

BERKSHIRE HILLS BANCORP INC  
Form 424B3  
May 13, 2011

**Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-173404**

Dear Berkshire Hills Bancorp Stockholder:

On December 21, 2010, Berkshire Hills Bancorp, Inc. entered into a merger agreement to acquire Legacy Bancorp, Inc. in a stock and cash transaction. If the merger agreement is approved and the merger is subsequently completed, Legacy Bancorp, Inc. will merge into Berkshire Hills Bancorp.

The shares of Legacy Bancorp, Inc. common stock owned by each Legacy Bancorp, Inc. stockholder will be converted into the right to receive 0.56385 shares of Berkshire Hills Bancorp, Inc. common stock and \$1.30 in cash. If Berkshire Hills and Legacy must divest deposit liabilities in order to comply with a requirement contained in any regulatory approval, and if the weighted average deposit premium that Berkshire Hills receives for those divested deposits exceeds 350 basis points, then Berkshire Hills will be required under the Merger Agreement to make an additional cash payment to Legacy stockholders that, in the aggregate, will equal 50% of the premium in excess of 350 basis points (net of applicable taxes on such excess premium). Such payment would occur following completion of any such divestiture which is anticipated to occur after completion of the Merger.

The maximum number of shares of Berkshire Hills Bancorp, Inc. common stock estimated to be issuable upon completion of the merger is 6,203,000.

As a result of the merger, Legacy Bancorp, Inc. stockholders will become stockholders of Berkshire Hills Bancorp, Inc.

**Your board of directors has unanimously determined that the merger and the merger agreement are fair and in the best interests of Berkshire Hills Bancorp, Inc. and its stockholders and unanimously recommends that you vote FOR adoption of the merger agreement.** The merger cannot be completed unless a majority of the outstanding shares of common stock of Berkshire Hills Bancorp, Inc. vote to adopt the merger agreement. Whether or not you plan to attend the special meeting of stockholders, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR adoption of the merger agreement. If you fail to vote, or you do not instruct your broker how to vote any shares held for you in street name, it will have the same effect as voting AGAINST the merger agreement.**

In addition, Berkshire Hills stockholders will consider an amendment to our Certificate of Incorporation to increase the number of shares of common stock we are authorized to issue from 26 million shares to 50 million shares. This proposal is separate and distinct from, and not conditioned upon, the outcome of the stockholder vote for the proposed merger with Legacy Bancorp, Inc.

The accompanying document is also being delivered to Legacy Bancorp, Inc. stockholders as Berkshire Hills Bancorp, Inc.'s prospectus for its offering of Berkshire Hills Bancorp, Inc. common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from Legacy Bancorp, Inc. stockholders to vote for the adoption of the merger agreement and approval of the merger.

This Joint Proxy Statement/Prospectus provides you with detailed information about the proposed merger. It also contains or references information about Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. and related matters. You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section**

**beginning on page 7 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

**Voting procedures are described in this Joint Proxy Statement/Prospectus. Your vote is important, so I urge you to cast it promptly. Berkshire Hills Bancorp, Inc.'s management enthusiastically supports the acquisition of Legacy Bancorp, Inc., and joins with our board of directors in recommending that you vote FOR adoption of the merger agreement. We also recommend that you vote FOR the amendment of our Certificate of Incorporation.**

Sincerely,

Michael P. Daly  
President and Chief Executive Officer

---

TABLE OF CONTENTS

Dear Legacy Bancorp Stockholder:

On December 21, 2010, Berkshire Hills Bancorp, Inc. entered into a merger agreement to acquire Legacy Bancorp, Inc. in a stock and cash transaction. If the merger agreement is approved and the merger is subsequently completed, Legacy Bancorp, Inc. will merge into Berkshire Hills Bancorp, Inc.

Each share of Legacy Bancorp, Inc. common stock owned by each Legacy Bancorp, Inc. stockholder will be converted into the right to receive 0.56385 shares of Berkshire Hills Bancorp, Inc. common stock and \$1.30 in cash. If Berkshire Hills and Legacy must divest deposit liabilities in order to comply with a requirement contained in any regulatory approval, and if the weighted average deposit premium that Berkshire Hills receives for those divested deposits exceeds 350 basis points, then Berkshire Hills will be required under the Merger Agreement to make an additional cash payment to Legacy stockholders that, in the aggregate, will equal 50% of the premium in excess of 350 basis points (net of applicable taxes on such excess premium). Such payment would occur following completion of any such divestiture which is anticipated to occur after completion of the merger.

