

OLD NATIONAL BANCORP /IN/  
Form 8-K  
October 28, 2013

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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):

October 25, 2013

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

Not Applicable

Former name or former address, if changed since last report

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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 25, 2013, Old National Bancorp (the "Company"), an Indiana corporation, following approval by its Board of Directors, filed Articles of Restatement to the Company's Articles of Incorporation with the Indiana Secretary of State, which included the Third Amended and Restated Articles of Incorporation of Old National Bancorp. The Third Amended and Restated Articles of Incorporation were effective upon filing the Articles of Restatement with the Indiana Secretary of State. The Third Amended and Restated Articles of Incorporation included amendments which eliminated the Series A Preferred Stock and Fixed Rate Cumulative Perpetual Preferred Stock, Series T, and made related conforming changes. Neither Series had any outstanding shares.

The Third Amended and Restated Articles of Incorporation of Old National Bancorp are filed as Exhibit 3.1 and incorporated herein by reference.

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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.

Old National Bancorp

*October 28, 2013*

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight  
Title: Executive Vice President, Chief Legal Counsel and  
Corporate Secretary*

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Exhibit Index

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Third Amended and Restated Articles of Incorporation of Old National Bancorp