

Edgar Filing: First Business Financial Services, Inc. - Form 8-K

First Business Financial Services, Inc.
Form 8-K
February 10, 2006

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report
(Date of earliest
event reported): February 6, 2006

First Business Financial Services, Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|--------------------------------------|
| Wisconsin | 0-51028 | 39-1576570 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

401 Charmany Drive, Madison, Wisconsin 53719

(Address of principal executive offices, including zip code)

(608) 238-8008

(Registrant's telephone number)

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:

- 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))

Item 1.01. Entry into a Material Definitive Agreement.

On February 6, 2006, First Business Financial Services, Inc. ("FBFS"), through its wholly-owned subsidiary, First Business Capital Corp. ("FBCC"), entered into an Executive Change-in-Control Severance Agreement (the "Agreement"), effective January 3, 2006, with Charles H. Batson (the "Executive") in connection with the commencement of his employment with FBCC on January 3, 2006 and his related employment agreement with FBCC.

The Agreement provides that the Executive is entitled to benefits if, within twelve calendar months after a change in control of FBFS or FBCC (as defined in the Agreement), the Executive's employment is involuntarily terminated by FBCC without cause (as defined in the Agreement) or the Executive terminates his employment for good reason (as defined in the Agreement), or if, within six months prior to a change in control of FBFS or FBCC, the Executive's employment is involuntarily terminated by FBCC at the request of the party involved in the change in control transaction. The benefits provided would be: (a) a lump sum payment of accrued base salary, vacation pay and unreimbursed

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expenses, (b) any bonus payable to the Executive, which shall be payable in four equal semiannual installments, (c) cash equal to two times the Executive's base salary at the time of termination or, if greater, the Executive's base salary at the time of the change in control, payable in four equal semiannual installments (d) a lump sum equal to the Executive's target bonus at the time of termination or, if greater, the Executive's target bonus at the time of the change in control, payable in four equal semiannual installments, and (e) subject to certain limitations, continued health insurance coverage for 18 months following the effective date of termination at the same coverage level and cost to the Executive as immediately prior to the effective date of termination. The Agreement provides that if any portion of the benefits under the Agreement would constitute an excess parachute payment for purposes of the Internal Revenue Code, then the total payments under the Agreement will be reduced such that the Executive would not be required to pay the excise tax, provided that the reduction will only be made to the extent that the reduction would result in an increase in the aggregate payments and benefits to be provided under the Agreement, net of taxes.

The foregoing description of the Agreement is qualified in its entirety by reference to the full text of the form of the Agreement, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibit is being filed herewith:
 - (10.1) Form of Executive Change in Control Severance Agreement.

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SIGNATURES

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

FIRST BUSINESS FINANCIAL SERVICES, INC.

Date: February 10, 2006

By: /s/ James F. Ropella
James F. Ropella
Senior Vice President and Chief Financial Officer

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FIRST BUSINESS FINANCIAL SERVICES, INC.

Exhibit Index to Current Report on Form 8-K

Exhibit
Number

10.1 Form of Executive Change in Control Severance Agreement.