

FIRST CHARTER CORP /NC/

Form 8-K

April 09, 2002

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As filed with the Securities and Exchange Commission on April 9, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8 - K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):
April 9, 2002

FIRST CHARTER CORPORATION

(Exact name of registrant as specified in its charter)

<u>North Carolina</u>	<u>0-15829</u>	<u>56-1355866</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

10200 David Taylor Drive, Charlotte, North Carolina 28262-2373
(Address, including zip code, of principal executive offices)

(704) 688-4300
(Registrant's telephone number, including area code)

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News Release dated April 9, 2002

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Item 5 Other Events

On April 9, 2002, First Charter Corporation announced its financial results for the three month period ended March 31, 2002. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 7 Financial Statements and Exhibits

(c) The following exhibits are filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	News release disseminated on April 9, 2002 by First Charter Corporation.

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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 thereunto duly authorized.

FIRST CHARTER CORPORATION

By: /s/ Robert O. Bratton

Robert O. Bratton
Executive Vice President and Chief
Financial Officer

Dated: April 9, 2002

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	News Release disseminated on April 9, 2002 by First Charter Corporation.

tement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement. (2) that, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the -2- Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. -3- SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rockford, state of Illinois, on the 11th day of December 2002. CLARCOR INC. By: /s/ Norman E. Johnson ----- Norman E. Johnson Chairman, President and Chief Executive Officer Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated. SIGNATURES TITLE DATE /s/ Norman E. Johnson Chairman, President, Chief Executive Officer December 11, 2002 ----- and Director (Principal Executive Officer) Norman E. Johnson /s/ Bruce A. Klein Vice President Finance and Chief Financial December 11, 2002 ----- Officer (Principal Financial Officer) Bruce A. Klein /s/ Marcia S. Blaylock Vice President, Controller, Chief Accounting December 11, 2002 ----- Officer Marcia S. Blaylock (Principal Accounting Officer) /s/ Lawrence E. Gloyd Director December 11, 2002 ----- Lawrence E. Gloyd /s/ Robert H. Jenkins Director December 11, 2002 ----- Robert H. Jenkins /s/ Philip R. Lochner, Jr. Director December 11, 2002 ----- Philip R. Lochner, Jr. /s/ Roseann Stevens Director December 11, 2002 ----- Roseann Stevens /s/ J. Marc Adams Director December 11, 2002 ----- J. Marc Adams /s/ James L. Packard Director December 11, 2002 ----- James L. Packard /s/ Keith E. Wandell Director December 11, 2002 ----- Keith E. Wandell /s/ Robert J. Burgstahler Director December 11, 2002 ----- Robert J. Burgstahler EXHIBIT INDEX Exhibit No. DESCRIPTION -----

4.1 The Registrant's Second Restated Certificate of Incorporation incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-K for the fiscal year ended November 30, 1998 (File No. 1-11024). 4.2 The Registrant's Bylaws, as amended, incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the fiscal year ended November 30, 1991 (File No. 1-11024). 4.3 Stockholders Rights Agreement, dated as of March 28, 1996, between the Registrant and First Chicago Trust Company of New York incorporated by reference to Exhibit 4 to the Registrant's Current Report on Form 8-K filed April 3, 1996 (File No. 1-11024). 4.4 First Amendment to Stockholders Rights Agreement, dated as of March 23, 1999, incorporated by reference to Exhibit 4 to the Registrant's Registration Statement on Form 8-A/A filed March 29, 1999 (File No. 1-11024). 4.5 CLARCOR Inc. 1994 Incentive Plan, as amended through June 30, 2000, incorporated by reference to Exhibit 10.5 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 2, 2000 (File No. 1-11024). 4.6 Amendment to the CLARCOR Inc. 1994 Incentive Plan adopted December 18, 2000.* 5 Opinion of David J. Boyd, General Counsel of the Registrant.* 23.1 Consent of David J. Boyd (included in Exhibit 5). 23.2 Consent of PricewaterhouseCoopers LLP.* ----- * Filed herewith.