
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): November 30, 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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On November 30, 2018, MB Financial, Inc. (the "Company" or "MB") received a notice required by Section 101(i)(2)(e) of the Employment Retirement Income Security Act of 1974, as amended, from the administrator of the MB Financial, Inc. 401(k) Profit Sharing Plan (the "Plan") regarding an anticipated blackout period for the MB Financial Stock Fund (the "MB Stock Fund") in the Plan in connection with the anticipated closing of the Company's previously announced merger (the "Merger") with a subsidiary of Fifth Third Bancorp ("Fifth Third") pursuant to the Agreement and Plan of Merger, dated as of May 20, 2018, by and between the Company and Fifth Third.

The blackout period is necessary to facilitate the conversion and exchange of MB common stock into Fifth Third common stock in connection with the Merger. Participants in the Plan have been advised that, if the Merger is completed as expected, then on the third business day prior to the closing date of the Merger: (a) the MB Stock Fund will close to new investments; and (b) a limited blackout period will commence during which transactions in the MB Stock Fund will not be permitted. During the blackout period, participants in the Plan will be unable to (a) borrow or take distributions from their MB Stock Fund holdings under the Plan; or (b) direct or diversify any Plan investments in MB common stock prior to the closing of the Merger or Fifth Third common stock following the closing of the Merger. The blackout period is expected to commence on the third business day before the closing date of the Merger and end five business days following the closing date of the Merger (although it may be extended if necessary). Because the Company does not yet know the actual closing date of the Merger, which remains subject to regulatory approval, it is unable to determine the exact dates for the blackout period at this time.

In accordance with Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR as promulgated by the Securities and Exchange Commission, the Company sent a separate notice (the "Notice") to its directors and executive officers on December 6, 2018, notifying them of the blackout period in the MB Stock Fund and certain trading prohibitions that they will be subject to during the blackout period. A copy of the Notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Inquiries relating to the blackout period or the Notice may be directed without charge to Doria Koros, Corporate Secretary of MB Financial, Inc. by mail at 6111 N. River Road, Rosemont, IL 60018, or by telephone at (847) 653 1992.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

[Exhibit 99.1 Notice to Directors and Executive Officers of MB Financial, Inc. Regarding Blackout Period and Regulation BTR Trading Restrictions, dated December 6, 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: December 6, 2018

By: /s/Randall T. Conte

Randall T. Conte

Vice President and Chief Financial Officer

(Principal Financial Officer)

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Section 2: EX-99.1 (EXHIBIT 99.1)

EXHIBIT 99.1

IMPORTANT NOTICE REGARDING BLACKOUT PERIOD AND RESTRICTIONS ON YOUR RIGHTS TO TRADE MB FINANCIAL, INC. COMMON STOCK DURING THE BLACKOUT PERIOD

To: All Directors and Executive Officers of MB Financial, Inc.

From: Doria Koros, Vice President and Corporate Secretary, MB Financial, Inc.

Date: December 6, 2018

On November 30, 2018, MB Financial, Inc. (the “Company” or “MB”) received a notice required by Section 101(i)(2)(e) of the Employment Retirement Income Security Act of 1974, as amended, from the administrator of the MB Financial, Inc. 401(k) Profit Sharing Plan (the “Plan”) regarding an anticipated blackout period for the MB Financial Stock Fund (the “MB Stock Fund”) in the Plan in connection with the anticipated closing of the Company’s previously announced merger (the “Merger”) with a subsidiary of Fifth Third Bancorp (“Fifth Third”) pursuant to the Agreement and Plan of Merger, dated as of May 20, 2018, by and between the Company and Fifth Third.

The blackout period is necessary to facilitate the conversion and exchange of MB common stock into Fifth Third common stock in connection with the Merger. Participants in the Plan have been advised that, if the Merger is completed as expected, then on the third business day prior to the closing date of the Merger: (a) the MB Stock Fund will close to new investments in MB common stock prior to the closing of the Merger and Fifth Third common stock following the closing of the Merger; and (b) a limited blackout period will commence during which transactions in the MB Stock Fund will not be permitted. During the blackout period, participants in the Plan will be unable to (a) borrow or take distributions from their MB Stock Fund under the Plan; or (b) direct or diversify any Plan investments in MB common stock prior to the closing of the Merger or Fifth Third common stock following the closing of the Merger.

As a director or executive officer of MB, this blackout with respect to the MB Stock Fund directly impacts your ability to trade MB common stock (including any derivative securities such as stock options), regardless of whether you participate in the Plan or invest in MB common stock under the Plan.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 101 of Regulation BTR as promulgated by the Securities and Exchange Commission, you as a director or executive officer of MB are prohibited during the blackout period from directly or indirectly purchasing, selling or otherwise acquiring or transferring any equity security of MB (including any derivative security such as a stock option) acquired in connection with your service or employment as a director or executive officer. Transactions covered by this trading prohibition are not limited to those involving your direct ownership, but include any transaction in which you may have a pecuniary interest (e.g., transactions by members of your immediate family who share your household, as well as by certain entities in which you may have financial involvement).

Certain transactions are exempt from these trading prohibitions (such as bona fide gifts, transfers by will or laws of descent and distribution, and transactions involving equity securities of MB that you are able to demonstrate were not acquired in connection with your service or employment as a director or executive officer and transactions pursuant to a qualified plan that satisfies the affirmative defense conditions of Rule 10b5-1 of the Securities Exchange Act of 1934, as amended, provided that such Rule 10b5-1 plan was not entered into or modified during the blackout period and you were unaware of the actual or approximate beginning or ending dates of the blackout period at the time of the transaction). However, those exemptions are limited. If you hold both covered and non-covered securities, any sale or other transfer of securities by you during the blackout period will be treated as a transaction involving covered securities, unless you can identify the source of the transferred securities and demonstrate that you use the same identification for any purpose related to the transaction (such as tax reporting and any applicable disclosure and reporting requirements). Proposed transactions should be discussed with MB's General Counsel, Donald Gibson, before you or your family members take any action concerning equity securities of MB during the blackout period.

We are required to provide you with this notice in order to comply with federal securities laws. If you engage in a transaction that violates these rules, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties.

Key Dates for Prohibition from Trading in MB Common Stock:

The blackout period is expected to commence on the third business day before the closing of the Merger and end five business days following the closing date of the Merger (although it may be extended if necessary). Because the Company does not yet know the actual closing date of the Merger, which remains subject to regulatory approval, it is unable to determine the exact dates for the blackout period at this time. MB's Corporate Secretary will notify you when the blackout period starts. While we anticipate a smooth transition, you will be notified in the unlikely event that an extension of the blackout period is needed.

Please contact Doria Koros, Corporate Secretary, by mail at 6111 N. River Road, Rosemont, IL 60018, or by telephone at (847) 653 1992 with any questions you may have regarding this notice.

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