

CENTRUE FINANCIAL CORP
Form 8-K
November 02, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): November 2, 2016 (October 27, 2016)

Centrue Financial Corporation
(Exact name of registrant as specified in its charter)

Delaware 000-28846 36-3145350
State or other jurisdiction (Commission (IRS Employer
of Incorporation File Number) Identification No.)
122 West Madison Street, Ottawa, Illinois 61350
(Address of principal executive offices) (Zip Code)
(815) 431-8400
(Registrant's telephone number, including area code)

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 communications 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 DEFINITIVE AGREEMENT

On October 27, 2016, Centrue Financial Corporation (the “Company”) entered into a Securities Purchase Agreement with a holder of outstanding trust preferred securities of the Company (“TRUPs”) issued in accordance with the terms of that certain Indenture by and between the holder of the TRUPs and Wilmington Trust with a face value of \$10.0 million in exchange for a cash payment from the Company to the holder of the TRUPs of \$9.0 million. The foregoing summary is not complete and is qualified in its entirety by reference to the full text of the Securities Purchase Agreement which is filed herewith as Exhibit 10.23, and is incorporated by reference herein.

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

The following information, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On November 2, 2016, Centrue Financial Corporation (the “Company”) issued a news release to report its financial results for the quarter ended, September 30, 2016. The release is furnished as Exhibit 99.1 hereto.

ITEM 7.01 - REGULATION FD DISCLOSURE

The following information, including Exhibit 99.2 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, as amended, or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The Company is furnishing its Third Quarter 2016 Earnings Presentation, included as Exhibit 99.2 hereto. This Earnings Presentation will be used, in whole or in part, from time to time by executives of the Company in one or more meetings with investors and analysts.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 10.23 | Securities Purchase Agreement by and between OSK, LLC and Centrue Financial Corporation, dated October, 27, 2016. |
| 99.1 | Press Release announcing third quarter 2016 earnings, issued November 2, 2016. |
| 99.2 | Third Quarter 2016 Earnings Presentation. |

SIGNATURES

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.

Date: November 2, 2016 CENTRUE FINANCIAL CORPORATION

By: /s/ Daniel R. Kadolph

Name: Daniel R. Kadolph

Title: Executive Vice President & Chief Financial Officer