

FIRST INTERSTATE BANCSYSTEM INC

Form S-8 POS

August 20, 2007

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As filed with the Securities and Exchange Commission on August 20, 2007

Registration No. 333-53011

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**POST-EFFECTIVE AMENDMENT NO. 5  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
FIRST INTERSTATE BANCSYSTEM, INC.  
(Exact name of issuer as specified in its charter)**

**Montana**

(State or other Jurisdiction of  
incorporation or organization)

**81-0331430**

(I.R.S. Employer Identification Number)

401 North 31<sup>st</sup> Street, Billings, Montana 59116

(Address of Principal Executive Offices and Zip Code)

**SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE  
BANCSYSTEM, INC. 2006 RESTATEMENT  
FIRST INTERSTATE BANCSYSTEM, INC. STOCK OPTIONS AND STOCK APPRECIATION  
RIGHTS PLAN, AS AMENDED, AND  
FIRST INTERSTATE BANCSYSTEM, INC. EMPLOYEE STOCK PURCHASE PLAN, AS  
AMENDED AND RESTATED**

(Full titles of plans)

Terrill R. Moore

Executive Vice President and Chief Financial Officer

FIRST INTERSTATE BANCSYSTEM, INC.

401 North 31st Street

Billings, Montana 59116

(Name and address of agent for service)

(406) 255-5300

(Telephone number, including area code, of agent for service)

With a Copy to:

Holland & Hart LLP

Attn: David G. Angerbauer, Esq.

60 East South Temple, Suite 2000

Salt Lake City, Utah 84111

(801) 799-5800

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Second Amendment to the Savings and Profit Sharing Plan for Employees

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**EXPLANATORY NOTE**

This Post-Effective Amendment No. 5 to Registration Statement on Form S-8 (Commission File No. 333-53011) is being filed solely for the purpose of amending the exhibit list to include the First Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2006 Restatement (Exhibit 4.32) and the Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2006 Restatement (Exhibit 4.33)

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 8. EXHIBITS

Regulation S-K

| Exhibit | Document                                                                                               |
|---------|--------------------------------------------------------------------------------------------------------|
| 4.1(1)  | Restated Articles of Incorporation of the Registrant dated February 27, 1986                           |
| 4.2(2)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996 |
| 4.3(2)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated September 26, 1996 |
| 4.4(3)  | Articles of Amendment to Restated Articles of Incorporation of the Registrant dated October 7, 1997    |
| 4.6(4)  | Specimen of common stock certificate of First Interstate BancSystem, Inc.                              |
| 4.7*    | Shareholder s Agreement for non-Scott family members.                                                  |
| 4.10(9) | Revised Bylaws of First Interstate BancSystem, Inc. dated July 29, 2004.                               |
| 4.15(1) | Stock Option and Stock Appreciation Rights Plan of the Registrant, as amended.                         |
| 4.20(7) | Form of Charity Shareholder s Agreement with charitable shareholders.                                  |
| 4.26(7) | Form of Shareholder s Agreement for non-Scott family members dated August 24, 2001.                    |
| 4.27(5) | Form of Shareholder s Agreement for non-Scott family members dated August 19, 2002.                    |
| 4.29(8) |                                                                                                        |

Shareholder s Agreement with Scott Family  
Members dated January 11, 1999.

- 4.30(6) Employee Stock Purchase Plan of the  
Registrant, as amended and restated effective  
April 30, 2003.
- 4.31(10) Savings and Profit Sharing Plan for Employees  
of First Interstate BancSystem, Inc. 2006  
Restatement.
- 4.32 First Amendment to the Savings and Profit  
Sharing Plan for Employees of First Interstate  
BancSystem, Inc. 2006 Restatement.

