

FIRST INTERSTATE BANCSYSTEM INC
Form DEFA14A
March 26, 2010

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549
SCHEDULE 14A INFORMATION**

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 Pursuant to §240.14a-12

FIRST INTERSTATE BANCSYSTEM, INC.

(Name of Registrant as Specified in its Charter)

N/A

(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:

2) Aggregate number of securities to which transaction applies:

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):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- o Fee paid previously with preliminary materials.
 - o 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:

 - 2) Form, Schedule or Registration Statement No.:

 - 3) Filing Party:

 - 4) Date Filed:
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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders To Be Held on Friday, May 7, 2010

Pursuant to the rules of the U.S. Securities and Exchange Commission, you are receiving this notice that the proxy materials for the First Interstate BancSystem, Inc. (FIBS) 2010 Annual Meeting of Shareholders are available on the Internet. Follow the instructions below to view the proxy materials and to download a proxy card. We will also mail you a proxy card in approximately two weeks. Your vote is important, and we encourage you to vote your shares by either downloading a proxy card or using the one we will send to you.

This communication presents only an overview of the more complete proxy materials available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The 2010 Annual Meeting of Shareholders will be held on Friday, May 7, 2010, at 8:00 a.m., local time, at First Interstate Bank, Operations Center, 1800 Sixth Avenue North, Billings, Montana 59101. At the annual meeting, shareholders of record at the close of business on February 28, 2010 will consider and vote upon the following proposals:

Proposal No. 1. The election of five directors to serve for a period of three years, or until their respective successors have been elected and qualified.

Proposal No. 2. The ratification of the appointment of McGladrey & Pullen, LLP as FIBS independent registered public accounting firm for the year ending December 31, 2010.

The Board of Directors recommends that you vote FOR the two proposals.

The proxy materials for the annual meeting are available at: www.mimics.com/FirstInterstate. The following materials are available for you to review:

Notice of Annual Meeting of Shareholders

Proxy Statement

Downloadable Proxy Card

Annual Report on Form 10-K for the fiscal year ended December 31, 2009

If you desire to download the proxy card now, please follow these instructions:

1. Go to: www.mimics.com/FirstInterstate. 2. From there, click Proxy Card. 3. Print the proxy card on your local printer. 4. Complete, sign and date the proxy card. 5. Mail or deliver the proxy card to: Amy Anderson, Assistant Corporate Secretary, First Interstate BancSystem, Inc., 401 North 31st Street, Billings, Montana 59101.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 23, 2010 to facilitate timely delivery. To request a copy of the proxy materials, you may (1) call 800-342-0633; (2) email Amy Anderson,

Assistant Corporate Secretary, amy.anderson@fib.com; (3) fill in the form on our web site at www.mimics.com/FirstInterstate; or (4) request them in writing from Amy Anderson, Assistant Corporate Secretary, at First Interstate BancSystem, Inc., 401 North 31st Street, Billings, Montana 59101.

If you choose to attend the annual meeting and vote in person at the meeting, you may call 1-800-342-0633 for directions to the meeting.

By Order of the Board of Directors,

/s/ Thomas W. Scott

Thomas W. Scott

Chairman of the Board of Directors

Billings, Montana

March 26, 2010

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders To Be Held on Friday, May 7, 2010
(Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc.)**

Pursuant to the rules of the U.S. Securities and Exchange Commission, you are receiving this notice that the proxy materials for the First Interstate BancSystem, Inc. (FIBS) 2010 Annual Meeting of Shareholders are available on the Internet. First Interstate Bank Wealth Management, Trustee of the Savings and Profit Sharing Plan for Employees of First Interstate BancSystem, Inc (the 401(k) Plan) is providing this notice to you as a participating member of the 401(k) Plan.

Follow the instructions below to view the proxy materials and to download a Direction and Authorization to Vote Shares of FIBS Stock (Direction and Authorization Form). We will also mail you a Direction and Authorization Form in approximately two weeks. Your vote is important, and we encourage you to vote your shares by either downloading a Direction and Authorization Form or using the one we will send to you.

This communication presents only an overview of the more complete proxy materials available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

The 2010 Annual Meeting of Shareholders will be held on Friday, May 7, 2010, at 8:00 a.m., local time, at First Interstate Bank, Operations Center, 1800 Sixth Avenue North, Billings, Montana 59101. At the annual meeting, shareholders of record at the close of business on February 28, 2010 will consider and vote upon the following proposals:

Proposal No. 1. The election of five directors to serve for a period of three years, or until their respective successors have been elected and qualified.

Proposal No. 2. The ratification of the appointment of McGladrey & Pullen, LLP as FIBS independent registered public accounting firm for the year ending December 31, 2010.

The Board of Directors recommends that you vote FOR the two proposals.

The proxy materials for the annual meeting are available at: www.mimics.com/FIBWealthManagement. The following materials are available for your review:

Notice of Annual Meeting of Shareholders

Proxy Statement

Downloadable Direction and Authorization Form

Annual Report on Form 10-K for the fiscal year ended December 31, 2009

To download the Direction and Authorization Form, follow these instructions:

1. Go to www.mimics.com/FIBWealthManagement. 2. From there, click Direction and Authorization Form. 3. Print the Direction and Authorization Form on your local printer. 4. Complete, sign and date the Direction and Authorization Form. 5. Mail or deliver the Direction and Authorization Form to: First Interstate Wealth Management, Attn: Retirement Services, P.O. Box 30918, Billings, Montana 59116.

If you want to receive a paper or e-mail copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 23, 2010 to facilitate timely delivery. To request a copy of the proxy materials, you may (1) call 1-800-342-9599; (2) email Cheryl McCarten, cheryl.mccarten@fib.com; (3) fill in the form on our web site at: www.mimics.com/FIBWealthManagement; or (4) request them in writing from Cheryl McCarten at First Interstate Wealth Management, Attn: Retirement Services, 401 North 31st Street, Billings, Montana 59101.

If you choose to attend the annual meeting and vote in person at the meeting, you may call 1-800-342-9599 for directions to the meeting.

First Interstate Bank Wealth Management,
Trustee of the Savings and Profit Sharing
Plan
for Employees of First Interstate
BancSystem, Inc.

Billings, Montana
March 26, 2010