplate," "assume," "achievable," "potential," "strategy," "goal," "aspiration," "outcome," "continue," "remain," "maintain," "trend," "objective" and variations of such words and similar expressions, or future or conditional verbs such as "will," "would," "should," "could," "might," "can," "may" or similar expressions, as they relate to Southside, OmniAmerican, the proposed mergers or the combined company following the mergers often identify forward-looking statements.

These forward-looking statements are predicated on the beliefs and assumptions of management based on information known to management as of the date of this joint proxy statement/prospectus and do not purport to speak as of any other date. Forward-looking statements may include descriptions of the expected benefits and costs of the transaction; forecasts of revenue, earnings or other measures of economic performance, including statements of profitability, business segments and subsidiaries; management plans relating to the mergers; the expected timing of the completion of the mergers; the ability to complete the mergers; the ability to obtain any required regulatory, shareholder or other approvals; any statements of the plans and objectives of management for future or past operations, including the execution of integration plans; any statements of expectation or belief and any statements of assumptions underlying any of the foregoing.

The forward-looking statements contained or incorporated by reference in this joint proxy statement/prospectus reflect the view of management as of this date with respect to future events and are subject to risks and uncertainties. Should one or more of these risks materialize or should underlying beliefs or assumptions prove incorrect, actual results could differ materially from those anticipated by the forward-looking statements or historical results. Such risks and uncertainties include, among others, the following possibilities:

the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, including a termination of the merger agreement under circumstances that could require OmniAmerican to pay a termination fee and expenses to Southside;

the inability to complete the mergers contemplated by the merger agreement due to the failure to satisfy conditions necessary to close the mergers, including the receipt of the requisite approvals of OmniAmerican stockholders and Southside shareholders;

the risk that a regulatory approval that may be required for the mergers is not obtained or is obtained subject to conditions that are not anticipated;

risks associated with the timing of the completion of the mergers;

diversion of management time on issues related to the mergers;

the risk that the businesses of Southside and OmniAmerican will not be integrated successfully, or such integration may be more difficult, time-consuming or costly than expected;

potential deposit attrition, higher than expected costs, customer loss and business disruption associated with Southside's integration of OmniAmerican, including, without limitation, potential difficulties in maintaining relationships with key personnel;

Table of Contents

the outcome of any legal proceedings that may be instituted against Southside or OmniAmerican;

general economic conditions, either globally, nationally, in the State of Texas, or in the specific markets in which Southside or OmniAmerican operate;

limitations placed on the ability of OmniAmerican and Southside to operate their respective businesses by the merger agreement;

the effect of the announcement of the mergers on OmniAmerican's and Southside's business relationships, employees, customers, suppliers, vendors, other partners, standing with regulators, operating results and businesses generally;

the amount of any costs, fees, expenses, impairments and charges related to the mergers;

fluctuations in the market price of Southside common stock and the related effect on the market value of the merger consideration that OmniAmerican stockholders will receive upon completion of the first merger;

significant increases in competition in the banking and financial services industry;

legislation, regulatory changes or changes in monetary or fiscal policy that adversely affect the businesses in which Southside or OmniAmerican are engaged, including changes resulting from compliance with the Dodd-Frank Wall Street Reform and Consumer Protection Act and the final Basel III capital rules;

credit risk of borrowers, including any increase in those risks due to changing economic conditions;

changes in consumer spending, borrowing, and savings habits;

competition among depository and other financial institutions;

liquidity risk affecting Southside's or OmniAmerican's banks' ability to meet their obligations when they become due;

interest rate risk involving the effect of a change in interest rates;

compliance risk resulting from violations of, or nonconformance with, laws, rules, regulations, prescribed practices or ethical standards;

strategic risk resulting from adverse business decisions or improper implementation of business decisions;

reputation risk that adversely affects earnings or capital arising from negative public opinion;

terrorist activities risk that results in loss of consumer confidence and economic disruptions; and

other risks and uncertainties detailed from time to time in Southside's or OmniAmerican's SEC filings.

