

FIRST INTERSTATE BANCSYSTEM INC

Form S-8 POS

August 22, 2006

Table of Contents

As filed with the Securities and Exchange Commission on August 21, 2006

Registration No. 333-53011

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 4
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
FIRST INTERSTATE BANCSYSTEM, INC.
(Exact name of issuer as specified in its charter)**

Montana

(State or other Jurisdiction of
incorporation or organization)

81-0331430

(I.R.S. Employer Identification Number)

401 North 31st Street, Billings, Montana 59116

(Address of Principal Executive Offices and Zip Code)

**SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE
BANCSYSTEM, INC. 2006 RESTATEMENT
FIRST INTERSTATE BANCSYSTEM, INC. STOCK OPTIONS AND STOCK APPRECIATION
RIGHTS PLAN, AS AMENDED, AND
FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS
AMENDED AND RESTATED**

(Full titles of plans)

Terrill R. Moore

Executive Vice President and Chief Financial Officer

FIRST INTERSTATE BANCSYSTEM, INC.

401 North 31st Street

Billings, Montana 59116

(Name and address of agent for service)

(406) 255-5300

(Telephone number, including area code, of agent for service)

With a Copy to:

Holland & Hart LLP

Attn: David G. Angerbauer, Esq.

60 East South Temple, Suite 2000

Salt Lake City, Utah 84111

(801) 799-5800

TABLE OF CONTENTS

EXPLANATORY NOTE

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES

POWER OF ATTORNEY

EXHIBITS INDEX

Table of Contents

EXPLANATORY NOTE

This Post-Effective Amendment No. 4 to Registration Statement on Form S-8 (Commission File No. 333-53011) is being filed solely for the purpose of amending the exhibit list to replace Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2002 Restatement and all amendments thereto (prior Exhibits 4.32, 4.33 and 4.34) with Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2006 Restatement (Exhibit 4.31).

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. EXHIBITS

| Regulation S-K Exhibit | Document |
|---------------------------|--|
| 4.1(1) | Restated Articles of Incorporation of the Registrant dated February 27, 1986 |
| 4.2(2) | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996 |
| 4.3(2) | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996 |
| 4.4(3) | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated October 7, 1997 |
| 4.6(4) | Specimen of common stock certificate of First Interstate BancSystem, Inc. |
| 4.7* | Shareholder s Agreement for non-Scott family members. |
| 4.10(9) | Revised Bylaws of First Interstate BancSystem, Inc. dated July 29, 2004. |
| 4.15(1) | Stock Option and Stock Appreciation Rights Plan of the Registrant, as amended. |
| 4.20(7) | Form of Charity Shareholder s Agreement with charitable shareholders. |
| 4.26(7) | Form of Shareholder s Agreement for non-Scott family members dated August 24, 2001. |
| 4.27(5) | Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002. |
| 4.29(8) | Shareholder s Agreement with Scott Family Members dated January 11, 1999. |
| 4.30(6) | Employee Stock Purchase Plan of the Registrant, as amended and restated effective April 30, 2003. |
| 4.31(10) | Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2006 Restatement. |
| 5* | Opinion of Holland & Hart LLP, as to the legality of securities being registered. |

Table of Contents

| Regulation S-K Exhibit | Document |
|---------------------------|---|
| 23.1* | Consent of KPMG LLP, Independent Certified Public Accountants. |
| 23.2* | Consent of Holland & Hart LLP (contained in Exhibit 5) |
| 24 | Power of Attorney (included on page 4 of this Registration Statement) (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 033-84540. (2) Incorporated by reference to the Registrant's Form 8-K dated October 1, 1996. (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-37847. (4) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-03250. (5) Incorporated by reference to the Registrant's Post Effective Amendment No. 2 to Registration Statement on |

Form S-8,
No. 333-76825.

- (6) Incorporated by reference to the Registrant's Post Effective Amendment No. 3 to Registration Statement on Form S-8, No. 333-76825.
- (7) Incorporated by reference to the Registrant's Post Effective Amendment No. 1 to Registration Statement on Form S-8, No. 333-76825.
- (8) Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-76825.
- (9) Incorporated by reference to the Registrant's Post Effective Amendment No. 4 to Registration Statement of Form S-8, No. 333-76825.
- (10) Incorporated by reference to the Registrant's Post Effective Amendment No. 6 to Registration

Statement of
Form S-8,
No. 333-76825.

*

Previously filed.

SIGNATURES

1. REGISTRANT

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 21, 2006.

First Interstate BancSystem, Inc.

By: /s/ Lyle R. Knight
Lyle R. Knight
President and Chief Executive Officer

3

Table of Contents

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Thomas W. Scott and Terrill R. Moore, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below, and to perform any acts necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that such attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on August 21, 2006.

| Signature | Title |
|-------------------------|----------------------------|
| /s/ Thomas W. Scott | Chairman of the Board |
| Thomas W. Scott** | |
| /s/ James R. Scott | Vice Chairman of the Board |
| James R. Scott** | |
| /s/ Homer A. Scott, Jr. | Director |
| Homer A. Scott, Jr.** | |
| /s/ Randall I. Scott | Director |
| Randall I. Scott** | |
| | Director |
| Jonathan R. Scott | |
| /s/ Charles M. Heyneman | Director |
| Charles M. Heyneman** | |
| | Director |
| Terry W. Payne | |
| /s/ James W. Haugh | Director |
| James W. Haugh** | |
| | Director |
| Martin A. White | |

/s/ Robert L. Nance Director

Robert L. Nance**

Director

Julie A. Scott

Director

Elouise C. Cobell

/s/ Richard A. Dorn

Director

Richard A. Dorn**

Table of Contents

| Signature | Title |
|-----------------------|---|
| | Director |
| Michael J. Sullivan | |
| /s/ William B. Ebzery | Director |
| William B. Ebzery** | |
| | Director |
| David H. Crum | |
| /s/ Lyle R. Knight | President, Chief Executive Officer and Director (Principal Executive Officer) |
| Lyle R. Knight | |
| /s/ Terrill R. Moore | Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) |
| Terrill R. Moore | |

** By Power of Attorney: /s/ Terrill R. Moore
Terrill R. Moore
Attorney-in-Fact

2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC. 2006 RESTATEMENT

Pursuant to the requirements of the Securities Act, the trustee has duly caused this Post Effective Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 21, 2006.

Savings and Profit Sharing Plan for Employees of First
Interstate
BancSystem, Inc. 2006 Restatement

/s/ Richard A. McCann
By: Richard A. McCann
Its: Trustee

Table of Contents

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| (1) | |

Incorporated by
reference to the
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Registration
Statement on
Form S-1, No.
033-84540.

(2) Incorporated by
reference to the
Registrant's
Form 8-K dated
October 1,
1996.

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Table of Contents

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(9) Incorporated by
reference to the
Registrant's Post
Effective
Amendment
No. 4 to
Registration
Statement of
Form S-8,
No. 333-76825.

(10) Incorporated by
reference to the
Registrant's Post
Effective
Amendment
No. 6 to
Registration
Statement of
Form S-8,
No. 333-76825.

*

Previously filed.

7