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INDEPENDENT BANK CORP
Form S-8
February 19, 2002

As filed with the Securities and Exchange Commission on February 19, 2002.

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INDEPENDENT BANK CORP.
(Exact name of registrant as specified in its charter)

MASSACHUSETTS
(State or other jurisdiction of incorporation
or organization)

04-287-0273
(I.R.S. Employer
Identification No.)

288 UNION STREET, ROCKLAND, MASSACHUSETTS 02370
(Address of Principal Executive Offices, Including Zip Code)

INDEPENDENT BANK CORP. 1997 EMPLOYEE STOCK OPTION PLAN
(Full Title of the Plan)

EDWARD H. SEKSAY
GENERAL COUNSEL
INDEPENDENT BANK CORP.
288 UNION STREET
ROCKLAND, MASSACHUSETTS 02370
(781) 878-6100
(Name, address and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common Stock, par value \$0.01 per	600,000 Shares	\$22.90	\$13,794,000	\$1,270.00

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share (3)

- (1) The purpose of this Registration Statement is to register an aggregate of 500,000 shares of Common Stock, par value \$0.01 per share, of Independent Bank Corp. (the "Company") that have been reserved for issuance under the plan set forth above, plus such additional number of shares as may be required pursuant to the plan set forth above in the event of a stock dividend, split-up of shares, recapitalization or other similar change in the Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h)(1), on the basis of the average of the high and low prices of the Common Stock, as reported on the National Market System of the National Association of Securities Dealers Automated Quotation System ("NASDAQ") on February 13, 2002.
- (3) There are also registered hereunder the Preferred Stock Purchase Rights issued and attached to the Common Stock pursuant to the Renewal Rights Agreement dated as of September 14, 2000 between Independent Bank Corp. and Rockland Trust Company, as rights agent.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1 Plan Information*
- Item 2 Registrant Information and Employee Plan Annual Information*

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference the information we file with them, which means:

- incorporated documents are considered part of the prospectus;
- we can disclose important information to you by referring you to those documents; and

*Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (hereinafter, the "Securities Act"), and the "Note" to Part I of Form S-8.

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- information that we file with the SEC will automatically update and supersede this incorporated information.

We incorporate by reference the documents listed below which were filed with the SEC under the Securities Exchange Act of 1934:

- a. Our annual report on Form 10-K for the fiscal year ending December 31, 2000;
- b. Our quarterly reports on Form 10-Q for the fiscal quarters ended March 31, 2001, June 30, 2001 and September 30, 2001; and
- c. The description of the Common Stock included in our Registration Statement on Form 8-A filed with the Commission on January 21, 1986 and the description of our Renewal Rights Agreement dated as of September 14, 2000, as set forth on our Form 8-A dated September 23, 2000, including all amendments and reports amending such descriptions.

We also incorporate by reference each of the following documents that we will file with the SEC after the date of this registration statement until this offering is completed:

- reports filed under Sections 13(a) and (c) of the Securities Exchange Act of 1934;
- definitive proxy or information statements filed under Section 14 of the Securities Exchange Act of 1934 in connection with any subsequent stockholders' meeting; and
- any reports filed under Section 15(d) of the Securities Exchange Act of 1934.

You should rely only on information contained or incorporated by reference in this registration statement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted.

You may request a copy of any filings referred to above (excluding exhibits), at no cost, by contacting us at the following address: Investor Relations, Attention: Michelle Newcomb, Independent Bank Corp., 288 Union Street, Rockland, Massachusetts 02370, Telephone: (781) 878-6100.

Item 4. DESCRIPTION OF SECURITIES

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

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Item 6. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Incorporated herein by reference from our Registration Statement on Form S-4 (Registration No. 33-00229), as amended.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

The following is an index of all exhibits filed as part of this Registration Statement.

- 4.1 Form of Common Stock Certificate (filed as Exhibit 4.1 to our annual report on Form 10-K for the fiscal year ended December 31, 1992).+
- 4.2 Form of Rights Certificate (filed as Exhibit B to Exhibit 1 to our Registration Statement on Form 8-A, filed with the Commission on October 23, 2000).+
- 4.3 Restated Articles of Organization of Independent Bank Corp. (filed as Exhibit 3 (i) to our annual report on Form 10-K for the fiscal year ended December 31, 1993).+
- 4.4 By-laws, as amended to date, of Independent Bank Corp. (filed as Exhibit 3 (ii) to our annual report on Form 10-K for the fiscal year ended December 31, 1990).+
- 5. Opinion of Choate, Hall & Stewart as to the legality of the shares being registered.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Choate, Hall & Stewart (included in Exhibit 5).
- 99. Independent Bank Corp. 1997 Employee Stock Option Plan.+

+ Previously filed and incorporated by reference.

Item 9. UNDERTAKINGS

(a) Independent Bank Corp. hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with

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respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

(2) that, for the purpose of determining any liability under the Securities Act of 1933, as amended (the "Securities Act"), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities

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at that time shall be deemed to be the initial bona fide offering thereof; and

(3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) Independent Bank Corp. hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of Independent Bank Corp. pursuant to the foregoing provisions, or otherwise, Independent Bank Corp. has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by us of expenses incurred or paid by a director, officer or controlling person of Independent Bank Corp. in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, we will, unless in the opinion of counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Independent Bank Corp. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Rockland, Massachusetts, on February 14, 2002.

INDEPENDENT BANK CORP.

By: /S/ DOUGLAS H. PHILIPSEN

Douglas H. Philipsen
Chairman of the Board, Chief
Executive Officer and President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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SIGNATURE -----	TITLE -----	DATE ----
/S/ DOUGLAS H. PHILIPSEN ----- Douglas H. Philipsen	Chairman of the Board, Chief Executive Officer and President	February 14, 2002
/S/ RICHARD S. ANDERSON ----- Richard S. Anderson	Director	February 14, 2002
/S/ W. PAUL CLARK ----- W. Paul Clark	Director	February 14, 2002
/S/ ROBERT L. CUSHING ----- Robert L. Cushing	Director	February 14, 2002
/S/ ALFRED L. DONOVAN ----- Alfred L. Donovan	Director	February 14, 2002
/S/ E. WINTHROP HALL ----- E. Winthrop Hall	Director	February 14, 2002
/S/ KEVIN J. JONES ----- Kevin J. Jones	Director	February 14, 2002
/S/ RICHARD H. SGARZI ----- Richard H. Sgarzi	Director	February 14, 2002
/S/ WILLIAM J. SPENCE ----- William J. Spence	Director	February 14, 2002
/S/ JOHN H. SPURR JR. ----- John H. Spurr Jr.	Director	February 14, 2002
/S/ ROBERT D. SULLIVAN ----- Robert D. Sullivan	Director	February 14, 2002
/S/ THOMAS J. TEUTEN ----- Thomas J. Teuten	Director	February 14, 2002

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INDEX TO EXHIBITS

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