

ISABELLA BANK CORP
Form S-8
June 02, 2008

As filed with the Securities and Exchange Commission on June 2, 2008

Registration No. 333-_____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

ISABELLA BANK CORPORATION
(Exact name of Issuer as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

38-2830092
(I.R.S. Employer
Identification No.)

**200 East Broadway
Mt. Pleasant, Michigan 48858**
(Address of Principal Executive Offices)

**ISABELLA BANK CORPORATION
STOCKHOLDER DIVIDEND REINVESTMENT AND
EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Dennis P. Angner
200 East Broadway
Mt. Pleasant, MI 48858
989/772-9471**

(Name, address and telephone number of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|---------------------------------|--|--|-----------------------------------|
| Common Shares, no par value | 30,000 Sh ⁽¹⁾ | \$44.00⁽²⁾ | \$ 1,320,000 ⁽²⁾ | \$ 51.88 ⁽²⁾ |

(1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers such indeterminate number of additional shares as may be required to be issued under the Plan in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.

(2) Estimated based on the average price of the Common Stock on May 27, 2008, pursuant to Rule 457(h)(1) and 457(c) solely for the purpose of calculating the registration fee.

REGISTRATION OF ADDITIONAL SECURITIES STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 30,000 shares of Isabella Bank Corporation (the Registrant) common stock to be issued pursuant to the Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan, as amended on May 22, 2008 (the Plan). Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8, previously filed with the Commission relating to the Plan (File No. 33-34777, File No. 33-61596, File No. 333-53377 and File No. 333-106414), are incorporated herein by reference.

As originally adopted, the Plan was titled IBT Bancorp, Inc. Stockholder Dividend Reinvestment and Employee Stock Purchase Plan. On May 22, 2008, the Board of Directors of the Registrant approved an amendment to the Plan to reflect the change of the name of the Registrant from IBT Bancorp, Inc. to Isabella Bank Corporation (the Amendment). The Amendment changed the title of the Plan to Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan and updated references to the Registrant s previous name.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

The following is a list of exhibits filed as part of this registration statement.

- 5. Opinion of counsel as to the legality of the common shares covered by this registration statement.
 - 23.1 Consent of Rehmann Robson P.C.
 - 23.2 Consent of counsel (included within Exhibit 5).
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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that 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 Mt. Pleasant, state of Michigan, on May 22, 2008.

ISABELLA BANK CORPORATION

By: /s/ Dennis P. Angner
Dennis P. Angner, President and Chief Executive
Officer

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.

/s/ Dennis P. Angner May 22, 2008

Dennis P. Angner, President, Chief Executive
Officer (Principal Executive Officer) and
Director

/s/ Peggy L. Wheeler May 22, 2008

Peggy L. Wheeler
Senior Vice President and Controller
(Principal Financial Officer)

/s/ Richard J. Barz May 22, 2008

Richard J. Barz, Director

/s/ Sandra L. Caul May 22, 2008

Sandra L. Caul, Director

/s/ James C. Fabiano May 22, 2008

James C. Fabiano, Director

/s/ Theodore W. Kortez May 22, 2008

Theodore W. Kortez, Director

/s/ David J. Maness May 22, 2008

David J. Maness, Director

/s/ W. Joseph Manifold May 22, 2008

W. Joseph Manifold, Director

/s/ W. Michael McGuire

May 22, 2008

W. Michael McGuire, Director

/s/ William J. Strickler

May 22, 2008

William J. Strickler, Director

/s/ Dale Weburg

May 22, 2008

Dale Weburg, Director

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
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