

FIRST INTERSTATE BANCSYSTEM INC

Form S-8 POS

August 12, 2005

As filed with the Securities and Exchange Commission on August 12, 2005

Registration No. 333-53011  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 3**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**  
**FIRST INTERSTATE BANCSYSTEM, INC.**  
(Exact name of issuer as specified in its charter)

**Montana**  
(State or other Jurisdiction of  
incorporation or organization)

**81-0331430**  
(I.R.S. Employer Identification Number)

401 North 31<sup>st</sup> Street, Billings, Montana 59116  
(Address of Principal Executive Offices and Zip Code)

**SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM,**  
**INC. 2002**  
**RESTATEMENT**  
**FIRST INTERSTATE BANCSYSTEM, INC. STOCK OPTIONS AND STOCK APPRECIATION RIGHTS**  
**PLAN, AS AMENDED, AND**  
**FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND**  
**RESTATED**

(Full titles of plans)

Terrill R. Moore

Executive Vice President and Chief Financial Officer  
FIRST INTERSTATE BANCSYSTEM, INC.

401 North 31st Street  
Billings, Montana 59116

(Name and address of agent for service)

(406) 255-5390

(Telephone number, including area code, of agent for service)

With Copy to:

Holland & Hart LLP

Attn: David G. Angerbauer, Esq.  
60 East South Temple, Suite 2000  
Salt Lake City, Utah 84111  
(801) 595-7800

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (Commission File No. 333-53011) is being filed solely for the purpose of amending the exhibit list to include Second Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement (Exhibit 4.34).

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. EXHIBITS

Regulation S-K

Exhibit

Document

- |         |   |
|---------|---|
| 4.1(1)  | Restated Articles of Incorporation of the Registrant dated February 27, 1986  |
| 4.2(2)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996  |
| 4.3(2)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996  |
| 4.4(3)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated October 7, 1997   |
| 4.6(4)  | Specimen of common stock certificate of First Interstate BancSystem, Inc.   |
| 4.7*    | Shareholder s Agreement for non-Scott family members.   |
| 4.10(9) | Revised Bylaws of First Interstate BancSystem, Inc. dated July 29, 2004.  |
| 4.15(1) | Stock Option and Stock Appreciation Rights Plan of the Registrant, as amended.  |
| 4.20(7) | Form of Charity Shareholder s Agreement with charitable shareholders.   |
| 4.26(7) | Form of Shareholder s Agreement for non-Scott family members dated August 24, 2001.   |
| 4.27(5) | Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002.   |
| 4.29(8) | Shareholder s Agreement with Scott Family Members dated January 11, 1999.   |
| 4.30(6) | Employee Stock Purchase Plan of the Registrant, as amended and restated effective April 30, 2003.   |
| 4.32(6) | Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement.  |
| 4.33(6) | First Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement, dated August 4, 2003. |

Regulation S-K Exhibit	Document
4.34(6)	Second Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement, dated March 31, 2005.
5*	Opinion of Holland & Hart LLP, as to the legality of securities being registered.
23.1*	Consent of KPMG LLP, Independent Certified Public Accountants.
23.2*	Consent of Holland & Hart LLP (contained in Exhibit 5)
24	Power of Attorney (included on page 4 of this Registration Statement)

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 033-84540.

(2) Incorporated by reference to the Registrant's Form 8-K dated October 1, 1996.

(3) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-37847.

(4) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-03250.

(5) Incorporated by reference to the

Registrant's Post  
Effective  
Amendment  
No. 2 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(6) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 3 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(7) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 1 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(8) Incorporated by  
reference to the  
Registrant's  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(9) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 4 to  
Registration  
Statement of  
Form S-8,  
No. 333-76825.

\* Previously filed.

**SIGNATURES**

1. REGISTRANT

Pursuant to the requirements of the Securities Act, 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 Post Effective Amendment No. 3 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 12, 2005.

First Interstate BancSystem, Inc.