Any forward-looking statements made in this joint proxy statement/prospectus or in any documents incorporated by reference into this joint proxy statement/prospectus, are subject to the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this joint proxy statement/prospectus or the date of any document incorporated by reference in this joint proxy statement/prospectus. Southside and OmniAmerican do not undertake to update forward-looking statements to reflect facts, circumstances, assumptions or events that occur after the date the forward-looking statements are made, unless otherwise required by law. All subsequent written and oral forward-looking statements concerning the mergers or other matters addressed in this joint proxy statement/prospectus and attributable to Southside, OmniAmerican or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this joint proxy statement/prospectus.

Table of Contents

THE COMPANIES

Southside Bancshares, Inc.

Southside was incorporated in Texas in 1982 and serves as the bank holding company for Southside Bank, a Texas state bank headquartered in Tyler, Texas. Southside Bank has the largest deposit base in the Tyler metropolitan area and is the largest bank, based on asset size, headquartered in East Texas. At June 30, 2014, Southside had total assets of \$3.5 billion, total loans of \$1.4 billion, deposits of \$2.6 billion, and total equity of \$284.0 million. Southside has paid a cash dividend every year since 1970 (including dividends paid by Southside Bank prior to the incorporation of Southside Bancshares). On March 20, 2014 Southside's board of directors declared a 5% stock dividend to holders of record of common stock as of April 10, 2014, which was paid on May 1, 2014.

Southside is a community-focused financial institution that offers a full range of financial services to individuals, businesses, municipal entities, and nonprofit organizations in the communities that it serves. These services include consumer and commercial loans, deposit accounts, trust services, safe deposit services and brokerage services.

Southside and its subsidiaries are subject to comprehensive regulation, examination and supervision by the Federal Reserve Board, the Texas Department of Banking, and the FDIC, and are subject to numerous laws and regulations relating to their operations, including, among other things, permissible activities, capital adequacy, reserve requirements, standards for safety and soundness, internal controls, consumer protection, anti-money laundering, and privacy and data security.

Southside's headquarters are located at 1201 South Beckham Avenue, Tyler, Texas 75701, and its telephone number is (903) 531-7111. Southside's website can be found at www.southside.com. The contents of Southside's website are not incorporated into this joint proxy statement/prospectus.

OmniAmerican Bancorp, Inc.

OmniAmerican is a Maryland corporation that owns all of the outstanding shares of common stock of OmniAmerican Bank following the January 20, 2010 completion of the mutual-to-stock conversion of OmniAmerican Bank and initial public stock offering of OmniAmerican. OmniAmerican has no significant assets other than all of the outstanding shares of common stock of OmniAmerican Bank and the net proceeds that it retained in connection with the offering.

OmniAmerican Bank is a federally chartered savings bank headquartered in Fort Worth, Texas. OmniAmerican Bank was originally chartered in 1956 as a federal credit union serving the active and retired military personnel of Carswell Air Force Base. OmniAmerican Bank converted from a Texas credit union charter to a federal mutual savings bank charter on January 1, 2006. The objective of the charter conversion was to convert to a savings bank charter in order to carry out its business strategy of broadening its banking services into residential real estate and commercial lending, selling loans, and servicing loans for others, which has allowed OmniAmerican to better serve the needs of its customers and the local community.

OmniAmerican's principal business consists primarily of accepting deposits from the general public and investing those deposits, together with funds generated from operations and borrowings, in loans and investments. OmniAmerican's lending activity has focused primarily on mortgage loans secured by residential real estate, consumer loans, consisting primarily of indirect automobile loans (automobile loans referred by automobile dealerships), and to a lesser extent, commercial real estate, real estate construction, commercial business, and direct automobile loans. In recent years, OmniAmerican has increased its residential real estate, real estate construction, commercial real estate and commercial business lending while deemphasizing its consumer lending activities.

OmniAmerican's headquarters are located at 1320 South University Drive, Suite 900, Fort Worth, Texas 76107, and its telephone number is (817) 367-4640. OmniAmerican's website can be found at www.omniamerican.com. The contents of OmniAmerican's website are not incorporated into this joint proxy statement/prospectus.

