

ALABAMA NATIONAL BANCORPORATION  
Form S-4  
December 19, 2005  
Table of Contents

As filed with the Securities and Exchange Commission on December 19, 2005

Registration No. 333-

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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-4

### REGISTRATION STATEMENT

*Under*

*THE SECURITIES ACT OF 1933*

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## ALABAMA NATIONAL BANCORPORATION

(Exact Name of Registrant as Specified in Its Charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation or Organization)	<b>6712</b> (Primary Standard Industrial Classification Code Number) 1927 First Avenue North  Birmingham, Alabama 35203  (205) 583-3600	<b>63-1114426</b> (I.R.S Employer Identification Number)
--	--	--

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

---

**JOHN H. HOLCOMB, III**

**Chairman and Chief Executive Officer**

1927 First Avenue North

Birmingham, AL 35203

(205) 583-3600

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

---

*Copies to:*

**CHRISTOPHER B. HARMON, ESQ.**

**JOHN P. GREELEY, ESQ.**

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Maynard, Cooper & Gale, P.C.

Smith Mackinnon, PA

1901 Sixth Avenue North

Citrus Center, Suite 800

Suite 2400

255 South Orange Avenue

Birmingham, Alabama 35203

Orlando, Florida 32801

(205) 254-1000

(407) 843-7300

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement has become effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$1.00 par value	1,480,881	Not Applicable	\$ 34,078,466	\$ 3,646.40

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f)(2). The proposed maximum offering price is computed by subtracting \$5,120,000 (the amount of cash to be paid by Alabama National) from \$39,198,466 (the book value as of November 30, 2005 of the 2,565,615 shares of Florida Choice common stock to be acquired).

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

[LETTERHEAD OF FLORIDA CHOICE BANKSHARES, INC.]

**MERGER PROPOSED YOUR VOTE IS**

**VERY IMPORTANT**

Shareholders of Florida Choice Bankshares, Inc.:

The Board of Directors of Florida Choice Bankshares, Inc. has agreed to a merger of Florida Choice with Alabama National Bancorporation. Before we can complete this merger, the merger agreement must be approved by Florida Choice's shareholders. We are sending you this proxy statement-prospectus to ask you to vote in favor of the merger.

If the merger is completed, for each share of Florida Choice common stock that you own before the merger you will receive in exchange either (1) 0.6079 shares of common stock in Alabama National, (2) \$39.52 in cash, or (3) a combination of (1) and (2). A total of not more than 1,480,881 shares of Alabama National common stock and a total of \$5.12 million of cash consideration (or approximately 5% of the total consideration) will be paid for the shares of Florida Choice common stock. You have the opportunity to elect the number of shares of Florida Choice common stock that are exchanged for cash instead of Alabama National common stock. However, unless Alabama National decides to increase the amount of cash consideration from \$5.12 million to up to 20% of the aggregate merger consideration, the total amount of cash consideration is fixed at \$5.12 million. Therefore, the amount of cash you ultimately receive in the merger could be more or less than the amount you elect. Additionally, if cash elections made by Florida Choice shareholders are less than \$5.12 million, then you will receive cash consideration in exchange for a portion of your shares in accordance with the allocation procedures described in this proxy statement-prospectus.

For a description of the calculation of cash consideration and the limitations on your ability to receive cash instead of Alabama National common stock in the merger, see **APPROVAL OF THE MERGER AGREEMENT Merger Consideration Election to Receive Cash Consideration in Lieu of Common Stock** at page 25. For a full description of the procedures you must follow to elect to receive cash in the merger, see **APPROVAL OF THE MERGER AGREEMENT Procedures for Making a Cash Election** on page 26.

Shares of Alabama National common stock are quoted on the Nasdaq Stock Market under the symbol **ALAB**.

The merger cannot be completed unless holders of a majority of Florida Choice's common stock approve it. We have scheduled a special shareholders' meeting for you to vote on the merger.

**Your vote is very important.** Whether or not you plan to attend our special shareholders' meeting, please take the time to vote by completing and mailing the enclosed proxy card. If you sign, date and mail your proxy card without indicating how you want to vote, we will vote your proxy in favor of the merger.

The date, time and place of the special meeting is:

Date: \_\_\_\_\_, 2006  
Time: \_\_\_\_\_ a.m.  
Place: \_\_\_\_\_

This proxy statement-prospectus provides you with detailed information about the proposed merger. You can also get information about Alabama National from documents Alabama National has filed with the Securities and Exchange Commission. We encourage you to read this entire document carefully.

**In particular, please see the section entitled Risk Factors beginning on page 16.**

We are very enthusiastic about this merger and the strength, capabilities and benefits we expect to achieve from it.

