

BERKSHIRE HILLS BANCORP INC  
Form 8-K  
May 11, 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): May 11, 2009  
BERKSHIRE HILLS BANCORP, INC.  
(Exact Name of Registrant as Specified in its Charter)**

Delaware

0-51584

04-3510455

(State or Other Jurisdiction)  
of Incorporation)

(Commission File No.)

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

24 North Street, Pittsfield, Massachusetts

01201

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (413) 443-5601

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 (see General Instruction A.2. below):

- 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))

**Item 7.01 Regulation FD Disclosure**

On May 11, 2009, Berkshire Hills Bancorp, Inc, (the Company ), the holding company for Berkshire Bank, announced the commencement of an underwritten public offering of approximately \$30 million of its common stock. The underwriters have been granted a 30-day option to purchase up to an additional 15% of the shares sold to cover over-allotments, if any. A copy of the Company s presentation relating to this stock offering is attached hereto as Exhibit 99.1 and incorporated herein by reference. Exhibit 99.1 is furnished and should not be considered filed with the Securities and Exchange Commission.

**Item 8.01 Other Events**

On May 11, 2009, the Company issued a press release announcing the commencement of an underwritten public offering of approximately \$30 million of its common stock. The underwriters have been granted a 30-day option to purchase up to an additional 15% of the shares sold to cover over-allotments, if any. A copy of the Company s press release dated May 11, 2009 is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

Exhibit No.	Description
99.1	Presentation dated May 11, 2009
99.2	Press Release dated May 11, 2009

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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.

**Berkshire Hills Bancorp, Inc.**

Date: May 11, 2009

By: /s/ Kevin P. Riley  
Kevin P. Riley,  
Executive Vice President and Chief  
Financial Officer