
Section 1: 8-K (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): February 15, 2018

MB FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Maryland

001-36599

36-4460265

(State or other jurisdiction of
incorporation)

(Commission File No.)

(IRS Employer Identification
No.)

800 West Madison Street, Chicago, Illinois 60607

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(888) 422-6562**

N/A

(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 (17CFR 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 February 15, 2018, MB Financial, Inc. (the “Company”) issued a press release announcing that American Chartered Statutory Trust I (the “Trust”) will redeem all of the Trust’s issued and outstanding capital (preferred) securities (the “Capital Securities”) on March 19, 2018, at an aggregate redemption price of \$20.0 million plus accrued and unpaid interest to, but excluding, March 18, 2018, totaling approximately \$0.3 million. The redemption of the Capital Securities is a result of the concurrent redemption that will be made by the Company of its Floating Rate Junior Subordinated Deferrable Interest Debentures due 2031 (the “Debentures”), all of which are held by the Trust. The Debentures were originally issued by American Chartered Bancorp, Inc. (“American Chartered”) and were assumed by the Company upon the merger of American Chartered with and into the Company on August 24, 2016. As a result of this redemption, the Company will recognize in the first quarter of 2018 a non-recurring, non-cash pre-tax charge of approximately \$3 million, which represents the accelerated amortization of the acquisition accounting adjustment associated with the Debentures.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[Exhibit 99.1 Press release dated February 15, 2018](#)

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.

MB FINANCIAL, INC.

Date: February 16, 2018

By: /s/Randall T. Conte

Randall T. Conte

Vice President and Chief Financial Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

MB Financial, Inc.
800 West Madison Street
Chicago, Illinois 60607
1 (888) 422-6562
NASDAQ: MBFI

PRESS RELEASE

For Information at MB Financial, Inc. contact:
Berry Allen – Investor Relations
E-Mail: beallen@mbfinancial.com

FOR IMMEDIATE RELEASE

MB Financial, Inc. Announces Redemption of Certain of its Trust Preferred Securities

CHICAGO (February 15, 2018) - MB Financial, Inc. (the “Company”) (NASDAQ: MBFI) announced today that American Chartered Statutory Trust I (the “Trust”) will redeem all of the Trust’s issued and outstanding capital (preferred) securities (the “Capital Securities”) on March 19, 2018. The aggregate redemption price (the “Redemption Price”) is \$20.0 million plus accrued and unpaid interest to, but excluding, March 18, 2018, totaling approximately \$0.3 million.

The redemption of the Capital Securities is a result of the concurrent redemption that will be made by the Company of its Floating Rate Junior Subordinated Deferrable Interest Debentures due 2031 (the “Debentures”), all of which are held by the Trust. The Debentures were originally issued by American Chartered Bancorp, Inc. (“American Chartered”) and were assumed by the Company upon the merger of American Chartered with and into the Company on August 24, 2016.

Notice of the redemption and payment of the aggregate Redemption Price will be made to holders of record on the Company’s behalf by U.S. Bank National Association (the “Trustee”), as successor trustee to State Street Bank and Trust Company of Connecticut, National Association. Questions regarding the redemption of the Capital Securities may be directed to the Trustee by calling 1 (800) 934-6802. Holders of the Capital Securities need not take any action to receive payment of the Redemption Price.

The redemption will be funded with a portion of the net proceeds of the Company's public offering of depositary shares, each representing a 1/40th interest in a share of the Company's 6.00% Non-Cumulative Perpetual Preferred Stock, Series C, which was completed on November 22, 2017.

MB Financial, Inc. is the Chicago-based holding company for MB Financial Bank, N.A. ("MB") which has approximately \$20 billion in assets and a more than one hundred year history of building deep and lasting relationships with middle-market companies and individuals. MB offers a full range of powerful financial solutions and the expertise and experience of bankers who are focused on their clients' success. Learn more about MB by visiting www.mbfinc.com.

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Safe Harbor Statement: Statements in this press release that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. By their nature, such statements are subject to numerous factors that could cause actual results to differ materially from those anticipated in the statements, as discussed in MB Financial's filings with the Securities and Exchange Commission. You should not place undue reliance on any forward-looking statements and MB Financial undertakes no obligation to update any such statements to reflect circumstances or events that occur after the date on which the forward-looking statement is made.

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