

FIRST INTERSTATE BANCSYSTEM INC

Form S-8 POS

August 22, 2003

**Table of Contents**

As filed with the Securities and Exchange Commission on August 22, 2003

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Registration No. 333-76825

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**POST-EFFECTIVE AMENDMENT NO. 3**

**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 31<sup>st</sup> Street, Billings, Montana 59116  
(Address of Principal Executive Offices and Zip Code)

**SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC., 2002  
RESTATEMENT**

**FIRST INTERSTATE BANCSYSTEM, INC. STOCK OPTIONS AND STOCK APPRECIATION RIGHTS PLAN, AS AMENDED,  
AND**

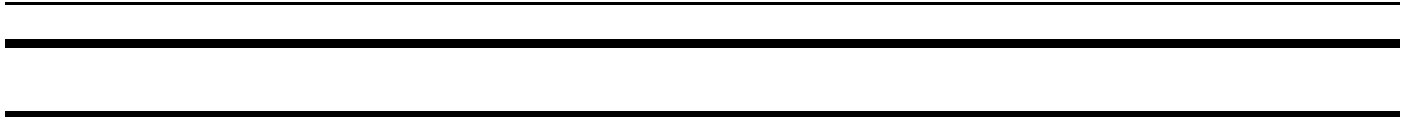
**FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND RESTATED**  
(Full titles of plans)

Terrill R. Moore  
Senior 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) 255-5390  
(Telephone number, including area code, of agent for service)

With Copy to:  
Holland & Hart LLP  
Attn: Dennis M. Jackson, Esq.  
555 Seventeenth Street, Suite 3200  
Denver, Colorado 80202  
(303) 295-8115



**TABLE OF CONTENTS**

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

Item 8. EXHIBITS

SIGNATURES

EXHIBITS INDEX

EX-4.30 Employee Stock Purchase Plan

EX-4.32 Savings and Profit Sharing Plan

EX-4.33 First Amendment to Profit Sharing Plan

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**Table of Contents****EXPLANATORY NOTE**

This Post-Effective Amendment No. 3 to Registration Statement on Form S-8 (Commission File No. 333-76825) is being filed solely for the purpose of amending the exhibit list to include Amendment to Bylaws of First Interstate BancSystem, Inc. dated May 18, 2001 (Exhibit 4.31) and to replace Employee Stock Purchase Plan of the Registrant, dated May 1, 1998 (Exhibit 4.18) with Employee Stock Purchase Plan of the Registrant, as amended and restated effective April 30, 2003 (Exhibit 4.30) and Savings and Profit Sharing Plan for Employees of First Interstate BancSystem Inc., as amended and restated effective January 1, 2001 and first amendment thereto (Exhibits 4.28 and 4.29) with Savings and Profit Sharing Plan for Employees of First Interstate BancSystem Inc., 2002 Restatement and first amendment thereto (Exhibits 4.32 and 4.33).

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

## Item 8. EXHIBITS

<b>Regulation S-K Exhibit</b>	<b>Document</b>
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 19, 1996
4.3(2)	Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 19, 1996
4.4(3)	Articles of Amendment to Restated Articles of Incorporation of the Registrant dated October 7, 1997
4.5(6)	Bylaws of the Registrant
4.5(4)	Amendment to Bylaws of the Registrant dated March 18, 1999
4.6(5)	Specimen of common stock certificate of First Interstate BancSystem, Inc.
4.7(7)	Shareholder s Agreement for non-Scott family members.
4.17(1)	Stock Option and Stock Appreciation Rights Plan of the Registrant, as amended.
4.19*	First Interstate Stockholders Agreements with Scott family members.
4.20*	Form of Charity Shareholder s Agreement with charitable shareholders.
4.26*	Form of Shareholder s Agreement for non-Scott family members dated August 24, 2001.
4.27*	Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002.
4.30	Employee Stock Purchase Plan of the Registrant, as amended and restated effective April 30, 2003.
4.31(8)	Amendment to Bylaws of First Interstate BancSystem, Inc. dated May 18, 2001.
4.32	Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. - 2002 Restatement.

**Table of Contents**

Regulation S-K Exhibit	Document
4.33	First Amendment to Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. - 2002 Restatement, dated August 4, 2003.
5*	Opinion of Holland & Hart LLP, as to the legality of securities being registered.
23.1*	Consent of KPMG LLC, 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. 333-84540.
(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 Form 10-K for the fiscal year ended December 31, 1999, No. 033-64304.
(5)	Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-3250.
(6)	Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-25633.
(7)	Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-53011.
(8)	Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-69490.
*	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. 3 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 22, 2003.

First Interstate BancSystem, Inc.

By:           /s/ Thomas W. Scott          

Thomas W. Scott  
Chief Executive Officer

**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 22, 2003.

SIGNATURE	TITLE
<u>/s/ Homer A. Scott, Jr.</u> Homer A. Scott, Jr.**	Chairman of the Board
<u>/s/ Randall I. Scott</u> Randall I. Scott**	Director
<u>/s/ James R. Scott</u> James R. Scott**	Vice Chairman of the Board
<u>/s/ Sandra Scott Suzor</u> Sandra Scott Suzor**	Director
<u>/s/ John M. Heyneman, Jr.</u> John M. Heyneman, Jr.**	Director
<u>/s/ Joel T. Long</u> Joel T. Long**	Director
<u>/s/ Lyle R. Knight</u> Lyle R. Knight**	President and Chief Operating Officer, Director
<u>/s/ Terry W. Payne</u> Terry W. Payne**	Director
<u>/s/ James W. Haugh</u> James W. Haugh**	Director
<u>/s/ Thomas W. Scott</u> Thomas W. Scott	Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ C. Garry Jennings</u>	Director

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C. Gary Jennings\*\*

/s/ Robert L. Nance Director

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Robert L. Nance\*\*

/s/ Elouise C. Cobell Director

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Elouise C. Cobell\*\*

/s/ Richard A. Dorn Director

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Richard A. Dorn\*\*

Director

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Michael J. Sullivan

/s/ William B. Ebzery Director

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William B. Ebzery\*\*



**Table of Contents**

<b>SIGNATURE</b>	<b>TITLE</b>
<u>/s/ David H. Crum</u>	Director
David H. Crum**	
_____	Director
Julie A. Scott	
<u>/s/ Terrill R. Moore</u>	Senior 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 BANSYSTEM, INC., 2002 RESTATEMENT

Pursuant to the requirements of the Securities Act, the trustee has duly caused this Post Effective Amendment No. 3 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 22, 2003.

Savings and Profit Sharing Plan for Employees of First  
Interstate BancSystem, Inc., 2002 Restatement

/s/ Richard A. McCann

By: Richard A. McCann  
Its: Trustee

**Table of Contents**

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