

FIRST BUSINESS FINANCIAL SERVICES, INC.

Form S-4

July 08, 2014

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As filed with the Securities and Exchange Commission on July 8, 2014

Reg. No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-4**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**First Business Financial Services, Inc.**

(Exact name of registrant as specified in its charter)

**Wisconsin**  
(State or other jurisdiction of  
incorporation or organization)

**6022**  
(Primary Standard Industrial  
Classification Code Number)

**39-1576570**  
(I.R.S. Employer  
Identification No.)

**401 Charmany Drive**

**Madison, Wisconsin 53719**

**(608) 238-8008**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Corey A. Chambas**

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**Chief Executive Officer**

**First Business Financial Services, Inc.**

**401 Charmany Drive**

**Madison, Wisconsin 53719**

**Telephone No.: (608) 238-8008**

**Facsimile No.: (608) 232-5978**

(Address, including zip code, and telephone number,  
including area code, of agent for service)

**Copies to:**

<b>C.J. Wauters</b>	<b>Barbara M. Conley, Esq.</b>	<b>Mike W. Lochmann</b>
<b>Elizabeth J. Chandler</b>	Senior Vice President, Corporate	<b>T.J. Lynn</b>
Godfrey & Kahn, S.C.	Secretary and General Counsel	Stinson Leonard Street LLP
780 North Water Street	First Business Financial Services, Inc.	1201 Walnut, Suite 2900
Milwaukee, Wisconsin 53202	401 Charmany Drive	Kansas City, Missouri 64106
Telephone No.: (414) 273-3500	Madison, Wisconsin 53719	Telephone No.: (816) 842-8600
Facsimile No.: (414) 273-5198	Telephone No.: (608) 238-8008	Facsimile No.: (816) 691-3495
	Facsimile No.: (608) 232-5978	

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**Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer     
  Accelerated filer     
  Non-accelerated filer     
  Smaller reporting company  
 (Do not check if a smaller reporting company)

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(2)	Amount of registration fee(3)
Common Stock, \$0.01 par value, of First Business Financial Services, Inc. with attached common share purchase rights(4)	486,997	N/A \$	16,557,982.65 \$	2,132.67
<p>(1) Represents the maximum number of shares of common stock of First Business Financial Services, Inc., which we refer to as First Business, that may be issued to holders of shares of common stock of Aslin Group, Inc. which we refer to as Aslin Group, in the merger, based on 2,085.5 shares of Aslin Group common stock anticipated to be outstanding on the effective date of the merger to which this Form S-4 relates, multiplied by the maximum exchange ratio of 233.5154 shares of First Business common stock per share of Aslin Group common stock.</p> <p>(2) Pursuant to Rule 457(f) under the Securities Act, the proposed maximum aggregate offering price of the registrant's common stock was calculated based upon the book value of the Aslin Group shares of common stock (the securities to be canceled in the merger) and is equal to the product of (i) \$14,435.59, calculated according to Rule 457(f)(1) of the Securities Act, multiplied by (ii) 2,085.5, the maximum number of Aslin Group shares of common stock that may be canceled and exchanged for First Business common stock in the merger, less (iii) the total cash amount payable under the Merger Agreement of \$13,547,440.35.</p> <p>(3) Determined in accordance with Section 6(b) of the Securities Act at a rate equal to \$128.80 per \$1,000,000 of the proposed maximum aggregate offering price.</p> <p>(4) Each share of First Business common stock has attached thereto one common share purchase right.</p>				

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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SUBJECT TO COMPLETION, DATED JULY 8, 2014

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

First Business Financial Services, Inc., which we refer to as First Business or we, and Aslin Group, Inc., which we refer to as Aslin Group, have entered into an Agreement and Plan of Merger dated as of May 22, 2014 (which we refer to sometimes as the Merger Agreement), which provides for the combination of the two companies. Under the Merger Agreement, a wholly-owned subsidiary of First Business will merge with and into Aslin Group, with Aslin Group remaining as the surviving entity and thereby becoming a wholly-owned subsidiary of First Business (which transaction we refer to as the merger). Immediately after the merger, under the Merger Agreement, Aslin Group will merge with and into First Business, with First Business remaining as the surviving entity (which transaction we refer to as the second merger). The merger and the second merger are together referred to as the mergers. As a result of the mergers, Aslin Group's wholly-owned subsidiary, Alterra Bank, will become a wholly-owned subsidiary of First Business.

Before we complete the mergers, the stockholders of Aslin Group must approve the Merger Agreement and the transactions contemplated thereby. A special meeting of Aslin Group stockholders will be held on , 2014 for that purpose.

