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IRWIN FINANCIAL CORPORATION

Form S-3MEF

October 08, 2002

As filed with the Securities and
Exchange Commission on October 8, 2002.

Registration No. 333-99597
Registration No. 333-99597-01

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

IRWIN FINANCIAL CORPORATION

IFC CAPITAL TRUST VI

(Exact Name of Co-Registrants as Specified in Charters)

INDIANA

35-1286807

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification Number)

(State or Other Jurisdiction of
Incorporation or Organization)

500 WASHINGTON STREET
COLUMBUS, IN 47201
(812) 376-1909

(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Co-Registrants' Principal Executive Offices)

ELLEN Z. MUFSON
VICE PRESIDENT-LEGAL
500 WASHINGTON STREET
COLUMBUS, IN 47201
(812) 376-1909

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service for
Co-Registrants)

Copies to:

JENNIFER R. EVANS, ESQ.
JENNIFER DURHAM KING, ESQ.
VEDDER, PRICE, KAUFMAN & KAMMOLZ
222 NORTH LASALLE STREET, SUITE 2600
CHICAGO, ILLINOIS 60601
(312) 609-7500

THOMAS C. ERB, ESQ.
TOM W. ZOOK, ESQ.
LEWIS, RICE & FINGERSH, L.C.
500 N. BROADWAY, SUITE 2000
ST. LOUIS, MISSOURI 63102-2147
(314) 444-7600

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As
soon as practicable after the Registration Statement becomes effective.

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

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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, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. 333-99597 and 333-99597-01

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 delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED ----- | AMOUNT TO BE REGISTERED ----- | PROPOSED MAXIMUM OFFERING PRICE PER UNIT ----- |
|---|--|--|
| 8.70% Cumulative Trust Preferred Securities of IFC Capital Trust VI..... | 230,000 (1) | \$25.00 |
| 8.70% Junior Subordinated Debentures due 2032 of Irwin Financial Corporation(3) (4)..... | | |
| Guarantee of Preferred Securities (3) (5)..... | | |

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO
GENERAL INSTRUCTION IV OF FORM S-3

This registration statement is being filed with respect to the registration of (i) additional shares of 8.70% Cumulative Trust Preferred Securities of IFC Capital Trust VI, a Delaware statutory trust, (ii) additional 8.70% Junior Subordinated Debentures due 2032 of Irwin Financial Corporation, an Indiana corporation, and (iii) Irwin Financial Corporation's Guarantee of such Trust Preferred Securities, pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") and pursuant to General Instruction IV of Form S-3. In accordance with Rule 462(b), this registration statement incorporates by reference the contents of the co-registrants' Registration Statement on Form S-3 (Registration Numbers 333-99597 and 333-99597-01), which became effective on October 7, 2002.

The required consents and opinions are listed in the Exhibit Index and

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filed herewith.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

| EXHIBIT NUMBER | DESCRIPTION |
|-------------------|---|
| 5.1 | Opinion of Vedder, Price, Kaufman & Kammholz. |
| 5.2 | Opinion of Richards, Layton & Finger, P.A. |
| 8.1 | Opinion of Vedder, Price, Kaufman & Kammholz as to certain tax matters. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Vedder, Price, Kaufman & Kammholz (included in opinions filed as Exhibits 5.1 and 8.1). |
| 23.3 | Consent of Richards, Layton & Finger, P.A. (included in opinion filed as Exhibit 5.2). |
| 24.1 | Powers of Attorney (incorporated herein by reference to Exhibit 24.1 to Irwin Financial Corporation's and IFC Capital Trust VI's Registration Statement on Form S-3 (File Nos. 333-99597 and 333-99597-01) filed September 13, 2002). |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, IFC Capital Trust VI certifies that it has reasonable grounds to believe that it meets all of the requirements of 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 Columbus, State of Indiana, on October 8, 2002.

IFC CAPITAL TRUST VI

By: IRWIN FINANCIAL CORPORATION
as Depositor

By: /s/ William I. Miller

William I. Miller
Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, Irwin Financial Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements of 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 Columbus, State of Indiana, on October 8, 2002.

IRWIN FINANCIAL CORPORATION

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By: /s/ William I. Miller

 William I. Miller
 Chairman of the Board

| Signature ----- | Title ----- | Date ---- |
|--|---|-----------------|
| /s/ Sally A. Dean* ----- Sally A. Dean | Director | October 8, 2002 |
| /s/ Gregory F. Ehlinger ----- Gregory F. Ehlinger | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | October 8, 2002 |
| /s/ David W. Goodrich* ----- David W. Goodrich | Director | October 8, 2002 |
| /s/ John T. Hackett* ----- John T. Hackett | Director | October 8, 2002 |
| /s/ William H. Kling* ----- William H. Kling | Director | October 8, 2002 |
| /s/ Brenda J. Lauderback* ----- Brenda J. Lauderback | Director | October 8, 2002 |
| /s/ John C. McGinty, Jr.* ----- John C. McGinty, Jr. | Director | October 8, 2002 |
| /s/ William I. Miller ----- William I. Miller | Director, Chairman of the Board (Principal Executive Officer) | October 8, 2002 |
| /s/ John A. Nash* ----- John A. Nash | Director and President | October 8, 2002 |
| /s/ Lance R. Odden* ----- Lance R. Odden | Director | October 8, 2002 |
| ----- Theodore M. Solso | Director | October 8, 2002 |
| /s/ Jody A. Littrell ----- Jody A. Littrell | Vice President and Controller | October 8, 2002 |

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(Principal Accounting Officer)

* Filed pursuant to power of attorney

By: /s/ William I. Miller

William I. Miller

EXHIBIT INDEX

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