

ANCHOR BANCORP WISCONSIN INC  
Form 425  
August 08, 2017

**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): August 7, 2017**

**OLD NATIONAL BANCORP**

**(Exact name of Registrant as specified in its charter)**

**Indiana**  
**(State or other jurisdiction**

**of incorporation)**

**001-15817**  
**(Commission**

**File Number)**  
**One Main Street**

**35-1539838**  
**(IRS Employer**

**Identification No.)**

**Evansville, Indiana 47708**

**(Address of Principal Executive Offices, including Zip Code)**

**(812) 464-1294**

**(Registrant's Telephone Number, Including Area Code)**

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01 Entry into a Material Definitive Agreement.**

On August 7, 2017, Old National Bancorp ( ONB ), an Indiana corporation, entered into an Agreement and Plan of Merger (the Merger Agreement ) with Anchor Bancorp, Inc. ( Anchor ), a Minnesota corporation, pursuant to which Anchor will merge with and into ONB, whereupon the separate corporate existence of Anchor will cease and ONB will survive (the Merger ). In connection with the Merger, Anchor Bank, National Association, a national banking association and wholly-owned subsidiary of Anchor, will be merged with and into Old National Bank, a national banking association and wholly-owned subsidiary of ONB, with Old National Bank as the surviving bank.

The Merger Agreement has been approved by the board of directors of each of ONB and Anchor. Subject to the approval of the Merger by Anchor 's shareholders, regulatory approvals, and other customary closing conditions, the parties anticipate completing the Merger early in the first quarter of 2018.

Certain shareholders of Anchor, which collectively own approximately 83% of the voting power of outstanding shares of common and preferred stock of Anchor as of August 7, 2017, have executed voting agreements (each a Voting Agreement and, together, the Voting Agreements ) in which these shareholders have agreed to vote their shares of Anchor stock in favor of the Merger at the special meeting of Anchor 's shareholders at which these matters are to be considered. A form of Voting Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

In addition, a large common stock shareholder of Anchor has executed a lock-up agreement (the Lock-Up Agreement ) in which this shareholder has agreed not to sell or enter into any transaction to dispose of its shares of Anchor common stock or publicly disclosed an intention to effect any such transaction for a period of 90 days after the Effective Time (as defined in the Merger Agreement). It is expected that this shareholder will receive approximately 11 million shares of ONB common stock in connection with the Merger. A form of Lock-up Agreement is attached hereto as Exhibit 10.2 and incorporated herein by reference.

Subject to the terms and conditions of the Merger Agreement, in connection with the Merger, each holder of Anchor common stock will receive \$2.625 in cash (the Cash Consideration ) and 1.350 shares of ONB common stock (the Exchange Ratio and, together with the Cash Consideration, the Merger Consideration ) per share of Anchor common stock such holder owns. The Exchange Ratio is subject to adjustment as set forth in the Merger Agreement and discussed below.

At the effective time of the Merger, Anchor stock options will become fully vested and be converted into the right to receive ONB common stock as more fully described in the Merger Agreement.

Based on ONB 's August 7, 2017 closing price of \$16.45 per share, the total Merger Consideration is estimated to be \$303.2 million, which amount will change due to fluctuations in the price of ONB 's common stock.

At the effective time of the Merger, (i) the Exchange Ratio may be adjusted in the manner prescribed in the Merger Agreement based on the following: (A) if the amount of the Anchor Consolidated Shareholders' Equity (as defined in the Merger Agreement) is less than \$179 million as of the end of the last day of the month prior to the effective time of the Merger; or (B) if there is a change in the number of shares of ONB common stock issued and outstanding prior to the effective time of the Merger by way of a stock split, stock dividend, recapitalization or similar transaction with respect to the outstanding ONB common stock; and (ii) the Cash Consideration may be adjusted in the manner prescribed in the Merger Agreement at ONB's option following notice of termination from Anchor resulting from a decrease in ONB's market value below \$15.00 per share.

The Merger Agreement contains representations, warranties and covenants of ONB and Anchor, including, among others, covenants that require Anchor not to engage in certain kinds of transactions from the date of the Merger Agreement until the effective time (without the prior written consent of ONB), including dividend payments and stock redemptions, other than as permitted by the Merger Agreement. Subject to certain exceptions, the board of directors of Anchor will recommend the approval and adoption of the Merger Agreement and the Merger contemplated thereby and solicit proxies voting in favor of the Merger Agreement from Anchor's shareholders. Subject to certain exceptions, Anchor has also agreed not to (i) solicit proposals relating to alternative business combination transactions or (ii) enter into discussions or negotiations or provide confidential information in connection with any proposals for alternative business combination transactions.

The Merger Agreement provides certain termination rights for both ONB and Anchor, and further provides that upon termination of the Merger Agreement under certain circumstances, Anchor will be obligated to pay ONB a termination fee of \$11.4 million.