The maximum number of shares of Berkshire Hills Bancorp, Inc. common stock estimated to be issuable upon completion of the merger is 6,203,000.

As a result of the merger, Legacy Bancorp, Inc. stockholders will become stockholders of Berkshire Hills Bancorp, Inc.

**Your board of directors has unanimously determined that the merger and the merger agreement are fair and in the best interests of Legacy Bancorp, Inc. and its stockholders and unanimously recommends that you vote FOR adoption of the merger agreement.** The merger cannot be completed unless a majority of the issued and outstanding shares of common stock of Legacy Bancorp, Inc. entitled to be cast vote to adopt the merger agreement. Whether or not you plan to attend the special meeting of stockholders, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote FOR adoption of the merger agreement. If you fail to vote, or you do not instruct your broker how to vote any shares held for you in street name, it will have the same effect as voting AGAINST the merger agreement.**

The accompanying document is being delivered to Legacy Bancorp, Inc. stockholders as Berkshire Hills Bancorp, Inc.'s prospectus for its offering of Berkshire Hills Bancorp, Inc. common stock in connection with the merger, and as a proxy statement for the solicitation of proxies from Legacy Bancorp, Inc. stockholders to vote for the adoption of the merger agreement and approval of the merger.

Legacy Bancorp, Inc. stockholders have dissenters' rights and may receive payment in cash of the fair value of their shares, excluding any appreciation in value that results from the merger. To maintain dissenters' rights, a stockholder must (1) deliver written notice of its intent to demand payment for its shares to Legacy Bancorp, Inc. before the special meeting of Legacy stockholders or at the special meeting but before the vote is taken and (2) either vote against the merger or not submit a proxy. See *Questions and Answers About the Merger and the Special Meetings* on page [ii](#) and *Rights of Dissenting Legacy Bancorp, Inc. Stockholders* on page [34](#). A copy of the section of the Delaware General Corporation Law pertaining to dissenters' rights is included as Appendix D to the accompanying Joint Proxy Statement/Prospectus.

This Joint Proxy Statement/Prospectus provides you with detailed information about the proposed merger. It also contains or references information about Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. and related matters.

You are encouraged to read this document carefully. **In particular, you should read the Risk Factors section beginning on page 7 for a discussion of the risks you should consider in evaluating the proposed merger and how it will affect you.**

---

TABLE OF CONTENTS

**Voting procedures are described in this Joint Proxy Statement/Prospectus. Your vote is important, so I urge you to cast it promptly. Legacy Bancorp, Inc.'s management enthusiastically supports the merger with Berkshire Hills Bancorp, Inc., and joins with our board of directors in recommending that you vote FOR adoption of the merger agreement.**

Sincerely,

J. Williar Dunlaevy  
Chief Executive Officer and Chairman of the Board

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger or the securities to be issued under this Joint Proxy Statement/Prospectus or determined if this Joint Proxy Statement/Prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. The securities we are offering through this document are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

Joint Proxy Statement/Prospectus dated May 6, 2011  
and first mailed to stockholders on or about May 13, 2011

---

TABLE OF CONTENTS

## WHERE YOU CAN FIND MORE INFORMATION

Both Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. file annual, quarterly and special reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the SEC). You may read and copy any materials that either Berkshire Hills Bancorp, Inc. or Legacy Bancorp, Inc. files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 ((800) 732-0330) for further information on the public reference room.

In addition, Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You will also be able to obtain these documents, free of charge, from Berkshire Hills Bancorp, Inc. at [www.berkshirebank.com](http://www.berkshirebank.com) under the Investor Relations link and then under the heading SEC filings or from Legacy Bancorp, Inc. by accessing Legacy Bancorp, Inc.'s website at [www.legacybanks.com](http://www.legacybanks.com) under the Investors link and then under the heading SEC Filings.

