

CHARTER FINANCIAL CORP/GA  
Form 8-K  
September 11, 2002

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

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Date of report (Date of earliest event reported): September 10, 2002

**CHARTER FINANCIAL CORPORATION**

(Exact name of registrant as specified in its charter)

United States  
(State or other jurisdiction  
of incorporation)

000-33071  
(Commission  
File Number)

58-2659667  
(IRS Employer  
Identification No.)

600 Third Avenue  
West Point, GA 31833  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (706) 645-1391

Not Applicable  
(Former name or former address, if changed since last report)

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**Items 1 through 4.** Not Applicable.

**Item 5. Other Events**

On September 10, 2002, Charter Financial Corporation, a federal corporation ( Charter Financial ), entered into a Business Combination Agreement (the Agreement ) by and among Charter Financial, CharterBank ( CharterBank ), a federal savings association and a wholly-owned subsidiary of Charter Financial, and EBA Bancshares, Inc. ( EBA ), an Alabama corporation, which is the holding company for Eagle Bank of Alabama ( Eagle Bank ). Under the terms of the Agreement, Charter Financial will acquire EBA and Eagle Bank for \$17.00 cash per share for each share of EBA s 496,852 outstanding shares of common stock. Charter Financial announced the merger in a press release dated September 10, 2002 a copy of which is attached hereto as Exhibit 99.1.

The Agreement provides, among other things, that a special purpose acquisition subsidiary, to be formed by CharterBank, will merge with EBA, with EBA as the surviving corporation, EBA will be dissolved, and subsequently, Eagle Bank will merge with and into CharterBank, with CharterBank being the surviving corporation.

The transaction has the approval of the boards of directors of Charter Financial and EBA. The acquisition is subject to approval by the shareholders of EBA, approval of the appropriate regulatory authorities and the satisfaction of certain other customary conditions.

The Exhibit 99.1 referred to in this Item 5 is filed as part of this report and is incorporated herein by reference.

**Item 6.** Not Applicable.

**Item 7. Financial Statements and Exhibits**

- (a) No financial statements are required to be filed with this report.
- (b) No pro forma financial information is required to be filed with this report.
- (c) Exhibits:

The following Exhibit is filed as part of this report:

<u>EXHIBIT NO.</u>	<u>DESCRIPTION</u>
2.1	Business Combination Agreement, dated September 10, 2002, by and among Charter Financial Corporation, CharterBank and EBA Bancshares, Inc.
99.1	Press Release dated September 10, 2002.

**Items 8 through 9.** Not Applicable.

**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.

**CHARTER FINANCIAL CORPORATION**

Date: September 10, 2002

By:

/s/ ROBERT L. JOHNSON

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**Robert L. Johnson**  
*President and Chief Executive Officer*

**EXHIBIT INDEX**

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