

REPUBLIC BANCORP INC /KY/  
Form SC 13D/A  
March 02, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 9)\*

REPUBLIC BANCORP. INC.  
(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE  
(Title of Class of Securities)

760281 204  
(CUSIP Number)

Bernard M. Trager  
601 West Market Street  
Louisville, Kentucky 40202  
(502) 584-3600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 29, 2008  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e),(f) or (g), check the following box. /  /

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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- |     |   |  |  |
|-----|---|--|--|
| (1) | Names of Reporting Persons  | Bernard M. Trager  |  |
|     | I.R.S. Identification Nos. of Above Persons (entities only)                         |  |  |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions)                 | (a) <input type="checkbox"/><br>(b) <input type="checkbox"/> | <input type="checkbox"/><br><input type="checkbox"/> |
| (3) | SEC Use Only  |  |  |
| (4) | Source of Funds (see Instructions)  | 00, PF   |  |
| (5) | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) |  |  |
| (6) | Citizenship or Place of Organization  | U.S.   |  |

Number of Shares Beneficially Owned by Each Reporting Person With:

- |      |  |              |              |
|------|--|--------------|--------------|
| (7)  | Sole Voting Power  | 1,024,527.4  | (1)          |
| (8)  | Shared Voting Power  | 395,488.0    | (2)(3)       |
| (9)  | Sole Dispositive Power   | 1,024,527.4  | (1)          |
| (10) | Shared Dispositive Power   | 9,418,121.0  | (3)(4)       |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 10,442,648.4 | (1)(2)(3)(4) |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) |              |              |
| (13) | Percent of Class Represented by Amount in Row (11)                                   | 51.6%        | (5)          |
| (14) | Type of Reporting Person   | IN           |              |

(1) Includes 671,583 shares of Class B Common Stock of the Issuer held by the reporting person and 0.5 shares of Class B Common Stock of Issuer held in the Issuer's 401(k) plan. Class B Common Stock is immediately convertible

into Class A Common Stock on a one share for one share basis. Also includes 3,189.9 shares of Class A Common Stock allocated to the reporting person under the Republic Bancorp, Inc. Employee Stock Ownership Plan (the "ESOP"), and 7,891 shares of Class A Common Stock held in the Issuer's 401(k) plan.

(2) No longer includes unallocated shares of Class A Common Stock held by the ESOP, of which the reporting person was a member of the Administrative Committee. All unallocated shares of Class A Common Stock held by the ESOP were allocated among the plan participants effective December 31, 2008. The ESOP has been terminated.

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(3) Includes 142,764 shares of Class B Common Stock held by the reporting person's spouse, Jean S. Trager. Also includes 252,724 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the reporting person is a director.

(4) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank Family Limited Partnership ("Teebank"), 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee Properties Limited Partnership ("Jaytee"), and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a limited partner and the reporting person's spouse is a limited partner and a co-general partner, in her capacity as co-trustee of the Jean S. Trager Trust, of Teebank and Jaytee.

(5) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2008 (18,318,206) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,921,862.5).

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- (1) Names of Reporting Persons                      Jean S. Trager
- I.R.S. Identification Nos. of Above  
          Persons (entities only)
- (2) Check the Appropriate Box if a    (a)                        
       Member of a Group (See        (b)                        
       Instructions)
- (3) SEC Use Only
- (4) Source of Funds (see Instructions)    00, PF
- (5) Check if Disclosure of Legal  
       Proceedings is Required Pursuant  
       to Items 2(d) or 2(e)
- (6) Citizenship or Place                      U.S.  
       of Organization

Number of Shares Beneficially Owned by Each Reporting Person With:

- |      |  |           |        |
|------|--|-----------|--------|
| (7)  | Sole Voting Power  | 0         |        |
| (8)  | Shared Voting Power  | 395,488   | (1)    |
| (9)  | Sole Dispositive Power   | 0         |        |
| (10) | Shared Dispositive Power   | 9,418,121 | (1)(2) |
| (11) | Aggregate Amount Beneficially<br>Owned by Each Reporting Person                            | 9,418,121 | (1)(2) |
| (12) | Check if the Aggregate Amount in<br>Row (11) Excludes Certain Shares<br>(See Instructions) |           |        |
| (13) | Percent of Class Represented by<br>Amount in Row (11)                                      | 48.1%     | (3)    |
| (14) | Type of Reporting Person   | IN        |        |

(1) Includes 142,764 shares of Class B Common Stock of the Issuer held by the reporting person and 252,724 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the

reporting person is a director.

(2) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a limited partner and a co-general partner in her capacity as co-trustee of the Jean S. Trager Trust, and the reporting person's spouse is a limited partner, of Teebank and Jaytee.

(3) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2008 (18,318,206) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,250,279).

