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BANC CORP
Form S-8
April 02, 2001

1

As filed with the Securities and Exchange Commission on April 2, 2001
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

THE BANC CORPORATION
(Exact Name of Registrant as Specified in its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

63-1201350
(I.R.S. Employer
Identification Number)

17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
(Address of Principal Executive Offices)
(Zip Code)

SECOND AMENDED AND RESTATED 1998 STOCK INCENTIVE PLAN OF THE BANC CORPORATION
COMMERCE BANK OF ALABAMA INCENTIVE STOCK COMPENSATION PLAN
(Full Title of the Plans)

JAMES A. TAYLOR, JR.
PRESIDENT AND
CHIEF OPERATING OFFICER
THE BANC CORPORATION
17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
(Name and Address of Agent for Service)
(205) 326-2265
(Telephone Number, including Area Code, of Agent for Service)

The Commission is requested to send copies
of all notices and other communications to:

F. HAMPTON MCFADDEN, JR., ESQ.
EXECUTIVE VICE PRESIDENT,
GENERAL COUNSEL AND SECRETARY
THE BANC CORPORATION
17 NORTH TWENTIETH STREET
BIRMINGHAM, ALABAMA 35203
TEL: (205) 326-2265
FAX: (205) 327-3479

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock, par value \$.001 per share	500,000 shares	\$ N/A	\$2,500,000

- (1) Maximum number of shares of Registrant's Common Stock which may be issued by Registrant pursuant to stock options granted or to be granted under the Second Amended and Restated 1998 Stock Incentive Plan of The Banc Corporation and the Commerce Bank of Alabama Incentive Stock Compensation Plan (the "Plans").
- (2) In accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, the maximum offering price per share is based on the average of the high and low sales price of the Registrant's Common Stock as reported on the Nasdaq National Market on March 29, 2001.

2

EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Instruction E of Form S-8, promulgated pursuant to the Securities Act of 1933, as amended, to register an additional 500,000 shares of The Banc Corporation's Common Stock issuable pursuant to its Second Amended and Restated 1998 Stock Incentive Plan. This Registration Statement includes a facing page, this page, the signature page, an Exhibit Index, an Exhibit 5 Legal Opinion, and accountants' consents. Pursuant to Instruction E, the content of The Banc Corporation's Registration Statement on Form S-8 (No. 333-72747), including the exhibits thereto, are incorporated by reference into this Registration Statement. All previously registered shares may be issued pursuant to The Banc Corporation's Second Amended and Restated 1998 Stock Incentive Plan or the Commerce Bank of Alabama Stock Option Plan. Registration fees have been paid for all of these previously registered shares.

3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Birmingham, State of Alabama, on March 30, 2001.

THE BANC CORPORATION

By /s/ JAMES A. TAYLOR

 James A. Taylor
 Chairman of the Board and
 Chief Executive Officer

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James A. Taylor and David R. Carter, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any subsequent registration statements relating to the offering to which this Registration Statement relates, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their or his substitutes or 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.

Signature -----	Title -----
 /s/ James A. Taylor ----- James A. Taylor	 Chairman of the Board and Chief Executive officer (Principal Executive Officer)
 /s/ David R. Carter ----- David R. Carter	 Executive Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)
 /s/ Larry R. Mathews ----- Larry R. Mathews	 Vice Chairman
 4	
 /s/ James Mailon Kent, Jr. ----- James Mailon Kent, Jr.	 Vice Chairman
 /s/ Larry D. Striplin, Jr. ----- Larry D. Striplin, Jr.	 Vice Chairman
 /s/ James R. Andrews, M.D. ----- James R. Andrews, M.D.	 Director

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/s/ Neal R. Berte	Director

Neal R. Berte	
/s/ W. T. Campbell, Jr.	Director

W. T. Campbell, Jr.	
/s/ Peter N. Dichiaro	Director

Peter N. Dichiaro	
/s/ K. Earl Durden	Director

K. Earl Durden	
/s/ John F. Gittings	Director

John F. Gittings	
/s/ Steven C. Hays	Director

Steven C. Hays	
/s/ Larry R. House	Director

Larry R. House	
/s/ Thomas E. Jernigan, Jr.	Director

Thomas E. Jernigan, Jr.	
/s/ Randall E. Jones	Director

Randall E. Jones	
/s/ Mayer Mitchell	Director

Mayer Mitchell	
5	
/s/ Ronald W. Orso, M.D.	Director

Ronald W. Orso, M.D.	

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/s/ Harold W. Ripps ----- Harold W. Ripps	Director
/s/ Richard M. Scrushy ----- Richard M. Scrushy	Director
/s/ Jerry M. Smith ----- Jerry M. Smith	Director
/s/ Michael E. Stephens ----- Michael E. Stephens	Director
/s/ Marie Swift ----- Marie Swift	Director
/s/ James A. Taylor, Jr. ----- James A. Taylor, Jr.	Director
/s/ T. Mandell Tillman ----- T. Mandell Tillman	Director
/s/ Johnny Wallis ----- Johnny Wallis	Director

6

EXHIBIT INDEX

Exhibit Number -----	Description of Exhibit -----
(4)-1	The Banc Corporation Restated Certificate of Incorporation, filed as Exhibit (3)-1 to the Company's Registration Statement on Form S-4 (Registration No. 333-58493) is hereby incorporated herein by reference.
(4)-2	Second Amended and Restated 1998 Stock Incentive Plan of The Banc Corporation, filed as Appendix A to the Corporation's Proxy Statement for its 2000 Annual Stockholder Meeting, dated May 1, 2000, is hereby incorporated by reference herein.

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- (4)-3 Commerce Bank of Alabama Incentive Stock Compensation Plan, filed as Exhibit (4)-3 to the Corporation Registration Statement on Form S-8, dated February 22, 1999, (Registration No. 333-72747), is hereby incorporated by reference herein.
- (5) Opinion of Haskell Slaughter & Young, L.L.C. as to the legality of The Banc Corporation Common Stock being registered.
- (23)-1 Consent of Ernst & Young LLP.
- (23)-2 Consent of Williams, Cox, Weidner and Cox.
- (23)-3 Consent of Williams, Cox, Weidner and Cox.
- (23)-4 Consent of Saltmarsh, Cleaveland & Gund.
- (23)-5 Consent of Haskell Slaughter & Young, L.L.C. (included in Exhibit 5).
- 24 Powers of Attorney (set forth on the signature page of this Registration Statement).