

Section 1: 8-K (FORM)

**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 11, 2020**

FIRST INTERSTATE BANCSYSTEM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| MT (State or other jurisdiction of incorporation) | 001-34653 (Commission File Number) | 81-0331430 (IRS Employer Identification No.) |
| 401 North 31st Street, Billings, MT (Address of principal executive offices) | | 59116-0918 (zip code) |

Registrant's telephone number, including area code:

(406)255-5390

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|------------------------------------|----------------|---|
| Class A common stock, no par value | FIBK | NASDAQ |

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 7.01. Regulation FD Disclosure.

On May 11, 2020, First Interstate BancSystem, Inc. (the “Company”) issued a press release announcing that, subject to market and other conditions, it plans to offer subordinated notes due 2030 (the “Notes”). The press release is furnished with this Current Report as Exhibit 99.1 and is incorporated herein by reference.

This Current Report and the information included below and furnished as exhibits hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing. The furnishing of the information in this Current Report is not intended to, and does not, constitute a determination or admission by the Company that the information in this report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company or any of its affiliates.

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|-----------------------------|--|
| <u>99.1</u> | <u>Press Release</u> |
| 104 | Cover Page Interactive Data File (embedded within Inline XBRL document). |

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.

Dated: May 11, 2020

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ KEVIN P. RILEY
Kevin P. Riley
President and Chief Executive Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Press Release

First Interstate BancSystem Announces Launch of Subordinated Notes Offering

BILLINGS, Mont.—(BUSINESS WIRE)—First Interstate BancSystem, Inc. (NASDAQ: FIBK) announced today that, subject to market and other conditions, it plans to offer subordinated notes due 2030 (the “Notes”).

Piper Sandler & Co. is acting as the sole book-running manager for the offering.

First Interstate BancSystem intends to use the net proceeds of the offering for general corporate purposes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes, nor shall there be any sale of the securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The Notes being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of the prospectus supplement or the shelf registration statement or prospectus relating thereto.

The offering will be made only by means of a prospectus supplement and accompanying base prospectus. First Interstate BancSystem has filed a registration statement (File No. 333-237226), and a preliminary prospectus supplement to the prospectus contained in the registration statement with the U.S. Securities and Exchange Commission (“SEC”) for the Notes to which this communication relates. Prospective investors should read the prospectus supplement and base prospectus in the registration statement and other documents First Interstate BancSystem has filed or will file with the SEC for more complete information about First Interstate BancSystem and the offering. You may obtain these documents for free by visiting EDGAR on the SEC’s website at <http://www.sec.gov>. Electronic copies of the preliminary prospectus supplement, when available, and the accompanying base prospectus may be obtained by contacting Piper Sandler & Co. by telephone at (866) 805-4128 or by email at fsgsyndicate@psc.com.

About First Interstate BancSystem, Inc.

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

Forward-Looking Statements

Statements made in this press release regarding the proposed offering of the Notes are forward-looking statements. First Interstate BancSystem may be unable to sell the Notes. Risks and other factors that could cause the offering not to be completed, or to be completed with different terms, include general market conditions and volatility in the market price of First Interstate BancSystem's publicly traded securities, as well as other risks listed from time to time in First Interstate BancSystem's filings with the SEC, including but not limited to, First Interstate BancSystem's annual and quarterly reports. First Interstate BancSystem has no obligation to revise or update any forward-looking statements, other than as imposed by law, as a result of future events or new information. Readers are cautioned not to place undue reliance on such forward-looking statements.

Marcy Mutch
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NASDAQ: FIBK
www.FIBK.com

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