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- |     |   |                      |     |
|-----|---|----------------------|-----|
| (1) | Names of Reporting Persons  | Jean S. Trager Trust |     |
|     | I.R.S. Identification Nos. of Above Persons (entities only)                         |                      |     |
| (2) | Check the Appropriate Box if a Member of a Group (See Instructions)                 | (a)                  | [ ] |
|     |   | (b)                  | [ ] |
| (3) | SEC Use Only  |                      |     |
| (4) | Source of Funds (see Instructions)  | 00, PF               |     |
| (5) | Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) |                      |     |
| (6) | Citizenship or Place of Organization  | U.S.                 |     |

Number of Shares Beneficially Owned by Each Reporting Person With:

- |      |  |           |     |
|------|--|-----------|-----|
| (7)  | Sole Voting Power  | 0         |     |
| (8)  | Shared Voting Power  | 0         |     |
| (9)  | Sole Dispositive Power   | 0         |     |
| (10) | Shared Dispositive Power   | 9,022,633 | (1) |
| (11) | Aggregate Amount Beneficially Owned by Each Reporting Person                         | 9,022,633 | (1) |
| (12) | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) |           |     |
| (13) | Percent of Class Represented by Amount in Row (11)                                   | 46.5%     | (2) |
| (14) | Type of Reporting Person   | OO        |     |

(1) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and

168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a co-general partner of Teebank and Jaytee.

(2) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of December 31, 2008 (18,318,206) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,107,515).



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#### EXPLANATORY NOTE

The purpose of this Amendment No. 9 to the Schedule 13D filed February 8, 1999 (the "Schedule 13D"), is to reflect updated holdings of Bernard M. Trager, Jean S. Trager and the Jean S. Trager Trust (the "Reporting Persons") since the filing of Amendment No. 8. On May 29, 2008 (the date of the event which requires the filing of this Amendment No. 9), Bernard M. Trager's beneficial ownership of Class A Common Stock of the Issuer decreased by more than one percent from the percentage of beneficial ownership reported by him in Amendment No. 8. The decrease in Mr. Trager's beneficial ownership resulted from the issuance of previously unissued shares of Class A Common Stock of the Issuer upon the exercise of outstanding stock options by third parties, and not as a result of any dispositions of such shares by Mr. Trager.

#### Item 1. Security and Issuer

Not amended.

#### Item 2. Identity and Background

Not amended.

#### Item 3. Sources and Amount of Funds or Other Consideration.

On January 21, 2004, Jaytee purchased a total of 3,050 shares of Class B Common Stock of the Issuer in a private transaction. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. The purchase price for the shares was \$19.95 per share, and Jaytee employed working capital to make the purchase. Bernard M. Trager is a limited partner of Jaytee, and Jean S. Trager is a limited partner and, in her capacity as trustee of a marital trust, is a co-general partner of Jaytee.

On February 7, 2005, Bernard M. Trager exchanged 525 shares of Class A Common Stock for 525 shares of Class B Common Stock in a private transaction. The Class A Common Stock had an opening market price of \$27.09 per share on the date of the transaction.

On November 28, 2005, Bernard M. Trager received a required minimum distribution of 2,599 shares of Class B Common Stock from his IRA.

On December 21, 2005, Bernard M. Trager received a required minimum distribution of 100 shares of Class A Common Stock from the ESOP.

On May 10, 2006, Teebank acquired 10,308 shares of Class B Common Stock in exchange for 10,308 shares of Class A Common Stock having a market value of \$19.29 per share as of that date.

On August 7, 2006, the Jean S. Trager Trust acquired from Bernard M. Trager 20,000 units of general partnership interest of each of Teebank and Jaytee for a total purchase price of \$2,000,000. Jean S. Trager and Steven E. Trager are the co-trustees of the Jean S. Trager Trust.

On December 6, 2006, Bernard M. Trager received a required minimum distribution of 8,700 shares of Class A Common Stock from his IRA.

On December 6, 2006, Bernard M. Trager received a required minimum distribution of 90 shares of Class A Common Stock from the ESOP and of 830 shares of Class B common stock from the Issuer's 401(k) plan.

On December 10, 2007, Bernard M. Trager received a required minimum distribution of 14,450 shares of Class A Common Stock from his IRA and a required minimum distribution of 195 shares of Class A Common Stock from the ESOP.

On November 14, 2007, Bernard M. Trager received a required minimum distribution of 342 shares of Class B Common Stock from the Issuer's 401(k) plan.

On November 4, 2008, Barnard M. Trager received a required minimum distribution of 5,200 shares of Class A Common Stock from his IRA and a required minimum distribution of 105 shares of Class A Common Stock from the ESOP.

Bernard M. Trager was formerly a member of the Administrative Committee of the ESOP, and, as such, shared voting power over the unallocated shares of Class A Common Stock held by the ESOP. Effective December 31, 2008 all unallocated shares of Class A Common Stock held by the ESOP were allocated among the plan participants, and the ESOP was terminated.

