

OLD NATIONAL BANCORP /IN/  
Form 8-K  
October 13, 2011

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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 13, 2011

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

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:

- 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 8.01 Other Events.**

On October 13, 2011, Old National Bancorp's wholly owned bank subsidiary, Old National Bank ("ONB"), announced that it entered into a Branch Purchase and Assumption Agreement (the "Agreement") with First Midwest Bank ("First Midwest") to sell the deposits (the "Transaction") from the four former Chicago-area Integra Bank branches that ONB acquired in an FDIC assisted transaction on July 29, 2011. Subject to the receipt of regulatory approval and the satisfaction of customary closing conditions, the Transaction is expected to close on or around December 3, 2011. In connection with the Transaction and subject to certain conditions, First Midwest has agreed to purchase the Plainfield South branch facility which is located at 2320 S. Rt. 59, Plainfield, IL.

Attached hereto as Exhibit 99.1 is a press release issued by Old National Bancorp announcing the planned sale of deposit accounts which is incorporated herein by reference pursuant to General Instruction F to Form 8-K.

**Forward-Looking Statements**

This Current Report on Form 8-K contains forward-looking statements regarding future events and developments concerning Old National. You can find many of these statements by looking for words such as "expects," "projects," "anticipates," "believes," "intends," "estimates," "strategy," "plan," "potential," "possible" and other similar expressions. Statements about the expected timing, completion and all other statements in this Current Report other than historical facts constitute forward-looking statements.

Forward-looking statements involve certain risks and uncertainties. The ability of either Old National to predict results or actual effects of its plans and strategies, or those of the combined company, is inherently uncertain. Accordingly, actual results may differ materially from those expressed in, or implied by, the forward-looking statements. Because these forward-looking statements are subject to assumptions and uncertainties, the developments and future events concerning Old National set forth in this Current Report may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this Current Report.

All written and oral forward-looking statements concerning the merger or other matters addressed in this Current Report and attributable to Old National or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Old National undertakes no obligation to update these forward-looking statements to reflect events or circumstances after the date of this Current Report or to reflect the occurrence of unanticipated events, unless obligated to do so under the federal securities laws.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit No. / Description**

99.1 Press Release Issued by Old National Bancorp dated October 13, 2011.

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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.

Old National Bancorp

*October 13, 2011*

By: *Christopher A. Wolking*

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*Name: Christopher A. Wolking*

*Title: Senior Executive Vice President and Chief Financial Officer*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>  |
|---------------------------|--|
| 99.1                      | Press Release issued by Old National Bancorp dated October 13, 2011. |