
Section 1: 8-K (FORM 8-K)

**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): March 27, 2019

FIRST INTERSTATE BANCSYSTEM, INC.

(Exact name of registrant as specified in its charter)

Montana
(State or Other Jurisdiction
of Incorporation)

001-34653
(Commission File No.)

81-0331430
(I.R.S. Employer
Identification No.)

401 North 31st Street, Billings, MT
(Address of Principal Executive Offices)

59116
(Zip Code)

(406) 255-5390
(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:

- 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 8.01 Other Events

On March 27, 2019, First Interstate BancSystem, Inc. (the “Company”), parent company of First Interstate Bank, and Idaho Independent Bank (“IIBK”) issued a joint press release announcing that the shareholders of IIBK approved the Agreement and Plan of Merger, dated as of October 11, 2018, by and among the Company, First Interstate Bank and IIBK and the merger provided for thereunder at a special meeting of IIBK shareholders held on March 27, 2019. All approvals necessary to complete the merger, including all regulatory approvals, have been received. The merger is expected to close on April 8, 2019, subject to satisfaction of customary closing conditions.

Additionally, on March 27, 2019, the Company and Community 1st Bank (“CMYF”) issued a joint press release announcing that the shareholders of CMYF approved the Agreement and Plan of Merger, dated as of October 11, 2018, by and among the Company, First Interstate Bank and CMYF and the merger provided for thereunder at a special meeting of CMYF shareholders held on March 27, 2019. All approvals necessary to complete the merger, including all regulatory approvals, have been received. The merger is expected to close on April 8, 2019, subject to satisfaction of customary closing conditions.

A copy of the joint press release related to the IIBK merger is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01. A copy of the joint press release related to the CMYF merger is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d)

<u>Exhibits</u>	<u>Description</u>
99.1	Joint Press Release dated March 27, 2019, regarding IIBK shareholder approval and anticipated closing date.
99.2	Joint Press Release dated March 27, 2019, regarding CMYF shareholder approval and anticipated closing date.

SIGNATURE

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.

FIRST INTERSTATE BANCSYSTEM, INC.

DATE: March 28, 2019

By: /s/ Kevin P. Riley

Kevin P. Riley

President and Chief Executive Officer

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

First Interstate BancSystem, Inc. Announces Idaho Independent Bank Shareholder Approval and Anticipated Merger Closing Date

BILLINGS, Montana, and COEUR D'ALENE, Idaho, March 27, 2019 — First Interstate BancSystem, Inc. ("First Interstate") (NASDAQ: FIBK), parent company of First Interstate Bank, and Idaho Independent Bank ("IIBK") (OTC Pink: IIBK) jointly announced that IIBK's shareholders have approved the proposed merger of IIBK with and into First Interstate Bank at a special meeting of IIBK shareholders on March 27, 2019.

All approvals necessary to complete the merger, including all regulatory approvals, have been received. The merger is expected to close at 7:00 a.m. Mountain Time on April 8, 2019, subject to satisfaction of customary closing conditions.

Upon completion of the IIBK merger, IIBK shareholders will be entitled to receive 0.50 shares of First Interstate Class A common stock for each share of IIBK common stock owned.

The shares of First Interstate Class A common stock to be received by IIBK shareholders are expected to qualify as a tax-free exchange.

About First Interstate BancSystem, Inc.

First Interstate BancSystem, Inc. is a financial and bank holding company incorporated in 1971 and headquartered in Billings, Montana. First Interstate operates banking offices, including detached drive-up facilities, in communities across Idaho, Montana, Oregon, South Dakota, Washington, and Wyoming. Through First Interstate Bank, First Interstate delivers a comprehensive range of banking products and services to individuals, businesses, municipalities, and other entities throughout First Interstate's market areas.

About Idaho Independent Bank:

IIB was established in 1993 as an Idaho state-chartered, commercial bank and currently operates branches in Boise, Caldwell, Coeur d'Alene, Hayden, Meridian, Mountain Home, Nampa, Star, and Sun Valley/Ketchum, Idaho. IIB was named (in a 2018 survey conducted by Populus) as one of the Top Ten Best Places to Work in Idaho, is one of the 2018 Top Ranked Community Banks in the *Idaho Business Review* Reader Rankings, and was named among the top 1% most extraordinary banks in the U.S. by The Institute for Extraordinary Banking™ in 2016.