Sincerely,

*Kenneth E. LaRoe  
Chairman and Chief Executive Officer  
Florida Choice Bankshares, Inc.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement-prospectus or determined if this proxy statement-prospectus is accurate or adequate. Any representation to the contrary is a criminal offense. These securities are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation, the Bank Insurance Fund or any other governmental agency.**

**This proxy statement-prospectus is dated \_\_\_\_\_, 2006  
and was first mailed to shareholders on or about \_\_\_\_\_, 2006**

**Table of Contents**

**FLORIDA CHOICE BANKSHARES, INC.**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To be held on \_\_\_\_\_, 2006**

Florida Choice Bankshares, Inc. will hold a special meeting of shareholders at \_\_\_\_\_, Mt. Dora, Florida at \_\_\_\_\_ a.m. local time on \_\_\_\_\_, 2006 to vote on:

1. The Agreement and Plan of Merger, dated as of October 27, 2005 (the merger agreement), by and between Alabama National Bancorporation and Florida Choice Bankshares, Inc. and the transactions contemplated by the merger agreement. These transactions include the merger of Florida Choice with Alabama National and the issuance of Alabama National common stock and/or the payment of cash consideration to Florida Choice's shareholders. After the merger, Florida Choice Bank will be a wholly owned subsidiary of Alabama National. This proposal is more fully described in the enclosed proxy statement-prospectus. You can find a copy of the merger agreement in *Appendix A* to this document.
2. Any other matters that properly come before the special meeting, or any adjournments or postponements of the special meeting.

Record holders of Florida Choice common stock at the close of business on \_\_\_\_\_, 2006, will receive notice of and may vote at the special meeting, including any adjournments or postponements of the special meeting. Florida law requires approval by a majority of the outstanding shares of Florida Choice to approve the merger agreement.

A holder of Florida Choice common stock who complies with the provisions of Florida law relating to appraisal rights applicable to the merger is entitled to assert appraisal rights under the Florida appraisal rights law, a copy of which is attached as *Appendix B* to this document.

You are cordially invited to attend the special meeting in person, but regardless of whether you plan to attend, please return the enclosed proxy card.

*Kenneth E. LaRoe*  
*Chairman and Chief Executive Officer*  
*Florida Choice Bankshares, Inc.*

\_\_\_\_\_, 2006

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**Please mark, sign, date and return your proxy promptly, whether or not you plan to attend the special meeting.**

**Your Board of Directors unanimously recommends that you vote *FOR* approval of the  
merger agreement and the merger.**

**Table of Contents**

## TABLE OF CONTENTS

<b><u>Questions and Answers About the Merger</u></b>	1
<b><u>SUMMARY</u></b>	3
<b><u>Parties to the Merger</u></b>	3
<b><u>Shareholders Meeting to Approve Merger</u></b>	3
<b><u>Approval of the Merger Agreement</u></b>	3
<b><u>Terms of the Merger</u></b>	3
<b><u>Merger Consideration</u></b>	4
<b><u>Stock Consideration</u></b>	4
<b><u>Election to Receive Cash Consideration In Lieu of Common Stock</u></b>	4
<b><u>Regulatory Approvals; Effective Time</u></b>	5
<b><u>Recommendation of Florida Choice's Board of Directors; Opinion of Keefe, Bruyette &amp; Woods, Inc.</u></b>	5
<b><u>Votes Required</u></b>	5
<b><u>Surrender of Stock Certificates</u></b>	6
<b><u>Conditions to Consummation of the Merger</u></b>	6
<b><u>Effect on Certain Employee Benefit Plans of Florida Choice</u></b>	6
<b><u>Federal Income Tax Consequences</u></b>	6
<b><u>Management and Operations after the Merger</u></b>	7
<b><u>Interests of Certain Persons in the Merger that are Different from Yours</u></b>	7
<b><u>Accounting Treatment</u></b>	8
<b><u>Market Prices</u></b>	8
<b><u>Resales of Alabama National Stock</u></b>	8
<b><u>Waiver and Amendment; Termination</u></b>	9
<b><u>Effect of Merger on Rights of Shareholders</u></b>	9
<b><u>Appraisal Rights</u></b>	10
<b><u>Alabama National Selected Consolidated Financial Data</u></b>	10
<b><u>Florida Choice Selected Consolidated Financial Data</u></b>	13
<b><u>Comparative Per Share Data</u></b>	14
<b><u>RISK FACTORS</u></b>	16
<b><u>FORWARD-LOOKING STATEMENTS</u></b>	21
<b><u>GENERAL INFORMATION</u></b>	22
<b><u>Meeting, Record Date and Votes Required</u></b>	22
<b><u>Proxies and Other Matters</u></b>	22
<b><u>Recommendation of Board of Directors</u></b>	23
<b><u>APPROVAL OF THE MERGER AGREEMENT</u></b>	24
<b><u>Terms of the Merger</u></b>	24
<b><u>Merger Consideration</u></b>	24
<b><u>Stock Consideration</u></b>	24
<b><u>Election to Receive Cash Consideration In Lieu of Common Stock</u></b>	25
<b><u>Procedures for Making a Cash Election</u></b>	26
<b><u>Surrender of Stock Certificates</u></b>	27
<b><u>Appraisal Rights</u></b>	28
<b><u>Effective Time</u></b>	29
<b><u>Background of and Reasons for the Merger</u></b>	30
<b><u>Opinion of Keefe, Bruyette &amp; Woods, Inc.</u></b>	33
<b><u>Effect on Certain Employee Benefit Plans of Florida Choice</u></b>	40
<b><u>Conditions to Consummation of the Merger</u></b>	41
<b><u>Regulatory Approvals</u></b>	43
<b><u>Conduct of Business Pending the Merger</u></b>	43
<b><u>Waiver and Amendment; Termination; Termination Fee</u></b>	45
<b><u>Management and Operations After the Merger</u></b>	46
<b><u>Interests of Certain Persons in the Merger</u></b>	46
<b><u>Relationships between Florida Choice and Alabama National</u></b>	48





