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BERKSHIRE HILLS BANCORP INC

Form 8-K

December 17, 2004

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):
December 17, 2004

Berkshire Hills Bancorp, Inc.
(Exact name of registrant as specified in its charter)
DELAWARE 1-15781 04-3510455
(State or other (Commission File Number) (IRS Employer
jurisdiction Identification No.)
of incorporation)

24 North Street, Pittsfield, Massachusetts 01201

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (413) 443-5601

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 (see General Instruction A.2. below):

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 7.01 REGULATION FD DISCLOSURE

On December 17, 2004, Berkshire Hills Bancorp, Inc., a Delaware corporation (the "Company"), announced that it has entered into an agreement to acquire Woronoco Bancorp, Inc., a Delaware corporation.

A copy of the press release announcing the transaction is furnished with this report as Exhibit 99.1, and a copy of the investor presentation relating to the transaction is furnished with this report as Exhibit 99.2, and are incorporated herein by reference.

The information in this report is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in this report, including the press release and the investor presentation, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 99.1 Press Release Announcing the Transaction, dated December 17, 2004.
- 99.2 Investor Presentation Regarding the Transaction.

SIGNATURE

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.

BERKSHIRE HILLS BANCORP, INC.

Date: December 17, 2004

By: /s/ Michael P. Daly

Name: Michael P. Daly
Title: President and Chief
Executive Officer