

INDEPENDENT BANK CORP  
Form S-3ASR  
August 20, 2015

As filed with the Securities and Exchange Commission on August 20, 2015  
Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

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INDEPENDENT BANK CORP.  
(Exact name of registrant as specified in its charter)

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Massachusetts  
(State or other jurisdiction of incorporation or organization)  
6036  
(Primary Standard Industrial Classification Code Number)  
04-2870273  
(IRS Employer Identification Number)  
Office Address: 2036 Washington Street, Hanover, Massachusetts 02339  
Mailing Address: 288 Union Street, Rockland, Massachusetts 02370  
(781) 878-6100  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)  
Edward H. Seksay, Esq.  
General Counsel  
Independent Bank Corp.  
2036 Washington Street, Hanover, Massachusetts 02339  
(781) 982-6158  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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With copies to:  
Michael T. Rave, Esq.  
Day Pitney LLP  
One Jefferson Road  
Parsippany, NJ 07054  
(973) 966-6300

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Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this  
Registration Statement.

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If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (2)
Common Stock, par value \$.01 per share				
Preferred Stock, par value \$.01 per share				
Depository Shares				
Warrants or Other Rights				
Stock Purchase Contracts				
Debt Securities				
Units				
Total:				

- (1) The securities covered by this registration statement may be sold or otherwise distributed separately or together as units with any other securities covered by this registration statement.  
 An indeterminate amount of securities are being registered as may from time to time be sold at indeterminate prices. In accordance with Rules 456(b) and 457(r) under the Securities Act, Independent Bank Corp. hereby
- (2) defers payment of the registration fee required in connection with this registration statement. In connection with the securities offered hereby, Independent Bank Corp. will pay "pay-as-you-go" registration fees in accordance with Rule 456(b).



PROSPECTUS

INDEPENDENT BANK CORP.

Common Stock

Preferred Stock

Depository Shares

Warrants or Other Rights

Stock Purchase Contracts

Debt Securities

Units

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We and/or one or more selling security holders to be identified in the future may offer to sell, from time to time, shares of our common stock or preferred stock, either separately or represented by depository shares, rights or warrants exercisable for our common stock, preferred stock or depository shares representing preferred stock, stock purchase contracts, debt securities and units (together, the "Securities"). Such Securities may be offered separately or together, in separate series or classes and in amounts, at prices and on terms described in one or more prospectus supplements. The preferred stock and warrants may be convertible into or exercisable for common or preferred stock. This prospectus provides you with a general description of the Securities that may be offered. Each time Securities are sold, we will provide one or more supplements to this prospectus that will contain additional information about the specific offering and the terms of the Securities being offered. The supplements may also add to, update or change information contained in this prospectus. You should carefully read this prospectus and any accompanying prospectus supplement before you invest in any of our Securities.

The Securities may be offered and sold in any combination or amounts, at prices and on terms that we will determine at the time of any particular offering, to or through one or more agents, dealers or underwriters, or directly to purchasers, including through subscription rights offerings, on a continuous or delayed basis.

Our common stock is listed on The NASDAQ Global Select Market and trades on the exchange under the symbol "INDB." On August 19, 2015, the last sale price of our common stock as reported on the NASDAQ Global Select Market was \$47.97 per share.

Our principal executive offices are located at 2036 Washington Street, Hanover, Massachusetts 02339, and our telephone number at that address is (781) 878-6100.

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Investing in our securities involves risks. See "Risk Factors" beginning on page 5 of this prospectus, the risk factors from our Annual Report on Form 10-K for the year ended December 31, 2014, which is incorporated by reference in this prospectus, and in any of our subsequently filed quarterly and current reports that are incorporated by reference and in any applicable prospectus supplement for information that you should consider before purchasing the Securities offered by this prospectus.

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Neither the Securities and Exchange Commission, nor any bank regulatory agency, nor any state securities commission has approved or disapproved of these Securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The Securities are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation, Bank Insurance Fund, Savings Association Insurance Fund or any other governmental agency.