**Table of Contents**

<b><u>Federal Income Tax Consequences</u></b>	49
<b><u>Accounting Treatment</u></b>	50
<b><u>Expenses and Fees</u></b>	51
<b><u>Stock Exchange Listing</u></b>	51
<b><u>Resales of Alabama National Common Stock</u></b>	51
<b><u>DESCRIPTION OF ALABAMA NATIONAL COMMON STOCK</u></b>	52
<b><u>General</u></b>	52
<b><u>Common Stock</u></b>	52
<b><u>Preferred Stock</u></b>	52
<b><u>Certain Anti-Takeover Effects</u></b>	52
<b><u>SUPERVISION AND REGULATION OF ALABAMA NATIONAL AND FLORIDA CHOICE</u></b>	54
<b><u>EFFECT OF MERGER ON RIGHTS OF SHAREHOLDERS</u></b>	58
<b><u>CERTAIN INFORMATION CONCERNING ALABAMA NATIONAL</u></b>	63
<b><u>General</u></b>	63
<b><u>Additional Information</u></b>	63
<b><u>CERTAIN INFORMATION CONCERNING FLORIDA CHOICE</u></b>	64
<b><u>General</u></b>	64
<b><u>Management</u></b>	65
<b><u>Information About Voting Securities and Principal Holders Thereof</u></b>	66
<b><u>SHAREHOLDER PROPOSALS</u></b>	68
<b><u>LEGAL MATTERS</u></b>	68
<b><u>EXPERTS</u></b>	68
<b><u>OTHER MATTERS</u></b>	68
<b><u>WHERE YOU CAN FIND MORE INFORMATION</u></b>	69
<b><u>Appendix A Agreement and Plan of Merger</u></b>	
<b><u>Appendix B Provisions of Florida Business Corporation Act Relating to Appraisal Rights</u></b>	
<b><u>Appendix C Opinion of Keefe, Bruyette &amp; Woods, Inc.</u></b>	
<b><u>Appendix D Florida Choice Bankshares, Inc. s Annual Report on Form 10-KSB for the Year Ended December 31, 2004</u></b>	
<b><u>Appendix E Florida Choice Bankshares, Inc. s Quarterly Report on Form 10-QSB for the Nine Months and Quarter Ended September 30, 2005</u></b>	
<b><u>Appendix F Florida Choice Bankshares, Inc. s Proxy Statement for Annual Meeting of Shareholders held on April 25, 2005</u></b>	

We have not been authorized to give any information or make any representation about the merger or Florida Choice or Alabama National that differs from, or adds to, the information in this proxy statement-prospectus or in documents that are publicly filed with the Securities and Exchange Commission. Therefore, if anyone does give you different or additional information, you should not rely on it.

#### REFERENCES TO ADDITIONAL INFORMATION

This proxy statement-prospectus incorporates important business and financial information about Alabama National and Florida Choice that is not included or delivered with this document. This information is available to you without charge upon your written or oral request. You can obtain documents related to Alabama National and Florida Choice that are incorporated by reference in this document through the Securities and Exchange Commission website at <http://www.sec.gov> or by requesting them in writing or by telephone from: Alabama National Bancorporation, 1927 First Avenue North, Birmingham, Alabama 35203, (205) 583-3600 or Florida Choice Bankshares, Inc., 18055 U.S. Highway 441, Mt. Dora, Florida 32757, (352) 735-6161. If you would like to request documents, you must do so by \_\_\_\_\_, 2006 to receive them before Florida Choice s special shareholders meeting. Instructions regarding how to obtain this information are contained on pages 69 and 70 under the caption WHERE YOU CAN FIND MORE INFORMATION.

**Table of Contents**

**Questions and Answers About the Merger**

**Q: What is this proxy statement-prospectus and why am I receiving it?**

**A:** This proxy statement-prospectus describes in detail the proposed merger between Florida Choice and Alabama National. Because you are a shareholder of Florida Choice, you are being asked to vote on the merger agreement at a special shareholders meeting to be held on , 2006. This proxy statement-prospectus should answer any questions you may have about the merger.

**Q: What will happen if the shareholders of Florida Choice approve the merger agreement?**

**A:** If the Florida Choice shareholders approve the merger agreement, then shortly following the special meeting, subject to certain regulatory approvals and satisfaction of certain conditions, Florida Choice will merge with Alabama National. The combined company will operate under the name of Alabama National BanCorporation.

For each share of Florida Choice common stock that you own, you will be entitled to receive (i) 0.6079 shares of common stock in Alabama National, (ii) \$39.52 in cash or (iii) a combination of (i) and (ii). A total of not more than 1,480,881 shares of Alabama National common stock and a total of \$5.12 million of cash consideration (or approximately 5% of the total consideration) will be paid for the shares of Florida Choice common stock. You have the opportunity to elect the number of shares of Florida Choice common stock that are exchanged for cash instead of Alabama National common stock. However, unless Alabama National decides to increase the amount of total cash paid in this transaction from \$5.12 million to up to 20% of the aggregate merger consideration, the total amount of cash consideration is fixed at \$5.12 million. Therefore, the amount of cash you ultimately receive in the merger could be more or less than the amount you elect. Additionally, if cash elections made by Florida Choice shareholders are less than \$5.12 million, then you will receive some cash in exchange for your shares in accordance with the allocation procedures described in greater detail beginning at page 26.

