

FIRST INTERSTATE BANCSYSTEM INC

Form 8-A12G/A

October 23, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

(Amendment No. 2)

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FIRST INTERSTATE BANCSYSTEM, INC.

(Exact Name of Registrant as Specified in its Charter)

Montana 81-0331430  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)  
401 North 31st Street  
Billings, MT 59116

(Address of Principal Executive Offices and Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which

to be so registered each class is to be registered

N/A N/A

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act:

Class B common stock

(Title of class)



AMENDMENT NO. 2 TO FORM 8-A

First Interstate BancSystem, Inc., a Montana corporation (the “Registrant”), hereby amends in its entirety the Registration Statement on Form 8-A, originally filed with the Securities and Exchange Commission (the “SEC”) on April 15, 2002, as amended by the Amendment No. 1 to Form 8-A filed with the SEC on March 12, 2010, with respect to its Class B common stock, no par value per share (the “Class B Common Stock”).

Item 1. Description of Registrant’s Securities to be Registered.

A description of the Class B Common Stock of the Registrant is set forth under the caption “Description of Capital Stock” in the prospectus constituting a part of the Registrant’s Registration Statement on Form S-3 (Registration No. 333-220594), which was initially filed with the SEC on September 25, 2017 (the “Registration Statement”), and is incorporated herein by reference. The description of the Class B Common Stock included in any form of prospectus subsequently filed by the Registrant with respect to the Registration Statement pursuant to Rule 424(b) promulgated under the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

Item 2. Exhibits.

The following documents are incorporated by reference as exhibits to this registration statement.

Exhibit Number	Exhibit Description
3.1	Second Amended and Restated Articles of Incorporation dated May 30, 2017 (incorporated herein by reference to Exhibit 3.1 of the Company’s Quarterly Report on Form 10-Q filed on August 9, 2017).
3.2	Third Amended and Restated Bylaws dated May 24, 2017 (incorporated herein by reference to Exhibit 3.2 of the Company’s Quarterly Report on Form 10-Q filed on August 9, 2017).
4.1	Scott Family Shareholders’ Agreement dated October 29, 2010 (incorporated herein by reference to Exhibit 99.3 of the Schedule 13D of Randall I. Scott, among others, filed on February 2, 2011).

---

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Billings, State of Montana, on October 20, 2017.

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ MARCY D. MUTCH

Marcy D. Mutch

Executive Vice President and Chief Financial Officer

---

EXHIBIT INDEX

Exhibit Number	Description
<u>3.1</u>	Second Amended and Restated Articles of Incorporation dated May 30, 2017 (incorporated herein by reference to Exhibit 3.1 of the Company's Quarterly Report on Form 10-Q filed on August 9, 2017).
<u>3.2</u>	Third Amended and Restated Bylaws dated May 24, 2017 (incorporated herein by reference to Exhibit 3.2 of the Company's Quarterly Report on Form 10-Q filed on August 9, 2017).
<u>4.1</u>	Scott Family Shareholders' Agreement dated October 29, 2010 (incorporated herein by reference to Exhibit 99.3 of the Schedule 13D of Randall I. Scott, among others, filed on February 2, 2011).