At the effective time of the merger, each share of Aslin Group common stock issued and outstanding immediately prior to the effective time (other than shares of Aslin Group common stock owned by First Business or its subsidiaries, or shares of Aslin Group common stock held by stockholders that have validly exercised appraisal rights under the under Section 262 et seq. of the Delaware General Corporation Law with respect to such shares) will cease to be outstanding and will be converted into the right to receive per share consideration valued at \$14,435.59, which will be payable in (i) an amount of cash equal to \$6,496.02 (the Cash Amount), and (ii) a number shares of First Business common stock having a value of \$7,939.57 (the Stock Amount). The number of shares of First Business common stock that each share of Aslin Group common stock will have the right to receive as the Stock Amount will equal \$7,939.57 divided by the Bloomberg VWAP (as defined below) of First Business common stock; provided, however, that if the number of shares as so calculated (1) is greater than 233.5154, such number will be reduced to 233.5154, or (2) is less than 155.6766, such number will be increased to 155.6766. As a result, if the Bloomberg VWAP of the First Business common stock is less than \$34.00, the value of the Stock Amount will be less than \$7,939.57, and if the Bloomberg VWAP exceeds \$51.00, the value of the Stock Amount will be greater than \$7,939.57. Cash will be paid in lieu of issuing fractional shares of First Business common stock. Bloomberg VWAP is defined as the volume-weighted average closing price of First Business common stock on NASDAQ according to the Bloomberg VWAP Price and Volume Dashboard during the 10 consecutive trading days ending on and including the third trading day immediately before the date the merger closes.

We expect the mergers, taken together, to be a tax-free transaction for Aslin Group stockholders except as provided in Material United States Federal Income Tax Consequences of the Mergers.

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The market price of First Business common stock will fluctuate before the merger. You should obtain a current stock price quotation for First Business common stock. First Business common stock is traded on The NASDAQ Global Select Market under the symbol **FBIZ** .

Aslin Group's board of directors has unanimously determined that the combination of Aslin Group and First Business is in the best interests of Aslin Group stockholders based upon its analysis, investigation and deliberation, and Aslin Group's board of directors unanimously recommends that the Aslin Group stockholders vote **FOR** the approval of the Merger Agreement and the transactions contemplated thereby. Stockholders of Aslin Group are also being asked to vote on a proposal to approve certain payments and benefits to Pamela Berneking, President and Chief Executive Officer of Alterra Bank. The proposal requires the affirmative vote of more than 75% of the issued and outstanding shares of Aslin Group common stock as of the record date, excluding those shares held by Ms. Berneking. Approval of these payments is not a condition of the merger. Aslin Group's board of directors unanimously recommends that the Aslin Group stockholders vote **FOR** the approval of the proposal regarding the payments and benefits to Ms. Berneking.

**You should read this entire proxy statement/prospectus, including the appendices and the documents incorporated by reference into the document, carefully because it contains important information about the merger and the related**

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transactions. In particular, you should read carefully the information under the section entitled **Risk Factors** beginning on page 12.

The shares of First Business common stock are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency. Stock is subject to investment risks, including loss of value.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the merger described in this proxy statement/prospectus or the First Business common stock to be issued in the merger, or passed upon the adequacy or accuracy of this proxy statement/prospectus. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated           , 2014.

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This document incorporates by reference important business and financial information about First Business that is not included in or delivered with this document. See Where You Can Find More Information beginning on page 74 of the document for a list of documents that First Business has incorporated by reference into this document. These documents are available to you without charge upon written or oral request made to:

First Business Financial Services, Inc.  
401 Charmany Drive  
Madison, Wisconsin 53719  
Attention: Corporate Secretary  
(608) 238-8008

To obtain timely delivery of these documents, you must request the information no later than \_\_\_\_\_, 2014, in order to receive them before Aslin Group's special meeting of stockholders.

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**ASLIN GROUP, INC.**  
**11300 Tomahawk Creek Parkway, Suite 100**  
**Leawood, KS 66211**

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**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**  
**TO BE HELD ON      , 2014**

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NOTICE IS HEREBY GIVEN that a special meeting of stockholders of Aslin Group, Inc. which we refer to as Aslin Group, will be held at Aslin Group's principal executive offices located at 11300 Tomahawk Creek Parkway, Suite 100, Leawood, Kansas, at      Central Time, on      , 2014, for the following purposes:

1. To approve the Agreement and Plan of Merger, which we refer to as the Merger Agreement, dated as of May 22, 2014, between First Business Financial Services, Inc., Aslin Group, and AGI Acquisition Corp., and the transactions contemplated thereby. This proposal is referred to as the Merger Proposal.
2. To approve certain payments and benefits to Pamela Berneking, President and Chief Executive Officer of Alterra Bank. This proposal is referred to as the 280G Proposal. Approval of the 280G Proposal is not a condition of the merger.

Aslin Group will transact no other business at the special meeting, except for business properly brought before the special meeting or any adjournment or postponement of such meeting.

The Merger Proposal and the 280G Proposal are described in more detail in the attached proxy statement/prospectus, which you should read carefully in its entirety before you vote. A copy of the Merger Agreement is attached as Appendix A to the proxy statement/prospectus.

