

MB FINANCIAL INC /MD  
Form 8-K  
November 13, 2014

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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 13, 2014

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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.)

800 West Madison Street, Chicago, Illinois 60607  
(Address of principal executive offices) (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))
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Item 8.01 Other Events

On November 13, 2014, MB Financial, Inc., a Maryland corporation (the “Company”), filed a prospectus supplement to the prospectus included in its registration statement on Form S-3 (File No. 333-199823) with the Securities and Exchange Commission. The prospectus supplement was filed in connection with 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 exhibit is 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)

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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.

MB FINANCIAL, INC.

Date: November 13, 2014

By: /s/Jill E. York  
Jill E. York  
Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.      Description

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