By: /s/ Lyle R. Knight  
Lyle R. Knight  
President and Chief Executive Officer

3

---

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Thomas W. Scott and Terrill R. Moore, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below, and to perform any acts necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that such attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on August 12, 2005.

<b>Signature</b>	<b>Title</b>
/s/ Thomas W. Scott	Chairman of the Board
Thomas W. Scott** /s/ James R. Scott	Vice Chairman of the Board
James R. Scott** /s/ Homer A. Scott, Jr.	Director
Homer A. Scott, Jr.** /s/ Randall I. Scott	Director
Randall I. Scott**	Director
Sandra Scott Suzor /s/ Charles M. Heyneman	Director
Charles M. Heyneman**	Director
Terry W. Payne /s/ James W. Haugh	Director
James W. Haugh**	Director
Martin A. White /s/ Robert L. Nance	Director
Robert L. Nance**	Director
Julie A. Scott	Director

Elouise C. Cobell  
/s/ Richard A. Dorn

Director

Richard A. Dorn\*\*



<b>Signature</b>	<b>Title</b>
	Director
Michael J. Sullivan /s/ William B. Ebzery	Director
William B. Ebzery**	Director
David H. Crum /s/ Lyle R. Knight	President, Chief Executive Officer and Director (Principal Executive Officer)
Lyle R. Knight /s/ Terrill R. Moore	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)
Terrill R. Moore	
**By Power of Attorney:	/s/ Terrill R. Moore

Terrill R. Moore  
Attorney-in-Fact

2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC. 2002 RESTATEMENT

Pursuant to the requirements of the Securities Act, the trustee has duly caused this Post Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 12, 2005.

Savings and Profit Sharing Plan for  
Employees of First Interstate BancSystem,  
Inc. 2002 Restatement

/s/ Richard A. McCann  
By: Richard A. McCann  
Its: Trustee

**FIRST INTERSTATE BANCSYSTEM, INC.  
EXHIBITS INDEX**

Regulation S-K Exhibit	Document
4.1(1)	Restated Articles of Incorporation of the Registrant dated February 27, 1986
4.2(2)	Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996
4.3(2)	Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996
4.4(3)	Articles of Amendment to Restated Articles of Incorporation of the Registrant dated October 7, 1997
4.6(4)	Specimen of common stock certificate of First Interstate BancSystem, Inc.
4.7*	Shareholder s Agreement for non-Scott family members.
4.10(9)	Revised Bylaws of First Interstate BancSystem, Inc. dated July 29, 2004.
4.15(1)	Stock Option and Stock Appreciation Rights Plan of the Registrant, as amended.
4.20(7)	Form of Charity Shareholder s Agreement with charitable shareholders.
4.26(7)	Form of Shareholder s Agreement for non-Scott family members dated August 24, 2001.
4.27(5)	Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002.
4.29(8)	Shareholder s Agreement with Scott Family Members dated January 11, 1999.
4.30(6)	Employee Stock Purchase Plan of the Registrant, as amended and restated effective April 30, 2003.
4.32(6)	Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement.
4.33(6)	First Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement, dated August 4, 2003.
4.34(6)	Second Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement, dated March 31, 2005.
5*	Opinion of Holland & Hart LLP, as to the legality of securities being registered.
23.1*	Consent of KPMG LLP, Independent Certified Public Accountants.

23.2*	Consent of Holland & Hart LLP (contained in Exhibit 5)
24	Power of Attorney (included on page 4 of this Registration Statement)

- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 033-84540.
- (2) Incorporated by reference to the Registrant's Form 8-K dated October 1, 1996.
- (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-37847.
- (4) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-03250.
- (5) Incorporated by reference to the Registrant's Post Effective Amendment No. 2 to Registration Statement on Form S-8, No. 333-76825.
- (6) Incorporated by reference to the Registrant's Post Effective Amendment No. 3 to Registration

Statement on  
Form S-8,  
No. 333-76825.

(7) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 1 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(8) Incorporated by  
reference to the  
Registrant's  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(9) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 4 to  
Registration  
Statement of  
Form S-8,  
No. 333-76825.

\* Previously filed.