Aslin Group's board of directors has set      , 2014, as the record date for the special meeting. All holders of record of Aslin Group common stock at the close of business on the record date will be notified of the special meeting. Only holders of record of Aslin Group common stock at the close of business on      , 2014, will be entitled to vote at the special meeting and any adjournments or postponements thereof. Any stockholder entitled to attend and vote at the special meeting is entitled to appoint a proxy to attend and vote on such stockholder's behalf. Such proxy need not be a holder of Aslin Group common stock.

Your vote is very important. To ensure your representation at the special meeting, please complete and return the enclosed proxy card. Please vote promptly whether or not you expect to attend the special meeting. Submitting a proxy now will not prevent you from being able to vote in



person at the special meeting.

Aslin Group's board of directors has unanimously adopted and approved the Merger Agreement and the transactions contemplated thereby, and recommends that you vote FOR approval of the Merger Proposal and the 280G Proposal.

**BY ORDER OF THE BOARD OF DIRECTORS**

Malcolm M. Aslin

Chairman and Chief Executive Officer

, 2014

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND SPECIAL MEETING**

The following questions and answers briefly address some commonly asked questions about the merger and the special meeting. They may not include all the information that is important to the stockholders of Aslin Group. Each stockholder of Aslin Group should read this entire proxy statement/prospectus carefully, including the appendices and other documents referred to in this proxy statement/prospectus.

**Q: Why am I receiving these materials?**

A: Aslin Group is sending these materials to its stockholders to help them decide how to vote their shares of Aslin Group common stock with respect to the proposed merger and the other matters to be considered at the special meeting described below.

The merger cannot be completed unless Aslin Group stockholders approve the Merger Agreement. Aslin Group is holding a special meeting of stockholders to vote on the Merger Agreement as described in Special Meeting of Stockholders . Information about the special meeting and the merger is contained in this proxy statement/prospectus.

This proxy statement/prospectus constitutes a prospectus of First Business and a proxy statement of Aslin Group. It is a proxy statement because the board of directors of Aslin Group is soliciting proxies from Aslin Group's stockholders. It is a prospectus because First Business will issue shares of its common stock in exchange for shares of Aslin Group common stock in the merger.

**Q: What will Aslin Group stockholders receive in the merger?**

A: Under the terms of the Merger Agreement, Aslin Group stockholders will receive their pro rata share of the total consideration, which consists of (i) \$13,547,449.71 in cash, and (ii) shares of First Business common stock that, valued at the volume-weighted average closing price of First Business common stock on The NASDAQ Global Select Market, which we refer to as NASDAQ , according to the Bloomberg VWAP (as defined below), ranging between \$34.00 per share and \$51.00 per share, will have a total value of \$16,557,973.24. Bloomberg VWAP is defined as the volume-weighted average closing price of First Business common stock on NASDAQ according to the Bloomberg VWAP Price and Volume Dashboard during the 10 consecutive trading days ending on and including the third trading day immediately before the date the merger closes.

**Q: What will an Aslin Group stockholder receive for each share of Aslin Group common stock?**

A: At the effective time of the merger, each share of Aslin Group common stock issued and outstanding immediately prior to the effective time (other than shares of Aslin Group common stock owned by First Business or its subsidiaries, or shares of Aslin Group common

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stock held by stockholders that have validly exercised appraisal rights under Section 262 et seq. of the Delaware General Corporation Law, which we refer to as the DGCL, with respect to such shares) will cease to be outstanding and will be converted into the right to receive per share consideration valued at \$14,435.59, which will be payable in (i) an amount of cash equal to \$6,496.02, and (ii) a number shares of First Business common stock having a value of \$7,939.57. The number of shares of First Business common stock that each share of Aslin Group common stock will have the right to receive as the Stock Amount will equal \$7,939.57 divided by the Bloomberg VWAP of the First Business common stock; provided, however, that if the number of shares as so calculated (1) is greater than 233.5154, such number will be reduced to 233.5154, or (2) is less than 155.6766, such number will be increased to 155.6766. As a result, if the Bloomberg VWAP of the First Business common stock is less than \$34.00, the value of the Stock Amount will be less than \$7,939.57, and if the Bloomberg VWAP exceeds \$51.00, the value of the Stock Amount will be greater than \$7,939.57. Cash will be paid in lieu of issuing fractional shares of First Business common stock. See The Merger beginning on page 24 for a more detailed discussion of the per-share merger consideration.

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**Q: How are outstanding Aslin Group stock options, restricted stock and warrants addressed in the Merger Agreement?**

A: On the effective date of the merger, all outstanding unvested stock options, restricted stock and warrants issued by Aslin Group will vest. Immediately prior to the completion of the merger, all options and warrants will have been exercised, and Aslin Group will have received the entire exercise price for the stock options and warrants. The shares of Aslin Group common stock issued upon the exercise of the warrants and options will be exchanged for shares of First Business common stock pursuant to the Merger Agreement.

**Q: When do First Business and Aslin Group expect to complete the merger?**

A: First Business and Aslin Group expect to complete the merger after all conditions to the merger in the Merger Agreement are satisfied or waived, including after stockholder approvals are received at the special meeting of Aslin Group stockholders and all required regulatory approvals are received. First Business and Aslin Group currently expect to complete the merger in late 2014. It is possible, however, that as a result of factors outside of either company's control, the merger may be completed at a later time, or may not be completed at all.

