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BANC CORP
Form 10-K/A
March 17, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO. 1

(MARK ONE)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004 OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED) FOR THE TRANSITION PERIOD FROM _____ TO _____

COMMISSION FILE NUMBER 0-25033

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 No.)

17 NORTH 20TH STREET
BIRMINGHAM, ALABAMA
(Address of Principal Executive Offices)

35203
(Zip Code)

(205) 327-3600
(Registrant's Telephone Number, Including Area Code)

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT: NONE
SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

COMMON STOCK, PAR VALUE \$.001 PER SHARE
(Titles of Class)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent files pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes No

The aggregate market value of the voting common stock held by non-affiliates of the registrant as of March 11, 2005, based on a closing price

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of \$10.97 per share of Common Stock, was \$205,646,988.

Indicate the number of shares outstanding of each of the registrant's classes of common stock as of the latest practicable date: the number of shares outstanding as of March 3, 2005, of the registrant's only issued and outstanding class of common stock, its \$.001 per share par value common stock, was 18,746,307.

DOCUMENTS INCORPORATED BY REFERENCE

The information set forth under Items 10, 11, 12, 13 and 14 of Part III of this Report is incorporated by reference from the registrant's definitive proxy statement for its 2005 annual meeting of stockholders that will be filed no later than April 30, 2005.

EXPLANATORY NOTE

We are filing this Amendment No. 1 on Form 10-K/A to our Annual Report on Form 10-K for the fiscal year ended December 31, 2004 to correct the caption on Exhibit (23)-1, which is refiled with this Amendment No. 1. As required by Rule 12b-15 under the Securities Exchange Act of 1934, we are also filing currently dated certifications of our Chief Executive Officer and Chief Financial Officer. No other information in our Annual Report on Form 10-K is amended or updated by this Amendment No. 1.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

(b) Exhibits

The exhibits required by Regulation S-K are set forth in the following list and are filed by attachment to this Annual Report on Form 10-K as indicated below.

- (23) - 1 Consent of Carr, Riggs & Ingram, LLC
- (31) Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a).
- (32) Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

SIGNATURES

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 on Form 10-K/A to Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

THE BANC CORPORATION

By /s/David R. Carter

David R. Carter
Executive Vice President and
Chief Financial Officer

March 17, 2005

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----
* ----- C. Stanley Bailey	Chief Executive Officer (Principal Executive Officer)
/s/David R. Carter ----- David R. Carter	Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)
* ----- James A. Taylor	Chairman of the Board
* ----- James Mailon Kent, Jr.	Vice Chairman
* ----- Larry D. Striplin, Jr.	Vice Chairman
* ----- K. Earl Durden	Vice Chairman
* ----- James R. Andrews, M.D.	Director

* ----- Roger Barker	Director
* ----- W. T. Campbell, Jr.	Director
* ----- Thomas E. Jernigan, Jr.	Director
* ----- Randall E. Jones	Director
* ----- Ronald W. Orso, M.D.	Director
* ----- Harold W. Ripps	Director
* ----- Jerry M. Smith	Director
* ----- Michael E. Stephens	Director
* ----- Marie Swift	Director
* ----- James A. Taylor, Jr.	Director

* By /s/David R. Carter

David R. Carter
Attorney-in-Fact