
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): **August 30, 2018**

MB FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-36599
(Commission File No.)

36-4460265
(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 August 30, 2018, MB Financial, Inc. (the "Company") issued a press release announcing that American Chartered Statutory Trust II (the "Trust") will redeem all of the Trust's issued and outstanding capital (preferred) securities (the "Capital Securities") on October 7, 2018, at an aggregate redemption price of \$10.0 million plus accrued and unpaid interest to, but excluding, October 7, 2018, totaling approximately \$0.1 million.

The redemption of the Capital Securities is a result of the concurrent redemption that will be made by the Company, as successor in interest to American Chartered Bancorp, Inc., of its Junior Subordinated Debt Securities due 2034 (the "Debt Securities"), all of which are held by the Trust. As a result of this redemption, the Company will recognize in the fourth quarter of 2018 a non-recurring, non-cash pre-tax charge of approximately \$2.6 million, which represents the accelerated amortization of the acquisition accounting adjustment associated with the Debt Securities.

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 August 30, 2018](#)

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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: August 31, 2018

By: /s/Randall T. Conte
Randall T. Conte
Vice President and Chief Financial Officer

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Section 2: EX-99.1 (EX-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 (August 30, 2018) — MB Financial, Inc. (the "Company") (NASDAQ: MBFI) announced today that American Chartered Statutory Trust II (the "Trust") will redeem all of the Trust's issued and outstanding capital (preferred) securities (the "Capital Securities") on October 7, 2018 (the "Redemption Date"). The aggregate redemption price (the "Redemption Price") for the Capital Securities is \$10.0 million plus accrued and unpaid interest to the Redemption Date. Payment of the Redemption Price will be made on October 5, 2018, which is the business day next preceding the Redemption Date. The redemption of the Capital Securities is a result of the concurrent redemption that will be made by the Company, as the successor in interest to American Chartered Bancorp, Inc., of its Junior Subordinated Debt Securities due 2034, all of which are held by the Trust.

Notice of the redemption and payment of the Redemption Price will be made to registered holders of the Capital Securities by Wells Fargo Bank, N.A., as Institutional Trustee. Registered holders of the Capital Securities will need to surrender the original certificates evidencing their securities to Wells Fargo Bank, N.A., at one of the following addresses:

By Mail or Courier Services:
Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
600 South 4th Street

By Registered or Certified Mail:
Wells Fargo Bank, N.A.
Corporate Trust Operations
MAC N9300-070
P.O. Box 1517

Questions regarding the redemption of the Capital Securities may be directed to Wells Fargo Bank, N.A. Corporate Trust Operations by calling 1-800-344-5128.

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, Inc.’s filings with the Securities and Exchange Commission. You should not place undue reliance on any forward-looking statements and MB Financial, Inc. 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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