

FIRST BUSINESS FINANCIAL SERVICES, INC.  
Form S-1MEF  
December 04, 2012

As filed with the Securities and Exchange Commission on December 4, 2012

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-1**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**First Business Financial Services, Inc.**

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**39-1576570**  
(I.R.S. Employer  
Identification No.)

**401 Charmany Drive  
Madison, Wisconsin 53719  
(608) 238-8008**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Corey A. Chambas**

**President and Chief Executive Officer**

**First Business Financial Services, Inc.**

**401 Charmany Drive**

**Madison, Wisconsin 53719**

**(608) 238-8008**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**Copies to:**

**Robert M. Fleetwood, Esq.**  
**Brad A. Kopetsky, Esq.**

Barack Ferrazzano Kirschbaum & Nagelberg LLP  
200 West Madison Street  
Suite 3900  
Chicago, Illinois 60606  
(312) 984-3100

**Barbara M. Conley, Esq.**

Senior Vice President, Corporate Secretary and  
General Counsel  
First Business Financial Services, Inc.  
401 Charmany Drive  
Madison, Wisconsin 53719  
(608) 238-8008

**Christopher J. Zinski, Esq.**  
**David S. McCarthy, Esq.**

Schiff Hardin LLP  
233 South Wacker Drive  
  
Suite 6600  
Chicago, Illinois 60606  
(312) 258-5500

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-184690

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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.

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Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
 (Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of each class of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price(1)(2)</b>	<b>Amount of registration fee</b>
Common stock, \$0.01 par value per share, with attached common share purchase rights(3)		\$	345,000 \$	\$ 47.06

(1) The shares being registered under this Registration Statement are in addition to the proposed maximum aggregate offering price of \$28,750,000 registered pursuant to the Registration Statement on Form S-1 (File No. 333-184690), which registration statement was declared effective by the Securities and Exchange Commission on December 4, 2012. In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended (the Securities Act ), and certain interpretations of the Securities and Exchange Commission with respect thereto, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under such registration statement is hereby registered.

(2) Calculated in accordance with Rule 457(o) under the Securities Act.

(3) Each share of First Business Financial Services, Inc. common stock has attached thereto one common share purchase right.

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**This registration statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended**

**EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed by First Business Financial Services, Inc., a Wisconsin corporation (the Company), pursuant to Rule 462(b) under the Securities Act. The contents of the Company's Registration Statement on Form S-1, as amended (File No. 333-184690), declared effective by the Securities and Exchange Commission (the Commission) on December 4, 2012, and all exhibits thereto, are incorporated by reference into this registration statement in their entirety and are deemed to be a part of this registration statement.

The required opinions and consents are listed on an exhibit index attached hereto and filed herewith.

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**PART II - INFORMATION NOT REQUIRES IN PROSPECTUS**

**ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Barack Ferrazzano Kirschbaum & Nagelberg LLP.
23.1	Consent of KPMG LLP.
23.2	Consent of Barack Ferrazzano Kirschbaum & Nagelberg LLP (included as part of Exhibit 5.1).
24.1*	Power of Attorney

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\* Previously filed on the signature page to the Company's Registration Statement on Form S-1 (File No. 333-184690) which was originally filed with the Commission November 1, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Madison, Wisconsin, on December 4, 2012.

**FIRST BUSINESS FINANCIAL SERVICES, INC.**

By: */s/* COREY A. CHAMBAS  
 Corey A. Chambas  
 Chief Executive Officer  
 (Principal Executive Officer)

**Power of Attorney**

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<i>/s/</i> COREY A. CHAMBAS Corey A. Chambas	Director; Chief Executive Officer (Principal Executive Officer)	December 4, 2012
<i>/s/</i> JAMES F. ROPELLA James F. Ropella	Chief Financial Officer (Principal Financial Officer)	December 4, 2012
<i>/s/</i> SHAUNA M. GNORSKI Shauna M. Gnorski	Chief Accounting Officer (Principal Accounting Officer)	December 4, 2012
<i>/s/</i> MARK D. BUGHER* Mark D. Bugher	Director	December 4, 2012
<i>/s/</i> JAN A. EDDY* Jan A. Eddy	Director	December 4, 2012
<i>/s/</i> JOHN J. HARRIS* John J. Harris	Director	December 4, 2012
<i>/s/</i> GERALD L. KILCOYNE* Gerald L. Kilcoyne	Director	December 4, 2012
<i>/s/</i> JOHN M. SILSETH* John M. Silseth	Director	December 4, 2012
<i>/s/</i> JEROME J. SMITH* Jerome J. Smith	Director	December 4, 2012
<i>/s/</i> BARBARA H. STEPHENS* Barbara H. Stephens	Director	December 4, 2012

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/s/ DEAN W. VOEKS\*  
Dean W. Voeks

Director

December 4, 2012

\* By: /s/ COREY A. CHAMBAS  
Attorney-in-Fact

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**EXHIBIT INDEX**

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