

UMB FINANCIAL CORP
Form 11-K
June 27, 2013
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

X ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended December 31, 2012

.. TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

For the transition period from to

Commission file number 0-4887

A. Full title of the plan:

UMB Profit Sharing and 401(k) Savings Plan

**B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office.
UMB Financial Corporation**

1010 Grand Boulevard

Kansas City, Missouri 64106

Table of Contents

*UMB PROFIT SHARING
AND 401(k) SAVINGS PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012*

Table of Contents

Contents

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	1
Financial Statements	
<u>Statement of Net Assets Available For Benefits</u>	2
<u>Statement of Changes in Net Assets Available for Benefits</u>	3
<u>Notes to Financial Statements</u>	4 - 11
Supplementary Information	
<u>Report of Independent Registered Public Accounting Firm on Supplementary Information</u>	12
<u>Schedule of Assets (Held at End of Year)</u>	13
<u>Schedule of Delinquent Participant Contributions</u>	14
<u>Signature</u>	15
<u>Exhibit Index</u>	16

Table of Contents

Report of Independent

Registered Public Accounting Firm

Participants and Employee Benefit Administrative Committee of

UMB Profit Sharing and 401(k) Savings Plan

We have audited the accompanying statement of net assets available for benefits of UMB Profit Sharing and 401(k) Savings Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in its net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ RubinBrown LLP

Overland Park, Kansas

June 27, 2013

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31,	
	2012	2011
Assets		
Investments, at Fair Value:		
Share of net assets of UMB Retirement Master Trust	\$ 203,477,483	\$ 171,245,618
Receivables:		
Employer contributions	6,197,869	5,572,744
Notes receivable from participants held by UMB Retirement Master Trust	6,865,351	6,066,740
Total Receivables	13,063,220	11,639,484
Total Assets	\$ 216,540,703	\$ 182,885,102
Liabilities		
Excess contributions payable	\$ 109,575	\$ 109,521
Net Assets Available for Benefits	\$ 216,431,128	\$ 182,775,581

See the accompanying notes to financial statements.

Page 2

Table of Contents**UMB PROFIT SHARING AND 401(k) SAVINGS PLAN****STATEMENT OF CHANGES IN NET ASSETS****AVAILABLE FOR BENEFITS**

	For The Years Ended December 31,	
	2012	2011
Additions to Net Assets Attributed to:		
Contributions		
Employer contributions	\$ 6,197,869	\$ 5,572,894
Employee contributions	14,262,217	12,921,797
Rollover contributions	2,736,220	3,467,952
Total Contributions	23,196,306	21,962,643
Deductions from Net Assets Attributed to:		
Benefits paid directly to participants	14,708,652	16,061,598
Administrative fees	28,750	26,300
Total Deductions	14,737,402	16,087,898
Investment Income (Loss)		
Plan Interest in UMB Retirement Master Trust Investment Income (Loss)	24,146,529	(4,526,567)
Interest Income on Notes Receivable from Participants	237,155	229,243
Net Increase	32,842,588	1,577,421
Transfers from The ESOP of UMB	812,959	200,393
Net Assets Available for Benefits Beginning of Year	182,775,581	180,997,767
Net Assets Available for Benefits End of Year	\$ 216,431,128	\$ 182,775,581

See the accompanying notes to financial statements.

Page 3

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

December 31, 2012 and 2011

1. Description of The Plan

The following description of the UMB Profit Sharing and 401(k) Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution profit sharing plan covering substantially all employees of UMB Financial Corporation and affiliates (collectively, the Company or UMB) and provides for retirement, disability and death benefits. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Eligibility and Participation

Employees are eligible to make deferral contributions and receive the Company matching contribution upon reaching the first of the month following one month of employment. The Plan provides that employees with one year of service become eligible to participate in the profit sharing portion of the Plan. Employees are eligible to receive the Company profit sharing contribution on the earlier of the first day of the Plan year or the first day of the seventh month of the Plan year after satisfying eligibility requirements. With limited exceptions, participants must be actively employed on the last day of the Plan year to share in the Company matching contributions and any profit sharing contributions.

Contributions

Each year, participants may contribute up to 50 percent of their annual compensation as defined in the Plan Agreement. In addition, all employees who are eligible to make elective deferral contributions under the Plan and have attained age 50 shall be eligible to make catch-up contributions in accordance with the Plan Agreement. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

All employees of UMB hired on or after January 1, 2008 who are otherwise eligible for the Plan, are subject to an automatic election, under which the Company will withhold 3 percent of compensation from the new employee's paycheck each payroll period. That amount is contributed to the Plan as a salary deferral, unless these employees complete a salary deferral agreement electing a different percentage. The automatic election is withheld from the paycheck following the employee's completion of eligibility for the Plan, which is the first of the month following completion of 30 days of service. The automatic salary deferral will be invested in the Vanguard Balanced Index Fund unless otherwise directed by the employee. The employee may modify the automatic election at any time to elect an alternative deferral amount or elect not to defer into the Plan.

