

FIRST INTERSTATE BANCSYSTEM INC  
Form S-8 POS  
September 06, 2001

1

As filed with the Securities and Exchange Commission on September 6, 2001

Registration No. 333-76825

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

-----  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FIRST INTERSTATE BANCSYSTEM, INC.

-----  
(Exact name of issuer as specified in its charter)

MONTANA

81-0331430

-----  
(State or other Jurisdiction of  
incorporation or organization)

-----  
(I.R.S. Employer  
Identification Number)

400 North 31st Street, Billings, Montana 59116

-----  
(Address of Principal Executive Offices and Zip Code)

SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE  
BANCSYSTEM, INC., AS AMENDED

FIRST INTERSTATE BANCSYSTEM, INC. STOCK OPTIONS AND STOCK APPRECIATION  
RIGHTS PLAN, AS AMENDED, AND

FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN

-----  
(Full titles of plans)

Terrill R. Moore  
Senior Vice President and Chief Financial Officer  
FIRST INTERSTATE BANCSYSTEM, INC.  
401 North 31st Street  
Billings, Montana 59116

-----  
(Name and address of agent for service)

(406) 255-5390

-----  
(Telephone number, including area code, of agent for service)

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With Copy to:  
Holland & Hart LLP  
Attn: Dennis M. Jackson, Esq.  
555 Seventeenth Street, Suite 3200  
Denver, Colorado 80202  
(303) 295-8115

2

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (Commission File No. 333-76825) is being filed solely for the purpose of amending the exhibit list to include the Shareholder's Agreement for non-Scott family members dated August 24, 2001 (Exhibit 4.26) and amendments to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc., as amended and restated (Exhibits 4.21, 4.22, 4.23, 4.24 and 4.25).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS

| Regulation S-K<br>Exhibit<br>----- | Document<br>-----  |
|------------------------------------|--|
| 4.1(1)                             | Restated Articles of Incorporation of the Registrant dated February  |
| 4.2(2)                             | Articles of Amendment to Restated Articles of Incorporation of the R<br>September 19, 1996                   |
| 4.3(2)                             | Articles of Amendment to Restated Articles of Incorporation of the R<br>September 19, 1996                   |
| 4.4(3)                             | Articles of Amendment to Restated Articles of Incorporation of the R<br>October 7, 1997                      |
| 4.5(6)                             | Bylaws of the Registrant   |
| 4.5(4)                             | Amendment to Bylaws of the Registrant dated March 18, 1999   |
| 4.6(5)                             | Specimen of common stock certificate of First Interstate BancSystem,   |
| 4.7(7)                             | Shareholder's Agreement for non-Scott family members   |
| 4.8(1)                             | Savings and Profit Sharing Plan for Employees of the Registrant, as<br>31, 1994.                             |
| 4.9(6)                             | Amendment to the Savings and Profit Sharing Plan for Employees of th<br>adopted September 21, 1995.          |
| 4.10(6)                            | First Amendment to the Savings and Profit Sharing Plan for Employees<br>Registrant, dated December 20, 1995. |

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- 4.11(6) Second Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated July 18, 1996.
- 4.12(6) Third Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated September 19, 1996.
- 4.13(6) Fourth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated January 16, 1997.
- 4.14(3) Fifth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated September 18, 1997.
- 4.15\* Sixth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated December 12, 1998.

2

3

Regulation S-K  
Exhibit

Document

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- 4.16\* Seventh Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated April 6, 1999.
- 4.17(1) Stock Option and Stock Appreciation Rights Plan of the Registrant, a
- 4.18(7) Employee Stock Purchase Plan of the Registrant, dated May 1, 1998.
- 4.19\* First Interstate Stockholders' Agreements with Scott family members.
- 4.20\* Form of Charity Shareholder's Agreement with charitable shareholders
- 4.21 Eight Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated May 20, 1999.
- 4.22 Ninth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated August 1, 2000.
- 4.23 Tenth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated January 1, 2001.
- 4.24 Eleventh Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated April 1, 2001.
- 4.25 Twelfth Amendment to the Savings and Profit Sharing Plan for Employees Registrant, dated April 30, 2001.
- 4.26 Shareholder's Agreement for non-Scott family members dated August 24
- 5\* Opinion of Holland & Hart LLP, as to the legality of securities being
- 23.1\* Consent of KPMG LLC, Independent Certified Public Accountants.
- 23.2\* Consent of Holland & Hart LLP (contained in Exhibit 5)

