

Birmingham Bloomfield Bancshares

Form S-8

September 21, 2007

**Table of Contents**

As filed with the Securities and Exchange Commission on September 21, 2007

Registration No. 333-\_\_\_\_\_

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933  
BIRMINGHAM BLOOMFIELD BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)**

**Michigan**  
(State or other jurisdiction of  
incorporation or organization)

**20-1132959**  
(I.R.S. employer  
identification no.)

33583 Woodward Avenue  
Birmingham, Michigan 48009  
(Address of principal executive offices, including zip code)  
**BIRMINGHAM BLOOMFIELD BANCSHARES, INC.  
2006 STOCK INCENTIVE PLAN**  
(Full title of the plan)

**Robert E. Farr**  
**President and Chief Executive Officer**  
**Birmingham Bloomfield Bancshares, Inc.**  
**33583 Woodward Avenue**  
**Birmingham, Michigan 48009**  
(Name and address of agent for service)  
**(248) 593-6455**  
(Telephone number, including area code, of agent for  
service)

**With a copy to:**  
**Timothy E. Kraepel**  
**Howard & Howard Attorneys, P.C.**  
**The Pinehurst Office Center, Suite 101**  
**39400 North Woodward Avenue**  
**Bloomfield Hills, Michigan 48304-5151**  
**(248) 645-1483**

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of Registration fee
	(1)	(2)	(2)	
Common Stock, no par value	225,000	\$6.875	\$1,546,875	\$47.49

(1) Plus, pursuant to Rule 416, an indeterminate number of additional shares as may be issuable in the event of an adjustment as a result of an increase in the number of issued shares of Registrant's Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments as provided in the above-referenced 2006 Stock Incentive Plan.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and (h) based on the \$6.875 average of the closing bid and asked prices of Registrant's Common Stock on the OTC Bulletin Board on September 18, 2007.

---

**TABLE OF CONTENTS**

**PART I.**

Item 1. Plan Information\*

Item 2. Registrant Information and Employee Plan Annual Information\*

**PART II.**

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

**SIGNATURES**

**EXHIBIT INDEX**

Opinion of Howard & Howard Attorneys, P.C.

Consent of Pante & Moran, PLLC.

Power of Attorney

---

**Table of Contents**

**PART I.**

**Item 1. Plan Information\***

**Item 2. Registrant Information and Employee Plan Annual Information\***

\* Information required by Part I to be contained in this Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended ( Securities Act ), and the Note to Part I on Form S-8.

**PART II.**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

The following documents filed with the Securities and Exchange Commission (the Commission ) by the Registrant (File No. 000-52584) are incorporated in this Registration Statement by reference:

- (1) Annual Report on Form 10-KSB for the year ended December 31, 2006;
- (2) Quarterly Reports on Form 10-QSB for the quarters ended March 31, 2007 and June 30, 2007;
- (3) Current Report on Form 8-K filed on May 30, 2007;
- (4) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ) since December 31, 2006;
- (5) the information contained in the Registrant s definitive Proxy Statement filed with the Commission on March 20, 2007 relating to its 2007 Annual Meeting of Shareholders (with the exception of the audit committee report);
- (6) the description of Registrant s Common Stock, no par value appearing under the caption Description of Common Stock which is contained in Registrant s Registration Statement on Form SB-2 filed with the Commission on September 6, 2005 (Registration No. 333-128127), including any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant 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 have been sold or which deregisters all securities then 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 such documents.

**Table of Contents**

**Item 4. Description of Securities**

Not applicable.

**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 6. Indemnification of Directors and Officers**

Indemnification. The Company's articles of incorporation provide generally that it shall indemnify and hold harmless each of the Company's directors and executive officers and may indemnify any other person acting on the Company's behalf in connection with any actual or threatened action, proceeding or investigation, subject to limited exceptions, including but not limited to expenses, liabilities, judgments, fines, penalties or other payments resulting from matters for which the person is determined to be liable for willful or intentional misconduct in the performance of his duty to the Company, unless and only to the extent that a court shall determine indemnification to be fair despite the adjudication of liability.

In addition, to the extent that indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons, the Company has been advised that, in the opinion of the Securities and Exchange Commission, this indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Limitation of liability. The Company's articles of incorporation limit the personal liability of the Company's directors and officers in actions brought on its behalf or on behalf of its shareholders for monetary damages as a result of a director's or officer's acts or omissions while acting in a capacity as a director or officer, with certain exceptions. Consistent with the Michigan Business Corporation Act, as amended, the articles of incorporation do not limit the personal liability of the Company's directors and officers in connection with

the amount of financial benefit received by a director in a transaction where the director was not entitled to receive the benefit;

the intentional infliction of harm on the corporation or its shareholders;

a violation of section 551 of the Michigan Business Corporation Act; or

an intentional criminal act.

The articles of incorporation also contain a provision that, in the event that Michigan law is amended in the future to authorize corporate action further eliminating or limiting the personal liability of directors or eliminating or limiting the personal liability of officers, the liability of a director or officer will be eliminated or limited to the fullest extent permitted by law.

**Table of Contents**

**Item 7. Exemption from Registration Claimed**

Not applicable.

**Item 8. Exhibits**

The exhibits filed herewith or incorporated by reference herein are set forth in the exhibit index filed as part of this Registration Statement.

**Item 9. Undertakings**

The undersigned Registrant hereby 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;

(ii) 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 the 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 the Registration Statement;

PROVIDED, HOWEVER, that paragraphs (1)(i) and (1)(ii) do not apply if the Registration Statement is on Form S-3, Form S-8, and 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 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment 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.

(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.

The undersigned Registrant hereby undertakes that, for 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

**Table of Contents**

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 offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

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 Act 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 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 Act and will be governed by the final adjudication of such issue.



**Table of Contents**

**SIGNATURES**

*The Registrant.* 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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Michigan, on September 21, 2007.

BIRMINGHAM BLOOMFIELD BANCSHARES,  
INC.  
(Registrant)

By: /s/ Robert E. Farr  
Robert E. Farr  
President, Chief Executive Officer and  
Director  
(Principal Executive Officer)

By: /s/ Richard J. Miller  
Richard J. Miller  
Executive Vice President and Chief  
Financial Officer  
(Principal Financial and Accounting  
Officer)

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/ Robert E. Farr Robert E. Farr	President, Chief Executive Officer (Principal Executive Officer) and Director	September 21, 2007
** William R. Aikens	Chairman of the Board and Director	September 21, 2007
** Donald J. Abood	Director	September 21, 2007
** Jane L. Brodsky	Director	September 21, 2007
** Harry Cendrowski	Director	September 21, 2007



**Table of Contents**

Signature	Title	Date
** Donald E. Copus	Director	September 21, 2007
** Charles Kaye	Director	September 21, 2007
** Scott McCallum	Director	September 21, 2007
** Richard J. Miller	Director	September 21, 2007
** Daniel P. O'Donnell	Director	September 21, 2007
** Charles T. Pryde	Director	September 21, 2007
** Donald Ruff	Director	September 21, 2007
** Walter G. Schwartz	Director	September 21, 2007
** Henry G. Spellman	Director	September 21, 2007
** Robert Stapleton	Director	September 21, 2007
**By: /s/ Robert E. Farr  Robert E. Farr Attorney-in-Fact		

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Howard & Howard Attorneys, P.C.
23.1	Consent of Plante & Moran, PLLC.
23.2	Consent of Howard & Howard Attorneys, P.C. (contained in their opinion filed as Exhibit 5.1).
24	Power of Attorney

8