

OLD NATIONAL BANCORP /IN/  
Form 8-K  
July 25, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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):

July 24, 2014

Old National Bancorp

(Exact name of registrant as specified in its charter)

Indiana

001-15817

35-1539838

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

One Main Street, Evansville, Indiana

47708

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(812) 464-1294

Not Applicable

Former name or former address, if changed since last report

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:

- 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 24, 2014, the Board of Directors of Old National Bancorp (the "Company") adopted an amendment to Article V, Section 13 of the Company's By-Laws. As amended, a director of the Company will not qualify to serve as such effective as of the end of the term during which he or she becomes 75 years of age.

Article VI, Section 1, was amended to add a Vice-Chairman position to the principal officers of the Company. A new Article VI, Section 8 was added for the Vice-Chairman position.

A copy of the Company's Amended and Restated By-Laws, as amended on July 24, 2014, is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K and Article V, Section 13, and Article VI, Section 1 and Section 8, are incorporated herein by reference.

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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.

Old National Bancorp

*July 24, 2014*

By: *Jeffrey L. Knight*

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*Name: Jeffrey L. Knight  
Title: Executive Vice President, Chief Legal Counsel and  
Corporate Secretary*

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Exhibit Index

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 3.1                       | Amended and Restated By-Laws of Old National Bancorp, as amended July 24, 2014. |