

County Bancorp, Inc.
Form 8-K
May 30, 2018

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): May 30, 2018

County Bancorp, Inc.

(Exact name of registrant as specified in charter)

Wisconsin
(State or other jurisdiction

of incorporation)

001-36808
(Commission

File Number)
860 North Rapids Road

39-1850431
(I.R.S. Employer

Identification No.)

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Manitowoc, Wisconsin 54221

(Address of principal executive offices) (Zip code)

(920) 686-9998

(Registrant's telephone number, including area code)

Not Applicable

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

On May 30, 2018, County Bancorp, Inc. (the Company) entered into a Subordinated Note Purchase Agreement (the Purchase Agreement) with certain institutional investors (the Purchasers) pursuant to which the Company sold and issued \$30.0 million in aggregate principal amount of its 5.875% fixed-to-floating rate subordinated notes due 2028 (the Notes). The Notes were issued by the Company to the Purchasers at a price equal to 100% of their face amount. The Notes have a stated maturity of June 1, 2028, are redeemable, in whole or in part, on or after June 1, 2023, and at any time upon the occurrences of certain events. The Notes will bear interest at a fixed rate of 5.875% per year, from and including May 30, 2018 to, but excluding, June 1, 2023. From and including June 1, 2023 to, but excluding the maturity date or early redemption date, the interest rate will reset quarterly at a variable rate equal to the then current 3-month LIBOR plus 288.4 basis points.

The Purchase Agreement contains certain customary representations, warranties and covenants made by the Company, on the one hand, and the Purchasers, severally and not jointly, on the other hand. The Notes were offered and sold by the Company in reliance on exemptions from the registration requirements of the Securities Act of 1933, as amended (the Securities Act) pursuant to Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D thereunder.

On May 30, 2018, in connection with the sale and issuance of the Notes, the Company entered into a Registration Rights Agreement (the Registration Rights Agreement) with the Purchasers. Under the terms of the Registration Rights Agreement, the Company has agreed to take certain actions to provide for the exchange of the Notes for subordinated notes that are registered under the Securities Act and have substantially the same terms as the Notes. Under certain circumstances, if the Company fails to meet its obligations under the Registration Rights Agreement, it would be required to pay additional interest to the holders of the Notes.

The form of Purchase Agreement is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. The form of Registration Rights Agreement is attached as Exhibit 10.2 to this Current Report on Form 8-K and is incorporated herein by reference. The descriptions herein of the Purchase Agreement and the Registration Rights Agreement are summaries and are qualified in their entirety by reference to the full text of the forms of Purchase Agreement and the Registration Rights Agreement, respectively.

The Notes were issued under an Indenture, dated May 30, 2018 (the Indenture), by and between the Company and U.S. Bank National Association, as trustee (the Trustee). The Notes are not subject to any sinking fund and are not convertible into or exchangeable for any other securities or assets of the Company or any of its subsidiaries. The Notes are not subject to redemption at the option of the holder. Prior to June 1, 2023, the Company may redeem the Notes, in whole but not in part, only under certain limited circumstances set forth in the Indenture. On or after June 1, 2023, the Company may redeem the Notes, in whole or in part, at its option, on any interest payment date. Any redemption by the Company would be at a redemption price equal to 100% of the principal amount of the Notes being redeemed, together with any accrued and unpaid interest on the Notes being redeemed to but excluding the date of redemption.

Principal and interest on the Notes are subject to acceleration only in limited circumstances. The Notes are unsecured, subordinated obligations of the Company and rank junior in right of payment to the Company's current and future senior indebtedness.

The Indenture and the forms of Note are attached as Exhibit 4.1 and 4.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. The descriptions of the Indenture and the Notes herein are summaries and are qualified in their entirety by reference to the full text of the Indenture and forms of Notes.

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

The information set forth under Item 1.01 above is incorporated by reference into this Item 2.03.

Item 7.01. Regulation FD Disclosure.

Attached hereto as Exhibit 99.1 and incorporated by reference into this Item 7.01 is the press release issued by the Company on May 30, 2018 announcing the completion of the Notes offering and certain other matters.

The information contained in this Item 7.01 and Exhibit 99.1 incorporated by reference herein shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of such section, nor will such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 4.1 Indenture, dated May 30, 2018, by and between County Bancorp, Inc. and U.S. Bank National Association, as trustee.
- 4.2 Forms of 5.875% Fixed to Floating Rate Subordinated Note due June 1, 2028 (included as Exhibit A-1 and Exhibit A-2 to the Indenture filed as Exhibit 4.1 hereto).
- 10.1 Form of Subordinated Note Purchase Agreement, dated May 30, 2018, by and among County Bancorp, Inc. and the Purchasers
- 10.2 Form of Registration Rights Agreement, dated May 30, 2018, by and among County Bancorp, Inc. and the Purchasers
- 99.1 Press Release of County Bancorp, Inc., dated May 30, 2018.

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.

Date: May 30, 2018

COUNTY BANCORP, INC.

By: /s/ Mark A. Miller

Name: Mark A. Miller

Title: Secretary