Berkshire Hills Bancorp, Inc. has filed a registration statement on Form S-4 to register with the SEC up to 6,203,000 shares of Berkshire Hills Bancorp, Inc. common stock. This Joint Proxy Statement/Prospectus is a part of that registration statement. As permitted by SEC rules, this Joint Proxy Statement/Prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this Joint Proxy Statement/Prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This Joint Proxy Statement/Prospectus incorporates by reference documents that Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc. have previously filed with the SEC. They contain important information about the companies and their financial condition. See *Where You Can Find More Information* on page 96. These documents are available without charge to you upon written or oral request to the applicable company's principal executive offices. The respective addresses and telephone numbers of such principal executive offices are listed below:

Berkshire Hills Bancorp, Inc.  
24 North Street  
Pittsfield, Massachusetts 01201  
Attention: Investor Relations Department  
(413) 236-3239

Legacy Bancorp, Inc.  
99 North Street  
Pittsfield, Massachusetts 01201  
Attention: Investor Relations  
(413) 445-3513

**To obtain timely delivery of these documents, you must request the information no later than June 13, 2011 in order to receive them before Berkshire Hills Bancorp, Inc.'s special meeting of stockholders or Legacy Bancorp, Inc.'s special meeting of stockholders.**

Berkshire Hills Bancorp, Inc. common stock is traded on the NASDAQ Global Select Market under the symbol BHLB, and Legacy Bancorp, Inc. common stock is traded on the NASDAQ Global Market under the symbol LEGC.

---

TABLE OF CONTENTS

**BERKSHIRE HILLS BANCORP, INC.**

**24 NORTH STREET  
PITTSFIELD, MASSACHUSETTS 02101**

**NOTICE OF THE SPECIAL MEETING OF  
STOCKHOLDERS  
TO BE HELD ON JUNE 20, 2011**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Berkshire Hills Bancorp, Inc. will be held at The Crowne Plaza Hotel, One West Street, Pittsfield, Massachusetts, at 11:00 a.m., Eastern Standard Time, on June 20, 2011, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 21, 2010, by and between Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc., and thereby to approve the transactions contemplated by the merger agreement, including the merger of Legacy Bancorp, Inc. with and into Berkshire Hills Bancorp, Inc.;
2. The amendment of our Certificate of Incorporation to increase the number of shares of common stock we are authorized to issue from 26 million to 50 million;
3. To approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger; and
4. To transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

The proposed merger is described in more detail in this Joint Proxy Statement/Prospectus, which you should read carefully in its entirety before you vote. A copy of the merger agreement is attached as Appendix A to this Joint Proxy Statement/Prospectus. Only Berkshire Hills Bancorp, Inc. stockholders of record as of the close of business on May 2, 2011, are entitled to notice of and to vote at the special meeting of stockholders or any adjournments of the special meeting.

**To ensure your representation at the special meeting of stockholders, please follow the voting procedures described in the accompanying Joint Proxy Statement/Prospectus and on the enclosed proxy card.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted.

**BERKSHIRE HILLS BANCORP, INC. S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR ADOPTION OF THE MERGER AGREEMENT, FOR THE AMENDMENT TO OUR CERTIFICATE OF INCORPORATION, AND FOR THE ADJOURNMENT PROPOSAL DESCRIBED**

**ABOVE.**

BY ORDER OF THE BOARD OF DIRECTORS

Wm. Gordon Prescott  
Corporate Secretary and General Counsel

Pittsfield, Massachusetts  
May 13, 2011

---



TABLE OF CONTENTS

## **YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE BERKSHIRE HILLS BANCORP SPECIAL MEETING IN PERSON, BERKSHIRE HILLS BANCORP URGES YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY COMPLETING, SIGNING AND RETURNING THE PROXY CARD OR VOTING INSTRUCTION CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED.** If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

If you have any questions concerning the merger or other matters to be considered at the Berkshire Hills Bancorp, Inc. special meeting, would like additional copies of this Joint Proxy Statement/Prospectus or need help voting your shares, please contact Berkshire Hills Bancorp, Inc.'s proxy solicitor:

Phoenix Advisory Partners, LLC  
110 Wall Street, 27<sup>th</sup> Floor  
New York, New York 10005  
1-800-576-4314 (toll free)  
1-212-493-3910 (call collect)

