

HOME FEDERAL BANCORP INC
Form DEF 14A
May 23, 2005

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)).

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

HOME FEDERAL BANCORP, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

N/A

(2) Aggregate number of securities to which transactions applies:

N/A

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:

N/A

(4) Proposed maximum aggregate value of transaction:

N/A

(5) Total fee paid:

N/A

Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

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May 23, 2005

Dear Fellow Stockholder:

On behalf of the Board of Directors and management of Home Federal Bancorp, Inc., we cordially invite you to attend the First Annual Meeting of Stockholders. The meeting will be held at 3:00 p.m., local time, on June 23, 2005 at The Nampa Civic Center, Home Federal Room, 311 3rd Street South, Nampa, Idaho.

The matters expected to be acted upon at the meeting are described in the attached proxy statement. In addition, we will report on our progress during the past year, and address your questions and comments.

We encourage you to attend the meeting in person. Whether or not you plan to attend, **please read the enclosed proxy statement and then complete, sign and date the enclosed proxy card and return it in the accompanying postpaid return envelope as promptly as possible.** This will save us the additional expense of soliciting proxies and will ensure that your shares are represented at the annual meeting.

Your Board of Directors and management are committed to the continued success of Home Federal Bancorp, Inc. and the enhancement of your investment. As President, I want to express my appreciation for your confidence and support.

Sincerely,

/s/Daniel L. Stevens

Daniel L. Stevens
Chairman, President and Chief Executive Officer

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HOME FEDERAL BANCORP, INC.

500 12TH AVENUE SOUTH

NAMPA, IDAHO 83651

(208) 466-4634

NOTICE OF FIRST ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON JUNE 23, 2005

Notice is hereby given that the first annual meeting of stockholders of Home Federal Bancorp, Inc. will be held at The Nampa Civic Center, Home Federal Room, 311 3rd Street South, Nampa, Idaho, on June 23, 2005 at 3:00 p.m., local time. **A proxy card and a proxy statement for the annual meeting are enclosed.**

The annual meeting is for the purpose of considering and voting on the following proposals:

- Proposal 1. Election of two directors of Home Federal Bancorp, Inc. for three-year terms;
- Proposal 2. Approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan;
- Proposal 3. Approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan;
- Proposal 4. Ratification of the appointment of Moss Adams, LLP as Home Federal Bancorp, Inc.'s independent auditors for the fiscal year ending September 30, 2005.

Stockholders also will transact such other business as may properly come before the annual meeting, or any adjournment or postponement thereof. As of the date of this notice, we are not aware of any other business to come before the annual meeting.

The Board of Directors has fixed the close of business on May 10, 2005 as the record date for the annual meeting. This means that stockholders of record at the close of business on that date are entitled to receive notice of and to vote at the meeting and any adjournment thereof. **To ensure that your shares are represented at the meeting, please take the time to vote by signing, dating and mailing the enclosed proxy card which is solicited on behalf of the Board of Directors. The proxy will not be used if you attend and vote at the annual meeting in**

person. Regardless of the number of shares you own, your vote is very important. Please act today.

BY ORDER OF THE BOARD OF DIRECTORS

/s/Roger D. Eisenbarth
Roger D. Eisenbarth
Secretary

Nampa, Idaho
May 23, 2005

Important: The prompt return of proxies will save us the expense of further requests for proxies to ensure a quorum at the annual meeting. A pre-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.

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**PROXY STATEMENT
OF
HOME FEDERAL BANCORP, INC.
500 12TH AVENUE SOUTH
NAMPA, IDAHO 83651
(208) 466-4634**

**FIRST ANNUAL MEETING OF STOCKHOLDERS
JUNE 23, 2005**

The Board of Directors of Home Federal Bancorp, Inc. is using this proxy statement to solicit proxies from our stockholders for use at the first annual meeting of stockholders. We are first mailing this proxy statement and the enclosed form of proxy to our stockholders on or about May 23, 2005.

The information provided in this proxy statement relates to Home Federal Bancorp, Inc. and its wholly-owned subsidiary, Home Federal Bank. Home Federal Bancorp, Inc. may also be referred to as "Home Federal." References to "we," "us" and "our" refer to Home Federal and, as the context requires, Home Federal Bank.

