

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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AMCORE FINANCIAL INC

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SIC: 6021 National commercial banks

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) May 2, 2005

AMCORE FINANCIAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

NEVADA

(State or Other Jurisdiction of Incorporation)

0-13393

(Commission File Number)

36-3183870

(IRS Employer Identification No.)

501 Seventh Street, Rockford, Illinois

(Address of Principal Executive Offices)

61104

(Zip Code)

(815) 968-2241

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01 Regulation FD Disclosure

Pursuant to Regulation FD, information is being furnished as Exhibit 99.1 to this Current Report with respect to a communication made on May 2, 2005, by AMCORE Financial, Inc. (Company) to Wellington Management Co., LLP, an investment advisor with beneficial holdings of greater than five percent of AMCORE' s outstanding common stock. The communication describes commitments made by the Company with respect to the AMCORE Financial, Inc. 2005 Stock Award and Incentive Plan submitted for shareholder approval with the 2005 Proxy Statement.

ITEM 9.01 Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Wellington Management Co., LLP dated May 2, 2005

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.

Date: May 2, 2005

AMCORE Financial, Inc.

(Registrant)

/s/ John R. Hecht

John R. Hecht

Executive Vice President and Chief Financial Officer

(Duly authorized officer of the registrant
and principal financial officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter to Wellington Management Co., LLP dated May 2, 2005

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