

Edgar Filing: United Community Bancorp - Form SC 13D

United Community Bancorp  
Form SC 13D  
April 04, 2006

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

United Community Bancorp

-----  
(Name of Issuer)

Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

90984H 10 3

-----  
(CUSIP Number)

William F. Ritzmann  
President and Chief Executive Officer  
United Community MHC  
92 Walnut Street  
Lawrenceburg, Indiana 47025  
(812) 537-4822

-----  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

March 30, 2006

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(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  .

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CUSIP No. 90984H 10 3  
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SCHEDULE 13D

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)																					
	United Community MHC  Being Applied For																					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) /_/ (b) /_/																				
3	SEC USE ONLY																					
4	SOURCE OF FUNDS OO																					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	/_/																				
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States																					
	<table border="0" style="width: 100%;"> <tr> <td style="width: 30%;"></td> <td style="width: 5%; text-align: center;">7</td> <td style="width: 60%;">SOLE VOTING POWER</td> <td style="width: 5%;"></td> <td style="width: 10%; text-align: right;">4,655,200</td> </tr> <tr> <td style="vertical-align: top;">                             NUMBER OF                              SHARES                              BENEFICIALLY                              OWNED BY                              EACH                              REPORTING                              PERSON                              WITH                         </td> <td style="text-align: center;">8</td> <td>SHARED VOTING POWER</td> <td></td> <td align="right">0</td> </tr> <tr> <td></td> <td style="text-align: center;">9</td> <td>SOLE DISPOSITIVE POWER</td> <td></td> <td align="right">4,655,200</td> </tr> <tr> <td></td> <td style="text-align: center;">10</td> <td>SHARED DISPOSITIVE POWER</td> <td></td> <td align="right">0</td> </tr> </table>		7	SOLE VOTING POWER		4,655,200	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER		0		9	SOLE DISPOSITIVE POWER		4,655,200		10	SHARED DISPOSITIVE POWER		0	
	7	SOLE VOTING POWER		4,655,200																		
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	9	SOLE DISPOSITIVE POWER		4,655,200																		
	10	SHARED DISPOSITIVE POWER		0																		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,655,200																					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	/_/																				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11); 55.0%																					
14	TYPE OF REPORTING PERSON HC, CO																					

Item 1. Security and Issuer.

This Schedule 13D relates to the shares of common stock, par value \$0.01 per share, of United Community Bancorp (the "Issuer" or the "Company"), a federally chartered corporation. The principal executive office of the Issuer is located at 92 Walnut Street, Lawrenceburg, Indiana 47025.

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### Item 2. Identity and Background.

This Schedule 13D is being filed by United Community MHC (the "MHC"), a federally chartered mutual holding company. The MHC's principal business is to hold a majority of the Issuer's shares of common stock. The principal office of the MHC is located at 92 Walnut Street, Lawrenceburg, Indiana 47025. During the past five years, the MHC has not been convicted in a criminal proceeding nor has the MHC been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Attached as Schedule I hereto and incorporated herein by reference is a list containing certain information with respect to each director and executive officer of the MHC (the "Insiders"). To the MHC's knowledge, each Insider is a United States citizen, and no Insider has, during the past five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has any Insider been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration.

On March 30, 2006, United Community Bank (the "Bank") reorganized from the mutual to mutual holding company structure in accordance with the Bank's Amended and Restated Plan of Reorganization and Stock Issuance (the "Plan"). Pursuant to the Plan, the Bank converted to stock form and the Issuer and the MHC were established. In connection with the reorganization, the Issuer issued a total of 8,464,000 shares of common stock of which 4,655,200 shares were issued to the MHC in exchange for the MHC's ownership of 100% of the Bank's common stock. On March 30, 2006, the Insiders also purchased shares of common stock from the Issuer. All purchases by Insiders were from personal funds.

### Item 4. Purpose of Transaction.

The primary purpose of the reorganization of the Bank from the mutual form to the mutual holding company form of organization was to establish a structure that will result in the raising of additional capital to support future lending and operational growth and may also support possible future branching activities or acquisitions. The stock offering will also enable the employees and officers of the Bank to obtain an equity ownership interest in the Bank. Because the Issuer only sold a minority of the common stock to the public, the Bank's mutual form of ownership and its ability to remain an independent savings bank and to provide community-oriented financial services will be preserved.

Although the MHC and the Insiders intend to exercise their rights as stockholders, neither the MHC nor any Insider currently has any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;

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(c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized or to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934, as amended; or (j) any action similar to any of those enumerated above.

