

TOWER FINANCIAL CORP
Form 425
October 28, 2013

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): October 28, 2013

OLD NATIONAL BANCORP

(Exact name of Registrant as specified in its charter)

Indiana
(State or other jurisdiction

of incorporation)

001-15817
(Commission

File Number)

35-1539838
(IRS Employer

Identification No.)

One Main Street

Evansville, Indiana
(Address of Principal Executive Offices)

47708
(Zip Code)

Registrant's telephone number, including area code: (812) 464-1294

(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 communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On October 28, 2013, Old National Bancorp (the Company) issued a press release reporting its financial results for the third quarter of 2013. The press release is included as Exhibit 99.1 hereto and is incorporated herein by reference. The Company also released the financial trends including its third-quarter results. The financial trends are included as Exhibit 99.2 hereto and are incorporated herein by reference. In connection therewith, a slide presentation outlining third-quarter earnings, recent strategic developments and the Company's financial outlook will be available on the Company's website to complement the conference call to be held on October 28, 2013, at 10:00 a.m. CST and will be accessible at <http://www.oldnational.com> before the conference call begins.

Item 8.01 Other Events

On October 28, 2013, the Company issued a press release disclosing certain information relevant to the previously announced pending merger of Tower Financial Corporation with and into the Company. A copy of the press release is included as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) **Exhibits.** The following exhibits are furnished herewith:

Exhibit No.	Description
99.1	Press Release issued by Old National Bancorp on October 28, 2013
99.2	Financial Trends issued by Old National Bancorp on October 28, 2013
	* * * * *

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.

Date: October 28, 2013

OLD NATIONAL BANCORP

By: /s/ Christopher A. Wolking

Christopher A. Wolking
Senior Executive Vice President and
Chief Financial Officer

Exhibit Index

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