All of the foregoing transactions took place in Louisville, Kentucky. The foregoing share amounts in this Item 3 have not been adjusted to reflect stock dividends which were declared and paid by the Issuer following the respective dates of the foregoing transactions.

#### Item 4. Purpose of Transaction

Not amended.

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## Item 5. Interest in Securities of the Issuer

(a) The aggregate number of shares and the percentage of Class A Common Stock beneficially owned by each person named in Item 2 is as follows:

	Number	Percentage
Bernard M. Trager	10,442,648.4 (1)(5)	51.6%
Jean S. Trager	9,418,121.0 (2)	48.1%
Jean S. Trager Trust	9,022,633.0 (3)	46.5%
Steven E. Trager	9,410,076.8 (4)(5)	48.4%

(1) Includes (i) 671,583 shares of Class B Common Stock of the Issuer held by Bernard M. Trager, (ii) 3,189.9 shares of Class A Common Stock allocated to Bernard M. Trager under the ESOP, (iii) 7,891 shares of Class A Common Stock and 0.5 shares of Class B Common Stock held in the Issuer's 401(k) plan, (iv) 142,764 shares of Class B Common Stock held by Jean S. Trager, and (v) 252,724 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Bernard M. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. Bernard M. Trager is a limited partner and Bernard M. Trager's spouse is a limited partner and a co-general partner, in her capacity as trustee of the Jean S. Trager Trust, of Teebank and Jaytee.

(2) Includes (i) 142,764 shares of Class B Common Stock of the Issuer held by Jean S. Trager, and (ii) 252,724 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Jean S. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. Jean S. Trager is a limited partner and a co-general partner, in her capacity as trustee of the Jean S. Trager Trust, and her spouse is a limited partner of Teebank and Jaytee.

(3) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. The Jean S. Trager Trust is a co-general partner of Teebank and Jaytee.

(4) Includes (i) 17,014 shares of Class B Common Stock held by Steven E. Trager, (ii) 7,573 shares of Class A Common Stock and 1,214.5 shares of Class B Common Stock held in the Issuer's 401(k) plan, (iii) 3,989.3 shares of

Class A Common Stock allocated to Steven E. Trager under the ESOP, (iv) 7,478 shares of Class A Common Stock held by Mrs. Steven E. Trager, and (v) 252,724 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Steven E. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock and 939,449 shares of Class B Common Stock held of record by Teebank, and 750,067 shares of Class A Common Stock, and 168,066 shares of Class B Common Stock held of record by Jaytee. Steven E. Trager is a general and a limited partner of Teebank and Jaytee, and the Jean S. Trager Trust, of which Steven E. Trager is a co-trustee, is a general partner, of Teebank and Jaytee. Trusts for the benefit of, among others, Steven E. Trager and his two minor children are limited partners of Teebank and Jaytee. Steven E. Trager has an option to purchase general and limited partnership units representing an interest in the assets of Teebank and Jaytee (including the Issuer's securities) owned by the Jean S. Trager Trust.

(5) No longer includes unallocated shares of Class A Common Stock held by the ESOP, of which Bernard M. Trager was a member of the Administrative Committee, and Steven E. Trager was a member of the Administrative and Investment Committees. All unallocated shares of Class A Common Stock held by the ESOP were allocated among the plan participants effective December 31, 2008. The ESOP has been terminated.

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(b) Number of shares to which each person named in response to paragraph (a) has:

(i) Sole power to vote or direct the vote:

Bernard M. Trager	1,024,527.4
Jean S. Trager	0
J e a n S . T r a g e r	0
Trust	
Steven E. Trager	127,241.8

(ii) Shared power to vote or direct the vote:

Bernard M. Trager	395,488.0
Jean S. Trager	395,488.0
J e a n S . T r a g e r	0
Trust	
Steven E. Trager	9,282,835.0

(iii) Sole power to dispose or direct the disposition of:

Bernard M. Trager	1,024,527.4
Jean S. Trager	0
J e a n S . T r a g e r	0
Trust	
Steven E. Trager	127,241.8

(iv) Shared power to dispose or direct the disposition of:

Bernard M. Trager	9,418,121.0
Jean S. Trager	9,418,121.0
J e a n S . T r a g e r	9,022,633.0
Trust	
Steven E. Trager	9,410,076.8

Bernard M. Trager shares the power to vote and/or direct the disposition of such securities with the following persons whose business or residence addresses and principal occupations are as follows: (a) Steven E. Trager, 601 W. Market Street, Louisville, Kentucky 40202, President and CEO of the Issuer and Chairman and CEO of Republic Bank & Trust Company (the "Bank"), 601 W. Market Street, Louisville, Kentucky 40202; (b) Scott Trager, 601 W. Market Street, Louisville, Kentucky 40202, Vice Chairman of the Issuer and President of the Bank; (c) Sheldon Gilman, as trustee, 500 W. Jefferson Street, 21st Floor, Louisville, Kentucky 40202, Attorney, Lynch Cox Gilman & Mahan, PSC, 500 W. Jefferson Street, 21st Floor, Louisville, Kentucky 40202; (d) Jean S. Trager, Bernard M. Trager's spouse, 410 Stonehaven Commons Court, Louisville, Kentucky 40207; and (e) Shelley Trager Kusman, 7105 Cove Pointe Place, Prospect, Kentucky 40059, President, Banker's Insurance Agency, 7413 Cedar Bluff Court, Prospect, Kentucky 40059. All of such persons are U.S. citizens, and none of such persons has been convicted in or is a party to a proceeding described in Items 2(d) or 2(e).