**Q: How will the merger consideration received by Aslin Group stockholders affect First Business shareholders?**

A: As a result of First Business's issuance of new shares to Aslin Group stockholders in combination with the cash being paid by First Business, current First Business shareholders will experience dilution in terms of percentage of ownership. Following the closing of the merger, current First Business shareholders will own approximately 91% of the outstanding common stock of First Business, and current Aslin Group stockholders will own approximately 9% of the outstanding common stock of First Business. These percentages are for illustration purposes only and are based upon an assumed Bloomberg VWAP of the First Business common stock of \$42.50, and will increase or decrease based on the actual Bloomberg VWAP of the First Business common stock as described in more detail on page 24.

**Q: What am I being asked to vote on?**

A: Aslin Group stockholders are being asked to vote on the following proposals:

1. Approval of the Merger Proposal.
2. Approval of the 280G Proposal. Approval of the 280G Proposal is not a condition of the merger.

**Q: How does the board of directors of Aslin Group recommend that I vote?**

A: Aslin Group's board of directors unanimously recommends that Aslin Group stockholders vote **FOR** the proposals described in this proxy statement/prospectus.

For a discussion of interests in Aslin Group's directors and executive officers in the merger that may be different from, or in addition to, the interests of Aslin Group stockholders generally, see "The Merger" Interests of Aslin Group Directors and Executive Officers in the Merger, beginning on page 36.

**Q: What do I need to do now?**

A: After carefully reading and considering the information contained in this proxy statement/prospectus, Aslin Group stockholders should complete, sign and date the enclosed proxy card and return it in the enclosed envelope as soon as possible so that their shares will be represented at Aslin Group's special meeting.

Please follow the instructions set forth on the proxy card or on the voting instruction form provided by the record holder if your shares are held in the name of your broker or other nominee.



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**Q: How do I cast my vote?**

A: If you are a stockholder of record of Aslin Group as of the record date for the special meeting, you may vote by signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided. You may also cast your vote in person at Aslin Group's special meeting.

**Q: When and where is the special meeting?**

A: The special meeting of Aslin Group stockholders will be held at Aslin Group's principal executive offices located at 11300 Tomahawk Creek Parkway, Suite 100, Leawood, Kansas, at Central Time, on , 2014. All stockholders of Aslin Group as of the record date, or their duly appointed proxies, may attend the special meeting.

**Q: What vote is required to approve each proposal to be considered at the special meeting?**

A: Approval of the Merger Proposal requires the affirmative vote of a majority of all of the outstanding shares of Aslin Group, which we refer to as the Requisite Vote. The affirmative vote of more than 75% of the issued and outstanding shares of Aslin Group common stock as of the record date, excluding those shares held by Pamela Berneking, is required to approve the 280G Proposal. Abstentions are not considered votes cast, but are included in determining whether there is a quorum present.

**Q: What if I abstain from voting or do not vote?**

A: For the purposes of the special meeting, an abstention, which occurs when an Aslin Group stockholder attends the special meeting, either in person or by proxy, but abstains from voting, will have the same effect as a vote against the Merger Proposal and the 280G Proposal.

**Q: May I change my vote or revoke my proxy after I have delivered my proxy or voting instruction card?**

A: Yes. You may change your vote at any time before your proxy is voted at the applicable special meeting:

- by sending a notice of revocation to the corporate secretary of Aslin Group;

- by sending a completed proxy card bearing a later date than your original proxy card; or
- by attending the special meeting and voting in person and requesting to change your vote; however, your attendance alone will not revoke any proxy.

If you choose the first method, you must take the described action no later than the beginning of the special meeting. If you choose to send a completed proxy card bearing a later date than your original proxy card, the new proxy card must be received before the beginning of the special meeting. If you have instructed a bank, broker or other nominee to vote your shares of Aslin Group common stock, you must follow the directions you receive from your bank, broker or other nominee in order to change or revoke your vote.

**Q: What happens if I sell my shares after the applicable record date but before the applicable special meeting?**

A: The applicable record date for the special meeting is earlier than both the date of such meeting and the date that the merger is expected to be completed. If you transfer your Aslin Group common stock after the record date but before the date of the special meeting, you will retain your right to vote at the special meeting (provided that such shares remain outstanding on the date of the special meeting), but you will not have the right to receive any merger consideration for the transferred shares. You will only be entitled to receive the merger consideration for shares that you own at the effective time of the merger.

**Q: What do I do if I receive more than one proxy statement/prospectus or set of voting instructions?**

A: If you hold shares directly as a record holder and also through a nominee, you may receive more than one proxy statement/prospectus and/or set of voting instructions relating to the applicable special meeting. Each of these should be voted or returned separately to ensure that all of your shares are voted.