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

Notes To Financial Statements (*Continued*)

The Company will determine each year the amount, if any, that will be contributed to the Plan. The Plan allows for matching contributions and profit sharing contributions by the Company to be determined annually by the Board of Directors of the Company at its discretion. Company matching contributions amounted to \$4,947,869 and \$4,478,300 in 2012 and 2011, respectively. Total profit sharing contributions made by the Company amounted to \$2,500,000 and \$2,188,887 in 2012 and 2011, respectively. Company profit sharing contributions, as determined above, are divided between the Plan and The ESOP of UMB (the ESOP), at the discretion of the Board of Directors of the Company. In 2012 and 2011, total profit sharing contributions were allocated equally between the Plan and the ESOP. Profit sharing contributions to the Plan amounted to \$1,250,000 and \$1,094,444 in 2012 and 2011, respectively.

Employee contributions for 2012 are net of payments of \$109,575 made in March 2013 to certain active participants to return excess deferral contributions. These payments are required to satisfy the relevant nondiscrimination provisions of the Plan, and they are included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2012.

Employee contributions for 2011 are net of payments of \$109,521 made in March 2012 to certain active participants to return excess deferral contributions. These payments are required to satisfy the relevant nondiscrimination provisions of the Plan, and they are included in the Plan's statement of net assets available for benefits as excess contributions payable at December 31, 2011.

Contributions are subject to certain Internal Revenue Code (IRC) limitations.

Participant Accounts

A separate account is maintained for each participant in the Plan. Each participant's account is credited with the participant's contributions and allocations of (1) the Company's contributions, (2) forfeitures of terminated participants' nonvested accounts, and (3) Plan earnings, and charged with an allocation of Plan losses and administrative expenses. Allocations are based on participant earnings, participant deferrals or account balances, as defined and subject to certain limits. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Qualified participants are able to transfer a portion of their account balances from the ESOP to the Plan.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50 percent of their vested account balance. The loans are secured by the balance in the participant's account. Additionally, all loans are made for a period not to exceed five years unless proceeds of such loan are exclusively used for the acquisition of a dwelling unit to be used as the principal residence of the participant. Interest rates for residential loans are BMO Harris Bank NA's 15-year mortgage rate. Interest rates for all other loans are the greater of BMO Harris Bank NA's prime rate or BMO Harris Bank NA's five-year CD rate plus 2 percent. Principal and interest is paid ratably through payroll deductions. The loans bear interest ranging from 2.88 percent to 9.0 percent, with maturity dates through October 2032.

Participant Hardship Withdrawals

A participant may withdraw all or a portion of their contributions subject to hardship withdrawal provisions.

Vesting And Forfeitures

Participants are vested immediately in their contributions and the Company matching contribution plus actual earnings thereon. For Company profit sharing contributions made prior to January 1, 2007, participants are vested in the Company profit sharing contribution after five years of service. For profit sharing contributions made on or after January 1, 2007 for participants with an hour of service on or after January 1, 2007, participants are 50 percent vested after two years of service and 100 percent vested after three years of service.

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

Notes To Financial Statements (*Continued*)

A participant satisfying the requirements of the 2003 Severance Plan established for employees terminated as a result of the transfer of the employee benefit accounts to BMO Financial Group or separating from service under the 2000-2001 UMB Special Retirement Incentive Program shall be 100 percent vested.

Forfeited nonvested accounts are reallocated to participant accounts as a discretionary profit sharing contribution at the end of the Plan year in which the forfeiture occurs.

Benefits

The account balance, to the extent it is vested, will be paid upon request to participants who have become disabled, retired or otherwise left the Company. Employees are not allowed to withdraw any portion of the Company contributions prior to age 59 $\frac{1}{2}$; however, subject to the Plan's restrictions, participants may withdraw all or a portion of their account balances from certain sources while remaining employed.

The Plan also provides that when a participant terminates their employment and the participant's interest in the Plan, excluding amounts attributable to any rollovers, does not exceed \$5,000, a lump sum distribution will be made to the participant, if the participant does not make a distribution election. If the deferred vested account balance is less than \$1,000, the balance will be distributed to the participant in cash. If the deferred vested account balance is between \$1,000 and \$5,000, the participant's balance will be rolled over to a BMO Harris Bank NA money market IRA.