---

TABLE OF CONTENTS

**LEGACY BANCORP, INC.**

**99 NORTH STREET  
PITTSFIELD, MASSACHUSETTS 01201**

**NOTICE OF THE SPECIAL MEETING OF  
STOCKHOLDERS  
TO BE HELD ON JUNE 20, 2011**

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders of Legacy Bancorp, Inc. will be held at The Crowne Plaza Hotel, One West Street, Pittsfield, Massachusetts at 9:30 a.m., Eastern Standard Time, on June 20, 2011, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 21, 2010, by and between Berkshire Hills Bancorp, Inc. and Legacy Bancorp, Inc., and thereby to approve the transactions contemplated by the merger agreement, including the merger of Legacy Bancorp, Inc. with and into Berkshire Hills Bancorp, Inc.;
2. To approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger; and
3. To transact any other business which may properly come before the special meeting or any adjournment or postponement thereof.

The proposed merger is described in more detail in this Joint Proxy Statement/Prospectus, which you should read carefully in its entirety before voting. A copy of the merger agreement is attached as Appendix A to this Joint Proxy Statement/Prospectus. Only Legacy Bancorp, Inc. stockholders of record as of the close of business on May 2, 2011, are entitled to notice of and to vote at the special meeting of stockholders or any adjournments of the special meeting.

**To ensure your representation at the special meeting of stockholders, please follow the voting procedures described in the accompanying Joint Proxy Statement/Prospectus and on the enclosed proxy card.** This will not prevent you from voting in person, but it will help to secure a quorum and avoid added solicitation costs. Your proxy may be revoked at any time before it is voted.

BY ORDER OF THE BOARD OF DIRECTORS

Kimberly A. Mathews  
Corporate Secretary and General Counsel

Edgar Filing: BERKSHIRE HILLS BANCORP INC - Form 424B3

Pittsfield, Massachusetts

May 13, 2011

**LEGACY BANCORP, INC. S BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR ADOPTION OF THE MERGER AGREEMENT AND FOR THE ADJOURNMENT PROPOSAL DESCRIBED ABOVE.**

**DO NOT SEND STOCK CERTIFICATES WITH THE PROXY CARD. YOU WILL RECEIVE A LETTER OF TRANSMITTAL WITH INSTRUCTIONS FOR DELIVERING YOUR STOCK CERTIFICATES UNDER SEPARATE COVER.**

---

TABLE OF CONTENTS

## **YOUR VOTE IS IMPORTANT!**

**WHETHER OR NOT YOU EXPECT TO ATTEND THE LEGACY BANCORP, INC. SPECIAL MEETING IN PERSON, LEGACY BANCORP, INC. URGES YOU TO SUBMIT YOUR PROXY AS PROMPTLY AS POSSIBLE BY COMPLETING, SIGNING AND DATING THE ENCLOSED PROXY CARD AND RETURNING IT IN THE POSTAGE-PAID ENVELOPE PROVIDED.** If your shares are held in the name of a bank, broker or other nominee, please follow the instructions on the voting instruction card furnished to you by such record holder.

If you have any questions concerning the merger or other matters to be considered at the Legacy Bancorp, Inc. special meeting, would like additional copies of this Joint Proxy Statement/Prospectus or need help voting your shares, please contact Legacy Bancorp, Inc.'s proxy solicitor:

Phoenix Advisory Partners, LLC  
110 Wall Street, 27<sup>th</sup> Floor  
New York, New York 10005  
1-800-576-4314 (toll free)  
1-212-493-3910 (call collect)

