

SECURITIES AND EXCHANGE COMMISSION

FORM DEFA14A

Additional definitive proxy soliciting materials and Rule 14(a)(12) material

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FILER

AMCORE FINANCIAL INC

CIK: **714756** | IRS No.: **363183870** | State of Incorpor.: **NV** | Fiscal Year End: **1231**
Type: **DEFA14A** | Act: **34** | File No.: **000-13393** | Film No.: **05790015**
SIC: **6021** National commercial banks

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

AMCORE FINANCIAL, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

May 2, 2005

Mr. Brian Hillery, Vice President
Wellington Management Co., LLP
75 State Street
Boston, MA 02109

Dear Brian:

Pursuant to a meeting held on Friday, April 29, 2005, the Compensation Committee of the Board of the Company has agreed to the following commitments with respect to the AMCORE Financial, Inc. 2005 Stock Award and Incentive Plan (the "Plan"), submitted for shareholder approval with the 2005 Proxy Statement:

1. The Company would not grant awards covering more than 2,125,000 shares under the Plan during the five-year period beginning with the Annual Meeting of Shareholders on May 3, 2005.
2. The Company would not grant awards covering more than 550,000 shares in any one calendar year under such Plan, not to exceed 2,125,000 shares in the aggregate.
3. Further, the Company would not reprice any options under such Plan, unless such repricing was authorized by a majority vote of the shareholders.

The Committee will abide by these commitments until such time as the Committee returns to the shareholders for approval of a new plan.

Upon delivery of this letter, we will also be filing the same on Form 8-K, putting all other shareholders on notice of our intent.

We would appreciate your consideration of these commitments as you determine to vote your shares prior to the Annual Meeting scheduled for 1:00 p.m. Rockford Time on May 3, 2005.

Sincerely,

/s/ James S. Waddell

James S. Waddell, Secretary
AMCORE Financial, Inc.

Copy: Paul Donovan, Chairman, Compensation Committee
Ken Edge, Chairman of the Board