

FLAG FINANCIAL CORP  
Form 8-K  
November 16, 2005

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): November 10, 2005

**FLAG FINANCIAL CORPORATION**  
(Exact name of Registrant as Specified in Charter)

Georgia  
(State or Other Jurisdiction  
of Incorporation)

000-24532  
(Commission  
File Number)

58-2094179  
(I.R.S. Employer  
Identification No.)

3475 Piedmont Road, N.E., Suite 550  
(Address of Principal Executive Offices)

(404) 760-7700  
Registrant's telephone number, including area code

NOT APPLICABLE

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(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))
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**Item 1.01**

**Entry into a Material Definitive Agreement**

On November 10, 2005, Flag Financial Corporation (the “Registrant”) completed a trust preferred securities financing in the amount of \$15 million. See Item 2.03 below. In connection with the financing, the Registrant entered into a Junior Subordinated Indenture, a Guarantee Agreement and an Amended and Restated Trust Agreement filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this Report and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On November 10, 2005, the Registrant completed a trust preferred securities financing in the amount of \$15 million. In the transaction, the Registrant established Flag Financial Statutory Trust III, a Delaware statutory trust (the “Trust”). The Trust issued and sold \$15 million of Preferred Securities (the “Preferred Securities”) in a private placement and issued \$464,000 of Trust common securities (the “Common Securities”) to the Registrant. The Trust used the proceeds of these issuances to purchase \$15,464,000 of the Registrant’s Junior Subordinated Notes due December 30, 2035 (the “Notes”). The interest rate on the Notes and the Preferred Securities will bear interest at the three-month LIBOR rate plus 1.40%, adjusted quarterly. The Notes are the sole assets of the Trust and are subordinate to the Registrant’s senior obligations. Concurrently with the issuance of the Notes and the Preferred Securities, the Registrant issued a guarantee related to the trust securities for the benefit of the holders.

The Notes may be redeemed after five years, and sooner in certain specific events, including in the event that the financing is not eligible for treatment as Tier 1 capital, subject to prior approval by the Federal Reserve Board, if then required. Interest on the Notes may be deferred at any time or from time to time for a period not exceeding 20 consecutive quarterly payments (five years), provided there is no event of default and the deferral does not extend beyond December 30, 2035.

**Item 9.01**

**Financial Statements and Exhibits**

Exhibit 4.1 - Junior Subordinated Indenture between the Registrant and Wilmington Trust Company (the “Trustee”), dated as of November 10, 2005.

Exhibit 4.2 - Guarantee Agreement between the Registrant and the Trustee, dated as of November 10, 2005.

Exhibit 4.3 - Amended and Restated Trust Agreement among the Registrant, the Trustee and certain Administrative Trustees, dated as of November 10, 2005.

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.

**FLAG FINANCIAL CORPORATION**

DATE: November 15, 2005

By: /s/ J. Daniel Speight  
J. Daniel Speight  
Vice Chairman, Chief Financial Officer and  
Secretary

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**EXHIBIT INDEX**

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