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**Q: What are the federal income tax consequences of the merger?**

A: The mergers, taken together, will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code ). It is a condition to the closing of the merger that Stinson Leonard Street LLP, counsel to Aslin Group, will have delivered an opinion to Aslin Group to the same effect at or prior to the effective time of the merger.

You may recognize gain, but you will not recognize loss, upon the exchange of your shares of Aslin Group common stock for shares of First Business common stock and cash. If the sum of the fair market value of the First Business common stock and the amount of cash you receive in exchange for your shares of Aslin Group common stock exceeds the cost basis of your shares of Aslin Group common stock, you will recognize taxable gain equal to the lesser of the amount of such excess or the amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of Aslin Group common stock. Depending on certain facts specific to you, any gain could instead be characterized as dividend income.

For a more detailed discussion of the material United States federal income tax consequences of the transaction, see Material United States Federal Income Tax Consequences of the Mergers beginning on page 49.

Tax matters are very complicated, and the consequences of the merger to any particular stockholder will depend on that stockholder's particular facts and circumstances. Accordingly, you are urged to consult your own tax advisor to determine your tax consequences from the merger.

**Q: Do I have appraisal or dissenters' rights?**

A: Aslin Group stockholders are entitled to appraisal rights under Section 262 et seq. of the DGCL. If you wish to assert appraisal rights, you must deliver to Aslin Group before the vote is taken written notice of your intent to demand payment for your shares if the proposed action is effectuated and you must not vote in favor of the proposed action. The procedure for dissenting is described in more detail in The Merger section under the heading Appraisal Rights .

First Business shareholders are not entitled to any dissenters' or appraisal rights.

**Q: Should I send in my stock certificates now?**

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A: No. Please do not send your stock certificates with your proxy card. If you are a holder of Aslin Group common stock, prior to the effective time of the merger, you will receive written instructions from Computershare Investor Services, Inc., the exchange agent in connection with the merger, regarding how to exchange your stock certificates for First Business common stock.

First Business shareholders will not be required to exchange or take any other action regarding their stock certificates in connection with the merger. First Business shareholders holding stock certificates should keep their stock certificates both now and after the merger is completed.

**Q: Whom should I contact if I have any questions about the proxy materials or the special meeting?**

A: If you have any questions about the merger or any of the proposals to be considered at the special meeting, need assistance in submitting your proxy or voting your shares or need additional copies of this proxy statement/prospectus or the enclosed proxy card, you should contact Aslin Group.

Aslin Group, Inc., Attn: Corporate Secretary  
11300 Tomahawk Creek Parkway, Suite 100  
Leawood, KS 66211  
Telephone: (913) 681-2223

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**SUMMARY**

This summary highlights selected information from this proxy statement/prospectus. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer you in order to fully understand the merger and the related transactions. See *Where You Can Find More Information* on page 74 of this proxy statement/prospectus. Each item in this summary refers to the page of this proxy statement/prospectus on which that subject is discussed in more detail.

**The Companies**

***First Business Financial Services, Inc.***

First Business is a registered bank holding company incorporated in 1986 under the laws of the State of Wisconsin and is engaged in the commercial banking business through its wholly-owned banking subsidiaries, First Business Bank and First Business Bank Milwaukee (the First Business Banks). All of its operations are conducted through the First Business Banks and certain subsidiaries of First Business. The First Business Banks operate as business banks focusing on delivering a full line of commercial banking products and services tailored to meet the specific needs of small- and medium-sized businesses, business owners, executives, professionals and high net worth individuals. First Business does not utilize a branch network to attract retail clients.

First Business common stock is traded on The NASDAQ Global Select Market under the symbol *FBIZ*.

First Business principal executive office is located at 401 Charmany Drive, Madison, Wisconsin, and its telephone number is (608) 238-8008. First Business internet address is [www.firstbusiness.com](http://www.firstbusiness.com). Additional information about First Business is included under *First Business* and *Where You Can Find More Information* included elsewhere in this proxy statement/prospectus.

***Aslin Group, Inc.***

Aslin Group is a bank holding company headquartered in Leawood, Kansas. Aslin Group's principal business activities are conducted through its full-service, commercial bank subsidiary, Alterra Bank, a Kansas state-chartered bank with deposits insured by the FDIC. Alterra Bank has two facilities in Kansas. Like First Business, Alterra Bank operates an entrepreneurial business banking franchise, providing financing to small to middle market businesses seeking commercial term loans, commercial real estate loans and commercial lines of credit, as well as offering private banking services to individuals. In addition, Alterra Bank is the number one most active U.S. Small Business Administration lender in the Kansas City SBA district. Alterra Bank had \$223 million in assets, including \$184 million in loans, as well as \$192 million in deposits, as of May 31, 2014.

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Aslin Group's common stock is not listed on an exchange or quoted on any automated services, and there is no established trading market for shares of Aslin Group common stock.

Aslin Group's principal office is located at 11300 Tomahawk Creek Parkway, Suite 100, Leawood, KS 66211, and its telephone number at that location is (913) 681-2223. Aslin Group's internet address is [www.alterrabank.com](http://www.alterrabank.com). Additional information about Aslin Group is included under "Aslin Group" included elsewhere in this proxy statement/prospectus.