Jean S. Trager shares the power to vote and/or direct the disposition of such securities with the following persons whose business or residence addresses and principal occupations are as follows: (a) Steven E. Trager, 601 W. Market Street, Louisville, Kentucky 40202, President and CEO of the Issuer and Chairman and CEO of the Bank, 601 W. Market Street, Louisville, Kentucky 40202; (b) Scott Trager, 601 W. Market Street, Louisville, Kentucky 40202, Vice Chairman of the Issuer and President of the Bank; (c) Sheldon Gilman, as trustee, 500 W. Jefferson Street, 21st Floor, Louisville, Kentucky 40202, Attorney, Lynch Cox Gilman & Mahan, PSC, 500 W. Jefferson Street, 21st Floor, Louisville, Kentucky 40202; (d) Bernard M. Trager, the reporting person's spouse, 410 Stonehaven Commons Court, Louisville, Kentucky 40207; and (e) Shelley Trager Kusman, 7105 Cove Pointe Place, Prospect, Kentucky 40059, President, Banker's Insurance Agency, 7413 Cedar Bluff Court, Prospect, Kentucky 40059. All of such persons are U.S. citizens, and none of such persons has been convicted in or is a party to a proceeding described in Items 2(d) or 2(e).

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The Jean S. Trager Trust shares the power to direct the disposition of such securities with (a) Steven E. Trager, 601 W. Market Street, Louisville, Kentucky 40202, President and CEO of the Issuer and Chairman and CEO of the Bank, 601 W. Market Street, Louisville, Kentucky 40202; and (b) Jean S. Trager, 410 Stonehaven Commons Court, Louisville, Kentucky 40207. All of such persons are U.S. citizens, and none of such persons has been convicted in or is a party to a proceeding described in Items 2(d) or 2(e).

(c) Except as described in Footnote 5 to Item 5(a) above, none of the Reporting Persons has effected any transactions in shares of the Class A Common Stock (or Class B Common Stock which is convertible into Class A Common Stock on a share for share basis) of the Issuer during the past 60 days.

(d) As co-general partners of Jaytee and Teebank, the Jean S. Trager Trust and Steven E. Trager may have the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's securities held by Teebank and Jaytee. Bernard M. Trager, Jean S. Trager, Steven E. Trager and Shelley Trager Kusman, as directors of Trager Family Foundation, Inc., may have the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's securities by such corporation. As the holder of 142,764 shares of Class B Common Stock, Jean S. Trager has the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares. As the holder of 7,478 shares of Class A Common Stock, Mrs. Steven E. Trager may have the right to receive and the power to direct the receipt of dividends from, or the proceeds from the sale of, such shares. In addition, Steven E. Trager, Scott Trager and Sheldon Gilman as trustee, among others, are limited partners of Teebank and Jaytee, and thereby possess the right to receive dividends from or the proceeds from the sale of pro rata interests in the Issuer's securities upon distribution of assets from Teebank and Jaytee. Members of the Investment Committee of the ESOP, including Steven E. Trager, may have the power to direct the receipt of dividends from, or the proceeds from the sales of such securities. In addition, participants in the ESOP may have the right to receive dividends from such securities.

(e) Not Applicable.

Item 6. Contracts, Arrangements, Understandings, Or Relationships With Respect To Securities of The Issuer

Not amended.

Item 7. Material To Be Filed As Exhibits

Exhibit 99.1*	Intentionally Omitted
Exhibit 99.2*	Intentionally Omitted
Exhibit 99.3*	Intentionally Omitted
Exhibit 99.4*	Intentionally Omitted
Exhibit 99.5*	Amended and Restated Limited Partnership Agreement of Jaytee Properties Limited Partnership, as amended by Amendment No. 1 thereto.
Exhibit 99.6*	Amended and Restated Limited Partnership Agreement of Teebank Family Limited Partnership, as amended by Amendment No. 1 thereto.
Exhibit 99.7*	Schedule 13D Joint Filing Agreement dated February 13, 2007 among Bernard M. Trager, Jean S. Trager and the Jean S. Trager Trust
Exhibit 99.8*	Right of First Offer Agreement dated as of September 19, 2007 by and among Republic Bancorp, Inc., Teebank Family Limited Partnership, Bernard M. Trager and Jean S. Trager.

\* Previously filed.



