

OLD NATIONAL BANCORP /IN/  
Form 8-K  
November 10, 2014

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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):

November 10, 2014

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

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:

- 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))

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**Item 8.01 Other Events.**

On July 25, 2014, Old National Bancorp ("ONB") and Founders Financial Corporation ("Founders") entered into an Agreement and Plan of Merger (the "Merger Agreement"). Pursuant to the Merger Agreement, Founders will merge with and into ONB whereupon the separate corporate existence of Founders will cease and ONB will survive (the "Merger"). In connection with the Merger, Founders Bank & Trust, a Michigan chartered commercial bank and wholly owned subsidiary of Founders, 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 "Bank Merger"). The Merger Agreement is described in more detail in ONB's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on July 28, 2014.

As previously disclosed, ONB received regulatory approval of the Bank Merger from the Office of the Comptroller of the Currency, and a waiver from the Federal Reserve Bank of St. Louis with respect to the application requirements concerning the Merger. ONB also previously announced that the shareholders of Founders approved the Merger at a special meeting of Founders shareholders held on October 28, 2014. Subject to the satisfaction of other customary closing conditions contained in the Merger Agreement, the Merger and the Bank Merger are expected to be completed on January 1, 2015.

**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, the expected timing and completion of ONB's proposed merger with Founders and Old National Bank's proposed merger with Founders Bank & Trust. 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, 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 does not undertake an obligation to release revisions to these forward-looking statements to reflect events or conditions after the date of this Current Report.

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**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.

*November 10, 2014*

Old National Bancorp

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight*

*Title: EVP, Chief Legal Counsel and Corporate Secretary*