

KENT BRADLEY R
Form 3
February 02, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â STADIUM CAPITAL MANAGEMENT LLC		(Month/Day/Year)	INTERMOUNTAIN COMMUNITY BANCORP [IMCB]	
(Last)	(First)	01/23/2012		
199 ELM STREET			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW CANAAN,Â CTÂ 06840-5321			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,845,807	I <u>(1)</u>	By Stadium Capital Partners, L.P.
Common Stock	247,462	I <u>(2)</u>	By Stadium Capital Qualified Partners, L.P.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Mandatorily Convertible Cumulative Part Pref Stock, Series B	Â (3)	Â (4)	Non-Voting Common Stock	274,283.86	\$ 1	I (1)	By Stadium Capital Partners, L.P.
Mandatorily Convertible Cumulative Part Pref Stock, Series B	Â (3)	Â (4)	Non-Voting Common Stock	23,850.76	\$ 1	I (2)	By Stadium Capital Qualified Partners, L.P.
Warrant	01/23/2012	01/23/2015	Non-Voting Common Stock	782,000	\$ 1	I (1)	By Stadium Capital Partners, L.P.
Warrant	01/23/2012	01/23/2015	Non-Voting Common Stock	68,000	\$ 1	I (2)	By Stadium Capital Qualified Partners, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STADIUM CAPITAL MANAGEMENT LLC 199 ELM STREET NEW CANAAN,Â CTÂ 06840-5321	Â X	Â X	Â	Â
KENT BRADLEY R 199 ELM STREET NEW CANAAN,Â CTÂ 06840	Â	Â X	Â	Â
STADIUM CAPITAL PARTNERS L P 199 ELM STREET NEW CANAAN,Â CTÂ 06840	Â X	Â	Â	Â
STADIUM CAPITAL QUALIFIED PARTNERS LP 199 ELM STREET NEW CANAAN,Â CTÂ 06840	Â X	Â	Â	Â
SEAVER ALEXANDER M 199 ELM STREET NEW CANAAN,Â NYÂ 06840	Â	Â X	Â	Â

Signatures

Stadium Capital Management, LLC, by Bradley R. Kent, Manager

02/02/2012

__Signature of Reporting Person

Date

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Alexander M. Seaver	02/02/2012
Signature of Reporting Person	Date
Bradley R. Kent	02/02/2012
Signature of Reporting Person	Date
Stadium Capital Partners, L.P., by Stadium Capital Management, LLC, its general partner, by Bradley R. Kent, Manager	02/02/2012
Signature of Reporting Person	Date
Stadium Capital Qualified Partners, L.P., by Stadium Capital Management, LLC, its general partner, by Bradley R. Kent, Manager	02/02/2012
Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported securities are owned directly by Stadium Capital Partners, L.P., and indirectly by Stadium Capital Management, LLC as general partner of Stadium Capital Partners, L.P., Alexander M. Seaver as a manager of Stadium Capital Management, LLC, and Bradley R. Kent as a manager of Stadium Capital Management, LLC. Stadium Capital Management, LLC, Alexander M. Seaver and Bradley R. Kent disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.
- The reported securities are owned directly by Stadium Capital Qualified Partners, L.P., and indirectly by Stadium Capital Management, LLC as general partner of Stadium Capital Qualified Partners, L.P., Alexander M. Seaver as a manager of Stadium Capital Management, LLC, and Bradley R. Kent as a manager of Stadium Capital Management, LLC. Stadium Capital Management, LLC, Alexander M. Seaver and Bradley R. Kent disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein.
- (2) The Preferred Stock, Series B, will automatically convert into a new series of non-voting common stock at a conversion price of \$1.00 per share upon approval by Intermountain's shareholders of an amendment to Intermountain's Articles of Incorporation to authorize shares of non-voting stock.
- (3) Expiration date is not applicable.
- (4)

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Remarks:

StadiumÂ CapitalÂ Partners,Â L.P.Â andÂ StadiumÂ CapitalÂ QualifiedÂ Partners,Â L.P.Â areÂ jointlyÂ entitledÂ toÂ app

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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