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You should rely only on the information contained or incorporated by reference in this prospectus or any supplement. We have not authorized anyone to provide you with different information. You should not assume that the information in this prospectus or any supplement is accurate as of any date other than the date on the front of such documents. We are not making an offer to sell these Securities in any jurisdiction where the offer or sale is not permitted.

The date of this prospectus is August 20, 2015.



TABLE OF CONTENTS

PAGE

ABOUT THIS PROSPECTUS1

WHERE YOU CAN FIND MORE INFORMATION1

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE1

CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS2

PROSPECTUS SUMMARY3

RISK FACTORS5

USE OF PROCEEDS5

RATIOS OF EARNINGS TO FIXED CHARGES AND COMBINED FIXED CHARGES AND PREFERRED

STOCK DIVIDENDS5

LEGAL MATTERS6

EXPERTS6

---

## ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (the “SEC”), using a “shelf” registration process for the delayed offering and sale of securities pursuant to Rule 415 under the Securities Act of 1933, as amended (the “Securities Act”). Under the shelf process, we may, from time to time, sell any of the Securities described in this prospectus in one or more offerings. Additionally, under the shelf process, we may provide a prospectus supplement that will contain specific information about the terms of a particular offering by us. We may also provide a prospectus supplement to add information to, or update or change information contained in, this prospectus.

We have filed with the SEC a registration statement on Form S-3, of which this prospectus is a part, under the Securities Act, with respect to the Securities. This prospectus does not contain all of the information set forth in the registration statement, portions of which we have omitted as permitted by the rules and regulations of the SEC. Statements contained in this prospectus as to the contents of any contract or other document are not necessarily complete. You should refer to the copy of each contract or document filed as an exhibit to the registration statement for a complete description.

You should read this prospectus together with any additional information you may need to make your investment decision. You should also read and carefully consider the information in the documents we have referred you to in “Where You Can Find More Information” and “Incorporation of Certain Documents by Reference” below. Information incorporated by reference after the date of this prospectus may add to, update or change information contained in this prospectus. Any information in such subsequent filings that is inconsistent with this prospectus will supersede the information in this prospectus or any earlier prospectus supplement.

As used in this prospectus, unless the context otherwise requires, the terms “we,” “us,” “our” and the “Company” mean, collectively, Independent Bank Corp. and its subsidiaries and their predecessors.

## WHERE YOU CAN FIND MORE INFORMATION

Independent Bank Corp. (“Independent” or the “Company”) is subject to the information requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any materials we file with the SEC at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, we file documents electronically with the SEC, and you may access those documents over the Internet. The SEC maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The address of the SEC’s website is <http://www.sec.gov>. Documents we have filed with the SEC are also available on our website through the investor relations link at [www.rocklandtrust.com](http://www.rocklandtrust.com). Except as expressly stated herein, information contained on our website does not constitute a part of this prospectus and is not incorporated by reference herein.

## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” the information we file with them. This helps us disclose certain important information to you by referring you to the documents we file. The information we incorporate by reference is an important part of this prospectus. We incorporate by reference each of the documents listed below.

Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 27, 2015, as amended on Form 10-K/A, filed with the SEC on March 2, 2015;  
Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015 filed with the SEC on May 6, 2015, and June 30, 2015, filed with the SEC on August 6, 2015, as amended on Form 10-Q/A filed with the SEC on August 7, 2015;  
Current Reports on Form 8-K and amendments thereto filed with the SEC on January 26, 2015, February 23, 2015, March 2, 2015, March 5, 2015 (as amended on March 6, 2015), March 19, 2015, March 25, 2015, April 20, 2015, May 28, 2015, June 18, 2015 and July 20, 2015 (except, with respect to each of the foregoing, for portions of such reports which were deemed to be furnished and not filed); and  
The description of our common stock contained in our registration statement on Form 8-A, filed with the SEC on January 21, 1986, including any amendment or report filed for the purpose of updating such description.

In addition, all documents and reports filed by Independent subsequent to the date hereof pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act (except for portions of those reports which are deemed furnished and not filed) prior to the filing of a post-effective amendment which indicates that all Securities offered have been sold or which deregisters all Securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents or reports. Any statement contained in a document 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 also is incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

You may obtain copies of these documents, other than exhibits, free of charge by contacting Edward H. Saksay, General Counsel, at our principal office, which is located at 2036 Washington Street, Hanover, Massachusetts 02339, or by telephone at (781) 982-6158.

#### CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS

This prospectus and the information incorporated by reference in it, as well as any prospectus supplement that accompanies it, include “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. We intend our forward-looking statements to be covered by the safe harbor provisions for forward-looking statements in these sections. All statements regarding our expected financial position and operating results, our business strategy, forecasted demographic and economic trends relating to our industry and similar matters are forward-looking statements. These statements can sometimes be identified by our use of forward-looking words such as “may,” “will,” “should,” “could,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “potential” or “continue,” or the negative of these terms or other comparable terminology. We cannot promise you that our expectations in such forward-looking statements will turn out to be correct. Our actual results may differ materially from those projected in these statements because of various factors, including those discussed in this prospectus under the caption “Risk Factors” and those discussed in our SEC reports on Forms 10-K, 10-Q and 8-K, which are incorporated by reference in this prospectus.



## PROSPECTUS SUMMARY

This summary highlights selected information about Independent and a general description of the Securities we may offer. This summary is not complete and does not contain all of the information that may be important to you. For a more complete understanding of Independent and the terms of the Securities we will offer, you should read carefully this entire prospectus, including the applicable prospectus supplement for the Securities and the other documents we refer to and incorporate by reference. In particular, we incorporate important business and financial information into this prospectus by reference.

### The Securities We May Offer

The descriptions of the Securities contained in this prospectus, together with the applicable prospectus supplements, summarize certain material terms and provisions of the various types of Securities that we or selling security holders may offer. The particular material terms of the Securities offered by a prospectus supplement will be described in that prospectus supplement. If indicated in the applicable prospectus supplement, the terms of the offered Securities may differ from the terms summarized below. The prospectus supplement will also contain information, where applicable, about material U.S. federal income tax considerations relating to the offered Securities, and the securities exchange, if any, on which the offered Securities will be listed. The descriptions in this prospectus and the applicable prospectus supplement do not contain all of the information that you may find useful or that may be important to you. You should refer to the provisions of the actual documents whose terms are summarized herein and in the applicable prospectus supplement, because those documents, and not the summaries, define your rights as holders of the relevant Securities. For more information, please review the forms of these documents, which will be filed with the SEC and will be available as described under the heading “Where You Can Find More Information” above.

### Common Stock

We may sell our common stock, par value \$0.01 per share. In a prospectus supplement, we will describe the aggregate number of shares offered and the offering price or prices of the shares.

### Preferred Stock; Depositary Shares

We may sell shares of our preferred stock, par value \$0.01 per share, in one or more series. In a prospectus supplement, we will describe the specific designation, the aggregate number of shares offered, the dividend rate or manner of calculating the dividend rate, the dividend periods or manner of calculating the dividend periods, the ranking of the shares of the series with respect to dividends, liquidation and dissolution, the stated value of the shares of the series, the voting rights of the shares of the series, if any, whether and on what terms the shares of the series will be convertible or exchangeable, whether and on what terms we can redeem the shares of the series, whether we will offer depositary shares representing shares of the series and if so, the fraction or multiple of a share of preferred stock represented by each depositary share, whether we will list the preferred stock or depositary shares on a securities exchange and any other specific terms of the series of preferred stock.

### Warrants or Other Rights

We may sell warrants or other rights to purchase our debt securities, shares of preferred stock or shares of our common stock. In a prospectus supplement, we will inform you of the exercise price and other specific terms of any such warrants or other rights, including whether our or your obligations, if any, under any warrants or other rights may be satisfied by delivering or purchasing the underlying securities or their cash value.

