

INDEPENDENT BANK CORP

Form 10-K/A

August 11, 2009

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**United States  
Securities and Exchange Commission  
Washington, D.C. 20549  
FORM 10-K/A  
(AMENDMENT NO. 1)**

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2008**

**or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**  
**Commission File Number: 1-9047**  
**Independent Bank Corp.**

(Exact name of registrant as specified in its charter)

Massachusetts

04-2870273

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

288 Union Street  
Rockland, Massachusetts

02370

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 878-6100  
Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, \$.01 par value per share

NASDAQ Global Select Market

Preferred Stock Purchase Rights

NASDAQ Global Select Market

Securities registered pursuant to section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes

No

Indicate by check mark whether the registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.  Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of such stock on June 30, 2008, was approximately \$369,636,816.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. January 31, 2009 16,285,455

### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

Portions of the Registrant's definitive proxy statement for its 2008 Annual Meeting of Stockholders are incorporated into Part III, Items 10-13 of this Form 10-K.

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Ex-31.2 - Sec 302 Certification of CFO

Ex-32.1 - Sec 906 Certification of CEO

Ex-32.2 - Sec 906 Certification of CFO

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**EXPLANATORY NOTE**

We are filing this Amendment to our Form 10-K for the fiscal year ended December 31, 2008 to amend the signature page to the 10-K to include the signature of our principal accounting officer, Senior Vice President, Controller and Chief Accounting Officer, Barry H. Jensen. Except as described above, the remainder of the Form 10-K is unchanged and does not reflect events occurring after the original filing of the Form 10-K with the Securities and Exchange Commission on March 10, 2009.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INDEPENDENT BANK CORP.**

/s/ Christopher Oddleifson  
 Christopher Oddleifson,  
 Chief Executive Officer and President

Date: March 2, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated. Each person whose signature appears below hereby makes, constitutes and appoints Christopher Oddleifson and Denis K. Sheahan and each of them acting individually, his true and lawful attorneys, with full power to sign for such person and in such person's name and capacity indicated below any and all amendments to this Form 10-K, hereby ratifying and confirming such person's signature as it may be signed by said attorneys to any and all amendments.

Signature	Title	Date
/s/ Richard S. Anderson	Director	Date: March 2, 2009
Richard S. Anderson		
/s/ Benjamin A. Gilmore, II	Director	Date: March 2, 2009
Benjamin A. Gilmore, II		
/s/ Kevin J. Jones	Director	Date: March 2, 2009
Kevin J. Jones		
/s/ Donna A. Lopolito	Director	Date: March 2, 2009
Donna A. Lopolito		
/s/ Eileen C. Miskell	Director	Date: March 2, 2009
Eileen C. Miskell		
/s/ Christopher Oddleifson	Director	Date: March 2, 2009
Christopher Oddleifson	CEO/President  (Principal Executive Officer)	





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Signature	Title	Date
/s/ Carl Ribeiro Carl Ribeiro	Director	Date: March 2, 2009
/s/ Richard H. Sgarzi Richard H. Sgarzi	Director	Date: March 2, 2009
/s/ John H. Spurr, Jr. John H. Spurr, Jr.	Director	Date: March 2, 2009
/s/ Robert D. Sullivan Robert D. Sullivan	Director	Date: March 2, 2009
/s/ Brian S. Tedeschi Brian S. Tedeschi	Director	Date: March 2, 2009
/s/ Thomas J. Teuten Thomas J. Teuten	Director and Chairman of the Board	Date: March 2, 2009
/s/ Denis K. Sheahan Denis K. Sheahan	Chief Financial Officer (Principal Financial Officer)	Date: March 2, 2009
/s/ Barry H. Jensen Barry H. Jensen	Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	Date: August 11, 2009



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**PART IV**

**Item 15. Exhibits, Financial Statement Schedules**

(a)(3) The following exhibits are filed as a part of Amendment No. 1 to this report on Form 10-K, and this list includes the Exhibits Index:

**Exhibits Index**

<b>No.</b>	<b>Exhibit</b>
31.1	Section 302 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.*
31.2	Section 302 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.*
32.1	Section 906 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.+
32.2	Section 906 Certification of Sarbanes-Oxley Act of 2002 is attached hereto.+

\* Filed herewith

+ Furnished  
herewith

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

**INDEPENDENT BANK CORP.**

/s/ Denis Sheahan  
Denis Sheahan,  
Chief Financial Officer

Date: August 11, 2009