

CENTRUE FINANCIAL CORP  
Form 8-K  
October 26, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

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

**Date of Report (Date of earliest event reported) October 26, 2009 (October 23, 2009)**

**Centrue Financial Corporation**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-28846

36-3145350

(Commission File Number)

(IRS Employer Identification No.)

7700 Bonhomme Avenue  
St. Louis, Missouri

63105

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (314) 505-5500

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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 23, 2009, the board of directors of Centruet Financial Corporation (the Company ) approved an amendment to Article VII of the Company s bylaws concerning indemnification. The amendment adds a new Section 7.8 to the bylaws which prohibits indemnification to the extent prohibited by statute, regulation, or similar requirement of the Company s primary banking regulator. The bylaws, as amended and restated, are attached hereto as Exhibit 3.1(ii) and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number

3.1(ii) Bylaws, as amended and restated

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**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.

CENTRUE FINANCIAL CORPORATION  
(Registrant)

By: /s/ Kurt R. Stevenson  
Kurt R. Stevenson, Senior Executive  
Vice President and Chief Financial  
Officer

Dated: October 26, 2009

**EXHIBIT INDEX**

Exhibit Number

3.1(ii) Bylaws, as amended and restated

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