

CENTRUE FINANCIAL CORP

Form 10-K/A

May 11, 2006

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

**FORM 10-K/A  
(Amendment No. 1)**

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

**For the fiscal year ended December 31, 2005**

**OR**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number 1-15025**

**CENTRUE FINANCIAL CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**36-3846489**

(I.R.S. Employer  
Identification Number)

**303 Fountains Parkway, Fairview Heights, Illinois**

(Address of principal executive offices)

**62208**

(Zip Code)

Registrant's telephone number, including area code: **(618) 624-1323**

Securities Registered Pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on which Registered
<b>Common Stock, par value \$.01 per share</b>	<b>Nasdaq National Market System</b>
<b>Preferred Share Purchase Rights</b>	<b>Nasdaq National Market System</b>

Securities Registered Pursuant to Section 12(g) of the Act:

**NONE**

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such requirements for the past 90 days.

Yes  No

Edgar Filing: CENTRUE FINANCIAL CORP - Form 10-K/A

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2).

Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant, based on the last sales price on the Nasdaq National Market System on June 30, 2005, (\$25.60) the last business day of the registrant's most recently completed second fiscal quarter, was approximately \$57,391,411.

As of March 10, 2006, the Registrant had issued and outstanding 2,233,939 shares of the Registrant's common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

---

**EXPLANATORY NOTE**

Centrue Financial Corporation (the Company) is filing this Amendment No. 1 on Form 10-K/A to its Form 10-K for the fiscal year ended December 31, 2005 for the purpose of specifically including the electronic format of the Annual Report to Stockholders as Exhibit 13.1 to the Form 10-K. The Annual Report to Stockholders was originally filed with the Securities and Exchange Commission on March 23, 2006 on Form ARS and incorporated by reference into the Company's original Form 10-K filing.

Additionally, the Company is incorporating by reference the Non-employee Director's Deferred Compensation Plan as an exhibit, which had previously been filed in 2003 and was inadvertently omitted from the exhibit list on the original Form 10-K filing. The Company is also attaching certifications executed as of the date of this Form 10-K/A from its Chief Executive Officer and Principal Financial Officer as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002, which are attached as exhibits 31.1, 31.2, 32.1 and 32.2. Part IV of Form 10-K/A reflects the changes to the exhibits.

Except as described above, no other changes have been made to the Form 10-K or the Annual Report to Stockholders, and this Amendment No. 1 does not amend, update or change any other information contained in the Form 10-K or the Annual Report to Stockholders. Information not affected by the changes described above is unchanged and reflects the disclosures made at the time of the original filing of the Form 10-K on March 24, 2006. Accordingly, this Amendment No. 1 should be read in conjunction with the Company's filings made with the Securities and Exchange Commission subsequent to the filing of the Form 10-K, including any amendments to those filings.

---

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(a)(1) Consolidated Financial Statements:

The following information appearing in the Registrant's 2005 Annual Report to Stockholders is attached to this Annual Report on Form 10-K as Exhibit 13.1.

	<b>Annual Report Section</b>	<b>Pages in Annual Report</b>
Selected Financial Data		4
Management's Discussion and Analysis of Financial Condition and Results of Operations		5-29
Report of Independent Registered Public Accounting Firm		30
Consolidated Balance Sheets		31
Consolidated Statements of Income		32
Consolidated Statements of Stockholders' Equity		33
Consolidated Statements of Cash Flows		34-36
Notes to Consolidated Financial Statements		37-62
Quarterly Financial Information		62

With the exception of those sections specifically incorporated by reference, the Registrant's 2005 Annual Report to Stockholders is not deemed filed as part of this Annual Report on Form 10-K.

(a)(2) Financial Statement Schedules:

Financial statement schedules have been omitted as the required information is contained in the consolidated financial statements and notes thereto, or because such schedules are not required or applicable.

(a)(3) Exhibits:

<b>Regulation S-K Exhibit Number</b>	<b>Document</b>	<b>Reference to Prior Filing or Exhibit Number Attached Hereto</b>
3.1	Articles of Incorporation	(11)
3.2	Bylaws	(1)
4.1	Form of Rights Agreement	(4)
10.1	1992 Stock Option Plan	(2)
10.2	Centrue Financial Corporation 2003 Stock Incentive Plan	(2)
10.3	Centrue Bank 401(k) Savings Plan	(1)
10.4	Employment Agreement between the Company and Thomas A. Daiber	(3)
10.5	Employment Agreement between the Bank and William R. Britt	(5)
10.6	Employment Agreement between the Bank and Michael A. O Gorman	(6)
10.7	Employment Agreement between the Bank and Carol S. Hoekstra	(7)
10.8	Employment Agreement between the Bank and Ricky R. Parks	(8)
10.9	Indenture dated April 10, 2002, between the Company and Wilmington Trust Company	(9)
10.10	Indenture dated April 22, 2004, between the Company and U.S. Bank, N.A.	(9)
10.11	Non-employee Director s Deferred Compensation Plan	(12)
13.1	2005 Annual Report to Stockholders	13.1
21.1	Subsidiaries of the Registrant	(10)
23.1	Consent of Independent Registered Public Accounting Firm	(10)
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)	31.1

<b>Regulation S-K Exhibit Number</b>	<b>Document</b>	<b>Reference to Prior Filing or Exhibit Number Attached Hereto</b>
31.2	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)	31.2
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	32.1
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	32.2
<p>(1) Filed on September 11, 1992, as exhibits to the Registrant's Registration Statement No. 33-51950 on Form S-1. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.</p>		
<p>(2) Filed on May 1, 2003, as exhibits to the Registrant's Annual Report on Form 10-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of</p>		

Regulation S-K.

