

BERKSHIRE HILLS BANCORP INC
Form 425
December 17, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **December 11, 2014**

Hampden Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33144
(Commission
File Number)

20-5714154
(IRS Employer
Identification No.)

19 Harrison Avenue, Springfield, Massachusetts 01102

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(413) 736-1812**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HAMPDEN BANCORP, INC.

By: */s/Glenn S. Welch*
Glenn S. Welch
President and Chief Executive Officer

Date: December 17, 2014

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|-----------------------------------------------------------------------------------------------------------------------|
| 10.1 | Amended and Restated Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Glenn S. Welch |
| 10.2 | Amended and Restated Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Luke D. Kettles |
| 10.3 | Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Tara G. Corthell |