---

TABLE OF CONTENTS

**TABLE OF CONTENTS**

	Page
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS SUMMARY</u>	ii
<u>RISK FACTORS</u>	1
<u>CAUTION ABOUT FORWARD-LOOKING STATEMENTS</u>	7
<u>SELECTED HISTORICAL FINANCIAL INFORMATION</u>	11
<u>SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF BERKSHIRE HILLS BANCORP, INC.</u>	12
<u>SELECTED HISTORICAL FINANCIAL AND OTHER DATA OF LEGACY BANCORP, INC.</u>	13
<u>UNAUDITED PRO FORMA COMBINED CONDENSED CONSOLIDATED FINANCIAL INFORMATION RELATING TO THE ROME AND LEGACY MERGERS</u>	15
<u>MARKET PRICE AND DIVIDEND INFORMATION</u>	17
<u>SPECIAL MEETING OF LEGACY BANCORP, INC. STOCKHOLDERS</u>	29
<u>SPECIAL MEETING OF BERKSHIRE HILLS BANCORP, INC. STOCKHOLDERS</u>	30
<u>RIGHTS OF DISSENTING LEGACY BANCORP, INC. STOCKHOLDERS</u>	32
<u>DESCRIPTION OF THE MERGER</u>	34
<u>DESCRIPTION OF BERKSHIRE HILLS BANCORP, INC. CAPITAL STOCK</u>	38
<u>COMPARISON OF RIGHTS OF STOCKHOLDERS</u>	87
<u>MANAGEMENT AND OPERATIONS AFTER THE MERGER</u>	89
<u>BERKSHIRE HILLS PROPOSAL II AMENDMENT OF THE BERKSHIRE HILLS BANCORP, INC. CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK</u>	92
<u>ADJOURNMENT OF THE SPECIAL MEETINGS</u>	93
<u>LEGAL MATTERS</u>	94
<u>EXPERTS</u>	94
<u>STOCKHOLDER PROPOSALS</u>	94
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	95
<u>BERKSHIRE HILLS BANCORP, INC. FILINGS (FILE NO. 000-51584)</u>	96
<u>LEGACY BANCORP, INC. FILINGS (FILE NO. 000-51525)</u>	97
<u>Appendix A</u>	98
<u>Agreement and Plan of Merger</u>	A-1
<u>Appendix B</u>	A-1
<u>Fairness Opinion of Keefe Bruyette &amp; Woods, Inc.</u>	B-1
<u>Appendix C</u>	B-1
<u>Fairness Opinion of Sandler O'Neill &amp; Partners, L.P.</u>	C-1
<u>Appendix D</u>	C-1
<u>Section 262 of the Delaware General Corporation Law (Dissenters' rights)</u>	D-1
<u>Appendix E</u>	D-1
	E-1

Text of Proposed Amendment to Berkshire Hills Bancorp, Inc. Certificate of Incorporation

i

---

TABLE OF CONTENTS

## QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS

*The following are answers to certain questions that you may have regarding the merger and the special meetings. We urge you to read carefully the remainder of this Joint Proxy Statement/Prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this Joint Proxy Statement/Prospectus.*

**Q: WHY AM I RECEIVING THIS DOCUMENT?**

Berkshire Hills Bancorp, Inc. ( Berkshire Hills ) and Legacy Bancorp, Inc. ( Legacy ) have agreed to combine under the terms of a Merger Agreement by and between Berkshire Hills and Legacy dated as of December 21, 2010 (the Merger Agreement ) that is described in this Joint Proxy Statement/Prospectus. A copy of the Merger Agreement is attached to this Joint Proxy Statement/Prospectus as Appendix A. In order to complete the merger of Legacy into Berkshire Hills (the Merger ), the stockholders of each company must vote to adopt the Merger Agreement and approve the Merger. Both Legacy and Berkshire Hills will hold special meetings of their respective stockholders to obtain these approvals. This Joint Proxy Statement/Prospectus contains important information about the Merger, the Merger Agreement, the special meetings, and other related matters, and you should read it carefully.

**Q: WHAT WILL HAPPEN TO LEGACY AS A RESULT OF THE MERGER?**

If the Merger is completed, Legacy will merge into Berkshire Hills, and Legacy will cease to exist. At a time to be determined following the Merger, Legacy Banks, a wholly owned subsidiary of Legacy, will merge with and into Berkshire Bank, a Massachusetts savings bank and wholly owned subsidiary of Berkshire Hills, with Berkshire Bank being the surviving bank.

**Q: WHAT WILL LEGACY STOCKHOLDERS RECEIVE IN THE MERGER?**

If the Merger-related proposals are approved and the Merger is subsequently completed, each outstanding share of Legacy common stock (other than any dissenting shares) will be converted into the right to receive:  
0.56385 shares of Berkshire Hills common stock; and  
\$1.30 in cash, without interest.