As noted above, consummation of the Merger is subject to various conditions, including (i) receipt of the requisite approval of the shareholders of Anchor, (ii) receipt of regulatory approvals, (iii) absence of any law or order prohibiting the closing, (iv) effectiveness of the registration statement to be filed by ONB with the Securities and Exchange Commission (the "SEC") with respect to the ONB common stock to be issued in the Merger, (v) authorization for listing on The NASDAQ Global Market of the shares of ONB common stock to be issued in the Merger, (vi) the Anchor Consolidated Shareholders' Equity as of the end of the last day of the month prior to the effective time of the Merger, after certain adjustments prescribed by the Merger Agreement have been made, shall not be less than \$174 million, (vii) receipt of an opinion of an independent certified public accounting firm that any amounts paid under the Merger Agreement are not disallowed as deductions under Section 280G of the Internal Revenue Code, and (viii) no more than ten percent (10%) of the holders of Anchor common stock exercising dissenters' rights. In addition, each party's obligation to consummate the Merger is subject to certain additional customary conditions, including: (i) subject to certain exceptions, the accuracy of the representations and warranties of the other party; (ii) compliance of the other party with its covenants in all material respects; and (iii) receipt by such party of an opinion from counsel to ONB to the effect that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement also contains representations and warranties that the parties have made to each other as of specific dates. Except for its status as a contractual document that establishes and governs the legal relations among the parties with respect to the Merger described therein, the Merger Agreement is not intended to be a source of factual, business or

operational information about the parties. The representations and warranties contained in the Merger Agreement were made only for purposes of that agreement and as of specific dates, may be subject to a contractual standard of materiality different from what a shareholder might view as material, may have been used for purposes of allocating risk between the respective parties rather than establishing matters as facts, may have been qualified by certain disclosures not reflected in the Merger Agreement that were made to the other party in connection with the negotiation of the Merger Agreement and generally were solely for the benefit of the parties to that agreement. Shareholders should read the Merger Agreement together with the other information concerning ONB and Anchor that ONB publicly files in reports and statements with the SEC.

The foregoing description of the Merger Agreement is not complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is attached hereto as Exhibit 2.1 and is incorporated herein by reference.

A copy of the press release issued jointly by ONB and Anchor on August 8, 2017 announcing the execution of the Merger Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

### **Additional Information for Shareholders**

In connection with the proposed Merger, ONB will file with the SEC a Registration Statement on Form S-4 that will include a Proxy Statement of Anchor and a Prospectus of ONB, as well as other relevant documents concerning the proposed transaction. Shareholders are urged to read the Registration Statement and the Proxy Statement/Prospectus regarding the Merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about ONB and Anchor, may be obtained at the SEC's Internet site (<http://www.sec.gov>). You will also be able to obtain these documents, free of charge, from ONB at [www.oldnational.com](http://www.oldnational.com) under the tab Investor Relations and then under the heading Financial Information .

ONB and Anchor and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Anchor in connection with the proposed Merger. Information about the directors and executive officers of ONB is set forth in the proxy statement for Old National's 2017 annual meeting of shareholders, as filed with the SEC on a Schedule 14A on March 6, 2017. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed Merger when it becomes available. Free copies of this document may be obtained as described in the preceding paragraph.

### **Forward-Looking Statements**

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements include, but are not limited to, statements about the expected timing, completion, financial benefits and other effects of the proposed Merger between ONB and Anchor. Forward-looking statements can be

identified by the use of the words anticipate, believe, expect, intend, could and should, and other words of similar meaning. These forward-looking statements express management's current expectations or forecasts of future events and, by their nature, are subject to risks and uncertainties and there are a number of factors that could cause actual results to differ materially from those in such statements. Factors that might cause such a difference include, but are not limited to: expected cost savings, synergies and other financial benefits from the proposed Merger might not be realized within the expected time frames and costs or difficulties relating to integration matters might be greater than expected; the requisite regulatory approvals for the proposed Merger might not be obtained; satisfaction of other closing conditions; delay in closing the proposed merger; the reaction to the transaction of the companies' customers and employees; market, economic, operational, liquidity, credit and interest rate risks associated with ONB's and Anchor's businesses; competition; government legislation and policies (including the impact of the Dodd-Frank Wall Street Reform and Consumer Protection Act and its related regulations); ability of ONB and Anchor to execute their respective business plans (including integrating the ONB and Anchor businesses); changes in the economy which could materially impact credit quality trends and the ability to generate loans and gather deposits; failure or circumvention of our internal controls; failure or disruption of our information systems; significant changes in accounting, tax or regulatory practices or requirements; new legal obligations or liabilities or unfavorable resolutions of litigations; other matters discussed in this Current Report and other factors identified in ONB's Annual Report on Form 10-K and other periodic filings with the SEC. These forward-looking statements are made only as of the date of this Current Report, and ONB undertakes no obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits.

**Exhibit**

No.	Description of Exhibit
2.1	Agreement and Plan of Merger, dated August 7, 2017, by and between Old National Bancorp and Anchor Bancorp, Inc.
10.1	Form of Voting Agreements
10.2	Form of Lock-Up Agreement
99.1	Joint Press Release issued by Old National Bancorp and Anchor Bancorp, Inc. dated August 8, 2017

\* \* \* \* \*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

**OLD NATIONAL BANCORP**  
(Registrant)

Date: August 8, 2017

By: /s/ James C. Ryan, III  
James C. Ryan, III  
Senior Executive Vice President and  
Chief Financial Officer

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