**Q: What if the total amount of cash elected by Florida Choice shareholders pursuant to the cash election forms is more than the fixed cash consideration amount of \$5.12 million?**

**A:** If the total amount of cash to be paid to Florida Choice shareholders would be more than \$5.12 million based on the cash election forms, then Alabama National may decide to increase the total amount of fixed cash consideration from \$5.12 million to up to the actual amount of the total cash elections by Florida Choice shareholders, not to exceed 20% of the total merger consideration. In any event, if the cash elections exceed the amount of cash available in the merger (whether increased by Alabama National or not), the number of shares to be converted to cash will be reduced on a pro rata basis as needed, and shareholders who elected cash would receive some amount of shares of Alabama National common stock in lieu of a portion of the cash elected. If you had not elected to receive any cash for your shares, 100% of your shares would be exchanged for shares of Alabama National common stock. These allocation procedures are described in greater detail beginning at page 26.

**Q: What if the total amount of cash elected by Florida Choice shareholders pursuant to the cash election forms is less than the fixed cash consideration amount of \$5.12 million?**

**A:** If the total amount of cash to be paid to Florida Choice shareholders would be less than \$5.12 million based on the cash election forms, then all Florida Choice shareholders who submitted a cash election form would receive an additional portion of the merger consideration in cash, and all Florida Choice shareholders who chose to receive all Alabama National common stock by not submitting a cash election form would nonetheless receive some portion of the merger consideration in cash. The procedures for the allocation of cash and Alabama National common stock to be received by Florida Choice shareholders are described in greater detail beginning at page 26.

**Q: What will happen to Florida Choice Bank following the merger?**

- A:** Immediately following the merger of Florida Choice into Alabama National, Florida Choice Bank will become a wholly owned subsidiary of Alabama National and will continue operating under the name Florida Choice Bank.

**Table of Contents**

**Q: What should I do now?**

**A: Send in your proxy card.** After reviewing this document, indicate on your proxy card how you want to vote, and sign, date and mail it in the enclosed envelope addressed to Registrar and Transfer Company, Florida Choice's transfer agent, at 10 Commerce Drive, Cranford, New Jersey, 07016, as soon as possible to ensure that your shares will be represented at the special meeting.

If you sign, date and send in your proxy and do not indicate how you want to vote, your proxy will be voted in favor of the merger agreement and the merger. If you do not sign and send in your proxy, and if you do not attend and cast your vote in person at the special meeting, it will have the same effect as a vote against the merger.

**Send in your election form if you want to receive cash for your shares.** If you wish to receive cash instead of Alabama National common stock for any or all of your shares of Florida Choice common stock, follow the instructions for making a cash election that we describe on pages 25 and 26 of this document and on the cash election form enclosed. Please note, however, that you may not be able to exchange all of your shares for cash even if you make a proper cash election, because the total amount of cash Alabama National is obligated to pay in the merger is fixed at \$5.12 million.

**Q: If my shares are held in street name by my broker, will my broker vote my shares for me?**

**A:** Your broker will vote your shares of Florida Choice common stock only if you provide your broker with instructions on how to vote. You should instruct your broker how to vote your shares by following the directions your broker provides. If you do not provide instructions to your broker, your shares will not be voted on the merger. A broker non-vote has the same effect as a vote against the merger. Please see the voting form provided by your broker for additional information regarding the voting of your shares.

**Q: Can I revoke my proxy and change my mind?**

**A:** Yes. You may revoke your proxy up to the time of the special meeting by taking any of the actions explained under GENERAL INFORMATION Proxies and Other Matters on pages 22 and 23 of this proxy statement-prospectus, including by giving a written notice of revocation, signing and delivering a new later-dated proxy, or by attending the special meeting and voting in person.

**Q: Can I vote my shares in person?**

**A:** Yes. You may attend the special meeting and vote your shares in person rather than signing and mailing your proxy card. If your shares are held in the name of your bank or broker, you will need additional documentation to vote in person at the meeting.

**Q: Can I change or revoke my cash election once I have mailed my signed form of election?**

**A:** Yes. You can change or revoke your cash election in writing at any time prior to the election deadline of 5:00 p.m., Eastern Time, on \_\_\_\_\_, 2006.

**Q: Should I send in my stock certificates now?**

**A:** No. Hold all of your stock certificates and send them in with the transmittal materials you will receive from the exchange agent after we complete the merger.

**Q: Whom can I call with questions?**

**A:** If you want additional copies of this document, or if you want to ask any questions about the merger, you should contact:

Kenneth E. LaRoe

Chairman and Chief Executive Officer

Florida Choice Bankshares, Inc.