In the future, the MHC and/or the Insiders may determine to purchase additional shares of the Issuer's common stock (or other securities of the Issuer) or to sell shares of the Issuer's common stock. Any such determination will depend on a number of factors, including market prices, the Issuer's prospects and alternative investments.

### Item 5. Interest in Securities of the Issuer.

(a) - (b) The MHC beneficially owns (with sole voting and dispositive power) 4,655,200 shares of the Issuer's common stock or 55.0% of the outstanding shares. The following table provides information about the shares of common stock that may be considered to be owned by each Insider as of March 30, 2006. A person may be considered to own any shares of common stock over which he or she has, directly or indirectly, sole or shared voting or investment power. Unless otherwise indicated, each of the named individuals has sole voting and investment power with respect to the shares shown.

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Name -----	Number of Shares Owned -----	P Co O
William F. Ritzmann.....	40,000	
Ralph B. Sprecher.....	27,000	
Robert J. Ewbank.....	50,000 (1)	
William S. Gehring.....	5,100	
Jerry W. Hacker.....	30,000 (2)	
Elmer G. McLaughlin.....	31,737 (3)	
Anthony C. Meyer.....	15,000	
Larry L. Miller.....	10,000	
Henry G. Nanz.....	30,000 (4)	
George M. Seitz.....	35,000	
Eugene B. Seitz, II.....	30,000	
Richard C. Strzynski.....	30,000 (5)	
Frank E. Weismiller, Jr.....	60,000	
Vicki A. March.....	22,265	

\* Represents less than 1%.

(1) Includes 29,700 shares held by Mr. Ewbank's business and 5,300

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shares held by Mr. Ewbank's spouse.

- (2) Includes 6,000 shares held by Mr. Hacker's spouse's IRA.
- (3) Includes 10,000 shares held by Mr. McLaughlin's spouse.
- (4) Includes 15,000 shares held by Mr. Nanz's spouse.
- (5) Includes 15,000 shares held by Mr. Strzynski's spouse.

(c) Other than the acquisition of such shares by the MHC and the Insiders on March 30, 2006, neither the MHC nor any Insider has effected any transaction relating to the Issuer's common stock within the past 60 days.

(d) No person other than the MHC has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities owned by the MHC as described in Item 5(a)-(b) above.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Not applicable.

Item 7. Material to be Filed as Exhibits.

Not applicable.

SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

UNITED COMMUNITY MHC

Date: April 4, 2006

By: /s/ William F. Ritzmann

-----  
William F. Ritzmann  
President and Chief Executive Officer

Schedule I

Directors and Executive Officers of United Community MHC

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The name, business address and present principal occupation of each director, executive officer and controlling person of United Community MHC are set forth below.

Name	Business Address	Principal Occupation
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William F. Ritzmann	92 Walnut Street Lawrenceburg, Indiana 47025	Director, President and Chief of United Community Bank, Bancorp and United Community M President of UCB Charitable Foun
Ralph B. Sprecher	92 Walnut Street Lawrenceburg, Indiana 47025	Chairman of the Board of United United Community Bancorp and MHC; retired.
Robert J. Ewbank	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp, United Com Charitable Foundation; Partner Ewbank, Kramer & Dornette LLP.
William S. Gehring	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United retired.
Jerry W. Hacker	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp, United Com Charitable Foundation; Owner Dee's Delights, Inc.
Elmer G. McLaughlin	92 Walnut Street Lawrenceburg, Indiana 47025	Director, Executive Vice Operating Officer and Corpora United Community Bank, United and United Community MHC; Dire of UCB Charitable Foundation.
Anthony C. Meyer	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United Co for State of Indiana.
Larry L. Miller	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United retired.
Henry G. Nanz	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United C estate developer.
George M. Seitz	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United Officer and co-owner of Seit insurance agency.
Eugene B. Seitz, II	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp, United Com Charitable Foundation; Officer Seitz Agency, Inc. insurance age
Richard C. Strzynski	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United Certified Public Accountant.
Frank E. Weismiller, Jr.	92 Walnut Street Lawrenceburg, Indiana 47025	Director of United Communit Community Bancorp and United retired.
Vicki A. March	92 Walnut Street	Senior Vice President, Chief

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Lawrenceburg, Indiana 47025

and Treasurer of United Commun  
Community Bancorp and United  
Treasurer of UCB Charitable Foun