

TOWER FINANCIAL CORP  
Form 425  
January 23, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): January 23, 2014**

**OLD NATIONAL BANCORP**

**(Exact name of Registrant as specified in its charter)**

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

**001-15817**  
**(Commission**  
  
**File Number)**

**35-1539838**  
**(IRS Employer**  
  
**Identification No.)**

**One Main Street**

**Evansville, Indiana**  
**(Address of Principal Executive Offices)**

**47708**  
**(Zip Code)**

**Registrant's telephone number, including area code: (812) 464-1294**

**(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:

- 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))

**Item 8.01 Other Events**

On January 23, 2014, Old National Bancorp (the Company) issued a press release announcing that the Company's Board of Directors declared a quarterly cash dividend of \$0.11 per common share, an increase from the \$0.10 paid on December 16, 2013. The dividend is payable March 17, 2014, to shareholders of record on March 3, 2014. For purposes of broker trading, the ex-date of the cash dividend is February 27, 2014. The Company also announced the adoption of a stock repurchase plan that authorizes up to 2.0 million shares of Old National Bancorp stock to be repurchased, as conditions warrant, through January 31, 2015.

Attached hereto as Exhibit 99.1 is a press release issued by Old National Bancorp announcing the dividend and stock repurchase program which is incorporated herein by reference pursuant to General Instruction F to Form 8-K.

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

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

Exhibit No.	Description
99.1	Press Release Issued by Old National Bancorp dated January 23, 2014. *****

**SIGNATURE**

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.

Date: January 23, 2014

**OLD NATIONAL BANCORP**

By: /s/ Jeffrey L. Knight  
Jeffrey L. Knight  
Executive Vice President, Chief Legal Counsel and  
Corporate Secretary

**Exhibit Index**

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