If Berkshire Hills and Legacy must divest deposit liabilities in order to comply with a requirement contained in any regulatory approval, and if the weighted average deposit premium that Berkshire Hills receives for those divested deposits exceeds 350 basis points, then Berkshire Hills will be required under the Merger Agreement to make an additional cash payment to Legacy stockholders that, in the aggregate, will equal 50% of the premium in excess of 350 basis points (net of applicable taxes on such excess premium). Such payment would occur following completion of any such divestiture which is anticipated to occur after completion of the Merger.

**Q: WHEN WILL THE MERGER BE COMPLETED?**

We expect the Merger will be completed when all of the conditions to completion contained in the Merger Agreement are satisfied or waived, including the receipt of required regulatory approvals, the approval of the Merger Agreement by Berkshire Hills stockholders at the Berkshire Hills special meeting and the adoption of the Merger Agreement by Legacy stockholders at the Legacy special meeting. We currently expect to complete the Merger during the third calendar quarter of 2011. However, because fulfillment of some of the conditions to completion of the Merger, such as the receipt of required regulatory approvals, is not entirely within our control, we cannot predict the actual timing.

**Q: WHAT HAPPENS IF THE MERGER IS NOT COMPLETED?**

If the Merger is not completed, Legacy stockholders will not receive any consideration for their shares of common stock in connection with the Merger. Instead, Legacy will remain an independent company and its common stock

will continue to be listed and traded on the NASDAQ Global Market. Under specified  
ii

---



TABLE OF CONTENTS

circumstances, Legacy may be required to pay to Berkshire Hills a fee with respect to the termination of the Merger Agreement, as described under *Terminating the Merger Agreement* and *Termination Fee* beginning on page 86.

**Q: WHO IS BEING ASKED TO APPROVE MATTERS IN CONNECTION WITH THE MERGER?**

A: Berkshire Hills stockholders and Legacy stockholders are being asked to vote to approve the Merger-related proposals.

Under Delaware law, the Merger cannot be completed unless Berkshire Hills stockholders vote to adopt the Merger Agreement and approve the Merger. By this Joint Proxy Statement/Prospectus, Berkshire Hills's board of directors is soliciting proxies of Berkshire Hills stockholders to provide this approval at the special meeting of Berkshire Hills stockholders discussed below.

Under Delaware law, the Merger cannot be completed unless Legacy stockholders vote to adopt the Merger Agreement and approve the Merger. By this Joint Proxy Statement/Prospectus, Legacy's board of directors is soliciting proxies of Legacy stockholders to provide this approval at the special meeting of Legacy stockholders discussed below.

**Q: SHOULD LEGACY STOCKHOLDERS SEND IN THEIR STOCK CERTIFICATES NOW?**

A: No. Legacy stockholders **SHOULD NOT** send in any stock certificates now. If the Merger is approved, transmittal materials, with instructions for their completion, will be provided to Legacy stockholders under separate cover and the stock certificates should be sent at that time.

**Q: WHAT ARE THE MATERIAL UNITED STATES FEDERAL INCOME TAX CONSEQUENCES OF THE MERGER TO LEGACY STOCKHOLDERS?**

A: Berkshire Hills and Legacy will not be required to complete the Merger unless they receive legal opinions from their respective counsel to the effect that the Merger will qualify as a tax-free reorganization for United States federal income tax purposes. Provided that the Merger qualifies as a tax-free reorganization for United States federal income tax purposes, the specific tax consequences of the Merger to a Legacy stockholder will depend upon the form of consideration such stockholder will receive in the Merger. Since you will receive a combination of Berkshire Hills common stock and cash, other than cash instead of a fractional share of Berkshire Hills common stock, in exchange for your Legacy common stock, then you may recognize gain, but you will not recognize loss, upon the exchange of your shares of Legacy common stock for shares of Berkshire Hills common stock and cash. If the sum of the fair market value of the Berkshire Hills common stock and the amount of cash you receive in exchange for your shares of Legacy common stock exceeds the cost basis of your shares of Legacy common stock, you will recognize taxable gain equal to the lesser of the amount of such excess or the amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of Legacy common stock. Depending on certain facts specific to you, any gain could instead be characterized as ordinary dividend income.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, including the tax consequences of the aggregate divestiture premium (described on pages 68 and 70) that may be paid to Legacy stockholders as additional cash consideration for such stockholders's shares of Legacy common stock, please see the section *Description of the Merger - Material Tax Consequences of the Merger* beginning on page 68.