INFORMATION ABOUT THE ANNUAL MEETING

Time and Place of the Annual Meeting

Our annual meeting will be held as follows:

Date: Thursday, June 23, 2005

Time: 3:00 p.m., local time

Place: Nampa Civic Center, Home Federal Room, 311 3rd Street South, Nampa, Idaho

Matters to Be Considered at the Annual Meeting

At the meeting, you will be asked to consider and vote upon the following proposals:

- Proposal 1.** Election of two directors of Home Federal Bancorp, Inc. for three-year terms;
- Proposal 2.** Approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan;
- Proposal 3.** Approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan;
- Proposal 4.** Ratification of the appointment of Moss Adams, LLP as our independent auditors for the fiscal year ending September 30, 2005.

You also will transact any other business that may properly come before the annual meeting. As of the date of this proxy statement, we are not aware of any other business to be presented for consideration at the annual meeting other than the matters described in this proxy statement.

Who is Entitled to Vote?

We have fixed the close of business on May 10, 2005 as the record date for stockholders entitled to notice of and to vote at our annual meeting. Only holders of record of Home Federal's common stock on that date are entitled to notice of and to vote at the annual meeting. You are entitled to one vote for each share of Home Federal common stock you own. On May 10, 2005, there were 15,208,750 shares of Home Federal common stock outstanding and entitled to vote at the annual meeting.

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What if My Shares Are Held in "Street Name" by a Broker?

If you are the beneficial owner of shares held in "street name" by a broker, your broker, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your broker, your broker may nevertheless vote the shares with respect to discretionary items, but will not be permitted to vote your shares with respect to non-discretionary items, pursuant to current industry practice. In the case of non-discretionary items, the shares not voted will be treated as "broker non-votes." The proposals to elect directors and ratify auditors described in this proxy statement are considered discretionary items under the rules of The Nasdaq Stock Market.

How Will My Shares of Common Stock Held in the Employee Stock Ownership Plan Be Voted?

We maintain an employee stock ownership plan ("ESOP") which owns 3.28% of Home Federal's common stock. Employees of Home Federal and Home Federal Bank participate in the ESOP. Each ESOP participant may instruct the trustee of the plan how to vote the shares of Home Federal common stock allocated to his or her account under the ESOP by completing the voting instruction card distributed by the ESOP trustee. If an ESOP participant properly executes the voting instruction card, the ESOP trustee will vote the participant's shares in accordance with the participant's instructions. Unallocated shares of Home Federal common stock held by the ESOP will be voted by trustee in the same proportion as shares for which the trustee has received voting instructions. Allocated shares for which proper voting instructions are not received will be voted by the trustee as directed by the ESOP administrator.

How Many Shares Must Be Present to Hold the Meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of at least a majority of the shares of Home Federal common stock entitled to vote at the annual meeting as of the record date will constitute a quorum. Proxies received but marked as abstentions or broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

What if a Quorum Is Not Present at the Meeting?

If a quorum is not present at the scheduled time of the meeting, a majority of the stockholders present or represented by proxy may adjourn the meeting until a quorum is present. The time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given unless the adjourned meeting is set to be held after July 22, 2005. An adjournment will have no effect on the business that may be conducted at the meeting.

Vote Required to Approve Proposal 1: Election of Directors

Directors are elected by a plurality of the votes cast, in person or by proxy, at the annual meeting by holders of Home Federal common stock. Pursuant to our charter, stockholders are not permitted to cumulate their votes for the election of directors. Votes may be cast for or withheld from each nominee. **Our Board of Directors unanimously recommends that you vote "FOR" the election of each of management's director nominees.**

Vote Required to Approve Proposal 2: Approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan

Approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan requires the affirmative vote of a majority of the outstanding shares present in person or by proxy at the annual meeting, excluding votes eligible to be cast by Home Federal MHC, the holding company that owns 59.04% of Home Federal's common stock. Abstentions and broker non-votes on this proposal will have the same effect as a vote against the proposal. **Our Board of Directors unanimously recommends that you vote "FOR" the approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan.**

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Vote Required to Approve Proposal 3: Approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan

Approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan requires the affirmative vote of a majority of the outstanding shares present in person or by proxy at the annual meeting, excluding votes eligible to be cast by Home Federal MHC. Abstentions and broker non-votes on this proposal will have the same effect as a vote against the proposal. **Our Board of Directors unanimously recommends that you vote "FOR" the approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan.**

Vote Required to Approve Proposal 4: Ratification of the Appointment of Our Independent Auditors

Ratification of the appointment of Moss Adams LLP as our independent auditors for the fiscal year ending September 30, 2005 requires the affirmative vote of the majority of shares cast, in person or by proxy, at the annual meeting by holders of Home Federal common stock. **Our Board of Directors unanimously recommends that you vote "FOR" the proposal to ratify the appointment of Moss Adams, LLP as our independent auditors for the**

fiscal year ending September 30, 2005.

