

BERKSHIRE HILLS BANCORP INC  
Form 425  
December 17, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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Date of report (Date of earliest event reported): **December 11, 2014**

**Hampden Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33144**  
(Commission  
File Number)

**20-5714154**  
(IRS Employer  
Identification No.)

**19 Harrison Avenue, Springfield, Massachusetts 01102**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(413) 736-1812**

**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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**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.

**HAMPDEN BANCORP, INC.**

By: */s/Glenn S. Welch*  
Glenn S. Welch  
President and Chief Executive Officer

Date: December 17, 2014

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amended and Restated Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Glenn S. Welch
10.2	Amended and Restated Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Luke D. Kettles
10.3	Executive Compensation Proposal by and between Berkshire Hills Bancorp, Inc. and Tara G. Corthell