

IBERIABANK CORP
Form S-8
August 11, 2014

As filed with the Securities and Exchange Commission on August 11, 2014

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

IBERIABANK CORPORATION

(Exact Name of Company as Specified in Its Charter)

Louisiana
(State or Other Jurisdiction of
Incorporation or Organization)

200 West Congress Street

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

70501

Lafayette, Louisiana
(Address of Principal Executive Offices)

(Zip Code)

IBERIABANK Corporation
Amended & Restated 2010 Stock Incentive Plan
(Full title of the Plan)

Daryl G. Byrd
President and Chief Executive Officer
IBERIABANK Corporation
200 West Congress Street
Lafayette, Louisiana 70501
(Name and Address of Agent For Service)

(337) 521-4003
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Edward B. Crosland, Jr., Esq.
Peter J. Rivas, Esq.
Jones Walker LLP
499 S. Capitol Street, S.W.
Washington, D.C. 20003
(202) 203-1088

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$1.00 par value	750,000	\$64.94	\$48,705,000	\$6,274

- (1) Upon a stock split, stock dividend or similar transaction during the effectiveness of this Registration Statement, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act, based on the average of the high and low selling prices of the Common Stock as reported on the NASDAQ Global Select Market on August 7, 2014.

EXPLANATORY NOTE

The purpose of this Registration Statement on Form S-8 (the "Registration Statement") is to register 750,000 additional shares of common stock, par value \$1.00 per share (the "Common Stock"), of IBERIABANK Corporation (the "Company") issuable pursuant to the IBERIABANK Corporation Amended & Restated 2010 Stock Incentive Plan (hereinafter, the "2010 Stock Incentive Plan"). On April 2, 2010, the Company registered 500,000 shares of Common Stock under the 2010 Stock Incentive Plan on Form S-8. On June 3, 2011, the Company registered 900,000 additional shares of Common Stock under the 2010 Stock Incentive Plan on Form S-8. In accordance with General Instruction E of Form S-8, the contents of the Company's Registration Statements on Form S-8 (Registration No. 333-165877 and Registration No. 333-174717) are incorporated herein by reference, except for Items 3 and 8, which are updated as follows:

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation by Reference

The following documents, which have been filed by the Company with the Securities and Exchange Commission (the "Commission") are incorporated by reference in this Registration Statement:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (Commission File No. 000-25756);
- (b) All other reports filed by the Company with the Commission pursuant to Sections 13(a) and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year covered by the Annual Report referred to in (a) above, except to the extent such information is deemed furnished; and
- (c) The description of the Company's securities contained in the Company's Registration Statement on Form 8-A filed with the Commission on March 28, 1995, including any amendment or report or other filing with the Commission filed subsequent thereto and updating that description.

In addition, all documents subsequently filed by the Company, where applicable, pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents with the Commission. Any statements contained in this Registration Statement, or in a document incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which is also deemed to be incorporated by reference herein modifies or supersedes such statement.

Item 8. Exhibits

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- 4.1 IBERIABANK Corporation Amended & Restated 2010 Stock Incentive Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated May 8, 2014.
- 5 An opinion of counsel of Jones Walker LLP
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Jones Walker LLP (included in Exhibit 5)
- 24 Powers of Attorney (included in the signature pages of this Registration Statement)

SIGNATURES

The Company. Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Lafayette, State of Louisiana, on this 11th day of August, 2014.

IBERIABANK CORPORATION

By: /s/ Daryl G. Byrd
 Daryl G. Byrd
 President and Chief Executive Officer
 (Duly Authorized Representative)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Daryl G. Byrd or Anthony J. Restel, or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and ratifying and confirming all that such attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
	President, Chief Executive	August 11, 2014
/s/ Daryl G. Byrd Daryl G. Byrd	Officer and Director (Principal Executive Officer)	
/s/ Anthony J. Restel Anthony J. Restel	Senior Executive Vice President and Chief Financial Officer	August 11, 2014
	Senior Vice President, Corporate Controller and	August 11, 2014
/s/ M. Scott Price M. Scott Price	Chief Accounting Officer (Principal Accounting Officer)	
/s/ Elaine D. Abell Elaine D. Abell	Director	August 11, 2014

Signatures	Title	Date
/s/ Harry V. Barton, Jr. Harry V. Barton, Jr.	Director	August 11, 2014
/s/ John N. Casbon John N. Casbon	Director	August 11, 2014
/s/ William H. Fenstermaker William H. Fenstermaker	Director	August 11, 2014
/s/ Ernest P. Breaux, Jr. Ernest P. Breaux, Jr.	Director	August 11, 2014
/s/ O. Miles Pollard, Jr. O. Miles Pollard, Jr.	Director	August 11, 2014
/s/ E. Stewart Shea, III E. Stewart Shea, III	Director	August 11, 2014
/s/ David H. Welch David H. Welch	Director	August 11, 2014
/s/ John E. Koerner, III John E. Koerner, III	Director	August 11, 2014
/s/ Angus R. Cooper, II Angus R. Cooper, II	Director	August 11, 2014