

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 31st 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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First Amendment to the Savings and Profit Sharing Plan for Employees

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 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.

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