**The consequences of the Merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your tax advisor to determine your tax consequences from the Merger.**

TABLE OF CONTENTS

**Q: ARE DISSENTING LEGACY STOCKHOLDERS ENTITLED TO APPRAISAL RIGHTS?**

Yes. Delaware law provides dissenters' rights in the merger to Legacy Bancorp stockholders. This means that Legacy Bancorp stockholders are legally entitled to receive payment in cash of the fair value of their shares, excluding any appreciation in value that results from the merger. To maintain your dissenters' rights you must (1) deliver written notice of your intent to demand payment for your shares to Legacy Bancorp's Secretary at 99 North Street, Pittsfield, Massachusetts 01201 before the special meeting of Legacy Bancorp stockholders or at the special meeting but before the vote is taken and (2) either vote against the merger or not submit a proxy. This notice must be in addition to and separate from any failure to vote, abstention from voting, or any vote, in person or by proxy, cast against approval of the merger. Neither voting against, abstaining from voting, or failing to vote on the adoption of the merger agreement will constitute notice of intent to demand payment or demand for payment of fair value under Delaware law. Your failure to follow exactly the procedures specified under Delaware law will result in the loss of your dissenters' rights. A copy of the section of the Delaware General Corporation Law pertaining to dissenters' rights is provided as Appendix D to this document. See *Rights of Dissenting Legacy Bancorp, Inc. Stockholders* on page 34.

Under the Delaware General Corporation Law, record holders of Legacy common stock who do not vote in favor of the proposal to adopt the Merger Agreement and who deliver a notice of intent to demand payment will be entitled to seek appraisal rights in connection with the Merger, and if the Merger is completed, obtain payment in cash equal to the fair value of their shares of Legacy common stock as determined by the Court of Chancery of the State of Delaware, instead of the Merger consideration. To exercise their appraisal rights, Legacy stockholders must strictly follow the procedures prescribed by Delaware law. These procedures are summarized in this Joint Proxy Statement/Prospectus. In addition, the text of the applicable provisions of Delaware law is included as Appendix D to this document. Failure to strictly comply with these provisions will result in the loss of appraisal rights. For a more complete description of appraisal rights, please refer to the section entitled *Appraisal Rights* beginning on page D-1.

**Q: ARE THERE RISKS THAT I SHOULD CONSIDER IN DECIDING WHETHER TO VOTE FOR APPROVAL OF THE MERGER-RELATED PROPOSALS?**

A: Yes. You should read and carefully consider the risk factors set forth in the section of this Joint Proxy Statement/Prospectus entitled *Risk Factors* beginning on page 7.

**Q: WHEN AND WHERE WILL LEGACY STOCKHOLDERS MEET?**

A: Legacy will hold a special meeting of its stockholders on June 20, 2011, at 9:30 a.m., Eastern Time, at The Crowne Plaza Hotel, located at One West Street, Pittsfield, Massachusetts.

**Q: WHAT MATTERS ARE LEGACY STOCKHOLDERS BEING ASKED TO APPROVE AT THE LEGACY SPECIAL MEETING PURSUANT TO THIS JOINT PROXY STATEMENT/PROSPECTUS?**

A: Legacy stockholders are being asked to adopt the Merger Agreement and approve the transactions contemplated by the Merger Agreement, including the Merger. We refer to this proposal as the *Legacy Merger Agreement proposal*. Legacy stockholders also are being asked to approve one or more adjournments of the special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the *Legacy Merger Agreement proposal*, which we refer to as the *Legacy adjournment proposal*.

