

FIRST MIDWEST BANCORP INC

Form 8-K

April 26, 2002

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) April 24, 2002

First Midwest Bancorp, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Delaware | 0-10967 | 36-3161078 |
| (State or other jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 300 Park Boulevard, Suite 405, Itasca, Illinois | 60143 |
| (Address of principal executive offices) | (Zip Code) |

(630) 875-7450

(Registrant's telephone number, including area code)

N/A

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

FIRST MIDWEST BANCORP, INC.
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Item 5. Other Events

First Midwest Bancorp, Inc. (the "Company") announced today that at its Annual Shareholders Meeting held on April 24, 2002, Vernon A. Brunner, O. Ralph Edwards, Thomas M. Garvin and John M. O'Meara were elected Directors to serve until the year 2005. In a separate action, the amendment to the Company's Certificate of Incorporation to increase its authorized shares from 60 million to 100 million was approved. Number of shares voted for each matter are presented in the table below.

| | | Number of Shares Voted ⁽¹⁾ | | |
|-----|--|---------------------------------------|---------|-----------|
| | | For | Abstain | Against |
| 1.) | Election of four directors: ⁽²⁾ | | | |
| | Vernon A. Brunner | 43,304,147 | 156,799 | N/A |
| | O . R a l p h Edwards..... | 43,301,144 | 159,802 | N/A |
| | T h o m a s M . Garvin..... | 42,932,826 | 528,120 | N/A |
| | J o h n M . O'Meara..... | 42,823,395 | 637,551 | N/A |
| 2.) | Considering a proposal to amend the C o m p a n y ' s C e r t i f i c a t e o f Incorporation ⁽³⁾ | 41,440,971 ⁽⁴⁾ | 159,957 | 1,860,018 |

Notes

(1) Represents 89.4% of shares outstanding.

- (2) Each of the four directors received votes in favor of at least 98.5% of the shares voted.
- (3) The proposal to amend the Company's Certificate of Incorporation is fully described in the Company's Proxy Statement as filed with the Securities and Exchange Commission on March 8, 2002.
- (4) Represents 95.4% of shares voted.

Additionally, Management presented an overview of the Company and its results from operations for the year ended December 31, 2001 and for the three months ended March 31, 2002.

The results of the Annual Shareholders Meeting and the presentation materials will be available for viewing in the Investor Relations section on the Company's website, *www.firstmidwest.com*, on April 24, 2002 at approximately 2:00pm CST and for 7 days thereafter.

Item 7. Financial Statements and Exhibits

(a) and (b) not applicable

(c) Exhibit Index:

- 99 Press Release issued by First Midwest Bancorp, Inc. dated April 24, 2002.
- 99.1 Power Point presentation delivered by Registrant's Chief Executive Officer at the Registrant's Annual Shareholders Meeting.

The following Items are not applicable for this Form 8-K:

- Item 1. Changes in Control of Registrant
- Item 2. Acquisition or Disposition of Assets

- Item 3. Bankruptcy or Receivership
- Item 4. Changes in Registrant's Certifying Accountant
- Item 6. Resignations of Registrant's Directors
- Item 8. Change in Fiscal Year
- Item 9. Sales of Equity Securities Pursuant to Regulation S

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 thereunto duly authorized.

First Midwest Bancorp, Inc.

(Registrant)

Date: April 24, 2002

/s/ DONALD J. SWISTOWICZ
Donald J. Swistowicz
Executive Vice President