

FIRST INTERSTATE BANCSYSTEM INC
Form S-8 POS
August 14, 2009

As filed with the Securities and Exchange Commission on August 14, 2009

Registration No. 333-153064

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
FIRST INTERSTATE BANCSYSTEM, INC.
(Exact name of issuer as specified in its charter)**

Montana

81-0331430

(State or other Jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

400 North 31st Street, Billings, Montana 59116

(Address of Principal Executive Offices and Zip Code)

**FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS
AMENDED AND RESTATED
SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE
BANCSYSTEM, INC., 2008 RESTATEMENT, AS AMENDED**

(Full titles of plans)

Terrill R. Moore

Executive Vice President and Chief Financial Officer

FIRST INTERSTATE BANCSYSTEM, INC.

401 North 31st Street

Billings, Montana 59116

(Name and address of agent for service)

(406) 255-5390

(Telephone number, including area code, of agent for service)

With a Copy to:

Holland & Hart LLP

Attn: David G. Angerbauer, Esq.

60 East South Temple, Suite 2000

Salt Lake City, Utah 84111

(801) 799-5800

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 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 Smaller reporting company
(Do not check if a smaller reporting company)

EXPLANATORY NOTE

This Post-Effective Amendment No. 2 to Registration Statement on Form S-8 (Commission File No. 333-153064) is being filed solely for the purpose of amending the exhibit list to replace an incorrect Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2006 Restatement (prior Exhibit 4.37) with a corrected Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2008 Restatement (Exhibit 4.38.)

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS

| Regulation S-K Exhibit | Document |
|------------------------------|---|
| 4.1(1) | Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002. |
| 4.30* | First Interstate BancSystem, Inc. Employee Stock Purchase Plan, as amended and restated effective April 30, 2008. |
| 4.35* | Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2008 Restatement. |
| 4.36* | First Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2008 Restatement. |
| 4.38 | Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., 2008 Restatement. |
| 5* | Opinion of Holland & Hart LLP, as to the legality of securities being registered. |
| 23.1* | Consent of McGladrey & Pullen LLP. |
| 23.2* | Consent of Holland & Hart LLP (contained in Exhibit 5). |
| 24* | Power of Attorney (included on page 4 of this Registration Statement). |
| | * * * * * |

(1) Incorporated by reference to the Registrant s Post-Effective Amendment No. 2 to Registration Statement on Form S-8, No. 333-76825.

* Previously filed

SIGNATURES

1. REGISTRANT

Pursuant to the requirements of the Securities Act, 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 Billings, State of Montana, on August 14, 2009.

First Interstate BancSystem, Inc.

By: /s/ Lyle R. Knight
Lyle R. Knight
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Lyle R. Knight and Terrill R. Moore, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below, and to perform any acts necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that such attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on August 14, 2009.

| Signature | Title |
|--|----------------------------|
| /s/ Thomas W. Scott** Thomas W. Scott | Chairman of the Board |
| /s/ James R. Scott** James R. Scott | Vice Chairman of the Board |
| /s/ Steven J. Corning** Steven J. Corning | Director |
| /s/ David H. Crum** David H. Crum | Director |
| /s/ William B. Ebzery** William B. Ebzery | Director |
| /s/ Charles E. Hart** Charles E. Hart | Director |

/s/ James W. Haugh**

Director

James W. Haugh

/s/ Charles M. Heyneman**

Director

Charles M. Heyneman

/s/ Lyle r. knight

President and Chief Executive Officer, Director
(Principal Executive Officer)

Lyle R. Knight

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| Signature | Title |
|-----------------------------|---|
| Ross E. Leckie | Director |
| Terry W. Payne | Director |
| /s/ Jonathan R. Scott** | Director |
| Jonathan R. Scott | |
| /s/ Julie A. Scott** | Director |
| Julie A. Scott | |
| /s/ Randall I. Scott** | Director |
| Randall I. Scott | |
| /s/ Michael J. Sullivan** | Director |
| Michael J. Sullivan | |
| /s/ Sandra A. Scott Suzor** | Director |
| Sandra A. Scott Suzor | |
| /s/ Martin A. White** | Director |
| Martin A. White | |
| /s/ terrill r. moore | Executive Vice President, Chief Financial Officer (Principal Financial and Accounting Officer) |
| Terrill R. Moore | |

**By Power of Attorney: /s/ terrill r. moore

Terrill R. Moore
Attorney-in-Fact

2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC.

Pursuant to the requirements of the Securities Act, the trustee has duly caused this caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 14, 2009.

Savings and Profit Sharing Plan for Employees of
First Interstate BancSystem, Inc.

/s/ Lyle r. knight

By: Lyle R. Knight

Its: Chairman, First Interstate BancSystem,
Inc. Benefits Committee, Plan

Administrator of the Savings and Profit
Sharing Plan for Employees of First

Interstate BancSystem, Inc.

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**FIRST INTERSTATE BANCSYSTEM, INC.
EXHIBITS INDEX**

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