2. Summary of Significant Accounting Policies

Basis of Accounting and Use of Estimates

The financial statements of the Plan are prepared using the accrual method of accounting. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates that affect the financial statements and accompanying notes. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect participant's account balances and the amounts reported in the financial statements.

Payment of Benefits

Benefit payments to participants are recorded when paid.

Valuation of Investments

The Plan's investments are stated at fair value. Securities traded in public markets are valued at their quoted market prices. Participants do not have beneficial ownership in specific underlying securities or other assets in the various funds, but have an interest therein represented by units valued as of the last business day of the period. The various funds earn dividends and interest which are automatically reinvested in additional units. Generally, contributions to and withdrawal payments from each fund are converted to units by dividing the amounts of such transactions by the unit values as last determined, and the participants' accounts are charged or credited with the number of units properly attributable to each

participant.

Table of Contents**UMB PROFIT SHARING AND 401(k) SAVINGS PLAN**Notes To Financial Statements (*Continued*)**Recognition of Investment Income**

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Notes Receivable From Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest.

Costs and Expenses

All costs and expenses incurred with regard to the purchase, sale or transfer of investments and other assets in connection with the operations of the Plan are paid by the Plan. All other expenses are paid by the Company.

3. Investments

The Plan's investments available for benefits as of December 31, 2012 and 2011 are as follows:

	2012	2011
Share of Net Assets of UMB Retirement Master Trust	\$ 203,477,483	\$ 171,245,618

4. UMB Retirement Master Trust

The assets of the Plan and the ESOP are combined into the UMB Retirement Master Trust (the Master Trust), a master trust established by the Company and administered by BMO Harris Bank NA (the Trustee). Use of the Master Trust permits the commingling of Plan assets with the assets of the ESOP for investment and administrative purposes. At December 31, 2012 and 2011, the Plan's assets relate to its share of the allocated net assets of the Master Trust. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating investment income to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan on a basis proportionate to the Plan's share of net assets. All other activity is recorded in the Plan based on the elections of the individual participants in the Plan. At December 31, 2012 and 2011, the Plan's interest in the net assets of the Master Trust was approximately 75 and 74 percent, respectively.

Table of Contents**UMB PROFIT SHARING AND 401(k) SAVINGS PLAN**Notes To Financial Statements (*Continued*)

The following table presents the net assets of the Master Trust at December 31, 2012 and 2011:

	2012	2011
Investments, at fair value:		
Mutual funds	\$ 178,480,179	\$ 148,844,187
UMB Company Stock Fund	79,333,735	71,069,164
Money market funds	15,560,574	14,122,603
Total Investments	273,374,488	234,035,954
Receivables:		
Notes receivable from participants	6,865,351	6,066,740
Other	(14,275)	(26,056)
Total Receivables	6,851,076	6,040,684
Net Assets	\$ 280,225,564	\$ 240,076,638

Income (loss) of the Master Trust includes net appreciation (depreciation) in the fair value of investments, dividend and interest income and interest income on notes receivable from participants. Net appreciation (depreciation) in the fair value of its investments consists of the realized gains or losses and the unrealized appreciation (depreciation) of those investments.

The following are changes in net assets for the Master Trust for the years ended December 31, 2012 and 2011:

	2012	2011
Total Contributions	\$ 24,018,951	\$ 21,567,350
Total Distributions	(20,881,853)	(20,049,004)
Net Contributions to the Plan	3,137,099	1,518,346
Dividend and Interest Income	5,363,243	5,888,292
Interest income on notes receivable from participants	237,155	229,243
Total Dividend and Interest Income	5,600,398	6,117,535
Net appreciation (depreciation) in fair value of investments:		
Mutual funds	18,534,544	(8,379,199)
UMB Company Stock Fund	12,907,818	(7,714,264)
Net appreciation (depreciation) in fair value of investments	31,442,362	(16,093,463)
Administrative Fees	(30,933)	(27,439)

Edgar Filing: UMB FINANCIAL CORP - Form 11-K

Increase (decrease in net assets)	40,148,926	(8,485,021)
Net assets :		
Beginning of year	240,076,638	248,561,659
End of year	\$ 280,225,564	\$ 240,076,638

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

Notes To Financial Statements (*Continued*)

Fair Value Measurements

The Master Trust utilizes an established framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Master Trust has the ability to access.

Level 2 Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 or 2011.

Mutual Funds and Money Market Funds

Valued at net asset value (NAV) based on the closing price reported on the active market on which the individual securities are traded.

