

Edgar Filing: United Community Bancorp - Form S-8

United Community Bancorp
 Form S-8
 November 17, 2006

1

As filed with the Securities and Exchange Commission on November 17, 2006
 Registration No. 333-

 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

UNITED COMMUNITY BANCORP
 (exact name of registrant as specified in its charter)

UNITED STATES 36-4587081

 (State or other jurisdiction of (I.R.S. Employer Identification No.)
 incorporation or organization)

92 WALNUT STREET
 LAWRENCEBURG, INDIANA 47025
 (812) 537-4822
 (Address, including zip code, and telephone number,
 including area code, of registrant's principal executive offices)

UNITED COMMUNITY BANCORP 2006 EQUITY INCENTIVE PLAN
 (Full Title of the Plan)

WILLIAM F. RITZMANN PRESIDENT AND CHIEF EXECUTIVE OFFICER UNITED COMMUNITY BANCORP 92 WALNUT STREET LAWRENCEBURG, IN 47025 (812) 537-4822	COPIES TO: VICTOR L. CANGELOSI, ESQUIRE THOMAS P. HUTTON, ESQUIRE EDWARD G. OLIFER, ESQUIRE MULDOON MURPHY & AGUGGIA LLP 5101 WISCONSIN AVENUE, N.W. WASHINGTON, D.C. 20016 (202) 362-0840
--	---

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

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock \$0.01 par value	(2) 580,630	\$12.93 (3)	\$7,507,546

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to

Edgar Filing: United Community Bancorp - Form S-8

the United Community Bancorp 2006 Equity Incentive Plan (the "Plan") as the result of a stock split, stock dividend or similar adjustment to the outstanding common stock of United Community Bancorp (the "Common Stock") pursuant to 17 C.F.R. ss.230.416(a).

- (2) Represents the shares which may be issued as stock awards or upon the exercise of options to purchase shares of United Community Bancorp common stock under the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee. The average of the high and low price of the Common Stock as reported on November 15, 2006 in accordance with 17 C.F.R. ss.230.457(c).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IMMEDIATELY UPON FILING IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND 17 C.F.R. SS.230.462.

2

UNITED COMMUNITY BANCORP

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEMS 1 & 2. The document containing the information for the United Community Bancorp 2006 Equity Incentive Plan (the "Plan") specified by Part I of this Registration Statement will be sent or given to the participants in the Plan as specified by Rule 428(b)(1). Said document need not be filed with the Securities and Exchange Commission (the "SEC") either as a part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 in reliance on Rule 428. Said document and the information incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus for the Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed or to be filed by United Community Bancorp (the "Registrant" or the "Corporation") with the SEC are incorporated by reference in this Registration Statement:

(a) The Corporation's Annual Report on Form 10-K for the fiscal year ended June 30, 2006, which includes the consolidated statements of income, equity and cash flows for the periods ending June 30, 2006, June 30, 2005 and June 30, 2004, filed with the SEC on September 28, 2006 (File No. 000-51800).

(b) The description of the Registrant's common stock contained in the Registrant's Form 8-A (File No. 000-51800), as filed with the SEC pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act"), and rule 12b-15 promulgated thereunder, on February 9, 2006, as incorporated by reference to the Registrant's Form S-1 (File No. 333-130302) and declared effective on February 21, 2006.

(c) All documents filed by the Registrant and the Plan, where applicable, pursuant to Sections 13(a) and (c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which deregisters all securities then remaining unsold (in each case other than those portions furnished under Items 2.02., 7.01 and 9.01 of Form 8-K).

ANY STATEMENT CONTAINED IN THIS REGISTRATION STATEMENT, OR IN A DOCUMENT INCORPORATED OR DEEMED TO BE INCORPORATED BY REFERENCE HEREIN, SHALL BE DEEMED TO BE MODIFIED OR SUPERSEDED FOR PURPOSES OF THIS REGISTRATION STATEMENT TO THE EXTENT THAT A STATEMENT CONTAINED HEREIN, OR IN ANY OTHER SUBSEQUENTLY FILED DOCUMENT WHICH ALSO IS INCORPORATED OR DEEMED TO BE INCORPORATED BY

Edgar Filing: United Community Bancorp - Form S-8

REFERENCE HEREIN, MODIFIES OR SUPERSEDES SUCH STATEMENT. ANY SUCH STATEMENT SO MODIFIED OR SUPERSEDED SHALL NOT BE DEEMED, EXCEPT AS SO MODIFIED OR SUPERSEDED, TO CONSTITUTE A PART OF THIS REGISTRATION STATEMENT.

