

BERKSHIRE HILLS BANCORP INC  
Form DEFA14A  
April 20, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Berkshire Hills Bancorp, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1)	Title of each class of securities to which transaction applies: N/A
(2)	Aggregate number of securities to which transaction applies: N/A
(3)	Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A
(4)	Proposed maximum aggregate value of transaction: N/A
(5)	Total fee paid: N/A
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1)	Amount Previously Paid: N/A
(2)	Form, Schedule or Registration Statement No.: N/A
(3)	Filing Party: N/A
(4)	Date Filed: N/A

**Explanatory Note**

The Proxy Statement for Berkshire Hills Bancorp, Inc. (the Company) 2015 Annual Meeting of Stockholders did not fully describe the percentage of meetings attended by incumbent directors of the Company during the prior fiscal year. Each incumbent director attended at least 75% of the total number of meetings of the Board of Directors and committee meetings of the board on which such director served during the prior fiscal year, with the exception of John W. Altmeyer, who attended 74% of the total number of board and committee meetings on which he served. A copy of the amendment to the Company's Proxy Statement is below, and should be read in conjunction with the Berkshire Hills Bancorp, Inc. Definitive Proxy Statement filed on April 1, 2015. Other than as described above, no other changes are made to the Berkshire Hills Bancorp, Inc. Definitive Proxy Statement filed on April 1, 2015.

**Definitive Additional Material**

**Related to Proxy Statement filed April 1, 2015**

Berkshire Hills Bancorp, Inc. hereby revises its Definitive Proxy Statement filed on April 1, 2015 to delete the existing paragraph entitled "Board and Committee Meetings" in the Section on "Corporate Governance" and replace it in its entirety as follows:

**Board and Committee Meetings**

During 2014, the Board of Directors held 10 meetings. All of the current directors attended at least 75% of the total number of the board meetings and committee meetings held on which such directors served during 2014, with the exception of John W. Altmeyer, who attended 74% of the total number of board and committee meetings on which he served.

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