

IBERIABANK CORP
Form 8-A12B
August 05, 2015

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

IBERIABANK CORPORATION
(Exact name of Registrant as Specified in Charter)

Louisiana
(State of Incorporation or Organization)

200 West Congress Street
Lafayette, Louisiana

(Address of principal executive offices)
Securities to be registered pursuant to Section 12(b) of
the Act:

Title of Each Class to be so Registered

Depository Shares, Each Representing a 1/400th Interest
in a Share of 6.625% Fixed-to-Floating Non-Cumulative
Perpetual Preferred Stock, Series B

72-1280718
(I.R.S. Employer
Identification No.)

70501
(Zip Code)

Name of Each Exchange on Which Each Class is to be
Registered

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-202489

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered

This registration statement on Form 8-A relates to an aggregate of 3,200,000 depository shares (the "Depository Shares"), each representing a 1/400th ownership interest in a share of 6.625% Fixed-to-Floating Non-Cumulative Perpetual Preferred Stock, Series B, par value \$1.00 per share ("Series B Preferred Stock") of IBERIABANK Corporation (the "Company"), with a liquidation preference of \$10,000 per share of Series B Preferred Stock (equivalent to \$25 per depository share), which represents \$80,000,000 in aggregate liquidation preference. For a description of the Series B Preferred Stock and the Depository Shares, reference is made to the information set forth under the headings "Description of Series B Preferred Stock" and "Description of Depository Shares" in the Company's Prospectus Supplement, dated July 29, 2015, to the Prospectus, dated March 4, 2015, which constitutes a part of the Company's Registration Statement on Form S-3ASR (File No. 333-202489), filed under the Securities Act of 1933, as amended, which information is hereby incorporated herein by reference.

Item 2. Exhibits

- Exhibit 3.1 Articles of Incorporation of IBERIABANK Corporation, as amended – incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on February 2, 2015.
- Exhibit 3.2 Articles of Amendment of 6.625% Fixed-to-Floating Non-Cumulative Perpetual Preferred Stock, Series B – incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on August 5, 2015.
- Exhibit 3.3 Bylaws of IBERIABANK Corporation, as amended – incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on March 25, 2013.
- Exhibit 4.1 Deposit Agreement, dated as of August 5, 2015, by and among the Company, Computershare Inc. and Computershare Trust Company, N.A., and the holders from time to time of the depository receipts described therein – incorporated herein by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed on August 5, 2015.
- Exhibit 4.2 Form of Depository Receipt representing the Depository Shares – incorporated herein by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K filed on August 5, 2015.
-

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, hereunto duly authorized.

DATE: August 5, 2015

IBERIABANK CORPORATION

By: /s/ Daryl G. Byrd

Name: Daryl G. Byrd

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit Number

- 3.1 Articles of Incorporation of IBERIABANK Corporation, as amended – incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on February 2, 2015.
- 3.2 Articles of Amendment of 6.625% Fixed-to-Floating Non-Cumulative Perpetual Preferred Stock, Series B – incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on August 5, 2015.
- 3.3 Bylaws of IBERIABANK Corporation, as amended – incorporated herein by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on March 25, 2013.
- 4.1 Deposit Agreement, dated as of August 5, 2015, by and among the Company, Computershare Inc. and Computershare Trust Company, N.A., and the holders from time to time of the depositary receipts described therein – incorporated herein by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed on August 5, 2015.
- 4.2 Form of Depositary Receipt representing the Depositary Shares – incorporated herein by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K filed on August 5, 2015.