### Stock Purchase Contracts

We may issue stock purchase contracts, including contracts obligating holders to purchase from us and us to sell to the holders, a specified number of shares of common stock, preferred stock, depositary shares or other security or property at a future date or dates. In a prospectus supplement, we will inform you of the specific terms of any series

of stock purchase contracts, including whether the consideration per share of common stock or preferred stock or per depositary share or other security or property may be fixed at the time the stock purchase contracts are issued or may be determined by a specific reference to a formula set forth in the stock purchase contracts. The stock purchase contracts may be issued separately or as part of stock purchase units consisting of a stock purchase contract and debt securities, preferred stock or debt obligations of third parties, including U.S. treasury securities, other stock purchase contracts or common stock, or other securities or property, securing the holders' obligations to purchase or sell, as the case may be, the common stock or the preferred stock under the stock purchase contracts.

#### Debt Securities

Our debt securities may be senior or subordinated in priority of payment. We will provide a prospectus supplement that describes the ranking, whether senior or subordinated, the level of seniority or subordination (as applicable), the specific designation, the aggregate principal amount, the purchase price, the maturity, the redemption terms, the interest rate or manner of calculating the interest rate, the time of payment of interest, if any, the terms for any conversion or exchange, including the terms relating to the adjustment of any conversion or exchange mechanism, the listing, if any, on a securities exchange and any other specific terms of the debt securities.

#### Units

We may sell any combination of one or more of the Securities described in this prospectus, together as units. In a prospectus supplement, we will describe the particular combination of Securities constituting any units and any other specific terms of the units.

## RISK FACTORS

An investment in the Securities involves risks. Before making an investment decision, you should carefully consider the risks described under “Risk Factors” in the applicable prospectus supplement and in our most recent Annual Report on Form 10-K, and in our updates to those Risk Factors in our Quarterly Reports on Form 10-Q following the most recent Form 10-K, and in all other information appearing in this prospectus or incorporated by reference into this prospectus and any applicable prospectus supplement. For a description of these reports and documents, and information about where you can find them, see “Where You Can Find More Information” and “Incorporation of Certain Documents By Reference” above. The material risks and uncertainties that management believes affect Independent will be described in those documents. In addition to those risk factors, there may be additional risks and uncertainties of which management is not aware or focused on or that management deems immaterial. Our business, financial condition or results of operations could be materially adversely affected by any of these risks. The trading price of our securities could decline due to any of these risks, and you may lose all or part of your investment. This prospectus is qualified in its entirety by these risk factors.

## USE OF PROCEEDS

Unless otherwise indicated in the applicable prospectus supplement, we intend to use the net proceeds from the sale of Securities for general corporate purposes, including:

- increasing our regulatory capital levels;
- refinancing, reduction or repayment of debt;
- investments in Rockland Trust Company and our other subsidiaries as regulatory capital;
- financing of possible acquisitions; and
- expansion of the business.

The prospectus supplement with respect to an offering of any Security may identify different or additional uses for the proceeds of that offering.

## RATIOS OF EARNINGS TO FIXED CHARGES

Our historical ratios of earnings to fixed charges and for the periods indicated are set forth in the table below. The ratio of earnings to fixed charges is computed by dividing (1) income from continuing operations before income taxes and fixed charges by (2) total fixed charges:

- earnings consist of income before income taxes plus fixed charges;
- fixed charges, excluding interest on deposits, include interest expense (other than on deposits) and the estimated portion of rental expense attributable to interest, net of income from subleases; and
- fixed charges, including interest on deposits, include all interest expense and the estimated portion of rental expense attributable to interest, net of income from subleases.

	Six Months Ended June 30, 2015	Years ended December 31,				
		2014	2013	2012	2011	2010
Ratio of Earnings to Fixed Charges						
Including interest on deposits	4.30	4.73	3.61	3.29	3.07	2.29
Excluding interest on deposits	7.53	8.35	5.47	5.01	4.70	3.56

For purposes of computing the ratios in the above table, earnings represent net income before taxes plus fixed charges. Fixed charges include all interest expense. These ratios are presented both including and excluding interest on deposits.

#### LEGAL MATTERS

The validity of the Securities that may be offered will be passed upon for us by Day Pitney LLP.

