

MB FINANCIAL INC /MD  
Form 8-K  
November 03, 2017

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

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 3, 2017**

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**MB FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

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

**001-36599**  
(Commission File No.)

**36-4460265**  
(IRS Employer  
Identification No.)

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800 West Madison Street, Chicago, Illinois  
(Address of principal executive offices)

60607  
(Zip Code)

Registrant's telephone number, including area code: (888) 422-6562

N/A

(Former name or former address, if changed since last report)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 8.01 Other Events**

On November 3, 2017, MB Financial, Inc., a Maryland corporation (the Company), filed with the Securities and Exchange Commission a prospectus supplement to the prospectus included in the Company's registration statement on Form S-3 (File No. 333-221322). The prospectus supplement relates to the Company's Dividend Reinvestment and Stock Purchase Plan.

In connection with the filing of the prospectus supplement, the Company is filing as Exhibit 5.1 hereto an opinion of its counsel, Silver, Freedman, Taff & Tiernan LLP, regarding the legality of the shares being offered by the prospectus supplement.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are being filed herewith:

5.1 Opinion of Silver, Freedman, Taff & Tiernan LLP

23.1 Consent of Silver, Freedman, Taff & Tiernan LLP (included in Exhibit 5.1)

**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.

**MB FINANCIAL, INC.**

Date: November 3, 2017

By:

/s/ Randall T. Conte  
Randall T. Conte  
Vice President and Chief Financial Officer