### *AGI Acquisition Corp.*

AGI Acquisition Corp., which we refer to as "Acquisition Sub," is a Delaware corporation that was formed to facilitate transactions contemplated by the Agreement and Plan of Merger dated as of May 22, 2014 (the "Merger Agreement"), and is a wholly-owned subsidiary of First Business. Acquisition Sub will not conduct any activities other than those contemplated by the Merger Agreement.

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**The Mergers**

The Merger Agreement provides that, subject to its terms and conditions and in accordance with Delaware law, Acquisition Sub will merge with and into Aslin Group, with Aslin Group being the surviving corporation in the merger and thereby becoming a wholly-owned subsidiary of First Business. This transaction is referred to in this proxy statement/prospectus as the merger. Immediately following the merger and as part of a single integrated transaction, Aslin Group will be merged with and into First Business, with First Business being the surviving corporation in that second-step merger, referred to as the second merger. The merger and the second merger are together referred to as the mergers.

First Business and Aslin Group expect the mergers contemplated by the Merger Agreement, taken together, to be a tax-free transaction for Aslin Group stockholders except as provided in Material United States Federal Income Tax Consequences of the Mergers.

**Merger Consideration**

At the effective time of the merger, each share of Aslin Group common stock issued and outstanding immediately prior to the effective time (other than shares of Aslin Group common stock owned by First Business or its subsidiaries, or shares of Aslin Group common stock held by stockholders that have validly exercised appraisal rights under the DGCL with respect to such shares) will cease to be outstanding and will be converted into the right to receive per share consideration valued at \$14,435.59, which will be payable in (i) an amount of cash equal to \$6,496.02, and (ii) a number shares of First Business common stock having a value of \$7,939.57. The number of shares of First Business common stock that each share of Aslin Group common stock will have the right to receive as the Stock Amount will equal \$7,939.57 divided by the Bloomberg VWAP of the First Business common stock; provided, however, that if the number of shares as so calculated (1) is greater than 233.5154, such number will be reduced to 233.5154, or (2) is less than 155.6766, such number will be increased to 155.6766. As a result, if the Bloomberg VWAP of the First Business common stock is less than \$34.00, the value of the Stock Amount will be less than \$7,939.57, and if the Bloomberg VWAP exceeds \$51.00, the value of the Stock Amount will be greater than \$7,939.57. Cash will be paid in lieu of issuing fractional shares of First Business common stock.

**Recommendation of Aslin Group's Board of Directors**

Aslin Group's board of directors recommends that holders of Aslin Group common stock vote **FOR** the Merger Proposal and 280G Proposal. For further discussion of Aslin Group's reasons for the merger and the recommendations of Aslin Group's board of directors, see The Merger Background of the Merger and The Merger Aslin Group's Reasons for the Merger and Recommendation of Aslin Group's Board of Directors.

**Interests of Aslin Group Directors and Executive Officers in the Merger**

Certain of Aslin Group's directors and executive officers have interests in the merger as individuals in addition to, or different from, their interests as stockholders of Aslin Group, including, but not limited to, (i) potential payments under their employment agreements, (ii) continuation of employment after the merger, and (iii) accelerated vesting of options and restricted stock.

In connection with the merger, First Business has entered into employment-related agreements with certain executive officers of Aslin Group and Alterra Bank, including Pamela Berneking, Kent Brown, Doug Hoelscher, Jason Moxness, and Tim Gervy.

Certain directors and officers of Aslin Group have options that entitle them to purchase, in the aggregate, up to 45.5 shares of Aslin Group's common stock and 66 shares of Aslin Group's common stock are subject to a warrant held by Malcolm M. Aslin, the Chairman and CEO of Aslin Group. Any outstanding options that are not vested will become immediately vested in connection with the merger. Under the terms of the Merger Agreement, all such outstanding options already vested or vesting as a result of a change in control pursuant to any incentive compensation plan, including the Aslin Group 2010 Equity Incentive Plan, will be exercised as of the effective time of the merger or will expire, and the shares issuable upon exercise thereof will be exchanged for shares of First Business common stock pursuant to the Merger Agreement.



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In addition, certain officers of Aslin Group hold restricted shares of Aslin Group common stock. All of the 30.75 outstanding unvested shares of Aslin Group restricted stock will vest on the effective date of the merger, and will also be converted into cash and shares of First Business common stock pursuant to the Merger Agreement.

For further discussion of the interests of Aslin Group's directors and executive officers in the merger, see "The Merger" "Interests of Aslin Group Directors and Executive Officers in the Merger" .

