

FIRST INTERSTATE BANCSYSTEM INC  
Form S-8  
August 18, 2008

As filed with the Securities and Exchange Commission on August 18, 2008

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933  
FIRST INTERSTATE BANCSYSTEM, INC.  
(Exact name of issuer as specified in its charter)**

**Montana**

(State or other Jurisdiction of  
incorporation or organization)

**81-0331430**

(I.R.S. Employer Identification Number)

400 North 31<sup>st</sup> Street, Billings, Montana 59116

(Address of Principal Executive Offices and Zip Code)

**FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED AND  
RESTATED  
SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM,  
INC., 2006**

**RESTATEMENT, AS AMENDED**

(Full titles of plans)

Terrill R. Moore

Executive Vice President and Chief Financial Officer

FIRST INTERSTATE BANCSYSTEM, INC.

401 North 31st Street

Billings, Montana 59116

(Name and address of agent for service)

(406) 255-5390

(Telephone number, including area code, of agent for service)

With a Copy to:

Holland & Hart LLP

Attn: David G. Angerbauer, Esq.

60 East South Temple, Suite 2000

Salt Lake City, Utah 84111

(801) 799-5800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

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Title of securities to be registered (1)	Amount to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock (no par value)	2,000,000	\$ 77.00	\$ 154,000,000	\$6,052.20

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of the Registrant s Common Stock, no par value, which are issued or become issuable under the First Interstate BancSystem, Inc. Employee Stock Purchase Plan, as amended and restated, and the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement, as amended, to prevent dilution resulting from any stock split, stock dividend or similar transactions.

(2)

In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement, as amended.

- (3) Calculated in accordance with Rule 457(h) under the Securities Act, based upon the latest appraised value of \$77.00 per share as of June 30, 2008, as established on August 13, 2008.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed pursuant to General Instruction E for Form S-8 under the Securities Act of 1933, as amended (the Securities Act ), to register 2,000,000 additional shares of the registrant's common stock available for issuance pursuant to the First Interstate BancSystem, Inc. Employee Stock Purchase Plan, as amended and restated, and the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement, as amended. This Registration Statement incorporates by reference the contents of the Registrant's Registration Statements on Form S-8 related to the plans previously filed on (i) May 19, 1998 (Reg. No. 333-53011), and (ii) April 22, 1999 (Reg. No. 333-76825), including all exhibits and amendments thereto and all periodic reports of the Registrant that were filed subsequent to the prior Form S-8s and which are incorporated by reference into such Form S-8s.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. EXHIBITS

Regulation S-K Exhibit	Document
4.1(1)	Form of Shareholder's Agreement for non-Scott family members dated August 19, 2002.
4.30	First Interstate BancSystem, Inc. Employee Stock Purchase Plan, as amended and restated effective April 30, 2008.
4.31(2)	Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement.
4.32(3)	First Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement.
4.33(3)	Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement.
4.34	Third Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement.
5	Opinion of Holland & Hart LLP, as to the legality of securities being registered.
23.1	Consent of McGladrey & Pullen LLP.
23.2	Consent of Holland & Hart LLP (contained in Exhibit 5).
24	Power of Attorney (included on page 4 of this Registration Statement). * * * * *

(1) Incorporated by reference to the Registrant's Post-Effective Amendment

No. 2 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(2) Incorporated by  
reference to the  
Registrant's  
Post-Effective  
Amendment  
No. 6 to  
Registration  
Statement on  
Form S-8,  
No. 333-76825.

(3) Incorporated by  
reference to the  
Registrant's  
Post-Effective  
Amendment  
No. 5 to  
Registration  
Statement on  
Form S-8,  
No. 333-53011.

**SIGNATURES**

**1. REGISTRANT**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 18, 2008.

First Interstate BancSystem, Inc.

By: /s/ Lyle R. Knight  
Lyle R. Knight  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Lyle R. Knight and Terrill R. Moore, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below, and to perform any acts necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that such attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on August 18, 2008.

<b>Signature</b>	<b>Title</b>
/s/ Thomas W. Scott Thomas W. Scott	Chairman of the Board
/s/ James R. Scott James R. Scott	Vice Chairman of the Board
/s/ Elouise C. Cobell Elouise C. Cobell	Director
/s/ Steven J. Corning Steven J. Corning	Director
/s/ David H. Crum David H. Crum	Director
/s/ Richard A. Dorn Richard A. Dorn	Director

/s/ William B. Ebzery                      Director

William B. Ebzery

/s/ Charles E. Hart                      Director

Charles E. Hart

<b>Signature</b>	<b>Title</b>
/s/ James W. Haugh James W. Haugh	Director
/s/ Charles M. Heyneman Charles M. Heyneman	Director
/s/ Lyle R. Knight Lyle R. Knight	President and Chief Executive Officer, Director (Principal Executive Officer)
Terry W. Payne	Director
/s/ Jonathan R. Scott Jonathan R. Scott	Director
/s/ Julie A. Scott Julie A. Scott	Director
/s/ Randall I. Scott Randall I. Scott	Director
/s/ Michael J. Scott Michael J. Sullivan	Director
/s/ Sandra A. Scott Suzor Sandra A. Scott Suzor	Director
/s/ Martin A. White Martin A. White	Director
/s/ Terrill R. Moore Terrill R. Moore	Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)

**2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC.**

Pursuant to the requirements of the Securities Act, the trustee has duly caused this caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of

Montana, on August 18, 2008.

Savings and Profit Sharing Plan for Employees  
of First Interstate BancSystem, Inc.

/s/ Lyle R. Knight

By: Lyle R. Knight  
Its: Chairman, First Interstate BancSystem,  
Inc.  
Benefits Committee, Plan Administrator of the  
Savings and Profit Sharing Plan for Employees  
of First Interstate BancSystem, Inc.

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