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| Regulation S-K<br>Exhibit | Document                                                                                                                     |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------|
| 4.33                      | Second Amendment to the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc. 2006 Restatement. |
| 5*                        | Opinion of Holland & Hart LLP, as to the legality of securities being registered.                                            |
| 23.1*                     | Consent of KPMG LLP, Independent Certified Public Accountants.                                                               |
| 23.2*                     | Consent of Holland & Hart LLP (contained in Exhibit 5)                                                                       |
| 24*                       | Power of Attorney                                                                                                            |
| (1)                       | Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 033-84540.                             |
| (2)                       | Incorporated by reference to the Registrant's Form 8-K dated October 1, 1996.                                                |
| (3)                       | Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-37847.                             |
| (4)                       | Incorporated by reference to the Registrant's Registration Statement on Form S-1, No. 333-03250.                             |

- (5) Incorporated by reference to the Registrant's Post Effective Amendment No. 2 to Registration Statement on Form S-8, No. 333-76825.
- (6) Incorporated by reference to the Registrant's Post Effective Amendment No. 3 to Registration Statement on Form S-8, No. 333-76825.
- (7) Incorporated by reference to the Registrant's Post Effective Amendment No. 1 to Registration Statement on Form S-8, No. 333-76825.
- (8) Incorporated by reference to the Registrant's Registration Statement on Form S-8, No. 333-76825.
- (9) Incorporated by reference to the Registrant's Post Effective Amendment No. 4 to Registration Statement of Form S-8, No. 333-76825.

- (10) Incorporated by reference to the Registrant's Post Effective Amendment No. 6 to Registration Statement of Form S-8, No. 333-76825.

\* Previously filed.

### **SIGNATURES**

1. **REGISTRANT**

Pursuant to the requirements of the Securities Act, the Registrant 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 Post Effective Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 20, 2007.

First Interstate BancSystem, Inc.

By: /s/ LYLE R. KNIGHT  
Lyle R. Knight  
President and Chief Executive Officer



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Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed below by the following persons in the capacities indicated on August 20, 2007.

| <b>Signature</b>        | <b>Title</b>               |
|-------------------------|----------------------------|
| /s/ Thomas W. Scott     |                            |
| Thomas W. Scott**       | Chairman of the Board      |
| /s/ James R. Scott      |                            |
| James R. Scott**        | Vice Chairman of the Board |
| Sandra A. Scott Suzor   | Director                   |
| /s/ Randall I. Scott    |                            |
| Randall I. Scott**      | Director                   |
| Jonathan R. Scott       | Director                   |
| /s/ Charles M. Heyneman |                            |
| Charles M. Heyneman**   | Director                   |
| Terry W. Payne          | Director                   |
| /s/ James W. Haugh      |                            |
| James W. Haugh**        | Director                   |
| Martin A. White         | Director                   |
| /s/ Robert L. Nance     |                            |
| Robert L. Nance**       | Director                   |
| Julie A. Scott          | Director                   |
| Elouise C. Cobell       | Director                   |
| /s/ Richard A. Dorn     |                            |
| Richard A. Dorn**       | Director                   |
| Michael J. Sullivan     | Director                   |
| /s/ William B. Ebzery   | Director                   |

William B. Ebzery\*\*

David H. Crum

Director

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**Signature**

/s/ Lyle R. Knight

Lyle R. Knight

/s/ Terrill R. Moore

Terrill R. Moore

\*\*By Power of Attorney:

**Title**

President, Chief Executive Officer and Director  
(Principal Executive Officer)

Executive Vice President, Chief Financial Officer  
(Principal Financial and Accounting Officer)

/s/ TERRILL R. MOORE

Terrill R. Moore

Attorney-in-Fact

2. SAVINGS AND PROFIT SHARING PLAN FOR EMPLOYEES OF FIRST INTERSTATE BANCSYSTEM, INC. 2006 RESTATEMENT

Pursuant to the requirements of the Securities Act, the trustee has duly caused this Post Effective Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Billings, State of Montana, on August 20, 2007.

Savings and Profit Sharing Plan for Employees of First  
Interstate  
BancSystem, Inc. 2006 Restatement

/s/ RICHARD A. MCCANN

By: Richard A. McCann

Its: Trustee

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| 4.31(10)                  |                                                                                                        |

Savings and Profit Sharing Plan for Employees  
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Form S-8,  
No. 333-76825.

(9) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 4 to  
Registration  
Statement of  
Form S-8,  
No. 333-76825.

(10) Incorporated by  
reference to the  
Registrant's Post  
Effective  
Amendment  
No. 6 to  
Registration  
Statement of  
Form S-8,  
No. 333-76825.

\* Previously filed.