

TEAM FINANCIAL INC /KS  
Form DEF 14A  
April 29, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

**Team Financial, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
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**8 West Peoria, Suite 200  
Paola, Kansas 66071  
(913) 294-9667**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**  
June 21, 2005

To the Shareholders of Team Financial, Inc.:

**Date:** Tuesday, June 21, 2005  
**Time:** 9:00 a.m. central time  
**Place:** Paola High School Auditorium  
401 North Angela  
Paola, Kansas 66071

**Matters to be voted on:**

1. Election of three Class III directors;
2. Ratification of KPMG LLP as our independent auditors for 2005; and
3. Any other matters properly brought before shareholders at our meeting.

You are cordially invited to attend the meeting in person. To ensure that you are represented at the meeting, please fill in, sign and return the enclosed proxy card as promptly as possible. Your early attention to the proxy statement will be greatly appreciated because it will reduce the cost we incur in obtaining your voting instructions.

By Order of the Board of Directors

Robert J. Weatherbie  
Chairman and Chief Executive Officer

May 16, 2005

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**TEAM FINANCIAL, INC.**

**8 West Peoria, Suite 200**

**Paola, Kansas 66071**

**(913) 294-9667**

**PROXY STATEMENT**

**2005 Annual Meeting of Shareholders**

This Proxy Statement is furnished to you in connection with the solicitation of proxies by the Board of Directors of Team Financial, Inc. for use at our 2005 annual meeting to be held on Tuesday, June 21, 2005. The annual meeting will be held at the Paola High School Auditorium, 401 North Angela, Paola, Kansas at 9:00 a.m. central time. This Proxy Statement and the enclosed proxy card were sent to shareholders on or about May 16, 2005.

The following matters will be acted on at our annual meeting:

1. Election of three Class III directors to serve a three year term;
2. Ratification of the appointment of KPMG LLP as our independent auditors for 2005; and
3. Any other business as may properly come before the meeting.

**GENERAL INFORMATION ABOUT VOTING**

*Who can vote?*

You can vote your shares of common stock if our records show that you owned the shares on April 25, 2005. A total of 4,039,095 shares of common stock can vote at the annual meeting. You have one vote for each share of your common stock. The enclosed proxy card shows the number of shares you can vote.

*How do I vote by proxy?*

Follow the instructions on the enclosed proxy card to vote on each proposal to be considered at the annual meeting. Sign and date the proxy card and mail it back to us in the enclosed envelope. The proxy holders named on the proxy card will vote your shares as you instruct. If you sign and return the proxy card but do not vote on a proposal, the proxy holders will vote for you on that proposal. Unless you instruct otherwise, the proxy holders will vote FOR each of the three Class III director nominees and the ratification of the appointment of KPMG LLP as our independent auditors for 2005.

*What if other matters come up at the annual meeting?*

The matters described in this proxy statement are the only matters we know will be voted on at the annual meeting. If other matters are properly presented at the meeting, the proxy holders will vote your shares in their discretion.

*Can I change my vote after I return my proxy card?*

Yes. At any time before the vote on a proposal, you can change your vote either by giving the Company's secretary a written notice revoking your proxy card or by signing, dating, and returning to us a new proxy card. We will honor the proxy card with the latest date.

*Can I vote in person at the annual meeting rather than by completing the proxy card?*

Yes. Although we encourage you to complete and return the proxy card to ensure that your vote is counted, you can attend the annual meeting and vote your shares in person, even if you have previously completed and returned a proxy card.



*What do I do if my shares are held in street name ?*

If your shares are held by your broker, a bank or other nominee, you will probably receive this proxy statement from them with instructions for voting your shares. Please respond quickly so that they may represent you.

If your shares are held in the name of a broker, bank or other nominee, and you do not tell that person how to vote your shares (so-called broker non-votes ), that person can vote your shares as he or she sees fit only on matters that self regulatory organizations determine to be routine, and not on any other proposal. Broker non-votes will be counted as present to determine if a quorum exists but will not be counted as present and entitled to vote on any non-routine proposal.

*How are votes counted?*

We will hold the annual meeting if holders of at least one-third of the shares of common stock entitled to vote either sign and return their proxy cards or attend the meeting. If you sign and return your proxy card, your shares will be counted to determine whether we have a quorum even if you abstain or fail to vote on any of the proposals listed on the proxy card. The ratification of the appointment of independent auditors will require the affirmative vote of a majority of the shares represented at the meeting. With respect to the election of directors, you are entitled to cumulate your votes which means that you may cast all of your votes for any one nominee or distribute your votes among any three or more nominees. The number of votes you have the right to cast among the nominees is determined by multiplying the number of shares you own by three. If votes for a certain director nominee are withheld, those votes will be voted equally for the election of the other nominees.

If your shares are held in the name of a nominee, and you do not tell the nominee in a timely manner how to vote your shares (so-called broker non-votes ), the nominee can vote them as he or she sees fit only on matters that self regulatory organizations determine to be routine, and not on any other proposal. Non-contested elections for directors, as well as ratification of auditors, are usually considered routine matters. Broker non-votes will be counted as present to determine if a quorum exists but will not be counted as present and entitled to vote on any non-routine proposal.

*Who pays for this proxy solicitation?*

We do. In addition to sending you these materials, some of our employees may contact you by telephone, by mail, or in person. None of these employees will receive any extra compensation for doing this.

**STOCK OWNERSHIP**

The following table shows the number of shares of common stock beneficially owned as of April 25, 2005 by:

- each person whom we know beneficially owns more than 5% of our common stock;
- each director, including the three nominees to be elected to our board of directors at the annual meeting;
- each of our executive officers; and
- our directors and executive officers as a group.

Names and Addresses of Beneficial Owner(1)	Common Shares Beneficially Owned	
	Number	Percent
Robert J. Weatherbie(2) 8 West Peoria, Suite 200 P.O. Box 402 Paola, Kansas 66071-0402	290,769	7.20 %
Michael L. Gibson(3) 8 West Peoria, Suite 200 P.O. Box 402 Paola, Kansas 66071-0402	233,141	5.77 %
Carolyn S. Jacobs(4) 8 West Peoria, Suite 200 P.O. Box 402 Paola, Kansas 66071-0402	117,981	2.92 %
R.G. (Gary) Kilkenny(5) 4304 West 115th Leawood, Kansas 66211	26,185	*
Denis A. Kurtenbach(6) 8 West Peoria, Suite 200 P.O. Box 402 Paola, Kansas 66071-0402	4,425	*
Keith B. Edquist 12005 N. 72 <sup>nd</sup> Street Omaha, Nebraska 68122	100,000	2.48 %
Montie K. Taylor(7) 1900 Main Parsons, Kansas 67357	52,488	1.30 %
Kenneth L. Smith(8) 5 East Terrace Paola, KS 66071	1,800	*
Lloyd A. Byerhof		