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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 2, 2009 /s/ BERNARD M. TRAGER  
Bernard M. Trager

Date: March 2, 2009 /s/ JEAN S. TRAGER  
Jean S. Trager

JEAN S. TRAGER TRUST

Date: March 2, 2009 By: /s/ JEAN S. TRAGER  
Jean S. Trager

EXHIBIT INDEX

Exhibit No.	Description
Exhibit 99.1*	Intentionally Omitted
Exhibit 99.2*	Intentionally Omitted
Exhibit 99.3*	Intentionally Omitted
Exhibit 99.4*	Intentionally Omitted
Exhibit 99.5*	Amended and Restated Limited Partnership Agreement of Jaytee Properties Limited Partnership, as amended by Amendment No. 1 thereto.
Exhibit 99.6*	Amended and Restated Limited Partnership Agreement of Teebank Family Limited Partnership, as amended by Amendment No. 1 thereto.
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Exhibit 99.8*	

Right of First Offer Agreement  
dated as of September 19, 2007 by  
and among Republic Bancorp,  
Inc., Teebank Family Limited  
Partnership, Bernard M. Trager  
and Jean S. Trager.

\* Previously filed.

"100%" ALIGN="CENTER"&gt;

Principal Amount (000)	Description (1)	Optional Call Provisions (2)	Ratings (3)	Value
	Tax Obligation/General (continued)			
	New Haven, Connecticut, General Obligation Bonds, Refunding Series 2016A:			
\$ 1,000	5.000%, 8/15/32 – AGM Insured	8/26 at 100.00	AA	\$1,159,440
1,550	5.000%, 8/15/35 – AGM Insured	8/26 at 100.00	AA	1,774,827
985	New Haven, Connecticut, General Obligation Bonds, Series 2014A, 5.000%, 8/01/33 – AGM Insured	8/24 at 100.00	AA	1,112,449
	New Haven, Connecticut, General Obligation Bonds, Series 2015:			
790	5.000%, 9/01/32 – AGM Insured	9/25 at 100.00	AA	904,052
1,620	5.000%, 9/01/33 – AGM Insured	9/25 at 100.00	AA	1,846,460
500	5.000%, 9/01/35 – AGM Insured	9/25 at 100.00	AA	565,720
900	North Haven, Connecticut, General Obligation Bonds, Series 2006, 5.000%, 7/15/24	No Opt. Call	Aa1	1,095,471
1,670	Oregon State, General Obligation Bonds, Oregon University System Projects, Series 2011G, 5.000%, 8/01/36	8/21 at 100.00	AA+	1,898,857
2,500	Stamford, Connecticut, General Obligation Bonds, Refunding Series 2014, 3.000%, 8/15/22	8/21 at 100.00	AAA	2,682,150
600	Stratford, Connecticut, General Obligation Bonds, Series 2014, 5.000%, 12/15/32	12/22 at 100.00	AA	687,624
	Suffield, Connecticut, General Obligation Bonds, Refunding Series 2005:			
820	5.000%, 6/15/19	No Opt. Call	AA+	880,180
1,400	5.000%, 6/15/21	No Opt. Call	AA+	1,604,554
	Waterbury, Connecticut, General Obligation Bonds, Lot A Series 2015:			
445	5.000%, 8/01/30 – BAM Insured	8/25 at 100.00	AA	519,604
390	5.000%, 8/01/31 – BAM Insured	8/25 at 100.00	AA	453,242
610	5.000%, 8/01/32 – BAM Insured	8/25 at 100.00	AA	706,563
445	5.000%, 8/01/33 – BAM Insured	8/25 at 100.00	AA	513,392
445	5.000%, 8/01/34 – BAM Insured	8/25 at 100.00	AA	511,350
56,205	Total Tax Obligation/General			63,401,338
	Tax Obligation/Limited – 24.6% (16.4% of Total Investments)			
	Connecticut State, Special Tax Obligation Bonds, Transportation Infrastructure Purposes Series 2012A, 5.000%, 1/01/33			
2,500		1/23 at 100.00	AA	2,790,325
	Connecticut State, Special Tax Obligation Bonds, Transportation Infrastructure Purposes Series 2013A, 5.000%, 10/01/33			
3,855		10/23 at 100.00	AA	4,360,815
	Connecticut State, Special Tax Obligation Bonds, Transportation Infrastructure Purposes Series 2015A, 5.000%, 8/01/33			
1,380		8/25 at 100.00	AA	1,577,354
	Connecticut State, Special Tax Obligation Bonds, Transportation Infrastructure Purposes Series 2016A:			
5,300	5.000%, 9/01/33	9/26 at 100.00	AA	6,126,111
1,700	5.000%, 9/01/34	9/26 at 100.00	AA	1,956,309
	Connecticut State, Special Tax Obligation Bonds, Transportation Infrastructure Purposes, Series 2014A:			

