

INDEPENDENT BANK CORP

Form 8-K

November 21, 2008

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K**

**Current Report Pursuant to Section 13 or 15 (d) of  
The Securities and Exchange Act of 1934**

**DATE OF REPORT:**

**November 20, 2008**

**(Date of Earliest Event Reported)**

**MASSACHUSETTS**

**(State or Other Jurisdiction of Incorporation)**

**1-9047**

**(Commission File Number)**

**04-2870273**

**(I.R.S. Employer Identification No.)**

**INDEPENDENT BANK CORP.**

**288 UNION ST., ROCKLAND, MA**

**(Address of Principal Executive Offices)**

**02370**

**(Zip Code)**

**NOT APPLICABLE**

**(Former Address of Principal Executive Offices)**

**(Zip Code)**

**781-878-6100**

**(Registrant's Telephone Number, Including Area Code)**

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 (*see* General Instruction A.2. below):

- 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))
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Item 1.01 Entry into a Material Definitive Agreement

SIGNATURE

Ex-99.1 Second Amended and Restated Employment Agreement with Christopher Oddleifson

Ex-99.2 Fourth Amended and Restated Employment Agreement with Raymond G. Fuerschbach

Ex-99.3 Second Amended And Restated Employment Agreement with Edward F. Jankowski

Ex-99.4 Second Amended And Restated Employment Agreement with Jane L. Lundquist

Ex-99.5 First Amended And Restated Employment Agreement with Gerard F. Nadeau

Ex-99.6 Second Amended And Restated Employment Agreement with Edward H. Seksay

Ex-99.7 Second Amended And Restated Employment Agreement with Denis K. Sheahan

EX-99.8 Rockland Trust Company Amended And Restated Supplemental Executive Retirement Plan

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**Item 1.01 Entry into a Material Definitive Agreement**

On November 20, 2008 Independent Bank Corp. (the Company ), and/or its wholly-owned subsidiary Rockland Trust Company ( Rockland Trust ), entered into revised, written employment arrangements with the Executive Officers of the Company and/or of Rockland Trust, namely Christopher Oddleifson, Raymond G. Fuerschbach, Edward F. Jankowski, Jane L. Lundquist, Gerard F. Nadeau, Edward H. Seksay, and Denis K. Sheahan. On November 20, 2008 Rockland Trust also approved the Rockland Trust Company Amended And Restated Supplemental Executive Retirement Plan for the same group of Executive Officers.

The employment agreements were revised, and the Supplemental Executive Retirement Plan amended and restated, to implement changes that are necessary or advisable to comply with Section 409A of the Internal Revenue Code. The revisions to the employment agreements and to the Supplemental Executive Retirement Plan did not confer additional economic benefits on the Executive Officers. Other changes were also made to the employment agreements for the Executive Officers other than Mr. Oddleifson to clarify language and to make the phrasing of them consistent with each other.

Copies of the revised employment agreements and of the Amended And Restated Supplemental Executive Retirement Plan are attached as follows:

- Exhibit 99.1 Second Amended And Restated Employment Agreement with Christopher Oddleifson.
  - Exhibit 99.2 Fourth Amended And Restated Employment Agreement with Raymond G. Fuerschbach
  - Exhibit 99.3 Second Amended And Restated Employment Agreement with Edward F. Jankowski.
  - Exhibit 99.4 Second Amended And Restated Employment Agreement with Jane L. Lundquist
  - Exhibit 99.5 First Amended And Restated Employment Agreement with Gerard F. Nadeau
  - Exhibit 99.6 Second Amended And Restated Employment Agreement with Edward H. Seksay
  - Exhibit 99.7 Second Amended And Restated Employment Agreement with Denis K. Sheahan
  - Exhibit 99.8 Rockland Trust Company Amended And Restated Supplemental Executive Retirement Plan
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**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned and hereunto duly authorized.

**INDEPENDENT BANK CORP.**

**DATE: November 21, 2008**

**/s/ Edward Seksay  
EDWARD SEKSAY  
GENERAL COUNSEL**