- (3) Filed on June 27, 2003, as an exhibit to the Registrant's Registration Statement on Form S-4. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (4) Filed on May 21, 1999, as an exhibit to the Registrant's Form 8-K. Such previously filed document is hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (5) Filed on July 18, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (6) Filed on September 8,



2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(7) Filed on January 26, 2006, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(8) Filed on September 8, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(9) Filed on March 25, 2005, as exhibits to the Registrant's Annual Report

on Form 10-K.  
Such previously  
filed documents  
are hereby  
incorporated  
herein by  
reference in  
accordance with  
Item 601 of  
Regulation S-K.

(10) Filed on  
March 25, 2006,  
as an exhibit to  
the Registrant's  
original Annual  
Report on Form  
10-K, which is  
amended by this  
Annual Report  
on Form  
10-K/A.

(11) Filed on  
March 30, 2004,  
as an exhibit to  
the Registrant's  
Annual Report  
on Form 10K.  
Such previously  
filed documents  
are hereby  
incorporated  
herein by  
reference in  
accordance with  
Item 601 of  
Regulation S-K

(12) Filed on  
March 14, 2003,  
as an appendix  
to the  
Registrant's  
Definitive Proxy  
Statement for  
2003. Such  
previously filed  
document is  
hereby  
incorporated  
herein by

reference in  
accordance with  
Item 601 of  
Regulation S-K.

---

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

**CENTRUE FINANCIAL CORPORATION**

Date: May 11, 2006

By: /s/ Thomas A. Daiber

Thomas A. Daiber,  
Chief Executive Officer and President

---

(a)(3) Exhibits:

<b>Regulation S-K Exhibit Number</b>	<b>Document</b>	<b>Reference to Prior Filing or Exhibit Number Attached Hereto</b>
3.1	Articles of Incorporation	(11)
3.2	Bylaws	(1)
4.1	Form of Rights Agreement	(4)
10.1	1992 Stock Option Plan	(2)
10.2	Centrue Financial Corporation 2003 Stock Incentive Plan	(2)
10.3	Centrue Bank 401(k) Saving Plan	(1)
10.4	Employment Agreement between the Company and Thomas A. Daiber	(3)
10.5	Employment Agreement between the Bank and William R. Britt	(5)
10.6	Employment Agreement between the Bank and Michael A. O Gorman	(6)
10.7	Employment Agreement between the Bank and Carol S. Hoekstra	(7)
10.8	Employment Agreement between the Bank and Ricky R. Parks	(8)
10.9	Indenture dated April 10, 2002, between the Company and Wilmington Trust Company	(9)
10.10	Indenture dated April 22, 2004, between the Company and U.S. Bank, N.A.	(9)
10.11	Non-employee Director s Deferred Compensation Plan	(12)
13.1	2005 Annual Report to Stockholders	13.1
21.1	Subsidiaries of the Registrant	(10)
23.1	Consent of Independent Registered Public Accounting Firm	(10)
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)	31.1

---

<b>Regulation S-K Exhibit Number</b>	<b>Document</b>	<b>Reference to Prior Filing or Exhibit Number Attached Hereto</b>
31.2	Certification of Principal Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)	31.2
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	32.1
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	32.2
<p>(1) Filed on September 11, 1992, as exhibits to the Registrant's Registration Statement No. 33-51950 on Form S-1. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.</p>		
<p>(2) Filed on May 1, 2003, as exhibits to the Registrant's Annual Report on Form 10-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of</p>		

Regulation S-K.

- (3) Filed on June 27, 2003, as an exhibit to the Registrant's Registration Statement on Form S-4. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (4) Filed on May 21, 1999, as an exhibit to the Registrant's Form 8-K. Such previously filed document is hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (5) Filed on July 18, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.
- (6) Filed on September 8,

2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(7) Filed on January 26, 2006, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(8) Filed on September 8, 2005, as an exhibit to the Registrant's Form 8-K. Such previously filed documents are hereby incorporated herein by reference in accordance with Item 601 of Regulation S-K.

(9) Filed on March 25, 2005, as exhibits to the Registrant's Annual Report



on Form 10-K.  
Such previously  
filed documents  
are hereby  
incorporated  
herein by  
reference in  
accordance with  
Item 601 of  
Regulation S-K.

(10) Filed on  
March 25, 2006,  
as an exhibit to  
the Registrant's  
original Annual  
Report on Form  
10-K, which is  
amended by this  
Annual Report  
on Form  
10-K/A.

(11) Filed on  
March 30, 2004,  
as an exhibit to  
the Registrant's  
Annual Report  
on Form 10K.  
Such previously  
filed documents  
are hereby  
incorporated  
herein by  
reference in  
accordance with  
Item 601 of  
Regulation S-K

(12) Filed on  
March 14, 2003,  
as an appendix  
to the  
Registrant's  
Definitive Proxy  
Statement for  
2003. Such  
previously filed  
document is  
hereby  
incorporated  
herein by

reference in  
accordance with  
Item 601 of  
Regulation S-K.