#### EXPERTS

The consolidated financial statements of Independent Bank Corp. and subsidiaries appearing in Independent Bank Corp.'s Annual Report (Form 10-K) for the year ended December 31, 2014, and the effectiveness of Independent Bank Corp. and subsidiaries' internal control over financial reporting as of December 31, 2014 included in Independent Bank Corp.'s Form 10-K/A, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in its reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

7

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following table sets forth the various expenses in connection with the registration of the Securities offered. Independent will bear all of these expenses. All amounts are estimated except for the SEC registration fee:

Registration Statement filing fee	\$ (1)(2)
Printing expenses	\$ (2)
Legal fees and expenses	\$ (2)
Accounting fees and expenses	\$ (2)
Miscellaneous	\$ (2)
Total	\$ (2)

- (1) Under Rules 456(b) and 457(r) under the Securities Act, the registration fee will be paid at the time of any particular offering of securities under this registration statement.
- (2) The amount of these fees and expenses is not currently determinable.

Item 15. Indemnification of Directors and Officers

Independent is a Massachusetts corporation. Massachusetts General Laws Chapter 156D, Section 2.02(b)(4) allows a corporation to eliminate or limit the personal liability of a director of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of an improper distribution or obtained an improper personal benefit. As noted below, Independent has included a similar provision in its articles of organization. Massachusetts General Laws Chapter 156D, Section 8.51(a) provides that a corporation may indemnify its directors against liability incurred in connection with any proceeding brought against any director by virtue of his position as a director of the corporation unless the director is deemed to have not acted in good faith in the reasonable belief that his action was in the best interests of the corporation. As noted below, Independent has provided for director indemnification in its articles of organization and bylaws.

Massachusetts General Laws Chapter 156D, Section 8.52 provides that a corporation must indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because he was a director of the corporation against reasonable expenses incurred by him in connection with the proceeding.

Massachusetts General Laws Chapter 156D, Section 8.56(a) provides that a corporation may indemnify its officers to the same extent as its directors and, for officers that are not directors, subject to certain exceptions, to the extent provided by (i) the articles of organization, (ii) the bylaws, (iii) resolution of the board of directors or (iv) contract. As noted below, Independent has provided for officer indemnification in its articles of organization and bylaws.

Both Chapter 156D, Section 8.57 and Independent's articles of organization provide that the corporation may purchase and maintain insurance against liability incurred by an officer or director in his capacity as officer or director or while serving at Independent's request as a director, officer, partner, trustee, employee, or agent of another domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan, or other entity, or arising out of his status as such. Independent currently maintains directors' and officers' liability insurance, which insures the officers and directors of Independent from any claim arising out of an alleged wrongful act by such person in their respective capacities as officers and directors of Independent.

Under Independent's articles of organization and its bylaws, Independent shall indemnify a director or officer to the full extent permitted by applicable law, including the Massachusetts Business Corporation Act and section 18(k) of the Federal Deposit Insurance Act. However, Independent may not indemnify a director or officer unless ordered to do so by a court if his or her conduct: (a) was a breach of the director's or officer's duty of loyalty to Independent or its stockholders, (b) was not in good faith or involved intentional misconduct or a knowing violation of law, (c) resulted in an improper distribution under Section 6.40 of Chapter 156D of the Massachusetts General Laws, (d) was conduct from which the director or officer derived an improper personal benefit, or (e) was at least not opposed to the best interests of Independent, if the conduct was with respect to an employee benefit plan, for a purpose he or she reasonably believed to be in the interests of the participants in, and the beneficiaries of, the plan.

The determination of whether the relevant standard of conduct have been met shall be made: (a) if there are two or more disinterested directors, by the board of directors by a majority vote of all the disinterested directors or by a majority of the members of a committee of two or more disinterested directors appointed by vote; (b)(1) by special legal counsel selected by a majority vote of all the disinterested directors or by a majority of the members of a committee of two or more disinterested directors appointed by vote; or (2) if there are fewer than two disinterested directors, selected by the board of directors, in which selection directors who do not qualify as disinterested directors may participate; or (c) by the stockholders (but shares owned by or voted under the control of a non-disinterested director may not be voted on the determination).

Independent's articles of organization and its bylaws provide that no amendment or repeal of the indemnification provision contained therein shall affect or diminish the rights of any indemnified person to indemnification with respect to any action or proceeding arising out of or relating to any actions occurring prior to the final adoption of the amendment or repeal. Independent's articles of organization provide that no amendment or repeal of the provision limiting the liability of directors shall adversely affect the rights and protections afforded to directors of Independent for acts or omissions occurring prior to the amendment or repeal.