TABLE OF CONTENTS

**Q: WHAT DOES LEGACY'S BOARD OF DIRECTORS RECOMMEND WITH RESPECT TO THE TWO PROPOSALS?**

Legacy's board of directors has unanimously approved the Merger Agreement and determined that the Merger Agreement and the Merger are fair to and in the best interests of Legacy and its stockholders and unanimously recommends that Legacy stockholders vote **FOR** the Legacy Merger Agreement proposal.

Legacy's board of directors also unanimously recommends that Legacy stockholders vote **FOR** the Legacy adjournment proposal.

**Q: DID THE BOARD OF DIRECTORS OF LEGACY RECEIVE AN OPINION FROM A FINANCIAL ADVISOR WITH RESPECT TO THE MERGER?**

Yes. On December 21, 2010, Keefe Bruyette & Woods, Inc., which we refer to in this Joint Proxy Statement/Prospectus as KBW, rendered its oral opinion to the board of directors of Legacy, which was confirmed in writing on December 21, 2010, that, as of such date and based upon and subject to the factors and assumptions described to the Legacy board during its presentation and set forth in the opinion, the consideration in the proposed Merger was fair, from a financial point of view, to holders of Legacy common stock. The full text of KBW's written opinion is attached as Appendix B to this Joint Proxy Statement/Prospectus. Legacy stockholders are urged to read the opinion carefully.

**Q: WHO CAN VOTE AT THE LEGACY SPECIAL MEETING?**

Holdings of record of Legacy common stock at the close of business on May 2, 2011, which is the record date for the Legacy special meeting, are entitled to vote at the special meeting.

**Q: HOW MANY VOTES MUST BE REPRESENTED IN PERSON OR BY PROXY AT THE LEGACY SPECIAL MEETING TO HAVE A QUORUM?**

The holders of a majority of the shares of Legacy common stock outstanding and entitled to vote at the special meeting, present in person or represented by proxy, will constitute a quorum at the special meeting.

**Q: WHAT VOTE BY LEGACY STOCKHOLDERS IS REQUIRED TO APPROVE THE LEGACY SPECIAL MEETING PROPOSALS?**

Assuming a quorum is present at the Legacy special meeting, approval of the Legacy Merger Agreement proposal will require the affirmative vote of the holders of a majority of the outstanding shares of Legacy common stock entitled to be cast. Abstentions and broker non-votes will have the same effect as shares voted against the Merger Agreement proposal.

Approval of the Legacy adjournment proposal will require the affirmative vote of a majority of the voting power of the shares of Legacy common stock present in person or represented by proxy at the special meeting and entitled to vote on the Legacy adjournment proposal. Abstentions will have the same effect as shares voted against the Legacy adjournment proposal, and broker non-votes will not affect whether the Legacy adjournment proposal is approved.

As of the record date for the special meeting, directors and executive officers of Legacy, together with their affiliates, had sole or shared voting power over approximately 4.2% of the Legacy common stock outstanding and entitled to vote at the special meeting.

**Q: HOW MAY THE LEGACY STOCKHOLDERS VOTE THEIR SHARES FOR THE SPECIAL MEETING PROPOSALS PRESENTED IN THIS JOINT PROXY STATEMENT/PROSPECTUS?**

Legacy stockholders may vote by completing, signing, dating and returning the proxy card in the enclosed prepaid return envelope as soon as possible. This will enable their shares to be represented and voted at the special meeting. If your stock is held in street name, you will receive instructions from your broker, bank or other nominee that you must follow to have your shares voted. Your broker, bank or other nominee may allow you to deliver your voting instructions via the telephone or the Internet. Please review the proxy card or instruction form provided by your broker, bank or other nominee that accompanies this proxy statement.

v



TABLE OF CONTENTS

**WILL A BROKER OR BANK HOLDING SHARES IN STREET NAME FOR A LEGACY STOCKHOLDER AUTOMATICALLY VOTE THOSE SHARES FOR THE STOCKHOLDER AT THE LEGACY SPECIAL MEETING?**

No. A broker or bank **WILL NOT** be able to vote your shares with respect to the Legacy Merger Agreement proposal without first receiving instructions from you on how to vote. If your shares are held in street name, you will receive separate voting instructions with your proxy materials. It is therefore important that you provide timely instruction to your broker or bank to ensure that all shares of Legacy common stock that you own are voted at the special meeting.