

OLD NATIONAL BANCORP /IN/  
Form 8-K/A  
July 28, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 28, 2011

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Top of the Form**

**Explanatory Note**

Old National Bancorp (the Company) is filing this Amendment No. 1 on Form 8-K/A to its Current Report on Form 8-K, which was originally filed on May 23, 2011 (the Original 8-K), to update disclosures made under Item 5.07 regarding the advisory (non-binding) vote on the frequency of future shareholder votes on executive compensation. Except for the foregoing, this Amendment No. 1 does not amend the Original 8-K in any way and does not modify or update any other disclosures contained in the Original 8-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 8-K.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of the Company's shareholders held on May 19, 2011, the Company's shareholders cast the highest number of votes for voting every year, compared to every two years or every three years, with regard to the advisory (non-binding) vote on the frequency of future shareholder votes on executive compensation. Based on these results and consistent with the previous recommendation of the Company's Board of Directors (the Board), the Board determined at its meeting held on July 28, 2011, its first regular meeting since the Annual Meeting, that the Company will hold an advisory (non-binding) vote on executive compensation on an annual basis until the next required advisory (non-binding) vote on the frequency of executive compensation.

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**Top of the Form**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

*July 28, 2011*

Old National Bancorp

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight  
Title: Executive Vice President, Chief Legal Counsel and  
Corporate Secretary*