

EMCLAIRE FINANCIAL CORP  
Form 8-K/A  
November 03, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(AMENDMENT NO. 1)

**CURRENT REPORT**

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

Date of Report (Date of earliest event reported) **November 3, 2009 (August 28, 2009)**

**Emclaire Financial Corp.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**000-18464**  
(Commission  
File Number)

**25-1606091**  
(IRS Employer  
Identification No.)

**612 Main Street**

**Emlenton, Pennsylvania 16373**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(724) 867-2311**

Edgar Filing: EMCLAIRE FINANCIAL CORP - Form 8-K/A

**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))
-

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On August 28, 2009, Emclair Financial Corp. (the Company ), through its wholly-owned bank subsidiary, The Farmers National Bank of Emlenton (the Bank ), completed the acquisition of the full-service branch office of National City Bank ( National City ), a national banking association and wholly-owned subsidiary of The PNC Financial Services Group, Inc. ( PNC ), located in Titusville, Pennsylvania (the Branch Acquisition ). This transaction was completed pursuant to the Purchase and Assumption Agreement (the Purchase Agreement ) entered into on April 6, 2009.

On the same day, the Company filed a Current Report on Form 8-K ( Original Report ) reporting that it had completed the Branch Acquisition and that the financial statements and pro forma financial information required under Item 9.01 of Form 8-K would be filed at a later date. This Amendment No. 1 to the Company s Current Report on Form 8-K amends and supplements the disclosure provided in the Original Report.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Filed as Exhibit 99.1 to this Current Report on Form 8-K is certain financial information related to the assets acquired and liabilities assumed in the Branch Acquisition. Historical financial information of the acquired branch is not provided because separate, audited financial statements of the acquired branch were never prepared. In addition, the acquired branch was not operated as a stand-alone business entity and was only one of numerous branches formerly operated by National City.

(b) Pro Forma Financial Information.

Filed as Exhibit 99.1 to this Current Report on Form 8-K is certain pro forma information related to the assets acquired and liabilities assumed in the Branch Acquisition.

(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
99.1	Financial information related to the assets acquired and liabilities assumed.

**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.

**EMCLAIRE FINANCIAL CORP.**

Date: November 3, 2009

By:

/s/ William C. Marsh  
William C. Marsh  
Chairman of the Board, President and Chief Executive  
Officer