18055 U.S. Highway 441

Mt. Dora, Florida 32757

Telephone: (352) 735-6161

**Table of Contents**

**SUMMARY**

*This summary highlights selected information from this proxy statement-prospectus. It may not contain all of the information that is important to you. You should carefully read this entire document and the other documents to which we refer. These will give you a more complete description of the transactions we are proposing. For more information about Alabama National and Florida Choice, see WHERE YOU CAN FIND MORE INFORMATION (page 69). Each item in this summary refers to the pages where that subject is discussed more fully.*

**Parties to the Merger (Pages 63 and 64)**

***Alabama National Bancorporation***

1927 First Avenue North

Birmingham, Alabama 35203

(205) 583-3600

Alabama National is a bank holding company headquartered in Birmingham, Alabama. Alabama National operates 85 locations through ten bank subsidiaries in Alabama, Florida and Georgia. Through its subsidiary banks, Alabama National provides full banking services to individuals and small businesses. As of September 30, 2005, Alabama National had total assets of about \$5.89 billion, total deposits of about \$4.27 billion, and total shareholders' equity of about \$562.4 million.

***Florida Choice Bankshares, Inc.***

18055 U.S. Highway 441

Mt. Dora, Florida 32757

(352) 735-6161

Florida Choice Bankshares, Inc. is a bank holding company, providing commercial banking services through its bank subsidiary, Florida Choice Bank, a Florida state bank headquartered in Mt. Dora, Florida and operating through branch offices in Lake, Marion, Orange and Seminole Counties in Florida. As of September 30, 2005, Florida Choice Bankshares, Inc. had total assets of about \$333.3 million, deposits of about \$247.8 million and shareholders' equity of about \$38.8 million.

**Shareholders Meeting to Approve Merger (Page 22)**

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We will hold the special meeting of Florida Choice shareholders at \_\_\_\_\_ a.m. local time, on \_\_\_\_\_, \_\_\_\_\_, 2006, at \_\_\_\_\_. At this important meeting, we will ask Florida Choice's shareholders to (1) consider and vote upon approval of the merger agreement, and (2) act on any other matters that may properly be put to a vote at the Florida Choice special meeting. You may vote at the Florida Choice meeting if you owned Florida Choice shares at the close of business on \_\_\_\_\_, 2006. As of such date, there were \_\_\_\_\_ shares of Florida Choice common stock issued and outstanding and entitled to be voted at the special meeting.

### **Approval of the Merger Agreement (Page 24)**

***Terms of the Merger (Page 24).*** The merger agreement is the document that governs the merger of Florida Choice with Alabama National and the issuance of shares of Alabama National common stock and/or cash consideration to Florida Choice's shareholders in connection with the merger. We encourage you to read the merger agreement that is attached to this proxy statement-prospectus as *Appendix A*. The merger agreement provides for the merger of Florida Choice with Alabama National. The surviving entity following the merger will be Alabama National. Florida Choice Bank will become a wholly owned subsidiary of Alabama National upon consummation of the merger.

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**Table of Contents**

***Merger Consideration (Page 24).*** The merger agreement provides that Florida Choice shareholders who do not exercise their appraisal rights will receive, for each share of Florida Choice common stock owned, (1) 0.6079 shares of common stock in Alabama National, (2) \$39.52 in cash, or (3) a combination of (1) and (2). A total of not more than 1,480,881 shares of Alabama National common stock and a total of \$5.12 million of cash consideration (or approximately 5% of the total consideration) will be paid for the shares of Florida Choice common stock. Florida Choice shareholders have the opportunity to elect the number of shares of Florida Choice common stock that are exchanged for cash instead of Alabama National common stock. However, unless Alabama National decides to increase the amount of total cash paid in this transaction to up to 20% of the aggregate merger consideration, the total amount of cash consideration is fixed at \$5.12 million. Therefore, the amount of cash ultimately received in the merger could be more or less than the amount elected. Additionally, if cash elections made by Florida Choice shareholders are less than \$5.12 million, then all Florida Choice shareholders will receive some cash in exchange for their shares in accordance with the allocation procedures described in more detail below.

***Stock Consideration (Page 24).***

Each share of Florida Choice common stock issued and outstanding at the effective time of the merger that is not exchanged for cash will be converted into and exchanged for 0.6079 shares of Alabama National common stock (the Exchange Ratio). In the event that the average trading price of Alabama National common stock prior to the Merger decreases more than a specific designated amount, as described below, then Florida Choice may elect to terminate the merger agreement unless Alabama National agrees to adjust the Exchange Ratio.

Florida Choice can terminate the merger agreement if the price of Alabama National's common stock decreases by more than 15% on both an absolute and industry relative basis. More specifically, Florida Choice can terminate the merger agreement if both (i) the average price of Alabama National common stock quoted on the Nasdaq Stock Market during the ten day period ending on the date on which the Federal Reserve Board approval for the merger has been received by Alabama National (the date being the determination date and the price being the average determination price) is less than \$53.82, and (ii) the quotient obtained by dividing the average determination price by \$63.32 (the ANB ratio) is less than the quotient obtained by dividing the closing price of the NASDAQ Bank Index (the index price) on the determination date by the index price on October 27, 2005 and subtracting 0.15 from such quotient (such number being referred to herein as the index ratio). See the example set forth at APPROVAL OF THE MERGER AGREEMENT Merger Consideration Stock Consideration on page 25.

