

IBERIABANK CORP  
Form 8-K  
March 29, 2019

**UNITED STATES**  
**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 28, 2019**

**IBERIABANK CORPORATION**

**(Exact name of Registrant as Specified in Charter)**

**Louisiana**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-37532**  
**(Commission**

**File Number)**

**200 West Congress Street, Lafayette, Louisiana 70501**

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

**Identification No.)**

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(Address of Principal Executive Offices)

(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))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)). Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On March 28, 2019, IBERIABANK Corporation (the Company), a Louisiana company, entered into an Underwriting Agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keefe, Bruyette & Woods, Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, an aggregate of 4,000,000 depositary shares (the depositary shares), each representing a 1/400th ownership interest in a share of the Company's 6.100% Fixed-to-Floating Non-Cumulative Perpetual Preferred Stock, Series D, par value \$1.00 per share (Series D preferred stock), with a liquidation preference of \$10,000 per share of Series D preferred stock (equivalent to \$25 per depositary share) which represents \$100,000,000 in aggregate liquidation preference. The offering was made pursuant to an effective shelf registration statement and is expected to close on April 4, 2019, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference.

On March 28, 2019, the Company issued a press release announcing the pricing of the offering. A copy of the press release is attached hereto as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated March 28, 2019, by and among IBERIABANK Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Keefe, Bruyette & Woods, Inc., as representatives of the several underwriters named therein.
- 99.1 Press Release dated March 28, 2019.

**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 29, 2019

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