Cautionary Note Regarding Forward Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder, that involve inherent risks and uncertainties. These forward-looking statements include, but are not limited to, (i) statements about First Interstate and IIBK's plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts; and (ii) other statements identified by words such as "expects," "anticipates," "intends," "plans," "believes," "seeks," "estimates" or words of similar meaning.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. The following factors, among others, could cause actual results to differ materially from expected results: delays in completing the merger, difficulties in achieving cost savings from the merger or in achieving such cost savings within the expected time frame, difficulties in integrating First Interstate and IIBK, increased competitive pressures, changes in the interest rate environment, changes in general economic conditions, legislative and regulatory changes that adversely affect the business in which First Interstate and IIBK are engaged, changes in the securities markets and other risks and uncertainties disclosed from time to time in documents that First Interstate files with the Securities and Exchange Commission. All subsequent written and oral forward-looking statements concerning the proposed transactions or other matters attributable to First Interstate or IIBK or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Except as required by law, First Interstate and IIBK do not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statement is made.

For further information:

First Interstate BancSystem, Inc.:

Marcy Mutch, Chief Financial Officer
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or

Idaho Independent Bank:

Kurt Gustavel, President and Chief Executive Officer
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kurt.gustavel@iibk.com

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Section 3: EX-99.2 (EX-99.2)

Exhibit 99.2

First Interstate BancSystem, Inc. Announces Community 1st Bank Shareholder Approval and Anticipated Merger Closing Date

BILLINGS, Montana and POST FALLS, Idaho, March 27, 2019 — First Interstate BancSystem, Inc. (“First Interstate”) (NASDAQ: FIBK), parent company of First Interstate Bank and Community 1st Bank (“CMYF”) (OTC Pink: CMYF) jointly announced that CMYF’s shareholders have approved the proposed merger of CMYF with and into First Interstate Bank at a special meeting of CMYF shareholders on March 27, 2019.

All approvals necessary to complete the merger, including all regulatory approvals, have been received. The merger is expected to close at 7:00 a.m. Mountain Time on April 8, 2019, subject to satisfaction of customary closing conditions.

Upon completion of the merger, CMYF shareholders will be entitled to receive 0.3784 shares of First Interstate Class A common stock for each share of CMYF common stock owned.

The shares of First Interstate Class A common stock to be received by CMYF shareholders are expected to qualify as a tax-free exchange.

About First Interstate BancSystem, Inc.

First Interstate BancSystem, Inc. is a financial and bank holding company incorporated in 1971 and headquartered in Billings, Montana. First Interstate operates banking offices, including detached drive-up facilities, in communities across Idaho, Montana, Oregon, South Dakota, Washington, and Wyoming. Through First Interstate Bank, First Interstate delivers a comprehensive range of banking products and services to individuals, businesses, municipalities, and other entities throughout First Interstate’s market areas.

About Community 1st Bank:

Established in 2007, CMYF was the first chartered community bank in Post Falls, Idaho in over 104 years. CMYF was built on the service philosophy of “Do the Right Thing” and serves customers throughout North Idaho with three full-service branch locations in Post Falls and Coeur d’Alene.

Cautionary Note Regarding Forward Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, and Rule 3b-6 promulgated thereunder, that involve inherent risks and uncertainties. These forward-looking statements include, but are not limited to, (i) statements about First Interstate’s and CMYF’s plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts; and (ii) other statements identified by words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “seeks,” “estimates” or words of similar meaning.

Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from those in such statements. The following factors, among others, could cause actual results to differ materially from expected results: delays in completing the merger, difficulties in achieving cost savings from the merger or in achieving such cost savings within the expected time frame, difficulties in integrating First Interstate and CMYF, increased competitive pressures, changes in the interest rate environment, changes in general economic conditions, legislative and regulatory changes that adversely affect the business in which First Interstate and CMYF are engaged, changes in the securities markets and other risks and uncertainties disclosed from time to time in documents that First Interstate files with the Securities and Exchange Commission. All subsequent written and oral forward-looking statements concerning the proposed transactions or other matters attributable to First Interstate or CMYF or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Except as required by law, First Interstate and CMYF do not undertake any obligation to update any forward-looking statement to reflect circumstances or events that occur after the date the forward-looking statement is made.

For further information:

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or

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