

Edgar Filing: SCBT FINANCIAL CORP - Form 8-K

SCBT FINANCIAL CORP
Form 8-K
December 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 16, 2004

SCBT FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| South Carolina | 001-12669 | 57-079935 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 520 Gervais Street, Columbia, South Carolina | 29201-2175 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (800) 277-2175

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act
(17 CFR 230.425)

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
(17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the
Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13e-4(c))

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Item 1.01. Entry into a Material Definitive Agreement.

On December 16, 2004, SCBT Financial Corporation ("SCBT") entered into an Agreement and Plan of Merger (the "Agreement"), by and between SCBT and New Commerce BanCorp ("NCB"), pursuant to which, among other things, NCB will be merged with and into SCBT.

Pursuant to the Agreement, SCBT will pay an aggregate purchase price in the merger of approximately \$20.2 million in cash. The consummation of the merger is subject to regulatory approval and the approval of NCB's shareholders, along with other customary closing conditions.

Pursuant to General Instruction F to the Securities and Exchange Commission's (the "Commission") Form 8-K, a copy of the Agreement is attached hereto as Exhibit 2.1 and is incorporated into this Item 1.01 by this reference.

Item 8.01. Other Events.

On December 17, 2004, SCBT issued a press release announcing that SCBT and NCB have entered into the Agreement, as described in this Current Report under Item 1.01. Pursuant to General Instruction F to the Commission's Form 8-K, a copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by this reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

2.1 Agreement and Plan of Merger, dated as of December 16, 2004, by and between SCBT Financial Corporation and New Commerce BanCorp.

99.1 Press release issued on December 17, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SCBT Financial Corporation

By: /s/ Richard C. Mathis

Richard C. Mathis
Executive Vice President and
Chief Financial Officer

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INDEX TO EXHIBITS

| Exhibit No. | Description |
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