

S Y BANCORP INC  
Form 8-A12B  
December 16, 2008

As filed with the Securities and Exchange Commission on December 16, 2008

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

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**S.Y. BANCORP, INC.**

(Exact name of Co-Registrant as specified in its charter)

**Kentucky**

(State of incorporation or organization)

**61-1137529**

(I.R.S. Employer Identification No.)

**S.Y. BANCORP CAPITAL TRUST II**

(Exact name of Co-Registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**26-6683462**

(I.R.S. Employer Identification No.)

1040 East Main Street  
Louisville, Kentucky 40206

(Address, including zip code, of Co-Registrants' principal executive offices)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

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Securities Act registration statement file numbers to which this form relates:

333-155936

333-155936-01

Securities to be registered pursuant to Section 12(b) of the Act:

| <b><u>Title of Each Class to be so Registered</u></b>  | <b><u>Name of Each Exchange on Which Each Class is to be Registered</u></b> |
|--|---|
| _____% Cumulative Trust Preferred Securities of S.Y. Bancorp Capital Trust II (and the Guarantee with respect thereto) | The NASDAQ Stock Market LLC   |
| Securities to be registered pursuant to Section 12(g) of the Act: None   |   |
|  |   |

**Item 1. Description of Registrants' Securities to be Registered.**

For a full description of S.Y. Bancorp Capital Trust II's \_\_\_\_% Cumulative Trust Preferred Securities (the "Trust Preferred Securities") and S.Y. Bancorp, Inc.'s guarantee (the "Guarantee") being registered hereby, reference is made to the information contained under the captions "Description of the Preferred Securities," "Description of the Debentures," and "Description of the Guarantee" in the final prospectus to be filed by the registrants pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act"), which prospectus shall be deemed to be incorporated by reference into this registration statement on Form 8-A. The prospectus forms a part of the joint Registration Statement on Form S-3 (Registration Nos. 333-155936 and 333-155936-01) filed by S.Y. Bancorp, Inc. and S.Y. Bancorp Capital Trust II with the Securities and Exchange Commission on December 5, 2008, under the Securities Act (the "Registration Statement").

**Item 2. Exhibits.**

The following exhibits are filed as a part of this registration statement:

**Exhibit**

**Number      Description of Exhibits**

- 2.1      --      Certificate of Trust of S.Y. Bancorp Capital Trust II (incorporated herein by reference to Exhibit 4.3 to the Registration Statement).

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- 2.2 -- Trust Agreement of S.Y. Bancorp Capital Trust II (incorporated herein by reference to Exhibit 4.4 to the Registration Statement).
  - 2.3 -- Form of Amended and Restated Trust Agreement of S.Y. Bancorp Capital Trust II (incorporated herein by reference to Exhibit 4.5 to the Registration Statement).
  - 2.4 -- Form of Preferred Securities Certificate of S.Y. Bancorp Capital Trust II (incorporated herein by reference to Exhibit 4.6 to the Registration Statement which is included as Exhibit D to Exhibit 4.5 to the Registration Statement).
  - 2.5 -- Form of Preferred Securities Guarantee Agreement of S.Y. Bancorp Capital Trust II (incorporated herein by reference to Exhibit 4.7 to the Registration Statement).
  - 2.6 -- Form of Indenture for Subordinated Debentures (incorporated herein by reference to Exhibit 4.1 to the Registration Statement).
  - 2.7 -- Form of Subordinated Debenture (incorporated herein by reference to Exhibit 4.2 to the Registration Statement which is included as Exhibit A to Exhibit 4.1 to the Registration Statement).
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Dated: December 15, 2008

S.Y. BANCORP, INC.

By: /s/ David P. Heintzman  
David P. Heintzman, Chairman and  
Chief Executive Officer

S.Y. BANCORP CAPITAL TRUST II

By: S.Y. Bancorp, Inc., as Depositor

By: /s/ David P. Heintzman

David P. Heintzman, Chairman and  
Chief Executive Officer