**Stockholder Voting Agreement**

In order to induce First Business to enter into the Merger Agreement, certain stockholders of Aslin Group who own, in the aggregate, 63.857 percent of the outstanding shares of Aslin Group common stock as of the record date, have each agreed that at any meeting of the stockholders of Aslin Group or in connection with any written consent of the stockholders of Aslin Group, such stockholder will vote all shares of Aslin Group common stock held of record or beneficially owned by such stockholder (to the extent the stockholder has the right to vote or direct the voting of such shares) in favor of the Merger Agreement and take certain other actions. See "Aslin Group Special Meeting of Stockholders Stockholder Voting Agreement" .

**Appraisal Rights**

The Aslin Group stockholders are entitled to appraisal rights under Section 262 et seq. of the DGCL. Those rights, if properly exercised, will allow a stockholder who does not wish to accept the consideration provided for by the Merger Agreement instead to obtain payment of the fair value of the stockholder's shares of Aslin Group common stock. If you wish to assert appraisal rights, you must deliver to Aslin Group before the vote is taken written notice of your intent to demand payment for your shares if the proposed action is effectuated and you must not vote in favor of the proposed action. The procedure for dissenting is described in more detail in "The Merger" section under the heading "Appraisal Rights" .

First Business shareholders are not entitled to any appraisal or dissenters' rights.

**Regulatory Matters**

Each of First Business and Aslin Group has agreed to use its reasonable best efforts to obtain all regulatory approvals required to complete the merger and the other transactions contemplated by the Merger Agreement. These approvals include approval from the Board of Governors of the Federal Reserve System, which is referred to as the "Federal Reserve" , and the Office of the State Bank Commissioner of Kansas, which is referred to as the "Kansas Bank Commissioner" . First Business has filed all applications and notifications necessary to obtain these regulatory approvals. There can be no assurance that such approvals will be received on a timely basis or at all, or as to the ability of First Business and Aslin Group to obtain the approvals on satisfactory terms or that there will be no litigation challenging such approvals. See "Terms of the Merger Agreement" "Regulatory Matters" .

**Conditions to Completion of the Merger**

Currently, First Business and Aslin Group expect to complete the merger in late 2014. As more fully described in this proxy statement/prospectus and in the Merger Agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived. We cannot provide assurance as to when or if all of the conditions to the merger can or will be satisfied or waived by the appropriate party.

**Termination of the Merger Agreement**

As more fully described in this proxy statement/prospectus and in the Merger Agreement, the Merger Agreement can be terminated by either party at any time before completion of the merger under certain circumstances, including, without limitation:

- by mutual written consent;
- if the merger has not been consummated by March 31, 2015, unless certain conditions are met;

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- if a governmental authority has taken action to restrain, enjoin or otherwise prohibit the mergers; or
- if the Requisite Vote is not obtained, with certain exceptions.

As more fully described in this proxy statement/prospectus and in the Merger Agreement, the Merger Agreement can be terminated by Aslin Group at any time before completion of the merger under certain circumstances, including, without limitation:

- upon certain types of breach of the Merger Agreement by First Business;
- if any of the closing conditions to the obligations of Aslin Group to effect the merger have not been satisfied or waived;
- if Aslin Group opts to enter into a definitive agreement with respect to a Superior Offer (as defined in the Merger Agreement), after complying with its obligations related to the non-solicitation of alternative business combination transactions; or
- if there has been a First Business material adverse effect.

As more fully described in this proxy statement/prospectus and in the Merger Agreement, the Merger Agreement can be terminated by First Business at any time prior to completion of the merger under certain circumstances, including, without limitation:

- upon certain types of breach of the Merger Agreement by Aslin Group;
- if there is a Change of Recommendation (as defined in the Merger Agreement) or if Aslin Group materially violates or breaches its non-solicitation obligations relating to alternative business combination transactions;
- if any of the closing conditions to the obligations of First Business to effect the merger have not been satisfied or waived; or
- if there has been a Aslin Group material adverse effect.

### **Expenses and Termination Fees**

The Merger Agreement provides that, in the event of termination of the Merger Agreement (i) by First Business if there is a Change of Recommendation or if Aslin Group shall have materially violated or breached its obligations not to solicit proposals relating to alternative business combination transactions, (ii) by Aslin Group in order to enter into a definitive agreement with respect to an unsolicited Superior Offer (as defined in the Merger Agreement), or (iii) by either party if the Requisite Vote of Aslin Group's stockholders is not obtained at the Aslin Group stockholders' meeting and there has been a Change of Recommendation, then Aslin Group will pay a termination fee of \$1.2 million to First Business within two business days after such termination.

Except for the registration fee and other fees paid to the Securities and Exchange Commission, referred to as the SEC, in connection with the merger, which will be paid by First Business, and any termination fee, which will be paid by Aslin Group, all fees and expenses incurred in connection with the merger (including the costs and expense of printing and mailing this proxy statement/prospectus) will be paid by the party incurring such fees or expenses.

### **Matters to Be Considered at the Special Meeting**

Aslin Group stockholders will be asked to vote on the following proposals:

1. Approval of the Merger Proposal.
2. Approval of the 280G Proposal.

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Approval of the Merger Proposal is required for the completion of the merger. Approval of the 280G Proposal is not a condition of the merger. Aslin Group's board of directors recommends that Aslin Group stockholders vote **FOR** the proposals described in this proxy statement/prospectus. For further discussion of the special meeting, see Special Meeting of Stockholders.

