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Ameris Bancorp
Form 8-K/A
September 29, 2011

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): September 29, 2011 (July 15, 2011)

Ameris Bancorp

(Exact Name of Registrant as Specified in Charter)

Georgia
(State or Other

001-13901
(Commission File Number)

58-1456434
(IRS Employer

Jurisdiction of

Identification No.)

Incorporation)

310 First Street, S.E., Moultrie, Georgia
(Address of Principal Executive Offices)

31768
(Zip Code)

Registrant's telephone number, including area code: (229) 890-1111

(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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

On July 21, 2011, Ameris Bancorp (the *Company*) filed a Current Report on Form 8-K (the *Original Report*) to report the Company's announcement that its wholly-owned subsidiary, Ameris Bank (the *Bank*), had entered into (i) a Purchase and Assumption Agreement dated as of July 15, 2011 with the Federal Deposit Insurance Corporation (the *FDIC*) and with the FDIC, as Receiver of High Trust Bank, Stockbridge, Georgia (*High Trust*), pursuant to which the Bank acquired certain assets, and assumed substantially all of the deposits and certain liabilities, of High Trust, and (ii) a Purchase and Assumption Agreement dated as of July 15, 2011 with the FDIC and with the FDIC, as Receiver of One Georgia Bank, Atlanta, Georgia (*One Georgia*), pursuant to which the Bank acquired certain assets, and assumed substantially all of the deposits and certain liabilities, of One Georgia.

This Current Report on Form 8-K/A (the *Amendment*) amends and supplements the disclosure provided in the Original Report to disclose additional information required with respect to the transactions by Item 9.01. Except as otherwise provided herein, the other disclosures made in the Original Report remain unchanged. All financial and other numeric measures of High Trust and One Georgia as described in this Amendment are based upon information as of July 15, 2011 and may be subject to change. In addition, the fair values of acquired loans and other real estate remains subject to finalization and revision by the Bank in accordance with accounting guidance on business acquisitions.

Statements made in this Amendment, other than those concerning historical financial information, may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and are subject to risks and uncertainties. These forward-looking statements include, without limitation, statements regarding the Company's expectations concerning its financial condition, operating results, cash flows, liquidity and capital resources. A discussion of risks, uncertainties and other factors that could cause actual results to differ materially from management's expectations is set forth under the captions *Cautionary Notice Regarding Forward-Looking Statements*, *Risk Factors* and *Management's Discussion and Analysis of Financial Condition and Results of Operations* in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 and in the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011 and June 30, 2011.

Item 1.01 Entry into a Material Definitive Agreement.

The information provided under Item 2.01 *Completion of Acquisition or Disposition of Assets* is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

High Trust Acquisition

On July 15, 2011 (the *Closing Date*), the Bank entered into a Purchase and Assumption Agreement (the *High Trust Agreement*) with the FDIC and with the FDIC, as Receiver, pursuant to which the Bank acquired certain assets, and assumed substantially all of the deposits and certain liabilities, of High Trust (the *High Trust Acquisition*).

Under the terms of the High Trust Agreement, the Bank acquired approximately \$179.0 million in assets, including approximately \$133.5 million in loans, and also assumed approximately \$176.3 million in liabilities, including approximately \$175.9 million in customer deposits. The above figures reflect the book value of the assets and liabilities of the High Trust Acquisition. The deposits were acquired with no premium, and the assets were acquired at a discount of \$33.5 million. To settle the transaction, the FDIC made a cash payment to the Bank totaling \$30.2 million, based on the differential between liabilities assumed and assets acquired, taking into account the asset discount.

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The estimated fair values of the assets acquired and liabilities assumed in conjunction with the High Trust Acquisition as of the Closing Date are detailed in the following table (dollars in thousands):

	July 15, 2011	Avg. Maturity (years)	Effective Yield / Cost
Assets Acquired:			
Cash and due from banks	\$ 6,204		
Securities available for sale	14,770	5.32	2.45%
Loans	84,732	10.35	5.13%
Other real estate owned	10,272		
Estimated reimbursement from the FDIC	49,485		
Other assets	1,772		
Assets acquired	167,235		
Cash received to settle the acquisition	30,228		
Fair value of assets acquired	\$ 197,463		
Liabilities assumed:			
Deposits	\$ 175,887	0.71	0.51%
Other liabilities	2,654		
Fair value of liabilities assumed	178,541		
Net Assets Acquired / Gained from Acquisition	\$ 18,922		

In connection with the High Trust Acquisition, the Bank entered into shared-loss agreements with the FDIC that collectively cover approximately \$8.7 million of single family residential mortgage loans, approximately \$23.3 million of other real estate owned, approximately \$30.7 million of commercial real estate loans and approximately \$93.7 million of construction loans, other commercial loans and other commercial assets (collectively, High Trust Covered Assets). Under these shared-loss agreements, the FDIC will reimburse the Bank for 80% of losses on High Trust Covered Assets, beginning with the first dollar of loss incurred. The Bank will reimburse the FDIC for recoveries with respect to losses for which the FDIC paid the Bank under the shared-loss agreements. The shared-loss agreement applicable to single family residential mortgage loans provides for FDIC loss sharing and reimbursement by the Bank to the FDIC, in each case as described above, for ten years. The shared-loss agreement applicable to commercial loans and securities provides for FDIC loss sharing for five years and reimbursement by the Bank to the FDIC for eight years, in each case as described above.

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The following table summarizes the assets covered by the shared-loss agreements, the amount covered by the FDIC and the estimated fair values (dollars in thousands):

Assets Subject to Loss Sharing:	Amounts Covered	Estimated Fair Value	Single Family Certificate (10 years for losses)	Commercial Certificate (5 years for losses)
Loans	\$ 133,083	\$ 84,732	\$ 8,679	\$ 124,404
OREO	23,272	10,272	-	23,272
Total	\$ 156,355	\$ 95,004	\$ 8,679	\$ 147,676

The Bank also has agreed to pay to the FDIC, 45 days after July 31, 2021 (or, if later, the time of disposition of all acquired assets pursuant to the shared-loss agreements) (the *True-Up Date*), the excess, if any, of (i) 20% of the intrinsic loss estimate of approximately \$51 million less (ii) the sum of (A) 20% of the cumulative shared-loss payments (defined as the aggregate of all shared-loss payments made by the FDIC to the Bank under the High Trust shared-loss agreements minus the aggregate of all reimbursement payments made by the Bank to the FDIC under such agreements), plus (B) 25% of the asset discount of total High Trust Covered Assets at the inception of the related shared-loss agreement, plus (C) servicing amounts equal to 3.5% of total High Trust Covered Assets at the inception of the related shared-loss agreement.

The terms of the High Trust Agreement provide for the FDIC to indemnify the Bank against certain claims, including, but not limited to, claims with respect to liabilities and assets of High Trust or any of their affiliates not assumed or otherwise purchased by the Bank, with respect to claims made by shareholders of High Trust and with respect to claims based on any action by High Trust's directors, officers and other employees.

The foregoing summary of the High Trust Agreement, including the related shared-loss agreements, is not complete and is qualified in its entirety by reference to the full text of the High Trust Agreement, which is attached as Exhibit 2.1 to this Current Report and incorporated herein by reference.

One Georgia Acquisition

Also on the Closing Date, the Bank entered into a Purchase and Assumption Agreement (the *One Georgia Agreement*) with the FDIC and with the FDIC, as Receiver, pursuant to which the Bank acquired certain assets, and assumed substantially all of the deposits and certain liabilities, of One Georgia (the *One Georgia Acquisition* and, together with the High Trust Acquisition, the *Acquisitions*).

Under the terms of the One Georgia Agreement, the Bank acquired approximately \$184.2 million in assets, including approximately \$120.8 million in loans. The Bank also assumed approximately \$156.1 million in liabilities, including approximately \$136.1 million in customer deposits. The above figures reflect the book value of the assets and liabilities of the One Georgia Acquisition. The deposits were acquired with no premium, and the assets were acquired at a discount of \$22.5 million. To settle the transaction, the Bank made a cash payment to the FDIC totaling \$5.7 million, based on the differential between liabilities assumed and assets acquired, taking into account the asset discount.

