

MidWestOne Financial Group, Inc.
Form 10-K/A
March 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

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

For the fiscal year ended December 31, 2012

.. 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 000-24630

MIDWESTONE FINANCIAL GROUP, INC.

(Exact name of Registrant as specified in its charter)

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Iowa
(State or Other Jurisdiction of

42-1206172
(I.R.S. Employer

Incorporation or Organization)

Identification Number)

102 South Clinton Street, Iowa City, IA 52240

(Address of principal executive offices, including zip code)

(319) 356-5800

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| Title of Class | Name of each exchange on which registered |
|---------------------------------------|--|
| Common Stock, \$1.00 par value | The NASDAQ Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Indicate by check mark if 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 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 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 whether the registrant has submitted electronically and posted on its corporate web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | |
|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input checked="" type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). 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 quoted on the NASDAQ Global Select Market on the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$146.7 million.

The number of shares outstanding of the registrant's common stock, par value \$1.00 per share, as of March 5, 2013, was 8,498,484.

Documents Incorporated by Reference

Portions of the registrant's Proxy Statement for the 2013 Annual Meeting of Shareholders of MidWestOne Financial Group, Inc., to be held on April 18, 2013, are incorporated by reference into Part III of this Annual Report on Form 10-K.

EXPLANATORY NOTE

MidWestOne Financial Group, Inc. (the Company) is filing this Amendment No. 1 (the Amendment) to its Annual Report on Form 10-K for the year ended December 31, 2012 filed with the Securities and Exchange Commission (the SEC) on March 7, 2013 (the Original Filing) for the sole purpose of revising the Exhibit Index included with, and incorporated into Item 15 of, the Original Filing. The effect of the revisions to the Exhibit Index will be to incorporate by reference herein corrected versions of certain exhibits which had initially been filed with the Company s Current Report on Form 8-K on December 27, 2012 (the Form 8-K) and which were subsequently corrected on an amendment to such Form 8-K filed with the SEC on March 12, 2013.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company s principal executive officer and principal financial officer are filed as exhibits to this Amendment. Except as discussed above, this Amendment does not reflect events occurring after the date of the Original Filing or modify or update any disclosures that may have been affected by subsequent events. Except as discussed above, all other information in the Original Filing remains unchanged.

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.

MIDWESTONE FINANCIAL GROUP, INC.

Dated: March 12, 2013

By: /s/ Charles N. Funk

Charles N. Funk
President and Chief Executive Officer

By: /s/ Gary J. Ortale

Gary J. Ortale
Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS
Exhibit

| Number | Description | Incorporated by Reference to: |
|---------------|--|--|
| 2.1 | Agreement and Plan of Merger, dated September 11, 2007, between ISB Financial Corp. and MidWestOne Financial Group, Inc. | Appendix A of the Joint Proxy Statement-Prospectus constituting part of the Company's Amendment No. 2 to Registration Statement on Form S-4 (File No. 333-147628) |
| 3.1 | Amended and Restated Articles of Incorporation of MidWestOne Financial Group, Inc. filed with the Secretary of State of the State of Iowa on March 14, 2008 | Exhibit 3.3 to the Company's Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on January 14, 2008 |
| 3.2 | Articles of Amendment (First Amendment) to the Amended and Restated Articles of Incorporation of MidWestOne Financial Group, Inc. filed with the Secretary of State of the State of Iowa on January 23, 2009 | Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on January 23, 2009 |
| 3.3 | Articles of Amendment (Second Amendment) to the Amended and Restated Articles of Incorporation of MidWestOne Financial Group, Inc. filed with the Secretary of State of the State of Iowa on February 4, 2009 (containing the Certificate of Designations for the Company's Fixed Rate Cumulative Perpetual Preferred Stock, Series A) | Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on February 6, 2009 |
| 3.4 | Amended and Restated By-laws of MidWestOne Financial Group, Inc. dated as of January 18, 2011 | Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on January 19, 2011 |
| 4.1 | Reference is made to Exhibits 3.1 through 3.4 hereof. | N/A |
| 10.1 | States Resources Loan Participating and Servicing Agreement, dated February 5, 1999 between States Resources Corp. and MidWestOne Financial Group, Inc. (as successor in interest to Mahaska Investment Company) | Exhibit 10.3.4 of former MidWestOne Financial Group, Inc.'s Form 10-K for the year ended December 31, 1999 |
| 10.2 | MidWestOne Financial Group, Inc. Employee Stock Ownership Plan & Trust, as amended and restated | Exhibit 10.1 of former MidWestOne Financial Group, Inc.'s Form 10-K for the year ended December 31, 2006 |
| 10.3 | Mahaska Investment Company 1998 Stock Incentive Plan | Exhibit 10.2.3 of former MidWestOne Financial Group, Inc.'s Form 10-K for the year ended December 31, 1997 |
| 10.4 | MidWestOne Financial Group, Inc. 2006 Stock Incentive Plan | Former MidWestOne Financial Group, Inc.'s Definitive Proxy Statement on Schedule 14A filed with the SEC on March 21, 2006 |
| 10.5 | ISB Financial Corp. (now known as MidWestOne Financial Group, Inc.) 2008 Equity Incentive Plan | Appendix F of the Joint Proxy Statement-Prospectus constituting part of the Company's Amendment No. 2 to Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on January 22, 2008 |
| 10.6 | Employment Agreement between MidWestOne Financial Group, Inc. and Charles N. Funk, dated January 1, 2013 | Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the SEC on March 12, 2013 |