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3,835	5.000%, 9/01/33	9/24 at 100.00	AA	4,378,419
1,000	5.000%, 9/01/34	9/24 at 100.00	AA	1,137,610
1,500	Government of Guam, Business Privilege Tax Bonds, Refunding Series 2015D, 5.000%, 11/15/39	11/25 at 100.00	A	1,618,110

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Principal Amount (000)	Description (1)	Optional Call Provisions (2)	Ratings (3)	Value
	Tax Obligation/Limited (continued)			
	Government of Guam, Business Privilege Tax Bonds, Series 2011A:			
\$ 840	5.250%, 1/01/36	1/22 at 100.00	A	\$894,415
3,200	5.125%, 1/01/42	1/22 at 100.00	A	3,355,392
3,000	Harbor Point Infrastructure Improvement District, Connecticut, Special Obligation Revenue Bonds, Harbor Point Project, Series 2010A, 7.875%, 4/01/39	4/20 at 100.00	N/R	3,330,000
1,500	Puerto Rico Municipal Finance Agency, Series 2002A, 5.250%, 8/01/21 – AGM Insured	11/17 at 100.00	AA	1,520,085
2,600	University of Connecticut, General Obligation Bonds, Series 2010A, 5.000%, 2/15/28	2/20 at 100.00	AA-	2,834,468
	University of Connecticut, General Obligation Bonds, Series 2013A:			
2,290	5.000%, 8/15/20	No Opt. Call	AA-	2,540,366
2,500	5.000%, 8/15/32	8/23 at 100.00	AA-	2,916,050
760	University of Connecticut, General Obligation Bonds, Series 2014A, 5.000%, 2/15/31	2/24 at 100.00	AA-	888,904
	University of Connecticut, General Obligation Bonds, Series 2015A:			
1,500	5.000%, 2/15/29	2/25 at 100.00	AA-	1,744,905
1,415	5.000%, 2/15/34	2/25 at 100.00	AA-	1,613,949
2,500	University of Connecticut, General Obligation Bonds, Series 2016A, 5.000%, 3/15/32	3/26 at 100.00	AA-	2,898,650
1,790	Virgin Islands Public Finance Authority, Gross Receipts Taxes Loan Note, Refunding Series 2012A, 5.000%, 10/01/32 – AGM Insured	10/22 at 100.00	AA	1,887,537
44,965	Total Tax Obligation/Limited Transportation – 0.2% (0.2% of Total Investments)			50,369,774
450	Virgin Islands Port Authority, Marine Revenue Bonds, Refunding Series 2014B, 5.000%, 9/01/44	9/24 at 100.00	BBB	465,678
	U.S. Guaranteed – 6.6% (4.4% of Total Investments) (4)			
4,140	Connecticut Health and Educational Facilities Authority, Revenue Bonds, Wesleyan University, Series 2010G, 5.000%, 7/01/35 (Pre-refunded 7/01/20)	7/20 at 100.00	AA (4)	4,607,571
775	Connecticut Health and Educational Facilities Authority, Revenue Bonds, William W. Backus Hospital, Series 2005F, 5.125%, 7/01/35 (Pre-refunded 7/01/18) – AGM Insured	7/18 at 100.00	AA (4)	803,109
1,240	Connecticut Health and Educational Facilities Authority, Revenue Bonds, Yale-New Haven Hospital, Series 2010M, 5.500%, 7/01/40 (Pre-refunded 7/01/20)	7/20 at 100.00	Aa3 (4)	1,397,344
870	Hartford, Connecticut, General Obligation Bonds, Series 2009A, 5.000%, 8/15/28 (Pre-refunded 8/15/19) – AGC Insured	8/19 at 100.00	AA (4)	939,295
40	New Haven, Connecticut, General Obligation Bonds, Series 2002A, 5.250%, 11/01/17 – AMBAC Insured (ETM)	10/17 at 100.00	A- (4)	40,284
2,220	Oregon State, General Obligation Bonds, Oregon University System Projects, Series 2011G, 5.000%, 8/01/36 (Pre-refunded	8/21 at 100.00	N/R (4)	2,557,973

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	8/02/21)			
	Puerto Rico Public Finance Corporation, Commonwealth			
1,010	Appropriation Bonds, Series 1998A, 5.125%, 6/01/24 – AMBA	No Opt. Call	Aaa	1,153,794
	Insured (ETM)			
	Stamford, Connecticut, Special Obligation Revenue Bonds, Mill			
1,725	River Corridor Project, Series 2011aA, 7.000%, 4/01/41	4/21 at 100.00	N/R (4)	2,076,227
	(Pre-refunded 4/01/21)			
12,020	Total U.S. Guaranteed			13,575,597