ITEM 4. DESCRIPTION OF SECURITIES

The Common Stock to be offered pursuant to the Plan has been registered pursuant to Section 12(g) of the Exchange Act. Accordingly, a description of the Common Stock is not required herein.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

3

The validity of the Common Stock offered hereby has been passed upon for the Registrant by the firm of Muldoon Murphy & Aguggia LLP.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Registrant (also referred to herein as the "Holding Company") shall indemnify its directors, officers and employees in accordance with the following provision from the Registrant's Bylaws:

ARTICLE XII INDEMNIFICATION

The Subsidiary Holding Company shall indemnify all officers, directors and employees of the Subsidiary Holding Company, and their heirs, executors and administrators, to the fullest extent permitted under federal law against all expenses and liabilities reasonably incurred by them in connection with or arising out of any action, suit or proceeding in which they may be involved by reason of their having been a director or officer of the Subsidiary Holding Company, whether or not they continue to be a director or officer at the time of incurring such expenses or liabilities, such expenses and liabilities to include, but not be limited to, judgments, court costs and attorneys' fees and the cost of reasonable settlements.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

None.

ITEM 8. EXHIBITS

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds generally to the Exhibit Table in Item 601 of Regulation S-K).

List of Exhibits (filed herewith unless otherwise noted):

- | | |
|------|--|
| 5 | Opinion of Muldoon Murphy & Aguggia LLP as to the legality of the common stock to be issued. |
| 10.1 | United Community Bancorp 2006 Equity Incentive Plan(1) |
| 10.2 | Form of Restricted Stock Award Agreement |
| 10.3 | Form of Incentive Stock Option Award Agreement |
| 10.4 | Form of Non-Statutory Stock Option Award Agreement |
| 23.1 | Consent of Muldoon Murphy & Aguggia LLP
(contained in the Opinion included as Exhibit 5) |
| 23.2 | Consent of Clark, Schaefer, Hackett & Co. |
| 24 | Power of Attorney (contained on the signature pages). |

Edgar Filing: United Community Bancorp - Form S-8

-
- (1) Incorporated herein by reference to Appendix C in the definitive proxy statement filed with the SEC on October 25, 2006 (File No. 000-51800).

ITEM 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement unless the information or prospectus required

2

4

by (i) and (ii) is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement:

- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and
- (4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against

Edgar Filing: United Community Bancorp - Form S-8

such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in such Act and will be governed by the final adjudication of such issue.

3

5

SIGNATURES

THE REGISTRANT.

Pursuant to the requirements of the Securities Act of 1933, United Community Bancorp 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Lawrenceburg, Indiana on November 17, 2006.

UNITED COMMUNITY BANCORP

By: /s/ William F. Ritzmann

William F. Ritzmann
President and Chief Executive Officer
(principal executive officer)

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints William F. Ritzmann and Elmer G. McLaughlin, as the true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any or all amendments to the Form S-8 registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and things requisite and necessary to be done as fully, and to all intents and purposes, as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name -----	Title -----	Date -----
/s/ William F. Ritzmann ----- William F. Ritzmann	President, Chief Executive Officer and Director (principal executive officer)	November 17

Edgar Filing: United Community Bancorp - Form S-8

/s/ Vicki A. March

Vicki A. March

Senior Vice President,
Chief Financial Officer
and Treasurer
(principal financial and
accounting officer)

November 17

/s/ Ralph B. Sprecher

Ralph B. Sprecher

Chairman of the Board

November 17

6

4

/s/ Robert J. Ewbank

Robert J. Ewbank

Director

November 17

William S. Gehring

Director

/s/ Jerry W. Hacker

Jerry W. Hacker

Director

November 17

/s/ Elmer G. McLaughlin

Elmer G. McLaughlin

Executive Vice President,
Chief Operating Officer,
Corporate Secretary and Director

November 17

/s/ Anthony C. Meyer

Anthony C. Meyer

Director

November 17

/s/ Henry G. Nanz

Henry G. Nanz

Director

November 17

/s/ George M. Seitz

George M. Seitz

Director

November 17

Director

Edgar Filing: United Community Bancorp - Form S-8

Eugene B. Seitz, II

/s/ Richard C. Strzynski

Director

November 17

Richard C. Strzynski

/s/ Frank E. Weismiller, Jr.

Director

November 17

Frank E. Weismiller, Jr.

7

EXHIBIT INDEX

Exhibit No. -----	Description -----	Method of Filing -----
5	Opinion of Muldoon Murphy & Aguggia LLP	Filed herewith.
10.1	United Community Bancorp 2006 Equity Incentive Plan	Incorporated herein by reference.
10.2	Form of Restricted Stock Award Agreement	Filed herewith.
10.3	Form of Incentive Stock Option Award Agreement	Filed herewith.
10.4	Form of Non-Statutory Stock Option Award Agreement	Filed herewith.
23.1	Consent of Muldoon Murphy & Aguggia LLP	Contained in the Opinion included as Exhibit 5.0.
23.2	Consent of Clark, Schaefer, Hackett & Co.	Filed herewith.
24	Power of Attorney	Located on the signature