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| 10.7 | Employment Agreement between MidWestOne Financial Group, Inc. and Kent L. Jehle, dated January 1, 2013 | Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the SEC on March 12, 2013 |
| 10.8 | Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and W. Richard Summerwill, dated January 1, 1998 | Exhibit 10.11 of the Company's Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on November 27, 2007 |
| 10.9 | Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and Charles N. Funk, dated November 1, 2001 | Exhibit 10.13 of the Company's Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on November 27, 2007 |
| 10.10 | First Amended and Restated Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and Gary J. Ortale, dated April 1, 2004 | Exhibit 10.10 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 10.11 | Amended and Restated Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and John S. Koza, dated January 1, 1998 | Exhibit 10.15 of the Company's Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on January 14, 2008 |
| 10.12 | Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and Kent L. Jehle, dated January 1, 1998, as amended by the First Amendment to the Supplemental Retirement Agreement, dated January 1, 2003 | Exhibit 10.16 of the Company's Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on January 14, 2008 |
| 10.13 | Second Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and Kent L. Jehle, dated January 1, 2002 | Exhibit 10.17 of the Company's Amendment No. 1 to Registration Statement on Form S-4 (File No. 333-147628) filed with the SEC on January 14, 2008 |
| 10.14 | Supplemental Retirement Agreement between Iowa State Bank & Trust Company (now known as MidWestOne Bank) and Susan R. Evans, dated April 1, 2004 | Exhibit 10.14 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 10.15 | Employment Agreement between MidWestOne Financial Group, Inc. and Gary J. Ortale, dated January 1, 2013 | Exhibit 10.3 to the Company's Current Report on Form 8-K/A filed with the SEC on March 12, 2013 |
| 10.16 | Employment Agreement between MidWestOne Financial Group, Inc. and Susan R. Evans, dated January 1, 2013 | Exhibit 10.4 to the Company's Current Report on Form 8-K/A filed with the SEC on March 12, 2013 |
| 10.17 | Change of Control Agreement between MidWestOne Financial Group, Inc. and James M. Cantrell, dated January 1, 2013 | Exhibit 10.5 to the Company's Current Report on Form 8-K/A filed with the SEC on March 12, 2013 |
| 21.1 | Subsidiaries of MidWestOne Financial Group, Inc. | Exhibit 21.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 23.1 | Consent of KPMG LLP | Exhibit 23.1 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) | Filed herewith |

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| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) | Filed herewith |
| 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 | Filed herewith |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 | Filed herewith |
| 101.INS | XBRL Instance Document ⁽¹⁾ | Exhibit 101.INS of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 101.SCH | XBRL Taxonomy Extension Schema Document ⁽¹⁾ | Exhibit 101.SCH of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document ⁽¹⁾ | Exhibit 101.CAL of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document ⁽¹⁾ | Exhibit 101.DEF of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document ⁽¹⁾ | Exhibit 101.LAB of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document ⁽¹⁾ | Exhibit 101.PRE of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 |

(1) These interactive data files shall not be deemed filed for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, or Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under those sections.