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Principal Amount (000)	Description (1)	Optional Call Provisions (2)	Ratings (3)	Value
	Utilities – 4.1% (2.8% of Total Investments)			
	Connecticut Municipal Electric Energy Cooperative, Power Supply System Revenue Bonds, Tender Option Bond Trust 2016-XG0059:			
\$ 1,295	14.808%, 1/01/32 (IF) (5)	1/23 at 100.00	Aa3	\$1,963,349
410	14.679%, 1/01/38 (IF) (5)	1/23 at 100.00	Aa3	623,901
	Connecticut Transmission Municipal Electric Energy Cooperative, Transmission System Revenue Bonds, Series 2012A:			
655	5.000%, 1/01/31	1/22 at 100.00	Aa3	746,386
500	5.000%, 1/01/32	1/22 at 100.00	Aa3	568,415
2,830	5.000%, 1/01/42	1/22 at 100.00	Aa3	3,174,411
	Eastern Connecticut Resource Recovery Authority, Solid Waste Revenue Bonds, Wheelabrator Lisbon Project, Series 1993A, 5.500%, 1/01/20 (Alternative Minimum Tax)	1/18 at 100.00	A-	1,384,554
1,380				
7,070	Total Utilities			8,461,016
	Water and Sewer – 21.9% (14.7% of Total Investments)			
	Connecticut, State Revolving Fund General Revenue Bonds, Green Bonds, Series 2017A:			
1,500	5.000%, 5/01/36	5/27 at 100.00	AAA	1,805,910
1,500	5.000%, 5/01/37	5/27 at 100.00	AAA	1,801,650
	Greater New Haven Water Pollution Control Authority, Connecticut, Regional Wastewater System Revenue Bonds, Refunding Series 2014B:			
500	5.000%, 8/15/30	8/24 at 100.00	AA	584,175
1,000	5.000%, 8/15/31	8/24 at 100.00	AA	1,164,240
500	5.000%, 8/15/32	8/24 at 100.00	AA	578,310
	Greater New Haven Water Pollution Control Authority, Connecticut, Regional Wastewater System Revenue Bonds, Series 2005A, 5.000%, 8/15/35 – NPMFG Insured	11/17 at 100.00	AA	55,179
55				
2,050	Guam Government Waterworks Authority, Water and Wastewater System Revenue Bonds, Series 2010, 5.625%, 7/01/40	7/20 at 100.00	A-	2,187,555
	Guam Government Waterworks Authority, Water and Wastewater System Revenue Bonds, Series 2013, 5.500%, 7/01/43	7/23 at 100.00	A-	3,395,967
3,045				
1,125	Guam Government Waterworks Authority, Water and Wastewater System Revenue Bonds, Series 2016, 5.000%, 1/01/46	7/26 at 100.00	A-	1,214,044
	Hartford County Metropolitan District, Connecticut, Clean Water Project Revenue Bonds, Refunding Green Bond Series 2014A, 5.000%, 11/01/42	11/24 at 100.00	AA	7,678,460
6,815				
	Hartford County Metropolitan District, Connecticut, Clean Water Project Revenue Bonds, Series 2013A:			
4,100	5.000%, 4/01/36	4/22 at 100.00	AA	4,613,074
2,500	5.000%, 4/01/39	4/22 at 100.00	AA	2,797,775
795		8/24 at 100.00	AA-	897,865

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	South Central Connecticut Regional Water Authority Water			
	System Revenue Bonds, Thirtieth Series 2014A, 5.000%, 8/01/44			
	South Central Connecticut Regional Water Authority, Water			
	System Revenue Bonds, Refunding Thirty-Second Series 2016B:			
1,470	4.000%, 8/01/36	8/26 at 100.00	AA-	1,589,011
3,330	5.000%, 8/01/37	8/26 at 100.00	AA-	3,907,322
	South Central Connecticut Regional Water Authority, Water			
4,870	System Revenue Bonds, Twentieth-Sixth Series, 2011, 5.000%,	8/21 at 100.00	AA-	5,475,925
	8/01/41			
	South Central Connecticut Regional Water Authority, Water			
4,000	System Revenue Bonds, Twenty-Seventh Series 2012, 5.000%,	8/22 at 100.00	AA-	4,571,640
	8/01/33			

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Principal Amount (000)	Description (1)	Optional Call Provisions (2)	Ratings (3)	Value
	Water and Sewer (continued)			
\$ 500	Stamford, Connecticut, Water Pollution Control System and Facility Revenue Bonds, Series 2013A, 5.250%, 8/15/43	8/23 at 100.00	AA+	\$ 584,075
39,655	Total Water and Sewer			44,902,177
\$ 274,200	Total Long-Term Investments (cost \$292,927,735)			306,349,356
	Variable Rate MuniFund Term Preferred Shares, net of deferred offering costs – (54.7)% (6)			(111,984,726)
	Other Assets Less Liabilities – 5.2%			10,546,192
	Net Asset Applicable to Common Shares – 100%			\$ 204,910,822

#### Fair Value Measurements

Fair value is defined as the price that would be received upon selling an investment or transferring a liability in an orderly transaction to an independent buyer in the principal or most advantageous market for the investment. A three-tier hierarchy is used to maximize the use of observable market data and minimize the use of unobservable inputs and to establish classification of fair value measurements for disclosure purposes. Observable inputs reflect the assumptions market participants would use in pricing the asset or liability. Observable inputs are based on market data obtained from sources independent of the reporting entity. Unobservable inputs reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability. Unobservable inputs are based on the best information available in the circumstances. The following is a summary of the three-tiered hierarchy of valuation input levels.