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The estimated fair values of the assets acquired and liabilities assumed in conjunction with the One Georgia Acquisition as of the Closing Date are detailed in the following table (dollars in thousands):

	July 15, 2011	Avg. Maturity (years)	Effective Yield / Cost
Assets Acquired:			
Cash and due from banks	\$ 7,243		
Federal funds sold	5,070		
Securities available for sale	28,891	3.48	2.50%
Loans	74,843	6.37	6.11%
Other real estate owned	7,242		
Estimated reimbursement from the FDIC	45,488		
Other assets	2,933		
Assets acquired	171,710		
Less cash paid to settle the acquisition	(5,658)		
Fair value of assets acquired	\$ 166,052		
Liabilities assumed:			
Deposits	\$ 136,101	0.95	0.62%
Other Borrowings	21,107	2.60	1.00%
Other liabilities	899		
Fair value of liabilities assumed	158,107		
Net Assets Acquired / Gained from Acquisition	\$ 7,945		

In connection with the One Georgia Acquisition, the Bank entered into shared-loss agreements with the FDIC that collectively cover approximately \$13.8 million of single family residential mortgage loans, approximately \$19.2 million of other real estate owned, approximately \$53.5 million of commercial real estate loans and approximately \$56.6 million of construction loans, other commercial loans and other commercial assets (collectively, One Georgia Covered Assets). Under these shared-loss agreements, the FDIC will reimburse the Bank for 80% of losses on One Georgia Covered Assets, beginning with the first dollar of loss incurred. The Bank will reimburse the FDIC for recoveries with respect to losses for which the FDIC paid the Bank under the shared-loss agreements. The shared-loss agreement applicable to single family residential mortgage loans provides for FDIC loss sharing and reimbursement by the Bank to the FDIC, in each case as described above, for ten years. The shared-loss agreement applicable to commercial loans and securities provides for FDIC loss sharing for five years and reimbursement by the Bank to the FDIC for eight years, in each case as described above.

The following table summarizes the assets covered by the shared-loss agreements, the amount covered by the FDIC and the estimated fair values (dollars in thousands):

Assets Subject to Loss Sharing:	Amounts Covered	Estimated Fair Value	Single Family Certificate (10 years for losses)	Commercial Certificate (5 years for losses)
Loans	\$ 123,891	\$ 74,843	\$ 13,844	\$ 110,047
OREO	19,242	7,242	-	19,242

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Total	\$ 143,133	\$ 82,085	\$ 13,844	\$ 129,289
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The Bank also has agreed to pay to the FDIC, 45 days after July 31, 2021 (or, if later, the time of disposition of all acquired assets pursuant to the shared-loss agreements) (the True-Up Date), the excess, if any, of (i) 20% of the intrinsic loss estimate of \$56 million less (ii) the sum of (A) 20% of the cumulative shared-loss payments (defined as the aggregate of all shared-loss payments made by the FDIC to the Bank under the One Georgia shared-loss agreements minus the aggregate of all reimbursement payments made by the Bank to the FDIC under such agreements), plus (B) 25% of the asset discount of total One Georgia Covered Assets at the inception of the related shared-loss agreement, plus (C) servicing amounts equal to 3.5% of total One Georgia Covered Assets at the inception of the related shared-loss agreement.

The terms of the One Georgia Agreement provide for the FDIC to indemnify the Bank against certain claims, including, but not limited to, claims with respect to liabilities and assets of One Georgia or any of their affiliates not assumed or otherwise purchased by the Bank, with respect to claims made by shareholders of One Georgia and with respect to claims based on any action by One Georgia's directors, officers and other employees.

The foregoing summary of the One Georgia Agreement, including the related shared-loss agreements, is not complete and is qualified in its entirety by reference to the full text of the One Georgia Agreement, which is attached as Exhibit 2.2 to this Current Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Discussion

As set forth in Item 2.01 above, on the Closing Date, the Bank acquired certain assets, and assumed substantially all of the deposits and certain liabilities, of each of High Trust and One Georgia pursuant to the High Trust Agreement and the One Georgia Agreement, respectively. A narrative description of the anticipated effects of the Acquisitions on the Company's financial condition, liquidity, capital resources and operating results is presented below. This discussion should be read in conjunction with the historical financial statements and the related notes of the Company, which have been filed with the Securities and Exchange Commission, and the Audited Statement, which is attached hereto as Exhibit 99.2.

The High Trust Acquisition increased the Company's total assets, total loans and total deposits by approximately 6.91%, 4.59% and 7.00%, respectively, as compared to balances at June 30, 2011. The One Georgia Acquisition increased the Company's total assets, total loans and total deposits by approximately 5.81%, 4.05% and 5.42%, respectively, as compared to balances at June 30, 2011. The Company expects the Acquisitions to positively affect the Company's operating results for the following reasons:

- (i) The Company believes that the additional branch footprint in Stockbridge, Leary and Midtown Atlanta, Georgia will provide increased opportunities for growth and complement the Bank's existing footprint.
- (ii) The Company believes that as the operations of High Trust and One Georgia are deleveraged and consolidated with those of the Bank, additional gains in the Company's consolidated efficiency ratio will be realized.

