

CHEMICAL FINANCIAL CORP
Form 8-K/A
May 07, 2010

**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): **April 30, 2010**

Chemical Financial Corporation
(Exact Name of Registrant as
Specified in its Charter)

Michigan
(State or Other Jurisdiction
of Incorporation)

000-08185
(Commission
File Number)

38-2022454
(IRS Employer
Identification No.)

235 E. Main Street
Midland, Michigan
(Address of Principal Executive Offices)

48640
(Zip Code)

Registrant's telephone number, including area code: **(989) 839-5350**

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))
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Explanatory Note

Chemical Financial Corporation (the "Company") is filing this Form 8-K/A as an amendment to its Current Report on Form 8-K filed on May 3, 2010 (the "Initial Report"), disclosing the previously announced acquisition ("Acquisition") of O.A.K. Financial Corporation ("OAK") pursuant to an Agreement and Plan of Merger, dated as of January 7, 2010 (the "Plan of Merger"). As previously disclosed, the Acquisition was completed and became effective on April 30, 2010. This Current Report on Form 8-K/A is being filed to provide the pro forma financial statements described under Item 9.01(b) below, in accordance with the requirements of Item 9.01 of Form 8-K.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The information set forth under Item 2.01 of the Initial Report is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The financial statements required by Item 9.01(a) of Form 8-K are included under Part II, Item 8 of O.A.K. Financial Corporation's Annual Report on Form 10-K filed with the Commission on February 12, 2010, and are here incorporated by reference.

(b) Pro Forma Financial Information

(i) The pro forma condensed statement of income for the year ended December 31, 2009 required by Item 9.01(b) of Form 8-K is included in the registrant's Amendment No. 1 to Form S-4 Registration Statement filed with the Commission on March 8, 2010, and is here incorporated by reference.

(ii) The pro forma condensed statement of position at March 31, 2010 and pro forma condensed statement of income for the three months ended March 31, 2010 are attached as Exhibit 99.1 to this Current Report and are here incorporated by reference.

(d) Exhibits:

2.1 Agreement and Plan of Merger, dated January 7, 2010. Previously filed as Exhibit 2.1 to the registrant's Current Report on Form 8-K dated January 7, 2010, filed with the SEC on January 8, 2010. Here incorporated by reference.

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.

Dated: May 3, 2010

CHEMICAL FINANCIAL CORPORATION
(Registrant)

/s/ Lori A. Gwizdala

Lori A. Gwizdala
Executive Vice President, Chief Financial
Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Document</u>
2.1	Agreement and Plan of Merger, dated January 7, 2010. Previously filed as Exhibit 2.1 to the registrant's Current Report on Form 8-K dated January 7, 2010, filed with the SEC on January 8, 2010. Here incorporated by reference.
99.1	Pro forma condensed statement of position at March 31, 2010 and pro forma condensed statement of income as of March 31, 2010.