

IBERIABANK CORP  
Form 10-K/A  
June 18, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 2)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2007

Commission File Number 0-25756

**IBERIABANK Corporation**

(Exact name of Registrant as specified in its charter)

**Louisiana**  
(State of incorporation)

**72-1280718**  
(I.R.S. Employer)

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or organization)

Identification Number)

200 West Congress Street, Lafayette, Louisiana  
(Address of principal executive office)

70501  
(Zip Code)

Registrant's telephone number, including area code: (337) 521-4003

Securities registered pursuant to Section 12(g) of the Act: Not Applicable

Securities registered pursuant to Section 12(b) of the Act

Common Stock (par value \$1.00 per share)

(Title of Class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer (as defined in Securities Exchange Act Rule 12b-2).

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

Indicate by check mark whether the Registrant is a shell company, as defined in Rule 12b-2 of the Securities Exchange Act of 1934. Yes  No

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As of January 31, 2008, the aggregate market value of the voting shares of common stock held by non-affiliates of the Registrant was approximately \$657.3 million. This figure is based on the closing sale price of \$51.41 per share of the Registrant's common stock on January 31, 2008. For purposes of this calculation, the term "affiliate" refers to all executive officers and directors of the Registrant and all shareholders beneficially owning more than 10% of the Registrant's common stock.

Number of shares of common stock outstanding as of February 29, 2008: 12,872,790

### DOCUMENTS INCORPORATED BY REFERENCE

(1) Portions of the Annual Report to Shareholders for the fiscal year ended December 31, 2007 are incorporated into Part II, Items 5 through 9B of this Form 10-K; (2) portions of the definitive proxy statement for the 2008 Annual Meeting of Shareholders to be filed within 120 days of Registrant's fiscal year end (the "Proxy Statement") are incorporated into Part III, Items 10 through 14 of this Form 10-K.

### EXPLANATORY NOTE

On March 17, 2008, the Registrant filed with the Securities and Exchange Commission ("SEC") its Annual Report on Form 10-K for the year ended December 31, 2007 (the "Form 10-K"). On April 16, 2008, the Registrant filed with the SEC Amendment No. 1 to the Form 10-K on Form 10-K/A to correct a clerical error.

Amendment No. 2 to the Form 10-K, as amended by Amendment No. 1, is being filed solely to update consents of the Company's independent registered accounting firms.

Amendment No. 2 does not change any other information set forth in the Form 10-K, as amended by Amendment No. 1.

**PART IV.**

**Item 15. Exhibits and Financial Statement Schedules.**

(a) Documents Filed as Part of this Report.

The following exhibits are filed as part of this Form 10-K/A (Amendment No. 2), and this list includes the Exhibit Index.

Exhibit Index

- Exhibit No. 23.1 Consent of Castaing, Hussey & Lolan, LLC.
- Exhibit No. 23.2 Consent of Ernst & Young LLP
- Exhibit No. 31.1 Certification of principal executive officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
- Exhibit No. 31.2 Certification of principal financial officer pursuant to Exchange Act Rule 13a-14(a) or 15d-14(a).
- Exhibit No. 32.1 Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- Exhibit No. 32.2 Certification of principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

IBERIABANK CORPORATION

Date: June 18, 2008

By: /s/ Daryl G. Byrd  
President/CEO and Director