Table of Contents

THE SOUTHSIDE SPECIAL MEETING

This section contains information for Southside's shareholders about Southside's special meeting of shareholders that has been called to consider the approval of the Southside share issuance proposal and approval of the Southside adjournment proposal.

General

We are furnishing this joint proxy statement/prospectus to the holders of Southside common stock as of the record date for use at Southside's special meeting and any adjournment or postponement of its special meeting.

Date, Time and Place

The Southside special meeting will be at Southside's headquarters located at 1201 South Beckham Avenue, Tyler, Texas, on Tuesday, October 14, 2014, at 4:30 p.m., local time.

Purpose of the Southside Special Meeting

At the Southside special meeting, Southside shareholders will be asked to consider and vote upon the following matters:

the Southside share issuance proposal; and

the Southside adjournment proposal.

Recommendation of the Southside Board of Directors

After careful consideration, the Southside board of directors has unanimously (1) determined that the terms of the merger agreement and the transactions contemplated thereby, including the mergers and the share issuance, are advisable and in the best interests of Southside and its shareholders, and (2) approved and adopted the merger agreement and the mergers. Certain factors considered by the Southside board of directors in reaching its decision to approve and adopt the merger agreement and the mergers can be found in the section of this joint proxy/statement/prospectus entitled "The Mergers Southside's Reasons for the Mergers" beginning on page 57.

The Southside board of directors unanimously recommends that Southside shareholders vote "FOR" the Southside share issuance proposal and "FOR" the Southside adjournment proposal.

Southside Record Date; Who Can Vote at the Southside Special Meeting

Only Southside shareholders of record at the close of business on the record date, August 29, 2014, or their duly appointed proxies, are entitled to receive notice of the Southside special meeting and to vote the shares of Southside common stock that they held on the record date at the Southside special meeting, or any postponement or adjournment of the Southside special meeting. The only class of shares that can be voted at the Southside special meeting is that of the shares of Southside common stock. Each Southside common share is entitled to one vote on all matters that come before the shareholders at the Southside special meeting.

Shareholders who attend the meeting may be asked to present valid photo identification, such as a driver's license or passport, before being admitted. Cameras, recording devices and other electronic devices will not be permitted at the meeting. Shareholders who hold their shares in "street name" (that is, through a bank, broker or other nominee) will need to bring a copy of the brokerage statement reflecting their stock ownership as of August 29, 2014, the Southside record date.

Table of Contents

On the record date, there were approximately 19 million shares of Southside common stock outstanding and entitled to vote at the Southside special meeting.

Quorum

A quorum of Southside shareholders is necessary to hold a valid special meeting. The presence in person or by proxy of shareholders holding a majority of the shares entitled to vote at the Southside special meeting shall constitute a quorum. On the record date, there were 18,864,351 shares of Southside common stock outstanding and entitled to vote. Thus, 9,432,177 shares of Southside common stock must be represented by shareholders present in person or by proxy at the Southside special meeting to have a quorum for the Southside special meeting.

Abstentions and any broker non-votes will be counted towards the quorum requirement. If there is no quorum, the shareholders entitled to vote at such meeting, present in person or in proxy, shall have the power to adjourn the Southside special meeting to another date.

Abstentions and Broker Non-Votes

If you are a Southside shareholder and mark "ABSTAIN" on your proxy, it will have the same effect as a vote "AGAINST" the Southside share issuance proposal and the Southside adjournment proposal, although abstentions will be considered present for the purpose of determining the presence of a quorum. If you fail to submit a proxy or vote in person at the Southside special meeting, it will have no effect on either of the proposals.

Banks, brokers and other nominees that hold their customers' shares in street name may not vote their customers' shares on "non-routine" matters without instructions from their customers. As each of the proposals to be voted upon at the Southside special meeting is considered "non-routine," such organizations do not have discretion to vote on any of the proposals. As a result, if you fail to provide your broker, bank or other nominee with any instructions regarding how to vote your shares of Southside common stock, your shares will not be considered present at the Southside special meeting and will not be voted and will have no effect on either of the proposals.

