

IBERIABANK CORP
Form 425
March 19, 2012

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): March 19, 2012

IBERIABANK CORPORATION

(Exact name of Registrant as Specified in Charter)

**Louisiana
(State or Other Jurisdiction**

of Incorporation)

**0-25756
(Commission**

File Number)

200 West Congress Street, Lafayette, Louisiana 70501

(Address of Principal Executive Offices)

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

Identification No.)

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(337) 521-4003

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:

- ☒ 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 1.01 Entry into a Material Definitive Agreement

On March 19, 2012, IBERIABANK Corporation (IBKC) and Florida Gulf Bancorp, Inc. (FGBC) announced that FGBC would merge with and into IBKC pursuant to an Agreement and Plan of Merger (the Merger Agreement) dated as of March 19, 2012. The transaction, which was approved by the boards of directors of both companies, is subject to normal regulatory approvals and the approval of FGBC s shareholders.

The Merger Agreement and related press release are filed as Exhibits 2.1 and 99.1, respectively, to this Report and are incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

Supplemental information regarding proposed acquisition of FGBC. Exhibit 99.2 to this Report is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit 2.1 - Agreement and Plan of Merger, dated as of March 19, 2012, between IBKC and FGBC.

Exhibit 99.1 - Press Release dated March 19, 2012, announcing Merger Agreement with FGBC.

Exhibit 99.2 - Supplemental Information dated March 19, 2012.

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.

IBERIABANK CORPORATION

DATE: March 19, 2012

By: /s/ Daryl G. Byrd
Daryl G. Byrd
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit
Number

- | | |
|------|--|
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