

Edgar Filing: QCR HOLDINGS INC - Form S-8

QCR HOLDINGS INC
Form S-8
May 28, 2004

As filed with the Securities and Exchange Commission on May 28, 2004
Registration No. 333-77420

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

QCR HOLDINGS, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-1397595
(I.R.S. Employer
Identification No.)

3551 7th Street, Suite 204
Moline, Illinois 61265
(Address of principal executive offices)

QCR HOLDINGS 401(K)/PROFIT SHARING PLAN
(Full title of the plan)

Todd A. Gipple
Executive Vice President, Chief Financial Officer and Secretary
QCR Holdings, Inc.
3551 7th Street, Suite 204
Moline, Illinois 61265
(Name and address of agent for service)
(309) 736-3580
(Telephone number, including area code, of agent for service)

With copies to:
John E. Freechack, Esq.
Barack Ferrazzano Kirschbaum Perlman & Nagelberg LLP
333 West Wacker Drive, Suite 2700
Chicago, Illinois 60606
(312) 984-3100

CALCULATION OF REGISTRATION FEE

| ===== | | | |
|---|-------------------------------|--------------------------------|--------------------------------|
| | | Proposed Maximum | Proposed Maximum |
| Title of Securities to be Registered | Amount to be Registered(1) | Offering Price per Share(2) | Aggregate Offering Price(2) |
| | | | |

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Common Stock, \$1.00 par value(3) 100,000 shares \$18.37 \$1,837,000
=====

- (1) Pursuant to Rule 416(a) under the Securities Act, this Registration Statement also registers such indeterminate number of additional shares as may be issuable under the Plan in connection with share splits, share dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act, solely for the purpose of calculating the registration fee, based on the last closing price for the Registrant's common stock as quoted on the Nasdaq SmallCap Market on May 26, 2004, as adjusted for the three for two stock split in the form of a dividend distributed on May 28, 2004.
- (3) Preferred stock purchase rights will be distributed without charge with respect to each share of the Registrant's Common Stock registered hereby.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by QCR Holdings, Inc. (the "Registrant") for the purpose of increasing the number of shares of the Registrant's common stock, par value \$1.00 per share ("Common Stock") for which a Registration Statement on Form S-8 of the Registrant relating to the QCR Holdings 401(K)/ Profit Sharing Plan (the "Plan") is effective. This Registration Statement on Form S-8 relates to 100,000 shares of Common Stock, issuable pursuant to the Plan. Pursuant to General Instruction E of Form S-8, the Registrant hereby incorporates by reference the Registration Statement on Form S-8, including exhibits, previously filed by the Registrant with the Securities and Exchange Commission on April 7, 1994 (File No. 333-77420), in connection with the Plan.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 8. Exhibits.

Exhibit Number Exhibit
----- -----

23.1 Consent of McGladrey & Pullen, LLP, Independent Auditors

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24.1

Power of Attorney

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the Registrants certify that they have reasonable grounds to believe that they meet all of the requirements of filing on Form S-8 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunder duly authorized, in the City of Moline, State of Illinois, on May 28, 2004.

QCR HOLDINGS, INC.

By:/s/ Douglas M. Hultquist

Douglas M. Hultquist
President and Chief Executive Officer

By:/s/ Todd A. Gipple

Todd A. Gipple
Executive Vice President and Chief
Financial Officer

QCR HOLDINGS 401(K)/PROFIT SHARING PLAN

By: QCR HOLDINGS, INC.

By: /s/ Douglas M. Hultquist

Douglas M. Hultquist
President and Chief Executive Officer

POWER OF ATTORNEY

Know all men by these presents, that each person whose signature appears below constitutes and appoints Douglas M. Hultquist and Todd A. Gipple, and each of them, his or her true and lawful attorney-in-fact and agent, each with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any or all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each

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and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any of them, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacities indicated on May 28, 2004.

| Signature | Title |
|---|--|
| /s/ Douglas M. Hultquist ----- Douglas M. Hultquist | President, Chief Executive Officer and Director |
| /s/ Michael A. Bauer ----- Michael A. Bauer | Chairman of the Board and Director |
| /s/ Patrick S. Baird ----- | Director |
| /s/ James J. Brownson ----- | Director |
| /s/ Larry J. Helling ----- | Director |
| /s/ Mark C. Kilmer ----- | Director |
| /s/ John K. Lawson ----- | Director |
| /s/ Ronald G. Peterson ----- | Director |
| /s/ Henry Royer ----- | Director |

QCR HOLDINGS, INC.

EXHIBIT INDEX

TO

FORM S-8 REGISTRATION STATEMENT

Incorporated
Herein by

Filed

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| Exhibit No. | Description | Reference to | Herewith |
|-------------|------------------------------------|--------------|--------------------------------|
| 23.1 | Consent of McGladrey & Pullen, LLP | | X |
| 24.1 | Power of Attorney | | Included on the Signature Page |