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24

Power of Attorney (included on page 6 of this Registration Statement)

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- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-84540.
- (2) Incorporated by reference to the Registrant's Form 8-K dated October 1, 1996.
- (3) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-37847.
- (4) Incorporated by reference to the Registrant's Form 10-K for the fiscal year ended December 31, 1999, No. 033-64304.
- (5) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-3250.
- (6) Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-25633.
- (7) Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-53011.
- \* Previously filed.

3

4

SIGNATURES

1. REGISTRANT

Pursuant to the requirements of the Securities Act, 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 Billings, State of Montana, on September 6, 2001.

First Interstate BancSystem, Inc.

By: /s/ Thomas W. Scott

-----  
Thomas W. Scott  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature to this Registration Statement appears below hereby constitutes and appoints Thomas W. Scott and Terrill R. Moore, and each of them, as his true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below, and to perform any acts

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necessary to be done in order to file all amendments and post-effective amendments to this Registration Statement, and any and all instruments or documents filed as part of or in connection with this Registration Statement or the amendments thereto and each of the undersigned does hereby ratify and confirm all that such attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on September 6, 2001.

| SIGNATURE   | TITLE   |
|---|---|
| /s/ Homer A. Scott, Jr.<br>-----<br>Homer A. Scott, Jr.     | Chairman of the Board                           |
| /s/ Dan S. Scott<br>-----<br>Dan S. Scott                   | Director  |
| /s/ James R. Scott<br>-----<br>James R. Scott               | Vice Chairman of the Board                      |
| /s/ Sandra Scott Suzor<br>-----<br>Sandra Scott Suzor       | Director  |
| /s/ John M. Heyneman, Jr.<br>-----<br>John M. Heyneman, Jr. | Director  |
| /s/ Joel T. Long<br>-----<br>Joel T. Long                   | Director  |
| /s/ Lyle R. Knight<br>-----<br>Lyle R. Knight               | President and Chief Operating Officer, Director |
| /s/ Terry W. Payne<br>-----<br>Terry W. Payne               | Director  |

4

5

|   |                                      |
|---|--------------------------------------|
| /s/ James W. Haugh<br>-----<br>James W. Haugh | Director                             |
| /s/ Thomas W. Scott                           | Chief Executive Officer and Director |

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|   |  |
|---|--|
| -----<br>Thomas W. Scott                            | (Principal Executive Officer)  |
| /s/ C. Gary Jennings<br>-----<br>C. Gary Jennings   | Director   |
| /s/ Robert L. Nance<br>-----<br>Robert L. Nance     | Director   |
| /s/ Robert H. Waller<br>-----<br>Robert H. Waller   | Director   |
| /s/ Elouise C. Cobell<br>-----<br>Elouise C. Cobell | Director   |
| /s/ Richard A. Dorn<br>-----<br>Richard A. Dorn     | Director   |
| /s/ Larry F. Suchor<br>-----<br>Larry F. Suchor     | Director   |
| /s/ William B. Ebzery<br>-----<br>William B. Ebzery | Director   |
| /s/ David H. Crum<br>-----<br>David H. Crum         | Director   |
| /s/ Terrill R. Moore<br>-----<br>Terrill R. Moore   | Senior Vice President, Chief Financial Officer<br>(Principal Financial and Accounting Officer) |

2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC., AS AMENDED AND RESTATED

Pursuant to the requirements of the Securities Act, the trustee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on September 6, 2001.

Savings and Profit Sharing Plan for  
Employees of First Interstate BancSystem,  
Inc., as amended and restated

/s/ Richard A. McCann  
-----

By: Richard A. McCann  
Its: Trustee

FIRST INTERSTATE BANCSYSTEM, INC.

EXHIBITS INDEX

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6

7

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\* Previously filed.