Voting by Southside Trustees, Executive Officers and Significant Shareholders

At the close of business on the record date, directors and executive officers of Southside and their affiliates were entitled to vote 1,605,900 shares of Southside common stock, or approximately 9% of the issued and outstanding shares of Southside common stock on that date. Southside currently expects that the Southside directors and executive officers will vote their shares of Southside common stock in favor of the Southside share issuance proposal and the Southside adjournment proposal, although none of them is obligated to do so.

Manner of Submitting Proxy

Whether you plan to attend the Southside special meeting in person, you should submit your proxy as soon as possible.

If you own shares of Southside common stock in your own name, you are an owner or holder of record. This means that you may use the enclosed proxy card or the Internet or telephone voting options to tell the persons named as proxies how to vote your shares of Southside common stock. You have four voting options:

In Person. To vote in person, come to the Southside special meeting and you will be able to vote by ballot. To ensure that your shares of Southside common stock are voted at the Southside special meeting, the Southside board of directors recommends that you submit a proxy even if you plan to attend the Southside special meeting.

Table of Contents

Mail. To vote using the enclosed proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the enclosed return envelope. If you return your signed proxy card to Southside before the Southside special meeting, the persons named as proxies will vote your shares of Southside common stock as you direct.

Telephone. To vote by telephone, dial the toll-free telephone number located on the enclosed proxy card using a touch-tone phone and follow the recorded instructions. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Time on October 13, 2014 to be counted.

Internet. To vote over the Internet, go to the web address located on the enclosed proxy card to complete an electronic proxy card. You will be asked to provide the company number and control number from the enclosed proxy card. Your vote must be received by 11:59 p.m. Eastern Time on October 13, 2014 to be counted.

The Internet and telephone voting options available to holders of record are designed to authenticate Southside shareholders' identities, to allow Southside shareholders to give their proxy voting instructions and to confirm that these instructions have been properly recorded. Proxies submitted over the Internet or by telephone through such a program must be received by 11:59 p.m. Eastern Time on October 13, 2014 (or in the event of an adjournment or postponement, such later date as shall be established). Submitting a proxy will not affect your right to vote in person if you decide to attend the Southside special meeting.

If a proxy card is signed and returned without an indication as to how the shares of Southside common stock represented by the proxy are to be voted with regard to a particular proposal, the Southside common stock represented by the proxy will be voted "FOR" each such proposal. As of the date of this joint proxy statement/prospectus, Southside has no knowledge of any business that will be presented for consideration at the Southside special meeting and which would be required to be set forth in this joint proxy statement/prospectus other than the matters set forth in the accompanying Notice of Special Meeting of Shareholders of Southside. In accordance with Southside's amended and restated bylaws and Texas law, business transacted at the Southside special meeting will be limited to those matters set forth in such notice.

Your vote as a Southside shareholder is important. Accordingly, please sign and return the enclosed proxy card whether or not you plan to attend the Southside special meeting in person.

Shares held in "Street Name"

If a Southside shareholder holds shares of Southside common stock in a stock brokerage account or if its shares are held by a bank or nominee (that is, in "street name"), in order for the shares to be voted, such shareholder must provide the record holder of its shares with instructions on how to vote its shares of Southside common stock. Southside shareholders should follow the voting instructions provided by their broker, bank or nominee. Without such instructions, your shares will NOT be voted on any of the proposals to be voted upon at the Southside special meeting, which will have the same effect as described above under " Abstentions and Broker Non-Votes." Please note that Southside shareholders may not vote shares of Southside common stock held in street name by returning a proxy card directly to Southside or by voting in person at the Southside special meeting unless they provide a "legal proxy," which Southside shareholders must obtain from their broker, bank or nominee. Further, brokers, banks or nominees who hold shares of Southside common stock on behalf of their customers may not give a proxy to Southside to vote those shares without specific instructions from their customers. If a Southside shareholder does not instruct its broker, bank or nominee to vote with respect to a proposal, then the broker, bank or nominee may not vote those shares in respect of that proposal, and it will have the effects described above under " Abstentions and Broker Non-Votes."