How Do I Vote at the Annual Meeting?

Proxies are solicited to provide all stockholders of record on the voting record date an opportunity to vote on matters scheduled for the annual meeting and described in these materials. Shares of Home Federal common stock can only be voted if the stockholder is present in person or by proxy at the annual meeting. To ensure your representation at the annual meeting, we recommend you vote by proxy even if you plan to attend the annual meeting. You can always change your vote at the meeting if you are a stockholder of record.

Voting instructions are included on your proxy card. Shares of Home Federal common stock represented by properly executed proxies will be voted by the individuals named on the proxy card in accordance with the stockholder's instructions. Where properly executed proxies are returned to us with no specific instruction as how to vote at the annual meeting, the persons named in the proxy will vote the shares "FOR" the election of each of management's director nominees, "FOR" the approval of the Home Federal Bancorp, Inc. 2005 Stock Option and Incentive Plan, "FOR" the approval of the Home Federal Bancorp, Inc. 2005 Recognition and Retention Plan and "FOR" ratification of the appointment of Moss Adams, LLP as our independent auditors for the fiscal year ending September 30, 2005. If any other matters are properly presented at the annual meeting for action, the persons named in the enclosed proxy and acting thereunder will have the discretion to vote on these matters in accordance with their best judgment. We do not currently expect that any other matters will be properly presented for action at the annual meeting.

You may receive more than one proxy card depending on how your shares are held. For example, you may hold some of your shares individually, some jointly with your spouse and some in trust for your children. In this case, you will receive three separate proxy cards to vote.

May I Revoke My Proxy?

You may revoke your proxy before it is voted by

- submitting a new proxy with a later date;
- notifying the Secretary of Home Federal in writing before the annual meeting that you have revoked your proxy; or
- voting in person at the annual meeting.

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If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in "street name," you must bring a validly executed proxy from the nominee indicating that you have the right to vote your shares.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of May 10, 2005, the voting record date, information regarding share ownership of:

- those persons or entities (or groups of affiliated person or entities) known by management to beneficially own more than five percent of Home Federal's common stock other than directors and executive officers;
- each director and director nominee of Home Federal;
- each executive officer of Home Federal or Home Federal Bank named in the Summary Compensation Table appearing under "Executive Compensation" below (known as "named executive officers"); and
- all current directors and executive officers of Home Federal and Home Federal Bank as a group.

Persons and groups who beneficially own in excess of five percent of Home Federal's common stock are required to file with the Securities and Exchange Commission ("SEC"), and provide a copy to Home Federal, reports disclosing their ownership pursuant to the Securities Exchange Act of 1934. To our knowledge, no other person or entity, other than the one set forth below, beneficially owned more than five percent of the outstanding shares of Home Federal's common stock as of the close of business on the voting record date.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. In accordance with Rule 13d-3 of the Securities Exchange Act, a person is deemed to be the beneficial owner of any shares of common stock if he or she has voting and/or investment power with respect to those shares. Therefore, the table below includes shares owned by spouses, other immediate family members in trust, shares held in retirement accounts or funds for the benefit of the named individuals, and other forms of ownership, over which shares the persons named in the table may possess voting and/or investment power. In addition, in computing the number of shares beneficially owned by a person and the percentage ownership of that person, shares of common stock subject to outstanding options that are currently exercisable or exercisable within 60 days after the voting record date are included in the number of shares beneficially owned by the person and are deemed outstanding for the purpose of calculating the person's percentage ownership. These shares, however, are not deemed outstanding for the purpose of computing the percentage ownership of any other person. The Board of Directors of Home Federal has adopted the 2005 Stock Option and Incentive Plan, but no options have been granted as the plan remains subject to the approval of stockholders.

The address of each of the beneficial owners is the same address as Home Federal. As of the voting record date, there were 15,208,750 shares of Home Federal common stock outstanding.