

MB FINANCIAL INC /MD  
Form 8-K  
December 27, 2001

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**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

Date of report (Date of earliest event reported) **December 27, 2001**

**MB Financial, Inc.**

(Exact name of Registrant as Specified in Charter)

**Maryland**  
(State or Other  
Jurisdiction of Incorporation)

**0-24566-01**  
(Commission File  
Number)

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

**801 West Madison Street, Chicago, Illinois**  
(Address of Principal Executive Offices)

**60607**  
(Zip Code)

Registrant's telephone number, including area code **(773) 645-7866**

(Former Name or Former Address, if Changed Since Last Report)

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**Item 5. Other Events**

On December 26, 2001, MB Financial, Inc. and its subsidiary MB Financial Bank, N.A. (MB Financial) and First Lincolnwood Corp. and its subsidiary First National Bank of Lincolnwood entered into agreements pursuant to which MB Financial will purchase all of the outstanding shares of First Lincolnwood Corp. and the outstanding minority shares in the First National Bank of Lincolnwood for an aggregate consideration of \$35 million, pending regulatory and shareholder approvals. The purchase price is approximately 1.7 times First National Bank of Lincolnwood's book value and 16 times earnings. The resulting premium is approximately 6.8% of deposits. Cost savings are expected to be \$2 million in the first year subsequent to merger and \$3 million thereafter. The acquisition is expected to close by the end of the first quarter of 2002.

A copy of the joint press release announcing execution of the Agreement and Plan of Merger is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**Item 7. Financial Statements and Exhibits**

(c)

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Exhibits

99.1. Press Release of MB Financial, Inc. dated December 27, 2001.

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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.

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(REGISTRANT)

Date: December 27, 2001

By:

/s/ MITCHELL FEIGER

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Mitchell Feiger

*President and Chief Executive Officer*

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**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
99.1	Press Release of MB Financial, Inc. dated December 27, 2001.

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