Level 1 – Inputs are unadjusted and prices are determined using quoted prices in active markets for identical securities.

Level 2 – Prices are determined using other significant observable inputs (including quoted prices for similar securities, interest rates, prepayment speeds, credit risk, etc.).

Level 3 – Prices are determined using significant unobservable inputs (including management's assumptions in determining the fair value of investments).

The inputs or methodologies used for valuing securities are not an indication of the risks associated with investing in those securities. The following is a summary of the Fund's fair value measurements as of the end of the reporting period:

	Level 1	Level 2	Level 3	Total
Long-Term Investments:				
Municipal Bonds	\$ —	\$306,349,356	\$ —	\$306,349,356

#### Income Tax Information

The following information is presented on a federal income tax basis. Differences between amounts for financial statement and federal income tax purposes are primarily due to timing differences in recognizing taxable market discount, timing differences in recognizing certain gains and losses on investment transactions and the treatment of investments in inverse floating rate securities reflected as financing transactions, if any. To the extent that differences arise that are permanent in nature, such amounts are reclassified within the capital accounts on the Statement of Assets and Liabilities presented in the annual report, based on their federal tax basis treatment; temporary differences do not require reclassification. Temporary and permanent differences do not impact the net asset value of the Fund.

As of August 31, 2017, the cost of investments was \$292,916,590.

Gross unrealized appreciation and gross unrealized depreciation of investments as of August 31, 2017, were as follows:

Gross unrealized:	
Appreciation	\$14,322,688
Depreciation	(889,922)
Net unrealized appreciation (depreciation) of investments	\$13,432,766



- (1) All percentages shown in the Portfolio of Investments are based on net assets applicable to common shares unless otherwise noted.
- (2) Optional Call Provisions: Dates (month and year) and prices of the earliest optional call or redemption. There may be other call provisions at varying prices at later dates. Certain mortgage-backed securities may be subject to periodic principal paydowns.
- (3) For financial reporting purposes, the ratings disclosed are the highest of Standard & Poor's Group ("Standard & Poor's"), Moody's Investors Service, Inc. ("Moody's") or Fitch, Inc. ("Fitch") rating. This treatment of split-rated securities may differ from that used for other purposes, such as for Fund investment policies. Ratings below BBB by Standard & Poor's, Baa by Moody's or BBB by Fitch are considered to be below investment grade. Holdings designated N/R are not rated by any of these national rating agencies.
- (4) Backed by an escrow or trust containing sufficient U.S. Government or U.S. Government agency securities, which ensure the timely payment of principal and interest. Certain bonds backed by U.S. Government or agency securities are regarded as having an implied rating equal to the rating of such securities.
- (5) Investment, or portion of investment, has been pledged to collateralize the net payment obligations for investments in inverse floating rate transactions.
- (6) Variable Rate MuniFund Term Preferred Shares, net of deferred offering costs as a percentage of Total Investments is 36.6%.
- ETM Escrowed to maturity.
- IF Inverse floating rate security issued by a tender option bond ("TOB") trust, the interest rate on which varies inversely with the Securities Industry Financial Markets Association (SIFMA) short-term rates, which resets weekly, or a similar short-term rate, and is reduced by the expenses related to the TOB trust.

**Item 2. Controls and Procedures.**

- a. The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the 1940 Act ) (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of this report that includes the disclosure required by this paragraph, based on their evaluation of the controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rule 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934 (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- b. There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d)) that occurred during the registrant's last fiscal quarter that have materially affected, or are reasonably likely to materially affect, the registrant's internal control over financial reporting.

**Item 3. Exhibits.**

File as exhibits as part of this Form a separate certification for each principal executive officer and principal financial officer of the registrant as required by Rule 30a-2(a) under the 1940 Act (17 CFR 270.30a-2(a)), exactly as set forth below: See EX-99 CERT attached hereto.

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(Registrant) Nuveen Connecticut Quality Municipal Income Fund

By (Signature and Title) /s/ Gifford R. Zimmerman

\_\_\_\_\_  
Gifford R. Zimmerman  
Vice President and Secretary

Date: October 30, 2017

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title) /s/ Cedric H. Antosiewicz

\_\_\_\_\_  
Cedric H. Antosiewicz  
Chief Administrative Officer (principal executive officer)

Date: October 30, 2017

By (Signature and Title) /s/ Stephen D. Foy

\_\_\_\_\_  
Stephen D. Foy  
Vice President and Controller (principal financial officer)

Date: October 30, 2017