

IBERIABANK CORP  
Form 8-K  
March 25, 2013

# 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, 2013

## 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers**

Upon the recommendation of the Compensation Committee, on March 19, 2013, the Board of Directors of the Registrant adopted a Compensation Recovery Policy, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On March 19, 2013, the Board of Directors of the Registrant amended Section 3.4 of the Bylaws to change the eligibility age limit for the nomination and election of directors from the age of 73 years to 76 years. A copy of the Bylaws, as amended, is attached as Exhibit 3.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(c) *Exhibits*

Exhibit 3.1	Bylaws, as amended.
Exhibit 99.1	Compensation Recovery Policy

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 25, 2013

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

**EXHIBIT INDEX**

Exhibit Number

- 3.1 Bylaws, as amended.
- 99.1 Compensation Recovery Policy