The articles also provide that if the Massachusetts Business Corporation Act is subsequently amended to increase the scope of permitted indemnification, indemnification under the articles shall be provided to the full extent permitted or required by the amendment.

#### Item 16. Exhibits

The following Exhibits are filed herewith or incorporated herein by reference:

- 1\* Form of Underwriting Agreement or Purchase Agreement.
- 3.1 Restated Articles of Organization of Independent Bank Corp. (incorporated by reference to Exhibit 3.2 to Independent's Current Report on Form 8-K filed with the SEC on July 20, 2015).
- 3.2 Amended and Restated Bylaws of Independent Bank Corp. (incorporated by reference to Exhibit 3.1 to Independent's Current Report on Form 8-K filed with the SEC on July 20, 2015).
- 4.1 Specimen certificate for shares of Common Stock, \$0.01 par value per share, of Independent Bank Corp. (incorporated by reference to Independent Bank Corp.'s Annual Report on Form 10-K for the year ended December 31, 1992).
- 4.1\* Form of Preferred Stock Certificate.
- 4.2\* Form of Senior Debt Security.
- 4.3\* Form of Subordinated Debt Security.
- 4.4\* Form of Depositary Receipt.
- 4.5\* Form of Warrant Certificate.
- 4.6\* Form of Unit Certificate.

- 4.7\* Form of Certificate of Designation of Preferred Stock.
  - 4.8 Form of Senior Debt Indenture.
  - 4.9 Form of Subordinated Debt Indenture.
  - 4.10\* Form of Deposit Agreement for Depositary Shares.
  - 4.11\* Form of Warrant Agreement.
  - 4.12\* Form of Unit Agreement.
  - 5 Opinion of Day Pitney LLP regarding the legality of the securities being registered.
  - 12 Computation of Ratios of Earnings to Fixed Charges.
  - 23.1 Consent of Ernst & Young LLP, an independent registered public accounting firm.
  - 23.2 Consent of Day Pitney LLP (included as part of Exhibit 5).
  - 24 Power of Attorney (included on signature page).
  - 25.1\*\* Statement of Eligibility of Trustee on Form T-1 of Trustee under the Senior Debt Indenture.
  - 25.2\*\* Statement of Eligibility of Trustee on Form T-1 of Trustee under the Subordinated Debt Indenture.
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- \* To be filed by post-effective amendment to this registration statement or as an exhibit to a current report of the registrant on Form 8-K and incorporated herein by reference.
- \*\* To be incorporated herein by reference from a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939.

Item 17. Undertakings

(a) The undersigned registrant undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
  - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933; To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
  - (ii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in this registration statement;
  - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in this registration statement;

Provided, however, that Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.



- That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective
- (2) amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  - (4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:
    - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415 (a)(1)(i), (vii) or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.
    - (ii) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities:

The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

      - (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
      - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
      - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
      - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant further undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the Securities, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- The undersigned registrant hereby undertakes to supplement the prospectus, after the expiration of the subscription period, to set forth the results of the subscription offer, the transactions by the underwriters during the subscription period, the amount of unsubscribed securities to be purchased by the underwriters, and the terms of any subsequent reoffering thereof. If any public offering by the underwriters is to be made on terms differing from those set forth on the cover page of the prospectus, a post-effective amendment will be filed to set forth the terms of such offering. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by
- (c) a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.
- (d) The undersigned registrant undertakes that:
- For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.
- (i) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that (ii) contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. The undersigned registrant undertakes to file an application for the purpose of determining the eligibility of the (f) trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the SEC under Section 305(b)(2) of the Act.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockland, Commonwealth of Massachusetts, on this 20<sup>th</sup> day of August, 2015.