***Election to Receive Cash Consideration In Lieu of Common Stock (Page 25).***

A Florida Choice shareholder may elect to receive cash instead of the shares of Alabama National common stock that he or she would otherwise receive in exchange for some or all of his or her shares of Florida Choice common stock. Any such cash election must be made in accordance with the election procedures described in this proxy statement-prospectus. See APPROVAL OF THE MERGER AGREEMENT Procedures for Making a Cash Election on page 26. The amount of cash that a Florida Choice shareholder will receive under a cash election will be subject to the cash allocation procedures described below. In our discussion we may refer to the amount of cash to be received for each share of Florida Choice common stock converted in connection with the cash election as the per share cash election consideration.

Shareholders who choose to receive cash consideration will receive \$39.52 in cash for each share of Florida Choice stock covered by the election.

Under the merger agreement, the total cash consideration that Alabama National will pay in connection with the merger is equal to \$5.12 million. If the number of shareholders who elect to receive cash instead of shares of Alabama National common stock would cause the total amount of cash to be paid by Alabama National to either





## Table of Contents

exceed \$5.12 million or to fall below \$5.12 million, then Alabama National will allocate and proportionately reduce or increase, as the case may be, the amount of cash which would be received by Florida Choice shareholders. If the cash elections by Florida Choice shareholders would exceed \$5.12 million in cash payments, Alabama National, in its discretion, may increase the total amount of cash consideration up to the actual amount of the total cash elections, not to exceed 20% of the aggregate merger consideration.

Florida Choice shareholders who elect to receive cash for all or a portion of their shares but do not receive the entire amount of cash elected will automatically receive shares of Alabama National common stock. If the total amount of cash would be less than \$5.12 million based on the cash elections, then all Florida Choice shareholders, including those who did not submit cash election forms, will receive some portion of the merger consideration in cash.

See APPROVAL OF THE MERGER AGREEMENT Procedures for Making a Cash Election on pages 26 and 27 for a detailed explanation of how cash will be allocated among shareholders when cash elections are less than or greater than \$5.12 million.

**Regulatory Approvals; Effective Time (Pages 43 and 29).** We cannot complete the merger unless we obtain the approval of the Board of Governors of the Federal Reserve System and the Florida Office of Financial Regulation. Applications for such approval were filed with the Federal Reserve and the Florida Office of Financial Regulation on November 23, 2005. While we do not know of any reason why we should not obtain the necessary regulatory approvals in a timely manner, we cannot be certain when or if we can obtain them.

The merger will become effective as of the date and at the time that the later of the following occurs:

- (1) the articles of merger reflecting the merger are accepted for filing by the Secretary of State of Florida;
- (2) the certificate of merger reflecting the merger is accepted for filing by the Secretary of State of Delaware; or
- (3) such later date and time as agreed upon in writing by Alabama National and Florida Choice and specified in the articles of merger and certificate of merger.

We will not file the articles of merger and the certificate of merger until all conditions contained in the merger agreement have been satisfied or waived.

**Recommendation of Florida Choice's Board of Directors; Opinion of Keefe, Bruyette & Woods, Inc. (Pages 23 and 33).** Florida Choice's board of directors believes that the merger is fair to you and in your best interests, and recommends that you vote FOR the proposal to approve the merger and the merger agreement. In deciding to approve the merger, Florida Choice's board of directors considered, among other things, the opinion of Keefe, Bruyette & Woods, Inc., an investment banking and financial advisory firm with significant experience in evaluating merger transactions in the financial services industry. Keefe, Bruyette & Woods, Inc. provided an opinion to Florida Choice's board of directors that, as of the date of the opinion, the consideration to be received by Florida Choice's shareholders, as provided in the merger agreement, was fair from a financial point of view to Florida Choice's shareholders. We have attached as *Appendix C* the written opinion of Florida Choice dated October

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27, 2005. You should read it and the disclosure entitled *Opinion of Keefe, Bruyette & Woods, Inc.* beginning on page 33 carefully to understand the assumptions made, matters considered and limitations of the review undertaken by Keefe, Bruyette & Woods, Inc. in providing its opinion.

***Votes Required (Page 22).*** In order to approve the merger agreement, Florida Choice's shareholders holding a majority of the outstanding shares of Florida Choice common stock must vote for the merger agreement. The directors and executive officers of Florida Choice and Florida Choice Bank beneficially owned, as of September 30, 2005, a total of 1,180,263 shares (46.00%) of Florida Choice common stock (excluding stock options). Each of these persons has agreed, subject to certain conditions, to vote his or her shares of Florida Choice common stock in favor of the merger agreement.

## **Table of Contents**

***Surrender of Stock Certificates (Page 27).*** Following the merger, holders of Florida Choice stock certificates will need to exchange their certificates for new certificates of Alabama National common stock, or, if properly elected, for the per share cash election consideration. Shortly after we complete the merger, Alabama National will send Florida Choice's shareholders detailed instructions on how to exchange their shares. Please do not send us any stock certificates until you receive these instructions.

***Conditions to Consummation of the Merger (Page 41).*** The completion of the merger depends on meeting a number of conditions, including the following: (1) Florida Choice's shareholders must approve the merger agreement, (2) we must receive all required regulatory approvals and any waiting periods required by law must have passed, (3) we must receive consents of third parties necessary to the consummation of the merger, and (4) we must receive certain opinions of counsel.

