

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WL ROSS & CO LLC</u> (Last) (First) (Middle) <u>1166 AVENUE OF THE AMERICAS</u> (Street) <u>NEW YORK NY 10036</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BankUnited, Inc. [BKU]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) Other
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/20/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	03/20/2013		s ⁽¹⁾		721,500	D	\$24.745	8,189,631 ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	See Footnotes

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

Explanation of Responses:

- Reflects the sale of BankUnited, Inc.'s common stock, par value \$0.01 per share ("Common Stock"), consisting of 654,165 shares sold by WLR Recovery Fund IV, L.P., 2,627 shares sold by WLR IV Parallel ESC, L.P. and 64,708 shares sold by WLR/GS Master Co-Investment, L.P. on March 20, 2013 pursuant to the underwriters' full exercise of their option to purchase additional shares of common stock in connection with a secondary offering of BankUnited, Inc.
- Each of the reporting persons disclaims beneficial ownership of any securities except to the extent of its pecuniary interest therein.
- WLR Recovery Fund IV, L.P. ("Fund IV") owns 7,425,314 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC and the managing member of El Vedado, LLC. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. WLR Recovery Associates IV LLC is the general partner of Fund IV. WL Ross & Co. LLC serves as the investment manager to Fund IV. Accordingly, each of WL Ross & Co. LLC, Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P. and WLR Recovery Associates IV LLC may be deemed to be a beneficial owner of some or all the shares of Common Stock owned by Fund IV.
- WLR IV Parallel ESC, L.P. (the "Parallel Fund") owns 29,821 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the managing member of El Vedado, LLC and the chairman and president of Invesco Private Capital, Inc. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Recovery Associates IV LLC. Invesco Private Capital, Inc. is the managing member of INVESCO WLR IV Associates LLC, which in turn is the general partner of the Parallel Fund. INVESCO WLR IV Associates LLC and WLR Recovery Associates IV LLC have entered into a parallel investment agreement pursuant to which WLR Recovery Associates IV LLC has been appointed as representative and attorney of the Parallel Fund to, among other things, exercise all rights, powers and privileges with respect to the Common Stock owned by the Parallel Fund and to take whatever action, including voting such Common Stock, as WLR Recovery Associates IV LLC (continued in footnote 5).
- (continued from footnote 4) in its discretion deems fit. Accordingly, each of Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P., WLR Recovery Associates IV LLC, Invesco Private Capital, Inc. and INVESCO WLR IV Associates LLC may be deemed to be a beneficial owner of some or all the shares of Common Stock owned by the Parallel Fund.
- WLR/GS Master Co-Investment L.P. (the "Co-Invest Fund") owns 734,496 shares of Common Stock of the issuer. Wilbur L. Ross, Jr. is the president and chief executive officer of WL Ross & Co. LLC and the managing member of El Vedado, LLC. El Vedado, LLC is the general partner of WL Ross Group, L.P., which in turn is the managing member of WLR Master Co-Investment GP, LLC. WLR Master Co-Investment GP, LLC is the general partner of the Co-Invest Fund. WL Ross & Co. LLC serves as the investment manager to the Co-Invest Fund. Accordingly, each of WL Ross & Co. LLC, Wilbur L. Ross, Jr., El Vedado, LLC, WL Ross Group, L.P. and WLR Master Co-Investment GP, LLC may be deemed to be a beneficial owner of some or all the shares of Common Stock owned by the Co-Invest Fund.

Remarks:

Due to technical limitations in the number of reporting persons that can be included in a Section 16 filing, this Form 4 is being filed in two separate filings. Please see exhibit 99.1 (Joint Filer Information) attached hereto. This is filing no. 2 of 2. Filing no. 2 is made solely for the purpose of including WL Ross & Co. LLC as a reporting person in this Form 4.

/s/ Rajinder P. Singh, as 03/22/2013
Attorney-in-Fact
 ** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Joint Filer Information

Name of Joint Filer: **WLR RECOVERY FUND IV, L.P.**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas

New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WLR RECOVERY FUND IV, L.P.

By: WLR Recovery Associates IV LLC,
its General Partner

By: WL Ross Group, L.P.,
its Managing Member

By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WLR RECOVERY ASSOCIATES IV LLC**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WLR RECOVERY ASSOCIATES IV LLC

By: WL Ross Group, L.P.,
its Managing Member

By: El Vedado, LLC, its General Partner

By: /s/ Wilbur L. Ross, Jr.

Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WL ROSS GROUP, L.P.**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WL ROSS GROUP, L.P.

By: El Vedado, LLC, its General Partner

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **EL VEDADO, LLC**

Address of Joint Filer: 319 Clematis Street, Room 1000 (10th Floor)
West Palm Beach, FL 33401

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

EL VEDADO, LLC

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WLR/GS MASTER CO-INVESTMENT, L.P.**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WLR/GS MASTER CO-INVESTMENT, L.P.

By: WLR Master Co-Investment GP, LLC
its General Partner

By: WL Ross Group, L.P.,
its Managing Member

By: El Vedado, LLC,
its General Partner

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WLR MASTER CO-INVESTMENT GP, LLC**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WLR MASTER CO-INVESTMENT GP, LLC

By: WL Ross Group, L.P.,
its Managing Member

By: El Vedado, LLC, its General Partner

By: /s/ Wilbur L. Ross, Jr.

Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WLR IV PARALLEL ESC, L.P.**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WLR IV PARALLEL ESC, L.P.

By: INVESCO WLR IV ASSOCIATES LLC
its General Partner

By: INVESCO Private Capital, Inc.
its Managing Member

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **INVESCO WLR IV ASSOCIATES, LLC**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

INVESCO WLR IV ASSOCIATES, LLC

By: INVESCO Private Capital, Inc.
its Managing Member

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **INVESCO PRIVATE CAPITAL, INC.**

Address of Joint Filer: c/o WL Ross & Co. LLC
1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

INVESCO PRIVATE CAPITAL, INC.

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013

Joint Filer Information

Name of Joint Filer: **WL ROSS & CO. LLC**

Address of Joint Filer: 1166 Avenue of the Americas
New York, NY 10036

Relationship of Joint Filer to Issuer: 10% Owner

Issuer Name and Ticker or Trading Symbol: BankUnited, Inc. (BKU)

Date of Earliest Transaction
(Month/Day/Year): 3/20/2013

Designated Filer: Wilbur L. Ross, Jr.

Signature:

WL ROSS & CO. LLC

By: /s/ Wilbur L. Ross, Jr.
Wilbur L. Ross, Jr.
its Managing Member

March 22, 2013