**INDEPENDENT BANK CORP.**

By: /s/Edward H. Seksay  
Edward H. Seksay, Esq.  
General Counsel

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Robert Cozzone and Edward H. Seksay, Esq., acting singly, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments and registration statements filed pursuant to Rule 462 under the Securities Act) to the Registration Statement on Form S-3, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, ratifying and confirming all that said attorneys-in-fact and agents, or his or her 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.

Signature	Title	Date
/s/ CHRISTOPHER ODDLEIFSON Christopher Oddleifson	Director CEO/President (Principal Executive Officer)	August 20, 2015
/s/ DONNA L. ABELLI Donna L. Abelli	Director and Chairman of the Board	August 20, 2015
/s/ ROBERT COZZONE Robert Cozzone	CFO (Principal Financial Officer)	August 20, 2015
/s/ MARK RUGGIERO Mark Ruggiero	Controller (Principal Accounting Officer)	August 20, 2015
/s/ WILLIAM P. BISSONNETTE William P. Bissonnette	Director	August 20, 2015
/s/ KEVIN J. JONES Kevin J. Jones	Director	August 20, 2015

/s/ EILEEN C. MISKELL Eileen C. Miskell	Director	August 20, 2015
/s/ JOHN J. MORRISSEY John J. Morrissey	Director	August 20, 2015
/s/ DANIEL F. O'BRIEN Daniel F. O' Brien	Director	August 20, 2015
/s/ CARL RIBEIRO Carl Ribeiro	Director	August 20, 2015
/s/ JOHN H. SPURR, JR. John H. Spurr, Jr.	Director	August 20, 2015
/s/ MAURICE H. SULLIVAN, JR. Maurice H. Sullivan, Jr.	Director	August 20, 2015
/s/ FREDERICK TAW Frederick Taw	Director	August 20, 2015
/s/ BRIAN S. TEDESCHI Brian S. Tedeschi	Director	August 20, 2015
/s/ THOMAS R. VENABLES Thomas R. Venables	Director	August 20, 2015

INDEX TO EXHIBITS

- 1\* Form of Underwriting Agreement or Purchase Agreement.
- 3.1 Restated Articles of Organization of Independent Bank Corp. (incorporated by reference to Exhibit 3.2 to Independent's Current Report on Form 8-K filed with the SEC on July 20, 2015).
- 3.2 Amended and Restated Bylaws of Independent Bank Corp. (incorporated by reference to Exhibit 3.1 to Independent's Current Report on Form 8-K filed with the SEC on July 20, 2015).
- 4.1 Specimen certificate for shares of Common Stock, \$0.01 par value per share, of Independent Bank Corp. (incorporated by reference to Independent Bank Corp.'s Annual Report on Form 10-K for the year ended December 31, 1992).
- 4.1\* Form of Preferred Stock Certificate.
- 4.2\* Form of Senior Debt Security.
- 4.3\* Form of Subordinated Debt Security.
- 4.4\* Form of Depositary Receipt.
- 4.5\* Form of Warrant Certificate.
- 4.6\* Form of Unit Certificate.
- 4.7\* Form of Certificate of Designation of Preferred Stock.
- 4.8 Form of Senior Debt Indenture.
- 4.9 Form of Subordinated Debt Indenture.
- 4.10\* Form of Deposit Agreement for Depositary Shares.
- 4.11\* Form of Warrant Agreement.
- 4.12\* Form of Unit Agreement.
- 5 Opinion of Day Pitney LLP regarding the legality of the securities being registered.
- 12 Computation of Ratios of Earnings to Fixed Charges.
- 23.1 Consent of Ernst & Young LLP, an independent registered public accounting firm.
- 23.2 Consent of Day Pitney LLP (included as part of Exhibit 5).
- 24 Power of Attorney (included on signature page).
- 25.1\*\* Statement of Eligibility of Trustee on Form T-1 of Trustee under the Senior Debt Indenture.
- 25.2\*\* Statement of Eligibility of Trustee on Form T-1 of Trustee under the Subordinated Debt Indenture.

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\* To be filed by post-effective amendment to this registration statement or as an exhibit to a current report of the registrant on Form 8-K and incorporated herein by reference.

\*\* To be incorporated herein by reference from a subsequent filing in accordance with Section 305(b)(2) of the Trust Indenture Act of 1939.