

FIRST INTERSTATE BANCSYSTEM INC

Form POS AM

May 01, 2019

As filed with the Securities and Exchange Commission on May 1, 2019

Registration No. 333-228575

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FIRST INTERSTATE BANCSYSTEM, INC.

(Exact name of registrant as specified in its charter)

Montana

6022

81-0331430

(State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number)

(I.R.S. Employer Identification Number)

401 North 31st Street  
Billings, Montana 59101  
(406) 255-5390

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Kevin P. Riley  
President and Chief Executive Officer

401 North 31st Street  
Billings, Montana 59116  
(406) 255-5390

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Lawrence M.F. Spaccasi, Esq.

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Luse Gorman, PC

5335 Wisconsin Avenue, N.W., Suite 780

Washington, D.C. 20015

Phone: (202) 274-2000

Kirk D. Jensen, Esq.

Executive Vice President, General Counsel

and Corporate Secretary

First Interstate BancSystem, Inc.

401 North 31st Street

Billings, Montana 59116

Phone: (406) 255-5390

Approximate date of commencement of proposed sale to the public: The merger of Community 1<sup>st</sup> Bank with and into First Interstate Bank, pursuant to the merger agreement by and among First Interstate BancSystem, Inc. (the

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“Company”), First Interstate Bank and Community<sup>st</sup>IBank, dated October 11, 2018, was consummated on April 8, 2019. The Company is hereby amending this Registration Statement to deregister 28,935 shares of its Class A common stock, no par value, which were issuable to the stockholders of Community 1<sup>st</sup> Bank in connection with the merger of Community 1<sup>st</sup> Bank with and into First Interstate Bank.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark 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,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-4 (No. 333-228575) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933.

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EXPLANATORY NOTE – DEREGISTRATION OF SECURITIES

In accordance with the undertaking of First Interstate BancSystem, Inc. (the “Company”) set forth in the Registration Statement on Form S-4 (File No. 333-228575), effective on February 5, 2019, the Company is filing this Post-Effective Amendment No. 1 to deregister 28,935 shares of its Class A common stock, no par value, previously registered under the Securities Act of 1933 pursuant to the Registration Statement, issuable to the stockholders of Community 1<sup>st</sup> Bank in connection with the merger of Community 1<sup>st</sup> Bank with and into First Interstate Bank, pursuant to the merger agreement by and among the Company, First Interstate Bank and Community 1<sup>st</sup> Bank.

Pursuant to the Registration Statement on Form S-4, 492,069 shares of the Company’s Class A common stock were registered to be issued to the stockholders of Community 1<sup>st</sup> Bank in connection with the merger. Upon the consummation of the merger, the Company issued 463,134 of these shares to the stockholders of Community 1<sup>st</sup> Bank. Therefore, in accordance with the undertaking mentioned above, the Company hereby deregisters the remaining 28,935 shares of the Company’s Class A common stock previously registered pursuant to the Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement No. 333-228575 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on May 1, 2019.

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ Kevin P. Riley  
 Kevin P. Riley  
 President, Chief Executive Officer and Director  
 (Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement No. 333-228575 has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
<u>/s/ Kevin P. Riley</u> Kevin P. Riley	President, Chief Executive Officer and Director (Principal Executive Officer)	May 1, 2019
<u>/s/ Marcy D. Mutch</u> Marcy D. Mutch	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 1, 2019
* <u>James R. Scott</u>	Chairman of the Board	
* <u>Steven J. Corning</u>	Director	
* <u>Dana L. Crandall</u>	Director	
* <u>William B. Ebzery</u>	Director	
* <u>Charles E. Hart, M.D., M.S.</u>	Director	
* <u>John M. Heyneman, Jr.</u>	Director	

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Signatures	Title	Date
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* _____ David L. Jahnke	Director	
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* _____ Dennis L. Johnson	Director	
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* _____ Ross E. Leckie	Director	
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* _____ Patricia L. Moss	Director	
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* _____ James R. Scott, Jr.	Director	
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* _____ Jonathan R. Scott	Director	
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* _____ Teresa A. Taylor	Director	
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* _____ Peter I. Wold	Director	
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\* Pursuant to Power of Attorney previously filed with the Registration Statement on Form S-4 filed with the Securities and Exchange Commission on November 28, 2018.

By: /s/ Kevin P. Riley _____ Kevin P. Riley Attorney-in-fact	May 1, 2019
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By: /s/ March D. Mutch _____ Marcy D. Mutch Attorney-in-fact	May 1, 2019
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