

Solera National Bancorp, Inc.
Form 8-K
July 27, 2012

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): **July 26, 2012**

Solera National Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-53181
(Commission
File Number)

02-0774841
(IRS Employer
Identification No.)

319 S. Sheridan Blvd.

Lakewood, CO 80226

303-209-8600

(Address and telephone number of principal executive offices)

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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:

- ☐ 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors;

Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On June 21, 2012, the Board of Directors of Solera National Bancorp, Inc. (the Company) and its wholly-owned subsidiary, Solera National Bank (the Bank), appointed Messrs. Ron Eller and David N. Roberts to the Board of Directors of the Company and the Bank, pending regulatory approvals. On July 26, 2012, the Company received notice of final regulatory approval. The Board has determined that Messrs. Eller and Roberts are independent within the meaning of Rule 4200(a)(15) of the Nasdaq listing standards, which are the independence standards previously adopted by the Board, and neither Mr. Eller nor Mr. Roberts have any material relationships or reportable transactions with the Company under Item 404(a) of Regulation S-K.

At this time, Messrs. Eller and Roberts have not been appointed to any board committees of the Company or Bank. Consistent with both the Company's and Bank's current policies for non-employee directors, Messrs. Eller and Roberts will receive \$400 for attendance at each jointly held Company and Bank board meeting. Further, they will be reimbursed for out-of-pocket expenses incurred in connection with the performance of Board duties. Finally, each is eligible to receive future equity awards under the Company's stock incentive plan as determined by the Board of Directors.

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 hereunto duly authorized.

Solera National Bancorp, Inc.
(Registrant)

Date: July 27, 2012

By: /s/ Robert J. Fenton
Name: Robert J. Fenton
Title: Executive Vice President and Chief Financial Officer