***Effect on Certain Employee Benefit Plans of Florida Choice (Page 40).***

***401(k) Plan.*** Florida Choice Bank's 401(k) plan will be terminated prior to the merger, and all participants will become fully vested. Alabama National will offer each eligible employee of Florida Choice the opportunity to enroll in Alabama National's 401(k) plan.

***Salary Continuation Agreements and Supplemental Life Insurance Agreements.*** Certain officers of Florida Choice and Florida Choice Bank have salary continuation agreements and supplemental life insurance agreements which will be modified and/or terminated as a result of the Merger. See APPROVAL OF THE MERGER AGREEMENT Interests of Certain Persons in the Merger beginning at page 46.

***Treatment of Florida Choice Stock Options.*** At the time we complete the merger, all outstanding stock options granted by Florida Choice under its stock option plans will be converted automatically into options to purchase Alabama National common stock, unless an option holder has elected to cancel his or her options in exchange for cash, as described below. Alabama National will assume these options subject to their existing terms, including any acceleration in vesting that will occur as a consequence of the merger. The number of shares of Alabama National common stock that may be purchased upon exercise of each assumed option will be calculated according to the Exchange Ratio.

Under the terms of the merger agreement, holders of Florida Choice stock options may elect instead to cancel their options as of the time the merger is complete in exchange for cash. If an option holder elects to receive cash, he or she will receive cash in an amount equal to the number of shares covered by the option multiplied by the excess of (A) the price derived by adding the averages of the high and low sales price of one share of Alabama National common stock quoted on the Nasdaq Stock Market on each of the ten days ending on the fifth business day prior to the effective time of the merger (the average quoted price), multiplied by 0.6079, and (B) the exercise price per share. For example, if the average quoted price were \$60.00, the holder of an option to buy 100 shares of Florida Choice common stock at \$16.00 per share would be entitled to receive \$2,047.40 (calculated as follows: 100 shares X {(0.6079 X \$60.00)-\$16.00}) if such holder elected this alternative.

The directors of Florida Choice and Florida Choice Bank and certain executives of Florida Choice and Florida Choice Bank, who hold over 90% of the outstanding options of Florida Choice, have elected to cancel their options in exchange for cash. The closing of the merger is conditioned upon holders of at least 90% of the outstanding options electing to cancel their options in exchange for cash. See Interests of Certain Persons in the Merger (Page 46).

***Federal Income Tax Consequences (Page 49).*** We expect that you will not recognize gain for U.S. federal income tax purposes in the merger if you exchange all of your shares of Florida Choice common stock for shares of Alabama National common stock, except in connection with any

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cash received instead of fractional shares. If you receive cash for all or part of your shares of Florida Choice common stock pursuant to the cash election or allocation procedures, or the exercise of appraisal rights, you generally will recognize gain. Florida Choice and

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**Table of Contents**

Alabama National have received a legal opinion that this will be the case. This legal opinion is filed as an exhibit to the Registration Statement of which this proxy statement-prospectus forms a part.

This tax treatment may not apply to some Florida Choice shareholders. Determining the actual tax consequence of the merger to you as an individual taxpayer can be complicated. The tax treatment will depend on your specific situation and many variables not within our control. You should consult your own tax advisor for a full understanding of the tax consequences of this merger to you.

***Management and Operations after the Merger (Page 46).*** Following the merger, the combined company will operate under the name Alabama National Bancorporation, and Florida Choice Bank will become a wholly-owned subsidiary of Alabama National. The Board of Directors of Florida Choice Bank will consist of the current directors of Florida Choice Bank plus one or more officers of Alabama National. Following the merger, Kenneth E. LaRoe, currently the Chairman and Chief Executive Officer of Florida Choice and Florida Choice Bank, will continue to serve as Chairman of the Board of Directors of Florida Choice Bank, John R. Warren, currently the President of Florida Choice and Florida Choice Bank, will serve as Chief Executive Officer of Florida Choice Bank, and Robert L. Porter, currently the Chief Financial Officer of Florida Choice and the Chief Operating Officer of Florida Choice Bank, will continue to serve as Chief Operating Officer of Florida Choice Bank. Florida Choice Bank has entered into employment agreements with several existing officers and employees of Florida Choice Bank, in addition to Messrs. LaRoe, Warren and Porter, as discussed below. It is not expected that any significant change in employees at Florida Choice Bank will be made as a result of the merger.

All current Alabama National officers and directors are expected to continue to serve in their current positions after the completion of the merger.

***Interests of Certain Persons in the Merger that are Different from Yours (Page 46).*** Certain directors and officers of Florida Choice and Florida Choice Bank have interests in the merger that are different from your interests. Certain officers and directors of Florida Choice Bank will continue to serve as officers and directors of Florida Choice Bank following the merger. In addition, Messrs. LaRoe, Warren and Porter have entered into new employment agreements with Florida Choice Bank. Each of these new employment agreements is being held in escrow and is to become effective upon completion of the merger. Mr. LaRoe's new employment agreement will provide Mr. LaRoe with an annual salary of at least \$100,000 for up to two years following the merger, for service as the Chairman of Florida Choice Bank. Mr. Warren's new employment agreement will provide Mr. Warren with an annual salary of at least \$185,000 for up to five years following the merger, for service as the Chief Executive Officer of Florida Choice Bank. Mr. Porter's new employment agreement will provide Mr. Porter with an annual salary of at least \$185,000 for up to five years following the merger, for service as the Chief Operating Officer of Florida Choice Bank. Mr. Warren and Mr. Porter will each have the opportunity to earn annual bonuses under their new employment agreements. All three of these new employment agreements also contain non-compete restrictions. These three new employment agreements, once they become effective, will supersede all of the terms of Mr. LaRoe's, Mr. Porter's and Mr. Warren's current employment agreements, which will automatically terminate on the date that the merger is completed. If, for any reason, the merger is not completed, the current employment agreements will continue to be effective.

