

FIRST MIDWEST BANCORP INC

Form 8-K

January 20, 2010

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):

January 13, 2010

First Midwest Bancorp, Inc.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

One Pierce Place, Suite 1500

Itasca, Illinois
(Address of principal executive offices)

Registrant's telephone number, including area code: (630) 875-7450

60143
(Zip Code)

(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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement.

On January 13, 2010, First Midwest Bancorp, Inc. (the Company) entered into an underwriting agreement (the Agreement) with Goldman, Sachs & Co. and Keefe, Bruyette & Woods, Inc. as representatives for the several underwriters, for the public offering of up to 18,818,183 shares of its common stock (\$0.01 par value). A copy of the Agreement is filed as Exhibit 1.1 to this Form 8-K. In connection with the Agreement, the Company, its directors and certain of its officers entered into lock up agreements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed as part of this Report on Form 8-K:

- 1.1 Underwriting Agreement, dated January 13, 2010, between the Company, on the one hand, and Goldman, Sachs & Co. and Keefe, Bruyette & Woods, Inc., as representatives for the several underwriters, on the other.
- 5.1 Opinion of Sullivan & Cromwell LLP.
- 5.2 Opinion of Internal Counsel.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1).
- 23.2 Consent of Internal Counsel (included in Exhibit 5.2).

SIGNATURE

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.

FIRST MIDWEST BANCORP, INC.

(Registrant)

Date: January 20, 2010

By: */s/ CYNTHIA A. LANCE*
Name: **Cynthia A. Lance**
Title: **Executive Vice President and Corporate Secretary**

EXHIBIT INDEX

Exhibit

Number	Description
1.1	Underwriting Agreement, dated January 13, 2010.
5.1	Opinion of Sullivan & Cromwell LLP.
5.2	Opinion of Internal Counsel.
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23.2	Consent of Internal Counsel (included in Exhibit 5.2).