

ISABELLA BANK CORP  
Form S-8  
May 31, 2012

As filed with the Securities and Exchange Commission on May 31, 2012

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-8

## REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

# ISABELLA BANK CORPORATION

(Exact name of Issuer as specified in its charter)

**Michigan**  
(State or other jurisdiction of  
incorporation or organization)

401 North Main Street

Mt. Pleasant, Michigan 48858-1649

**38-2830092**  
(I.R.S. Employer  
Identification No.)

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(Address of Principal Executive Offices)

**ISABELLA BANK CORPORATION**  
**STOCKHOLDER DIVIDEND REINVESTMENT AND**  
**EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plan)

**Dennis P. Angner**

**401 North Main Street**

**Mt. Pleasant, MI 48858-1649**

**989/772-9471**

(Name, address and telephone number of agent for service)

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities</b>                             | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|--|--------------------------------|--|--|-----------------------------------|
| <b>to be Registered</b><br>Common Shares, no par value | 30,000 Sh <sup>(1)</sup>       | \$ 24.89 <sup>(2)</sup>                          | \$ 746,700 <sup>(2)</sup>                        | \$ 85.57 <sup>(2)</sup>           |

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers such indeterminate number of additional shares as may be required to be issued under the Plan in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.
- (2) Estimated based on the average price of the Common Stock on May 29, 2012, pursuant to Rule 457(h)(1) and 457(c) solely for the purpose of calculating the registration fee.

**REGISTRATION OF ADDITIONAL SECURITIES STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 30,000 shares of Isabella Bank Corporation (the Registrant ) common stock to be issued pursuant to the Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan, as amended on January 25, 2012 (the Plan ). Pursuant to General Instruction E of Form S-8, the contents of the Registration Statements on Form S-8, previously filed with the Commission relating to the Plan (File No. 33-34777, File No. 33-61596, File No. 333-53377, File No. 333-106414 and File No. 333-151353), are incorporated herein by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

See Exhibit Index.

**SIGNATURES**

The Registrant. 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 Mt. Pleasant, state of Michigan, on May 23, 2012.

ISABELLA BANK CORPORATION

By: /s/ Richard J. Barz  
Richard J. Barz, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Dennis P. Angner May 23, 2012

Dennis P. Angner, President, Chief Financial Officer, Principal Accounting Officer and Director

/s/ Jeffrey J. Barnes May 23, 2012

Jeffrey J. Barnes, Director

/s/ Richard J. Barz May 23, 2012

Richard J. Barz, Chief Executive Officer and Director

/s/ Sandra L. Caul May 23, 2012

Sandra L. Caul, Director

/s/ James C. Fabiano May 23, 2012

James C. Fabiano, Director

/s/ G. Charles Hubscher May 23, 2012

G. Charles Hubscher, Director

/s/ Thomas L. Kleinhardt May 23, 2012

Thomas L. Kleinhardt, Director

/s/ Joseph LaFramboise May 23, 2012

Joseph LaFramboise, Director

/s/ David J. Maness May 23, 2012

David J. Maness, Director

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/s/ W. Joseph Manifold

May 23, 2012

W. Joseph Manifold, Director

/s/ W. Michael McGuire

May 23, 2012

W. Michael McGuire, Director

/s/ Dale D. Weburg

May 23, 2012

Dale D. Weburg, Director

EXHIBIT INDEX

| Exhibit<br>Number | Description   |
|-------------------|---|
| 5                 | Opinion of counsel as to legality of the common shares covered by this registration statement |
| 23.1              | Consent of Rehmann Robson P.C.  |
| 23.2              | Consent of counsel (included within Exhibit 5)  |