Florida Choice Bank anticipates entering into employment agreements, to be effective January 1, 2006, with each of the following twelve officers: Tom Coletta, Teague Gilliland, Stephen Jeuck, Greg Mainguth, Tim Roberson, Paul Rountree, Dean Shaheen, Sharon Stovall, Ray Taylor, Ray Tiley, Chris VanBuskirk and Joe Vorwerk. These agreements have employment terms ranging from one to five years, provide for annual salaries ranging from \$70,000 to \$140,000, and provide each employee with the opportunity to earn annual bonuses. Additionally, each of these persons will be entitled to receive a stay bonus ranging from \$5,000 to \$120,000 if they remain employed with Florida Choice Bank through the date of the consummation of the merger. The total amount of these stay bonuses in the aggregate is \$575,000. Several of these employees have an existing

**Table of Contents**

employment agreement, change in control agreement and/or severance agreement with Florida Choice Bank. Each of these agreements will be replaced, effective January 1, 2006, with the new employment agreements described above.

Additionally, Messrs. LaRoe, Warren, Porter, Coletta and Jeuck have existing salary continuation agreements pursuant to which they are eligible for supplemental retirement benefits. These benefits become fully vested as a result of the merger. Rather than initiate these payments on retirement, each of these employees agreed to terminate his salary continuation agreement, effective December 15, 2005, in exchange for a lump sum payment equal to the present value of the retirement benefits as of December 31, 2005. Messrs. LaRoe, Warren, Porter, Coletta and Jeuck will receive lump sum payments of \$676,824, \$526,778, \$608,754, \$359,116 and \$382,495, respectively, related to the termination of these salary continuation agreements.

In addition, the directors and officers of Florida Choice and Florida Choice Bank hold stock options that otherwise would be converted at the time we complete the merger into options to purchase Alabama National common stock. These directors and officers have elected to cancel their options as of the completion of the merger, in exchange for cash.

Alabama National and Florida Choice anticipate that all 24 of the non-executive directors of Florida Choice Bank will enter into non-compete agreements to be effective upon the completion of the merger. To date, 19 of these non-executive directors have entered into non-compete agreements. Each non-executive director of Florida Choice Bank will receive a payment of \$5,000 as consideration for the restrictions of their non-compete agreements.

**Accounting Treatment (Page 50).** The merger will be accounted for as a purchase by Alabama National of Florida Choice under generally accepted accounting principles. Under the purchase method of accounting, the assets and liabilities of the company not surviving a merger are, as of completion of the merger, recorded at their respective fair values and added to those of the surviving company. To the extent the consideration paid exceeds the fair value of the net assets acquired, goodwill is recorded. Financial statements of the surviving company issued after consummation of the merger reflect these values, but are not restated retroactively to reflect the historical financial position or results of operations of the company not surviving.

**Market Prices.** The following table sets forth (1) the market value of Alabama National common stock, (2) the market value of Florida Choice common stock and (3) the price to be paid for each share of Florida Choice common stock on an equivalent per share basis determined as if the completion of the merger occurred on (A) October 26, 2005, the business day immediately preceding the announcement of the execution of the merger agreement and (B) \_\_\_\_\_, 2006, the last day for which such information could be calculated prior to the printing and mailing of this proxy statement-prospectus:

	Alabama National	Florida Choice	Equivalent Price Per Share
	Common Stock(1)	Common Stock(2)	of Florida Choice(3)
October 26, 2005	\$ 63.32	N/A	\$ 38.49
, 2006		N/A	

- (1) Determined on an historical basis with reference to the last sales price as reported on the Nasdaq Stock Market for each particular date.
- (2) There is no established public trading market for the Florida Choice common stock on which a historical market value could be based.
- (3) Determined on an equivalent price per share basis by multiplying the Alabama National market value on each particular date by the Exchange Ratio of 0.6079.

***Resales of Alabama National Stock (Page 51).*** The shares of Alabama National common stock issued to Florida Choice's shareholders in the merger will be freely transferable under federal securities law, except for shares issued to any shareholder who may be deemed an affiliate of Florida Choice for purposes of Rule 145 under the Securities Act (generally including directors, executive officers and beneficial owners of 10% of any class of capital stock of Florida Choice). Affiliates will be subject to certain restrictions on resales of newly acquired Alabama National shares.



**Table of Contents**

***Waiver and Amendment; Termination (Page 45)***. Either Alabama National or Florida Choice may waive or extend the time for performing the others obligations under the merger agreement. In addition, the boards of directors of each of Alabama National and Florida Choice may agree to amend the merger agreement, subject to certain conditions in the merger agreement. The merger agreement may be terminated at any time prior to completion of the merger by the agreement of Florida Choice and Alabama National.

Either company can also terminate the merger agreement under the following circumstances: