

LANDMARK BANCORP INC
Form 8-K/A
February 24, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report
(Date of earliest event reported)

February 24, 2006
February 24, 2006

Landmark Bancorp, Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

0-20878
(Commission File Number)

43-1930755
(I.R.S. Employer Identification Number)

800 Poyntz Avenue, Manhattan, Kansas
(Address of principal executive offices)

66502
(Zip Code)

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(785) 565-2000

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Acquisition or Disposition of Assets

Effective Sunday, January 1, 2006, Landmark Bancorp, Inc. (Landmark), the bank holding company of Landmark National Bank, completed its acquisition of First Manhattan Bancorporation, Inc. (First Manhattan) through the merger of Manhattan Acquisition Corporation, a wholly owned subsidiary of Landmark, into First Manhattan. In connection with the acquisition, First Savings Bank, F.S.B., was merged with and into Landmark National Bank.

In the transaction, First Manhattan s shareholders received \$12.9 million in cash for the issued and outstanding shares of First Manhattan common stock. The terms of the merger are contained in the Agreement and Plan of Merger, which was filed with the Securities and Exchange Commission in Landmark s Form 8-K dated September 9, 2005.

On January 5, 2006, Landmark filed a Form 8-K disclosing the completion of the Merger. This current report on Form 8-K/A amends the Form 8-K of January 5, 2006, to provide under Item 9.01 the financial statements of First Manhattan and pro forma financial information required to be included in this report.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Business Acquired.

(i) The audited condensed consolidated financial statements of First Manhattan Bancorporation, Inc. as of and for the year ended December 31, 2004 and 2003 are included on pages 3 and 4.

(ii) The unaudited condensed consolidated financial statements of First Manhattan Bancorporation, Inc. as of September 30, 2005 and for the nine months ended September 30, 2005 and September 30, 2004 are included on pages 5 and 6.

(b) Pro Forma Financial Information.

Pro forma financial information for the year ended December 31, 2004 and the nine month period ended September 30, 2005 begins on page 7.

(c) Exhibits.

Exhibit 23.1

Consent of Varney & Associates, CPAs, LLC.

Exhibit 99.1

Independent Auditors Report for First Manhattan

Bancorporation, Inc. and related notes.

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.

LANDMARK BANCORP, INC.

Dated: February 24, 2006

By: /s/ Mark A. Herpich
Mark A. Herpich
Vice President, Secretary, Treasurer
and Chief Financial Officer

First Manhattan Bancorporation, Inc.

Condensed Consolidated Balance Sheets (audited)

(in thousands)

	December 31, 2004	December 31, 2003
ASSETS		
Cash and cash equivalents	\$ 4,190	\$ 10,891
Investment securities	14,096	15,147
Loans receivable, net	105,287	88,018
Premises and equipment, net	2,630	2,711
Other assets	1,802	1,990
Total assets	\$ 128,005	\$ 118,757
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities:		
Deposits	\$ 105,277	\$ 100,433
Federal Home Loan Bank advances and other borrowings	16,369	12,632
Other liabilities	1,723	1,670
Total liabilities	123,369	114,735
Stockholders equity:		
Common stock	78	78
Paid in capital	99	99
Retained earnings	6,576	5,962
Treasury stock, at cost	(2,117)	(2,117)
Total stockholders equity	4,636	4,022
Total liabilities and stockholders equity	\$ 128,005	\$ 118,757

First Manhattan Bancorporation, Inc.

Condensed Consolidated Statements of Earnings (audited)

(in thousands)

	Years ended December 31,	
	2004	2003
Interest income		
Loans and fees on loans	\$ 5,804	\$ 5,880
Investment securities and other	475	673
Total interest income	6,279	6,553
Interest expense		
Deposits	1,567	1,836
Federal Home Loan Bank advances and other borrowings	605	588
Total interest expense	2,172	2,424
Net interest income	4,107	4,129
Provision for loan losses	124	1,396
Net interest income after provision for loan losses	3,983	2,733
Non-interest income		
Fees and service charges	1,099	1,265
Gain on sales of loans, net	533	1,171
Other	148	147
Total non-interest income	1,780	2,583
Non-interest expense		
Compensation and benefits	2,864	3,156
Occupancy and equipment	954	739
Professional fees	169	118
Advertising	142	145
Other	716	869
Total non-interest expense	4,845	5,027
Earnings before income taxes	918	289
Income taxes	209	93
Net earnings	\$ 709	\$ 196

First Manhattan Bancorporation, Inc.

Condensed Consolidated Balance Sheet (unaudited)

(in thousands)

	September 30, 2005
ASSETS	
Cash and cash equivalents	\$ 4,204
Investment securities	12,606
Loans receivable, net	110,629
Premises and equipment, net	2,336
Other assets	2,655
Total assets	\$ 132,430