

BERKSHIRE HILLS BANCORP INC  
Form 8-K  
April 20, 2015

**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): **April 17, 2015**

**BERKSHIRE HILLS BANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction)

**001-15781**  
(Commission File No.)

**04-3510455**  
(I.R.S. Employer

of Incorporation)

Identification No.)

**24 North Street, Pittsfield, Massachusetts**  
(Address of Principal Executive Offices)

**01201**  
(Zip Code)

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

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

On April 17, 2015, Berkshire Hills Bancorp, Inc. (the Company or Berkshire Hills ), the holding company of Berkshire Bank, completed its merger with Hampden Bancorp, Inc. ( Hampden ), the holding company of Hampden Bank. The merger was consummated pursuant to the Agreement and Plan of Merger by and between Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc., dated November 3, 2014 (the Merger Agreement ), by way of a merger of Hampden with and into Berkshire Hills, with Berkshire Hills being the surviving corporation in the merger (the Merger ). In connection with the Merger, Hampden Bank was merged with and into Berkshire Bank, with Berkshire Bank as the surviving institution.

The preceding paragraph is qualified in its entirety by reference to the Merger Agreement, incorporated by reference to Exhibit 2.1 to this Form 8-K.

Pursuant to the Merger Agreement, stockholders of Hampden as of the close of business on April 17, 2015 will receive merger consideration of 0.81 shares of Berkshire Hills common stock for each share of Hampden common stock owned.

A press release detailing the above was issued by Berkshire Hills, and is filed as Exhibit 99.1 hereto and incorporated herein by reference.

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

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 2.1	Agreement and Plan of Merger by and between Berkshire Hills Bancorp, Inc. and Hampden Bancorp, Inc., dated November 3, 2014 (incorporated by reference to Exhibit 2.1 to Berkshire Hills Current Report on Form 8-K, filed with the Securities and Exchange Commission on November 4, 2014 (Commission File No. 001-15781))
Exhibit 99.1	Press Release dated April 17, 2015

**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.

**Berkshire Hills Bancorp, Inc.**

Date: April 17, 2015

By: /s/ Michael P. Daly  
Michael P. Daly  
President and Chief Executive Officer