

CENTRUE FINANCIAL CORP

Form 10-K/A

May 11, 2006

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

**FORM 10-K/A
(Amendment No. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File Number 1-15025

CENTRUE FINANCIAL CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

36-3846489

(I.R.S. Employer
Identification Number)

303 Fountains Parkway, Fairview Heights, Illinois

(Address of principal executive offices)

62208

(Zip Code)

Registrant's telephone number, including area code: **(618) 624-1323**

Securities Registered Pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on which Registered |
|--|--|
| Common Stock, par value \$.01 per share | Nasdaq National Market System |
| Preferred Share Purchase Rights | Nasdaq National Market System |

Securities Registered Pursuant to Section 12(g) of the Act:

NONE

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes No

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 twelve months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such requirements for the past 90 days.

Yes No

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Indicate by check mark if disclosure of delinquent filers 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 a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the last sales price on the Nasdaq National Market System on June 30, 2005, (\$25.60) the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$57,391,411.

As of March 10, 2006, the Registrant had issued and outstanding 2,233,939 shares of the Registrant's common stock.

DOCUMENTS INCORPORATED BY REFERENCE

None

EXPLANATORY NOTE

Centrue Financial Corporation (the Company) is filing this Amendment No. 1 on Form 10-K/A to its Form 10-K for the fiscal year ended December 31, 2005 for the purpose of specifically including the electronic format of the Annual Report to Stockholders as Exhibit 13.1 to the Form 10-K. The Annual Report to Stockholders was originally filed with the Securities and Exchange Commission on March 23, 2006 on Form ARS and incorporated by reference into the Company's original Form 10-K filing.

Additionally, the Company is incorporating by reference the Non-employee Director's Deferred Compensation Plan as an exhibit, which had previously been filed in 2003 and was inadvertently omitted from the exhibit list on the original Form 10-K filing. The Company is also attaching certifications executed as of the date of this Form 10-K/A from its Chief Executive Officer and Principal Financial Officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, which are attached as exhibits 31.1, 31.2, 32.1 and 32.2. Part IV of Form 10-K/A reflects the changes to the exhibits.

Except as described above, no other changes have been made to the Form 10-K or the Annual Report to Stockholders, and this Amendment No. 1 does not amend, update or change any other information contained in the Form 10-K or the Annual Report to Stockholders. Information not affected by the changes described above is unchanged and reflects the disclosures made at the time of the original filing of the Form 10-K on March 24, 2006. Accordingly, this Amendment No. 1 should be read in conjunction with the Company's filings made with the Securities and Exchange Commission subsequent to the filing of the Form 10-K, including any amendments to those filings.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Consolidated Financial Statements:

The following information appearing in the Registrant's 2005 Annual Report to Stockholders is attached to this Annual Report on Form 10-K as Exhibit 13.1.

| Annual Report Section | Pages in Annual Report |
|---|-------------------------------|
| Selected Financial Data | 4 |
| Management's Discussion and Analysis of Financial Condition and Results of Operations | 5-29 |
| Report of Independent Registered Public Accounting Firm | 30 |
| Consolidated Balance Sheets | 31 |
| Consolidated Statements of Income | 32 |
| Consolidated Statements of Stockholders' Equity | 33 |
| Consolidated Statements of Cash Flows | 34-36 |
| Notes to Consolidated Financial Statements | 37-62 |
| Quarterly Financial Information | 62 |

With the exception of those sections specifically incorporated by reference, the Registrant's 2005 Annual Report to Stockholders is not deemed filed as part of this Annual Report on Form 10-K.

(a)(2) Financial Statement Schedules:

Financial statement schedules have been omitted as the required information is contained in the consolidated financial statements and notes thereto, or because such schedules are not required or applicable.

(a)(3) Exhibits:

| Regulation S-K Exhibit Number | Document | Reference to Prior Filing or Exhibit Number Attached Hereto |
|--|--|--|
| 3.1 | Articles of Incorporation | (11) |
| 3.2 | Bylaws | (1) |
| 4.1 | Form of Rights Agreement | (4) |
| 10.1 | 1992 Stock Option Plan | (2) |
| 10.2 | Centrue Financial Corporation 2003 Stock Incentive Plan | (2) |
| 10.3 | Centrue Bank 401(k) Savings Plan | (1) |
| 10.4 | Employment Agreement between the Company and Thomas A. Daiber | (3) |
| 10.5 | Employment Agreement between the Bank and William R. Britt | (5) |
| 10.6 | Employment Agreement between the Bank and Michael A. O Gorman | (6) |
| 10.7 | Employment Agreement between the Bank and Carol S. Hoekstra | (7) |
| 10.8 | Employment Agreement between the Bank and Ricky R. Parks | (8) |
| 10.9 | Indenture dated April 10, 2002, between the Company and Wilmington Trust Company | (9) |
| 10.10 | Indenture dated April 22, 2004, between the Company and U.S. Bank, N.A. | (9) |
| 10.11 | Non-employee Director s Deferred Compensation Plan | (12) |
| 13.1 | 2005 Annual Report to Stockholders | 13.1 |
| 21.1 | Subsidiaries of the Registrant | (10) |
| 23.1 | Consent of Independent Registered Public Accounting Firm | (10) |
| 31.1 | Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a) | 31.1 |

| Regulation S-K Exhibit Number | Document | Reference to Prior Filing or Exhibit Number Attached Hereto |
|---|---|--|
| 31.2 | Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a) | 31.2 |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 32.1 |
| 32.2 | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | 32.2 |
| <p>(1) Filed on September 11, 1992, as exhibits to the Registrant's Registration Statement No. 33-51950 on Form S-1. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.</p> | | |
| <p>(2) Filed on May 1, 2003, as exhibits to the Registrant's Annual Report on Form 10-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of</p> | | |

Regulation S-K.

- (3) Filed on June 27, 2003, as an exhibit to the Registrant's Registration Statement on Form S-4. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (4) Filed on May 21, 1999, as an exhibit to the Registrant's Form 8-K. Such previously filed document is hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (5) Filed on July 18, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (6) Filed on September 8,

2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(7) Filed on January 26, 2006, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(8) Filed on September 8, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(9) Filed on March 25, 2005, as exhibits to the Registrant's Annual Report

on Form 10-K.
Such previously
filed documents
are hereby
incorporated
herein by
reference in
accordance with
Item 601 of
Regulation S-K.

(10) Filed on
March 25, 2006,
as an exhibit to
the Registrant's
original Annual
Report on Form
10-K, which is
amended by this
Annual Report
on Form
10-K/A.

(11) Filed on
March 30, 2004,
as an exhibit to
the Registrant's
Annual Report
on Form 10K.
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accordance with
Item 601 of
Regulation S-K

(12) Filed on
March 14, 2003,
as an appendix
to the
Registrant's
Definitive Proxy
Statement for
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Item 601 of
Regulation S-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

CENTRUE FINANCIAL CORPORATION

Date: May 11, 2006

By: /s/ Thomas A. Daiber

Thomas A. Daiber,
Chief Executive Officer and President

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