**Rights of Aslin Group Stockholders Will Change as a Result of the Merger**

The rights of Aslin Group stockholders are governed by Delaware law and Aslin Group's certificate of incorporation and bylaws, and the rights of First Business shareholders are governed by Wisconsin law and First Business' articles of incorporation and bylaws. Upon the completion of the merger, Aslin Group stockholders will no longer have any direct interest in Aslin Group. Aslin Group stockholders will only participate in the combined company's future earnings and potential growth through their ownership of First Business common stock. All of the other incidents of direct stock ownership in Aslin Group will be extinguished upon completion of the merger. Following the merger, the rights of former Aslin Group stockholders will be governed by Wisconsin law and First Business' articles of incorporation and bylaws. Therefore, Aslin Group stockholders will have different rights once they become First Business shareholders. See Comparison of Rights of Holders of First Business and Aslin Group Common Stock.

**Price Range of Common Stock and Dividends**

First Business common stock is listed on The NASDAQ Global Select Market under the symbol FBIZ. The following table sets forth, for the periods indicated, the high and low reported sale prices per share of First Business common stock on the NASDAQ and cash dividends declared per share of First Business common stock.

	High	Low	Dividend Declared
<b>2014</b>			
First Quarter	\$ 48.14	\$ 36.79	\$ 0.21
Second Quarter	49.13	39.96	0.21
Third Quarter (through July 7, 2014)	47.845	45.93	0.00
<b>2013</b>			
First Quarter	\$ 27.99	\$ 22.84	\$ 0.14
Second Quarter	30.10	25.51	0.14
Third Quarter	33.95	29.03	0.14
Fourth Quarter	38.65	29.97	0.14
<b>2012</b>			
First Quarter	\$ 19.00	\$ 14.81	\$ 0.07
Second Quarter	23.50	16.20	0.07
Third Quarter	24.51	20.00	0.07
Fourth Quarter	26.30	22.38	0.07

First Business' ability to pay dividends to its shareholders may be affected by both general corporate law considerations and policies of the Federal Reserve applicable to bank holding companies. As a Wisconsin corporation, First Business is subject to the limitations of the Wisconsin Business Corporation Law, which prohibit it from paying dividends if such payment would: (i) render it unable to pay its debts as they become due in the usual course of business, or (ii) result in its assets being less than the sum of its total liabilities plus the amount needed to satisfy the preferential rights upon dissolution of any shareholders with preferential rights superior to those shareholders receiving the dividend.

As a general matter, the Federal Reserve has indicated that the board of directors of a bank holding company should eliminate, defer or significantly reduce dividends to shareholders if: (i) the bank holding company's net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with the bank

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holding company's capital needs and overall current and prospective financial condition; or (iii) such bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. The Federal Reserve also possesses enforcement powers over bank holding companies and their nonbank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks and bank holding companies.

Aslin Group's common stock is not listed on an exchange or quoted on any automated services, and there is no established trading market for shares of Aslin Group common stock. Also, all outstanding shares of Aslin Group common stock are subject to a Shareholders' Agreement restricting the transfer of such shares (although the Shareholders' Agreement is inapplicable to the merger and will terminate in accordance with its terms as a result of the merger). As a result, Aslin Group does not have sufficient data to estimate a market value of shares of Aslin Group common stock. The holders of shares of Aslin Group common stock are entitled to dividends when, as and if declared by the board of directors, subject to the restrictions imposed by law, including the requirements of the Federal Reserve summarized above. Since its formation in 2009, Aslin Group has never paid a dividend. Under the Merger Agreement, Aslin Group is prohibited from declaring or paying any dividend on, or making any other distribution in respect of, its outstanding shares of capital stock prior to the effective date of the Merger Agreement.

**Selected Historical Financial Data of First Business**

The table below presents selected First Business historical financial data for the five years ended December 31, 2013, which are derived from its previously filed audited consolidated financial statements for those years and historical financial data for the three months ended March 31, 2014 and March 31, 2013, which are derived from its unaudited consolidated financial statements for those three months.

You should read the following table together with the historical financial information that First Business has presented in its prior SEC filings. First Business has incorporated this material into this document by reference. See "Where You Can Find More Information" on page 74.

	As of and for the Three Months Ended March 31 (unaudited)		As of and for the Year Ended December 31,				
	2014	2013	2013	2012	2011	2010	2009
	(Dollars In Thousands, Except Per Share Data)						
<b>INCOME STATEMENT:</b>							
Interest income	\$ 13,402	\$ 13,319	\$ 53,810	\$ 54,766	\$ 56,217	\$ 56,626	\$ 56,356
Interest expense	2,601	3,090	11,705	16,885	20,756	24,675	28,322
Net interest income	10,801	10,229	42,105	37,881	35,461	31,951	28,034
Provision for loan and lease losses	180	80					