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BANC CORP
Form S-8
March 17, 2005

As filed with the Securities and Exchange Commission on March 17, 2005
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

THE BANC CORPORATION
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

63-1201350
(I.R.S. Employer
Identification Number)

17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
(Address of Principal Executive Offices)
(Zip Code)

THIRD AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN OF THE BANC CORPORATION
COMMERCE BANK OF ALABAMA INCENTIVE STOCK COMPENSATION PLAN
(Full Title of the Plans)

C. STANLEY BAILEY
CHIEF EXECUTIVE OFFICER
THE BANC CORPORATION
17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
(Name and Address of Agent for Service)
(205) 326-2265
(Telephone Number, including Area Code, of Agent for Service)

The Commission is requested to send copies of
all notices and other communications to:

F. HAMPTON MCFADDEN, JR., ESQ.
EXECUTIVE VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY
THE BANC CORPORATION
17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
TEL: (205) 326-2265
FAX: (205) 327-3479

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price (1)
Common Stock, par value \$.001 per share	1,000,000 shares	\$ N/A	\$10,650,000.00

- (1) In accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, the maximum offering price per share is based on the average of the high and low sales price of the Registrant's Common Stock as reported on the Nasdaq National Market on March 10, 2005.

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Instruction E of Form S-8, promulgated pursuant to the Securities Act of 1933, as amended, to register an additional 1,000,000 shares of The Banc Corporation's Common Stock issuable pursuant to its Third Amended and Restated 1998 Stock Incentive Plan (formerly the Second Amended and Restated 1998 Stock Incentive Plan). This Registration Statement includes a facing page, this page, the signature page, an Exhibit Index, an Exhibit 5 Legal Opinion (and a consent included therein), and accountants' consents. Pursuant to Instruction E, the contents of The Banc Corporation's Registration Statement on Form S-8 (No. 333-72747) and Registration Statement on Form S-8 (No. 333-58170), including the exhibits thereto, are incorporated by reference into this Registration Statement. All previously registered shares may be issued pursuant to The Banc Corporation's Third Amended and Restated 1998 Stock Incentive Plan or the Commerce Bank of Alabama Stock Option Plan. Registration fees have been paid for all of these previously registered shares.

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SIGNATURES

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 Birmingham, State of Alabama, on March 17, 2005.

THE BANC CORPORATION

By /s/ C. STANLEY BAILEY

C. Stanley Bailey
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints C. Stanley Bailey and David R. Carter, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including

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post-effective amendments) to this Registration Statement and any subsequent registration statements relating to the offering to which this Registration Statement relates, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ C. Stanley Bailey ----- C. Stanley Bailey	Chief Executive Officer (Principal Executive Officer)	March 17, 2005
/s/ David R. Carter ----- David R. Carter	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	March 17, 2005
/s/ James A. Taylor ----- James A. Taylor	Chairman of the Board	March 17, 2005
/s/ James Mailon Kent, Jr. ----- James Mailon Kent, Jr.	Vice Chairman	March 17, 2005

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/s/ Larry D. Striplin, Jr. ----- Larry D. Striplin, Jr.	Vice Chairman	March 17, 2005
/s/ K. Earl Durden ----- K. Earl Durden	Vice Chairman	March 17, 2005
/s/ James R. Andrews, M.D. ----- James R. Andrews, M.D.	Director	March 17, 2005
/s/ Roger Barker ----- Roger Barker	Director	March 17, 2005
/s/ W. T. Campbell, Jr. -----	Director	March 17, 2005

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W. T. Campbell, Jr.		
/s/ Thomas E. Jernigan, Jr.	Director	March 17, 2005

Thomas E. Jernigan, Jr.		
/s/ Randall E. Jones	Director	March 17, 2005

Randall E. Jones		
/s/ Ronald W. Orso, M.D.	Director	March 17, 2005

Ronald W. Orso, M.D.		
/s/ Harold W. Ripps	Director	March 17, 2005

Harold W. Ripps		
/s/ Jerry M. Smith	Director	March 17, 2005

Jerry M. Smith		
/s/ Michael E. Stephens	Director	March 17, 2005

Michael E. Stephens		
/s/ Marie Swift	Director	March 17, 2005

Marie Swift		
/s/ James A. Taylor, Jr.	Director	March 17, 2005

James A. Taylor, Jr.		

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EXHIBIT INDEX

Exhibit Number	Description of Exhibit
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(4)-1	The Banc Corporation Restated Certificate of Incorporation, filed as Exhibit (3)-1 to the Company's Registration Statement on Form S-4 (Registration No. 333-58493), is hereby incorporated herein by reference.
(4)-2	Third Amended and Restated 1998 Stock Incentive Plan of The Banc Corporation, filed as Exhibit (10)-1 to the Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, is hereby incorporated herein by reference.
(4)-3	Commerce Bank of Alabama Incentive Stock Compensation Plan, filed as Exhibit (4)-3 to the Corporation Registration Statement on Form S-8, dated February 22, 1999, (Registration No. 333-72747), is hereby incorporated herein by reference.

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- (5) Opinion of Haskell Slaughter Young & Rediker, LLC as to the legality of The Banc Corporation Common Stock being registered.
- (23)-1 Consent of Carr, Riggs & Ingram, LLC.
- (23)-2 Consent of Ernst & Young LLP.
- (23)-3 Consent of Haskell Slaughter Young & Rediker, LLC (included in Exhibit 5).
- 24 Powers of Attorney (set forth on the signature page of this Registration Statement).

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