The Acquisitions were accounted for under the purchase method of accounting in accordance with generally accepted accounting principles regarding business combinations. The amount that the Company realizes on these assets could differ materially from the fair value reflected in the attached Audited Statement primarily as a result of changes in the timing and amount of collections on the acquired loans in future periods. Because of the shared-loss agreements with the FDIC on these assets, as described in Item 2.01 above, the Company does not expect to incur significant losses. To the extent the actual values realized for acquired loans differ from the estimated amounts, the indemnification asset will generally be impacted in an offsetting manner due to the loss-sharing support from the FDIC.

Financial Condition

In connection with the High Trust Acquisition, the Bank purchased loans with a contractual principal balance of \$133.5 million, the fair value of which was estimated to be \$84.7 million. The fair value of the loans acquired represented 4.59% of the Company's gross outstanding loans as compared to balances reported at June 30, 2011.

In connection with the One Georgia Acquisition, the Bank purchased loans with a contractual principal balance of \$120.8 million, the fair value of which was estimated to be \$74.8 million. The fair value of the loans acquired represented 4.05% of the Company's gross outstanding loans as compared to balances reported at June 30, 2011.

Short-term Assets

Initially, the Acquisitions increased the Company's levels of liquidity by a net amount of \$43.0 million. The Company acquired \$18.5 million in total cash and due from banks before receiving a \$30.2 million payment from the FDIC to settle the High Trust Acquisition and making a payment of \$5.7 million to the FDIC to settle the One Georgia Acquisition.

Investment Securities Available for Sale

The following table reflects the acquired investment securities available for sale as of the Closing Date (dollars in thousands):

	Fair value	Average Yield	Average Maturity
High Trust			
FNMA Agency	\$ 5,972	2.05%	4.30
FFCB Agency	3,466	2.67%	6.49
FHLB Agency	3,960	2.53%	6.02
FHLMC Agency	990	3.12%	1.17
Taxable SCM	382	4.08%	14.17
Total	\$ 14,770	2.45%	5.32
One Georgia			
FNMA Agency	\$ 4,506	2.18%	1.87
FHLB Agency	1,062	1.05%	1.59
FHLMC Agency	3,505	2.42%	2.06
Fixed MBS	18,608	2.70%	3.79
Floating MBS	1,210	2.14%	10.52
Total	\$ 28,891	2.50%	3.48

The High Trust and One Georgia acquired portfolios increased the Company's investment securities by approximately 4.42% and 8.64%, respectively, when compared to balances reported at June 30, 2011.

Loans

The estimated fair value of loans acquired in the High Trust Acquisition and the One Georgia Acquisition amounted to approximately 4.59% and 4.05%, respectively, of the Company's gross loans reported at June 30, 2011. The following table presents information regarding the loan portfolios acquired on the Closing Date at estimated fair value (dollars in thousands):

	Loans with deterioration of credit quality	Loans without a deterioration of credit quality	Total loans, at fair value
High Trust:			
Commercial, industrial, agricultural	\$ 153	\$ 242	\$ 395
Real estate residential	5,025	3,525	8,550
Real estate commercial & farmland	62,472	5,898	68,370
Construction & development	6,508	53	6,561
Consumer	58	798	856
	\$ 74,216	\$ 10,516	\$ 84,732

	Loans with deterioration of credit quality	Loans without a deterioration of credit quality	Total loans, at fair value
One Georgia:			
Commercial, industrial, agricultural	\$ 9,263	\$ 1,471	\$ 10,734
Real estate residential	4,308	1,745	6,053
Real estate commercial & farmland	31,313	17,971	49,284
Construction & development	4,783	3,346	8,129
Consumer	253	390	643
	\$ 49,920	\$ 24,923	\$ 74,843

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The acquired portfolios contained both fixed and variable rate loans. The following table provides information about the portfolios according to loan rate type and at fair value as of the Closing Date (dollars in thousands):

	Fair Value	Effective Yield	Maturity (years)	Fair Value amounts with:	
				Fixed Rates	Variable Rates
<i>High Trust:</i>					
Commercial, industrial, agricultural	\$ 395	4.73%	2.49	\$ 270	\$ 125
Real estate residential	8,550				