

Edgar Filing: 1ST SOURCE CORP - Form S-8

1ST SOURCE CORP
Form S-8
July 02, 2001

Registration No. _____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

1st SOURCE CORPORATION
(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

35-1068133
(I.R.S. Employer
Identification No.)

100 North Michigan Street, South Bend, Indiana 46601
(Address of Principal Executive Offices)

1st SOURCE CORPORATION EMPLOYEES' PROFIT SHARING PLAN AND TRUST
(Full title of the plan)

Larry E. Lentych
1st Source Corporation
100 North Michigan Street
South Bend, Indiana 46601
(Name and address of agent for service)

(219) 235-2702
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, without par value	1,000,000 Shares (2)	\$21.505 (3)	\$21,505,000.00 (3)	\$5,376.00

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- (1) Calculated pursuant to Rule 457(c) and (h), on June 22, 2001, the average of the high and low price of the registrant's Common Stock on the NASDAQ National Market System was \$21.505.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933 (the "Securities Act"), this registration statement also covers an indeterminate number of interests to be offered or sold pursuant to the employee benefit plan described herein, plus such indeterminate number of additional shares as may be authorized in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from the payment of stock dividends or stock splits or certain other capital adjustments.
- (3) Estimated solely for the purpose of calculating the registration fee.

INCORPORATION OF DOCUMENTS BY REFERENCE
TO PRIOR REGISTRATION STATEMENT

This Registration statement is filed for the purpose of registering 1,000,000 additional shares of Common Stock by 1st Source Corporation (the "Registrant") for use in connection with the 1st Source Corporation Employees' Profit Sharing Plan and Trust. In accordance with General Instruction E to Form S-8, the Registrant incorporates by reference the contents of the Registrant's Registration Statement on Form S-8, File No. 33-8840, filed on September 18, 1986.

Item 8. Exhibits.

Exhibits filed with this Registration Statement are listed following the signature page.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South Bend, and the State of Indiana, on this 29th day of June, 2001 .

1st SOURCE CORPORATION
(Registrant)

By: /s/ Thomas Flournoy

Thomas Flournoy, Controller

Each person whose signature appears below authorizes John B. Griffith and Larry E. Lentych, and each of them, to file one or more amendments (including

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post-effective amendments) to the Registration Statement, which amendments may make such changes in the Registration Statement as either of them deems appropriate, and each such person hereby appoints John B. Griffith and Larry E. Lentych, and each of them, as attorney-in-fact to execute in the name and on behalf of each person individually, and in each capacity stated below, any such amendment to the Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Christopher J. Murphy III ----- Christopher J. Murphy III	Chairman of the Board and a Director (Principal Executive Officer)	June 29, 2001
----- Wellington D. Jones III	Executive Vice President and a Director	
/s/ John B. Griffith ----- John B. Griffith	Secretary	June 29, 2001
----- Larry E. Lentych	Treasurer & CFO (Principal Accounting and Financial Officer)	
/s/ Reverend E. William Beauchamp ----- Reverend E. William Beauchamp	Director	June 29, 2001

Signature -----	Title -----	Date -----
/s/ Daniel B. Fitzpatrick ----- Daniel B. Fitzpatrick	Director	June 29, 2001
----- Lawrence E. Hiler	Director	
----- William P. Johnson	Director	
/s/ Rex Martin ----- Rex Martin	Director	June 29, 2001
----- Dane A. Miller	Director	
----- Timothy K. Ozark	Director	

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/s/ Richard J. Pfeil
----- Director
Richard J. Pfeil

June 29, 2001

/s/ Claire C. Skinner
----- Director
Claire C. Skinner

June 29, 2001

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustee has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South Bend, State of Indiana, on this 29th day of June, 2001.

1st SOURCE CORPORATION EMPLOYEES'
PROFIT SHARING PLAN AND TRUST
(Plan)

By: /s/ Dan L. Craft

(Officer)
1st Source Bank, Plan Administrator

EXHIBIT LIST

NUMBER -----	DOCUMENT -----	PAGE NO. -----
4(a).	Articles of Incorporation of 1st Source as amended April 30, 1996, filed as an exhibit to Form 10-K dated December 31, 1996, and incorporated herein by reference.	
4(b).	By-Laws of 1st Source, as amended April 19, 1993, and filed as an exhibit to Form 10-K dated December 31, 1993, and incorporated herein by reference.	
4(c).	Form of Stock Certificate, for share of 1st Source Common Stock, filed as an exhibit to Registration Statement 2-40481, and incorporated herein by reference.	
4(d)(1).	Form of Company's Employees' Profit Sharing Plan and Trust Agreement dated January 1, 1989, and amendment to the Company's Profit Sharing Plan and Trust Agreement dated April 1, 1994, filed as exhibit to Form 10-K dated December 31, 1994, and incorporated herein by reference.	
4(d)(2).	An amendment to 1st Source Corporation Employees' Profit Sharing Plan and Trust Agreement dated September 30, 1996, and filed as exhibit to Form 10-K dated December 31, 1996, and incorporated herein by	

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reference.

- 4(d)(3). An amendment to 1st Source Corporation Employees' Profit Sharing Plan and Trust Agreement dated July 20, 1999, and filed as exhibit to Form 10-K dated December 31, 1999, and incorporated herein by reference.
- 4(d)(4). An amendment to 1st Source Corporation Employees' Profit Sharing Plan and Trust Agreement dated December 29, 2000, and filed as exhibit to Form 10-K dated December 31, 2000, and incorporated herein by reference.
- 5(a). Opinion of Counsel with respect to the legality of the securities registered hereby. 7
- 5(b). Internal Revenue Service determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code (1).
- 23(a)(1). Consent of Ernst & Young LLP. 8
- 23(a)(2). Consent of PricewaterhouseCoopers LLP. 9
- 23(b). Consent of Counsel is included in Exhibit 5(a).

(1) The Registrant undertakes that the Registrant has submitted or will submit the 1st Source Corporation Employees' Profit Sharing Plan and Trust and all amendments thereto to the Internal Revenue Service ("IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.