UMB Company Stock Fund

Edgar Filing: UMB FINANCIAL CORP - Form 11-K

Valued at the NAV of shares held by the Master Trust at year end. The NAV is determined by dividing the net asset of the UMB Company Stock Fund by the number of units outstanding on the day of valuation. The UMB Company Stock Fund is comprised of assets that are traded on an active market and cash and cash equivalents.

Table of Contents**UMB PROFIT SHARING AND 401(k) SAVINGS PLAN**Notes To Financial Statements (*Continued*)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2012:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Small cap equity	\$ 17,560,554	\$	\$	\$ 17,560,554
Mid cap equity	14,769,138			14,769,138
Large cap equity	46,697,506			46,697,506
International equity	34,185,001			34,185,001
Balanced funds	25,222,772			25,222,772
Stock funds	6,999,735			6,999,735
Fixed income	24,076,006			24,076,006
Other funds	8,969,467			8,969,467
Money market funds	15,560,574			15,560,574
UMB Company Stock Fund		79,333,735		79,333,735
Total assets at fair value	\$ 194,040,753	\$ 79,333,735	\$	\$ 273,374,488

The following table sets forth by level, within the fair value hierarchy, the Master Trust's investments measured at fair value on a recurring basis as of December 31, 2011:

	Level 1	Level 2	Level 3	Total
Mutual funds				
Small cap equity	\$ 15,065,084	\$	\$	\$ 15,065,084
Mid cap equity	12,251,537			12,251,537
Large cap equity	23,366,996			23,366,996
International equity	28,709,616			28,709,616
Balanced funds	20,502,876			20,502,876
Stock funds	21,882,105			21,882,105
Fixed income	20,260,446			20,260,446
Other funds	6,805,527			6,805,527
Money market funds	14,122,603			14,122,603
UMB Company Stock Fund		71,069,164		71,069,164
Total assets at fair value	\$ 162,966,790	\$ 71,069,164	\$	\$ 234,035,954

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

Notes To Financial Statements (*Continued*)

5. Plan Termination

Although it has not expressed any intention to do so, the Board of Directors of UMB has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants become 100 percent vested in their accounts and the Plan provides that its net assets be used to pay all expenses and benefits due and will distribute the remaining assets among the Plan participants based upon their account balance.

6. Tax Status

The Company has adopted a nonstandardized volume submitter plan. The Plan has received a favorable determination letter from the Internal Revenue Service, dated March 24, 2011, stating that the Plan complied with the applicable sections of the IRC. The Plan has been amended since receiving the determination letter; however, the Company and the Plan Administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements. The Plan's federal tax returns for tax years 2009 and later remain subject to examination by taxing authorities.

7. Related Party Transactions

At December 31, 2012 and 2011, included in the Plan's share of net assets of the Master Trust, via the UMB Company Stock Fund, are 216,577 and 223,723 shares, respectively, of UMB's common stock at a fair value of \$9,449,959 and \$8,304,841, respectively. This investment represents 5 percent or more of the Master Trust's net assets available for benefits. All of the above transactions are exempt party-in-interest transactions under ERISA.

8. Transfers From The ESOP of UMB

The ESOP allows participants to diversify their investment in Company stock by transferring a portion of their investment in Company stock from the ESOP into other investment options offered by the Plan.

Table of Contents

Report Of Independent Registered Public Accounting Firm

On Supplementary Information

Our audits were performed for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) as of December 31, 2012 and delinquent participant contributions for the year ended December 31, 2012 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ Rubin Brown LLP

Overland Park, Kansas

June 27, 2013

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

EIN:43-0903811 PLAN NUMBER: 001

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost**	Current Value
*	Participant Loans	Promissory notes, interest rates from 2.88% to 9.0%; maturity dates through October 2032		\$ 6,865,351
				\$ 6,865,351

* Represents party-in-interest to the Plan.

** Cost not required for participant directed investments.

The above information is required for disclosure for Form 5500, Schedule H, Part IV, line 4i.

Table of Contents

UMB PROFIT SHARING AND 401(k) SAVINGS PLAN

EIN:43-0903811 PLAN NUMBER: 001

SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS

FOR THE YEAR ENDED DECEMBER 31, 2012

Total That Constitute Nonexempt Prohibited Transactions

Participant Contributions Transferred	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Late to Plan				
\$ 29				\$ 29

The above information is required for disclosure for Form 5500, Schedule H, Part IV, line 4a.

Table of Contents

SIGNATURE

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2013

UMB Profit Sharing and 401(k) Savings Plan

/s/ Lawrence G. Smith
Lawrence G. Smith

Executive Vice President &

Chief Organizational Effectiveness Officer

Page 15

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Independent Registered Accounting Firm