

Edgar Filing: INDEPENDENT BANK CORP - Form SC 13G/A

INDEPENDENT BANK CORP  
Form SC 13G/A  
February 14, 2002

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment 2001-1

Independent Bank Corp.  
(Name of Issuer)

Common Stock, \$.01 par value per share  
(Title of Class of Securities)

453836108  
(CUSIP Number)

December 31, 2001  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

The Reporting Persons previously filed their ownership interest in the Issuer pursuant to a Schedule 13G, dated December 31, 2000.

SCHEDULE 13G/A

CUSIP No. 453836108

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1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Banc Fund III L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

0

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
/X/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%

12 TYPE OF REPORTING PERSON\*

PN

SCHEDULE 13G/A

CUSIP No. 453836108

1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bank Fund III Trust

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER  
0

6 SHARED VOTING POWER  
0

7 SOLE DISPOSITIVE POWER  
0

8 SHARED DISPOSITIVE POWER  
0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
0

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* /X/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0%

12 TYPE OF REPORTING PERSON\*  
OO

SCHEDULE 13G/A

CUSIP No. 453836108

1 NAME OF REPORTING PERSON

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S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (OPTIONAL)

Banc Fund IV L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) / /

(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

209,284

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

209,284

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

/X/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.5%

12 TYPE OF REPORTING PERSON\*

PN

SCHEDULE 13G/A

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CUSIP No. 453836108

1 NAME OF REPORTING PERSON  
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Banc Fund V L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) / /  
(b) /x/

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

U.S.

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5 SOLE VOTING POWER

356,200

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

356,200

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\* /X/

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

2.5%

12 TYPE OF REPORTING PERSON\*

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PN

Item 1 (a) Name of Issuer: Independent Bank Corp.

Item 1 (b) Address of Issuer's Principal Executive Offices:

288 Union Street, Rockland, MA 02370

Item 2 (a) Name of Person Filing:

This Schedule 13G/A is being filed jointly by Banc Fund III L.P. ("BF III"), an Illinois Limited Partnership, Bank Fund III Trust ("T III"), Banc Fund IV L.P. ("BF IV"), an Illinois Limited Partnership, and Banc Fund V L.P. ("BF V"), an Illinois Limited Partnership (collectively, the "Reporting Persons").

The general partner of BF III is MidBanc III L.P. ("MidBanc III"), whose principal business is to be a general partner of BF III. The general partner of BF IV is MidBanc IV L.P. ("MidBanc IV"), whose principal business is to be a general partner of BF IV. The general partner of BF V is MidBanc V L.P. ("MidBanc V"), whose principal business is to be a general partner of BF V. MidBanc III, IV, and V are Illinois limited partnerships. The general partner of MidBanc III is ChiCorp Management III, Inc. ("Management III"), whose principal business is to be a general partner of MidBanc III. The general partner of MidBanc IV is ChiCorp Management IV, Inc. ("Management IV"), whose principal business is to be a general partner of MidBanc IV. The general partner of MidBanc V is The Banc Funds Company, L.L.C., ("TBFC"), whose principal business is to be a general partner of MidBanc V. Management III, IV, and TBFC are Illinois corporations. The sole stockholder of Management III and IV is TBFC, an Illinois limited liability company which is controlled by Charles J. Moore. Mr. Moore has been the manager of the investment decisions for each of BF III, BF IV, BF V, and T III since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities of the issuer held by each of those entities. As the controlling member of TBFC, Mr. Moore will control Management III, IV, and TBFC, and therefore each of the Partnership entities directly and indirectly controlled by each of Management III, IV and TBFC. The investment manager of T III is TBFC under an Investment Management Agreement with each Trust. Charles J. Moore, as portfolio manager for T III, has voting and dispositive power over the issuer's securities held by the trust.

Item 2 (b) Address of Principal Business Office:

208 S. LaSalle Street, Chicago, IL 60604.

Item 2 (c) Citizenship: United States

Item 2 (d) Title of Class of Securities: Common Stock

Item 2 (e) CUSIP Number: 453836108

Item 3 If this statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b), check whether the person filing is an:

(a)  Broker or Dealer registered under Section 15 of the Act

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- (b)  Bank as defined in section 3(a)(6) of the Act (c)  Insurance Company as defined in section 3(a)(19) of the Act (d)  Investment Company registered under section 8 of the Investment Company Act of 1940
- (e)  An Investment Adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
- (f)  An Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- (g)  A Parent Holding Company or Control Person in accordance with Rule 13d-1(b)(ii)(G)
- (h)  A Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act
- (i)  A Church Plan that is excluded From the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940
- (j)  Group, in accordance with 13d-1(b)(1)(ii)(J)

Item 4 Ownership:

The following information is provided as of February 13, 2002:

- (a) Amount Beneficially Owned: 565,484
- (b) Percent of Class: 3.9%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 565,484
  - (ii) shared power to vote or to direct the vote: 0
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below I certify that, to the best of my knowledge and belief, the

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securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2002

BANC FUND III L.P.

By MIDBANC III L.P.,  
general partner  
By CHICORP MANAGEMENT III, INC.,  
general partner  
By The Banc Funds Company, L.L.C.,  
Owner  
By /s/ Charles J. Moore

Charles J. Moore, President

BANK FUND III TRUST

By THE BANC FUNDS COMPANY, L.L.C.,  
Investment Manager  
By /s/ Charles J. Moore

Charles J. Moore, President

BANC FUND IV L.P.

By MIDBANC IV L.P.,  
general partner  
By CHICORP MANAGEMENT IV, INC.,  
general partner  
By The Banc Funds Company, L.L.C.,  
Owner  
By /s/ Charles J. Moore

Charles J. Moore, President

BANC FUND V L.P.

By MIDBANC V L.P.,  
general partner  
By The Banc Funds Company, L.L.C.,  
general partner  
By The Banc Funds Company, L.L.C.,  
Owner  
By /s/ Charles J. Moore

Charles J. Moore, President