

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **1996-08-26** | Period of Report: **1996-08-21**
SEC Accession No. **0000702325-96-000016**

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FIRST MIDWEST BANCORP INC

CIK: **702325** | IRS No.: **363161078** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-10967** | Film No.: **96620191**
SIC: **6021** National commercial banks

Mailing Address

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ITASCA IL 60143-0459

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ITASCA IL 60143-0459
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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) August 21, 1996

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. (the "Company")

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August 21, 1996

ITEM 4. Changes In Registrant's Certifying Accountant

a) On August 21, 1996 upon the unanimous recommendation of the Audit Committee, the Board of Directors of First Midwest Bancorp, Inc. engaged the accounting firm of Ernst & Young LLP as its Certified Public Accountants for 1996, replacing KPMG Peat Marwick LLP.

b) During the two most recent fiscal years, and interim periods subsequent to December 31, 1994, there have been no disagreements with KPMG Peat Marwick LLP on any matter of accounting principles or practices, financial statement disclosure, auditing scope or procedure, or any reportable events.

c) KPMG Peat Marwick LLP's report on the financial statements for the past two years contained no adverse opinion or disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles.

d) The Registrant has requested that KPMG Peat Marwick LLP furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the above statements. A copy of KPMG Peat Marwick LLP's letter dated August 22, 1996 to the Securities and Exchange Commission is filed as Exhibit 16, hereto.

ITEM 7. Financial Statements and Exhibits

c) Exhibits

(16) Letter from the independent Certified Public Accountant pursuant to Item 4 (d).

FIRST MIDWEST BANCORP, INC.

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August 21, 1996

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: August 23, 1996

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

Signing on behalf of the Registrant as
Principal Financial and Accounting Officer.

Peat Marwick Plaza
303 East Wacker Drive
Chicago, IL 60601-9973

August 22, 1996

Securities and Exchange Commission
Washington, D.C. 10549

Ladies and Gentlemen:

We were previously principal accountants for First Midwest Bancorp, Inc. and, under the date of January 19, 1996, we reported on the consolidated financial statements of First Midwest Bancorp, Inc. and subsidiaries as of and for the years ended December 31, 1995 and 1994. On August 21, 1996, our appointment as principal accountants was terminated. We have read First Midwest Bancorp's statements included under Item 4 of its Form 8-K dated August 21, 1996, and we agree with such statements, except that we are not in a position to agree or disagree with First Midwest's statements that the change was unanimously recommended by the Audit Committee.

Very truly yours,

/s/ KPMG Peat Marwick LLP