

Cape Fear Bank CORP
Form 8-K
November 02, 2006

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): November 1, 2006

CAPE FEAR BANK CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction
of incorporation)

000-51513
(Commission File Number)

20-3035898
(IRS Employer
Identification No.)

1117 Military Cutoff Road
Wilmington, North Carolina
(Address of principal executive offices)

28405
(Zip Code)
Registrant's telephone number, including area code: (910) 509-2000

BANK OF WILMINGTON CORPORATION

(Former name, former address and former fiscal year, if changed since last report)

Edgar Filing: Cape Fear Bank CORP - Form 8-K

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))
-

Item 2.02. Results of Operations and Financial Condition

On November 1, 2006, we announced our financial condition and results of operations at, and for the three and nine months ended, September 30, 2006. A copy of our press release is furnished as Exhibit 99.1 to this Report.

Item 8.01. Other Events

Effective on October 1, 2006, our Articles of Incorporation were amended to change our corporate name to Cape Fear Bank Corporation. Prior to the amendment, our corporate name was Bank of Wilmington Corporation. At the same time, the Articles of Incorporation of our bank subsidiary were amended to change its corporate name from Bank of Wilmington to Cape Fear Bank. Simultaneous with the name change, the trading symbol for our common stock on The Nasdaq Capital Market was changed to CAPE. A proposal to approve the amendment to our Articles of Incorporation was included in our proxy statement filed in connection with our annual meeting of shareholders held on May 18, 2006, and was approved by our shareholders at that meeting. A copy of our Articles of Incorporation, as amended, and a copy of our Bylaws, which have been updated to reflect our new name, are furnished as Exhibits 3.1 and 3.2 to this Report.

Item 9.01. Financial Statements and Exhibits

Exhibits. The following exhibits are furnished with this Report:

| Exhibit No. | Exhibit Description |
|--------------------|--|
| 3.1 | Our Articles of Incorporation, as amended |
| 3.2 | Our Bylaws |
| 99.1 | Copy of our press release dated November 1, 2006 |

Disclosures About Forward Looking Statements

Statements in this Report and its exhibits relating to plans, strategies, economic performance and trends, projections of results of specific activities or investments, expectations or beliefs about future events or results, and other statements that are not descriptions of historical facts, may be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking information is inherently subject to risks and uncertainties, and actual results could differ materially from those currently anticipated due to a number of factors, which include, but are not limited to, factors discussed in reports we file with the U. S. Securities and Exchange Commission from time to time. Forward-looking statements may be identified by terms such as may, will, should, could, expects, plans, intends, anticipates, believes, estimates, forecasts, potential or continue, or similar terms or the negative of these terms, or other statements concerning opinions or judgments of our management about future events. Factors that could influence the accuracy of those forward-looking statements include, but are not limited to, the financial success or changing strategies of our customers, customer acceptance of our services, products and fee structure, the competitive nature of the financial services industry and our ability to compete effectively against other financial institutions in our banking market, actions of government regulators, our ability to manage our growth and to underwrite increasing volumes of loans, the impact on our profits of increased staffing and expenses resulting from expansion; the level of market interest rates and our ability to manage our interest rate risk, weather and similar conditions, particularly the effect of hurricanes on our banking and operations facilities and on our

customers and the coastal communities in which we do business, changes in general economic conditions and the real estate market in our banking market (particularly changes that affect our loan portfolio, the abilities of our borrowers to repay their loans, and the values of loan collateral), and other developments or changes in our business that we do not expect. Although our management believes that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. We have no obligation to update these forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPE FEAR BANK CORPORATION

(Registrant)

Date: November 1, 2006

By: */s/ Betty V. Norris*
Betty V. Norris

Senior Vice President

and Chief Financial Officer