Table of Contents

Revocation of Proxies or Voting Instructions

Your grant of a proxy on the enclosed proxy card or through one of the alternative methods discussed above does not prevent you from voting in person or otherwise revoking your proxy at any time before it is voted at the Southside special meeting. If your shares of Southside common stock are registered in your own name, you may revoke your proxy in one of the following ways by:

submitting notice in writing to Southside's Secretary at 1201 South Beckham Avenue, Tyler, Texas 75701, that revokes your proxy that bears a date later than the date of the proxy that you are revoking and that is received before the Southside special meeting;

submitting another proxy card bearing a later date and mailing it so that it is received before the Southside special meeting;

submitting another proxy using the Internet or telephone voting procedures; or

attending the Southside special meeting and voting in person, although simply attending the Southside special meeting will not revoke your proxy, as you must deliver a notice of revocation or vote at the Southside special meeting in order to revoke a prior proxy. Your last vote is the vote that will be counted.

If you have instructed a broker, bank or other nominee to vote your shares of Southside common stock, you must follow the directions received from your broker, bank or other nominee if you wish to change your vote.

If you have questions about how to vote or revoke your proxy, you should contact Southside's Investor Relations toll-free at (877) 639-3511.

Tabulation of Votes

Southside will appoint an inspector of election for the Southside special meeting to tabulate affirmative and negative votes, broker non-votes and abstentions.

Solicitation of Proxies; Payment of Solicitation Expenses

Southside is soliciting proxies for the Southside special meeting from Southside shareholders. Southside will bear the entire cost of soliciting proxies from Southside shareholders. In addition to this mailing, Southside's trustees and officers may solicit proxies by telephone, by facsimile, by mail, over the Internet or in person. They will not be paid any additional amounts for soliciting proxies. Arrangements also will be made with brokerage firms and other custodians, nominees and fiduciaries to forward proxy solicitation materials to the beneficial owners of shares of Southside common stock held of record by those persons, and Southside will reimburse these brokerage firms, custodians, nominees and fiduciaries for related, reasonable out-of-pocket expenses they incur.

Southside is not utilizing a third-party to assist in the solicitation of proxies for the Southside special meeting. If you have any questions concerning the mergers or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of Southside common stock, please contact: Susan Hill, Investor Relations, 1201 South Beckham Avenue, Tyler, Texas 75701, toll-free at (877) 639-3511 or susan.hill@southside.com.

Adjournment

In addition to the Southside share issuance proposal being considered at the Southside special meeting, Southside shareholders are also being asked to approve the Southside adjournment proposal, which will give the Southside board of directors authority to adjourn the Southside special meeting, if necessary or appropriate in the view of the Southside board of directors, to solicit additional proxies in

Table of Contents

favor of the Southside share issuance proposal if there are insufficient votes at the time of such adjournment to approve such proposal. If the Southside adjournment proposal is approved, the Southside special meeting could be successively adjourned to any date, not later than 120 days after the record date for the Southside special meeting. In addition, the Southside board of directors could postpone the Southside special meeting before it commences, whether for the purpose of soliciting additional proxies or for other reasons. If the Southside special meeting is adjourned for the purpose of soliciting additional proxies, shareholders who have already submitted their proxies will be able to revoke them at any time prior to their use.

If a quorum does not exist, holders of a majority of the shares entitled to vote at the special meeting shall have the power to adjourn the Southside special meeting to another place, date or time. If a quorum exists, but there are not enough affirmative votes to approve the Southside share issuance proposal, the Southside special meeting may be adjourned if the Southside adjournment proposal receives the affirmative vote of a majority of the shares of Southside common stock entitled to vote and represented in person or by proxy at the Southside special meeting, assuming a quorum is present. In addition, the chairman of the Southside special meeting also has the power to adjourn the Southside special meeting under Southside's bylaws.

Assistance

If you need assistance in completing your proxy card or have questions regarding the various voting options with respect to the Southside special meeting, please contact Southside's Investor Relations:

Southside Bancshares, Inc.
Attn: Susan Hill
Investor Relations
1201 South Beckham Avenue
Tyler, Texas 75701
Telephone: (903) 531-7220
Toll-free: (877) 639-3511
susan.hill@southside.com