

ISABELLA BANK Corp
Form S-8
December 21, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ISABELLA BANK CORPORATION
(Exact name of Registrant as specified in its charter)
Michigan 38-2830092
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

401 N. Main St.
Mt. Pleasant, MI 48858-1649
(Address of Principal Executive Offices)

ISABELLA BANK CORPORATION
STOCKHOLDER DIVIDEND REINVESTMENT AND
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Jae A. Evans
401 N. Main St.
Mt. Pleasant, MI 48858
(989) 772-9471
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Share

Common Shares, no par value 40,000 ⁽¹⁾ \$25.95 ⁽²⁾ \$1,038,000⁽²⁾ \$125.81 ⁽²⁾

⁽¹⁾ Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act") this registration statement also covers such indeterminate number of additional shares as may be required to be issued under the Plan in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act on the basis of the average price of the Common Stock on December 19, 2018.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Isabella Bank Corporation (the “Registrant”) for the purpose of registering an additional 40,000 shares of the Registrant’s common stock to be issued pursuant to the Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan, as most recently amended and restated on January 24, 2017 (the “Plan”).

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, previously filed with the Commission relating to the Plan (File No. 33-34777, File No. 33-61596, File No. 333-53377, File No. 333-106414, File No. 333-151353 and File No. 333-181799).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.
See Exhibit Index.

Part II - 1

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mt. Pleasant, State of Michigan, on December 19, 2018.

ISABELLA BANK CORPORATION

By: /s/ Jae A. Evans

Jae A. Evans, President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Dr. Jeffrey J. Barnes
Dr. Jeffrey J. Barnes, Director
December 19, 2018

/s/ Richard J. Barz
Richard J. Barz, Director
December 19, 2018

/s/ Jill Bourland
Jill Bourland, Director
December 19, 2018

/s/ Jae A. Evans
Jae A. Evans, President, Chief Executive Officer, and Director (Principal Executive Officer)
December 19, 2018

/s/ G. Charles Hubscher
G. Charles Hubscher, Director
December 19, 2018

/s/ Thomas L. Kleinhardt
Thomas L. Kleinhardt, Director
December 19, 2018

/s/ Joseph LaFramboise
Joseph LaFramboise, Director
December 19, 2018

/s/ David J. Maness
David J. Maness, Director
December 19, 2018

/s/ W. Joseph Manifold
W. Joseph Manifold, Director
December 19, 2018

/s/ Neil M. McDonnell
Neil M. McDonnell, Chief Financial Officer (Principal Financial Officer)
December 19, 2018

/s/ W. Michael McGuire
W. Michael McGuire, Director
December 19, 2018

/s/ Sarah R. Opperman
Sarah R. Opperman, Director
December 19, 2018

/s/ Jerome E. Schwind
Jerome E. Schwind, President of Isabella Bank and Director
December 19, 2018

/s/ Rhonda S. Tudor
Rhonda S. Tudor, Controller (Principal Accounting Officer)
December 19, 2018

/s/ Gregory V. Varner
Gregory V. Varner, Director
December 19, 2018

EXHIBIT INDEX

Exhibit Number Description

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|------|------------------------------------------------------------------------------------------------------|
| 5 | <u>Opinion of counsel as to legality of the common shares covered by this registration statement</u> |
| 23.1 | <u>Consent of Rehmann Robson LLC</u> |
| 23.2 | <u>Consent of counsel (included within Exhibit 5)</u> |

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