

OLD NATIONAL BANCORP /IN/
Form 424B5
September 23, 2009

Filed Pursuant to Rule 424(b)(5)
Registration No. 333-151499

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities To be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee (1)(2)
Common Stock, no par value per share	20,700,000	\$10.00	\$207,000,000	\$11,550.60

(1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

(2) Pursuant to Rule 457(p) under the Securities Act of 1933, the filing fee of \$88,690 previously paid with respect to unsold securities registered pursuant to a Registration Statement on Form S-3 (No. 333-118374) initially filed by the registrant on August 19, 2004 is being carried forward for application in connection with this offering. No additional fee has been paid with respect to this offering

PROSPECTUS SUPPLEMENT (To Prospectus Dated June 6, 2008)

18,000,000 Shares

Common Stock

We are offering 18,000,000 shares of our common stock. Our common stock is listed on the New York Stock Exchange (the NYSE) under the symbol ONB. On September 22, 2009, the last reported sales price of our common stock on the NYSE was \$10.65 per share.

You should read this prospectus supplement and the accompanying prospectus carefully before you invest. Investing in our common stock involves risks. See Risk Factors beginning on page S-10 of this prospectus supplement and in the documents we file with the Securities and Exchange Commission (the Commission) that are incorporated by reference in this prospectus supplement and the accompanying prospectus for certain risks and uncertainties you should consider before investing in our common stock.

	Per share	Total
Public offering price	\$ 10.00	\$ 180,000,000
Underwriting discounts and commissions	\$ 0.50	\$ 9,000,000
Proceeds, before expenses, to us	\$ 9.50	\$ 171,000,000

The underwriters have the option to purchase up to an additional 2,700,000 shares of our common stock at the public offering price, less underwriting discounts and commissions, within 30 days from the date of this prospectus supplement solely to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

These securities are not savings accounts, deposits or other obligations of any bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation (the FDIC) or any other governmental agency.

The underwriters expect to deliver the shares of common stock to purchasers on or about September 28, 2009.

Sole Book-Running Manager

Sandler O'Neill + Partners, L.P.

Co-Managers

Keefe, Bruyette & Woods

SunTrust Robinson Humphrey

The date of this prospectus supplement is September 22, 2009.

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is the prospectus supplement, which describes the specific terms of this offering and certain other matters and also adds to and updates information contained in the prospectus. The second part is the prospectus, which gives more general information about securities we may offer from time to time, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with additional information described under the heading "Where You Can Find More Information."

Unless otherwise mentioned or unless the context requires otherwise, all references in this prospectus supplement to *Old National Bancorp*, *Old National*, *we*, *us*, *our* or similar references mean Old National Bancorp and its consolidated subsidiaries.

If the information in this prospectus supplement differs in any way from the information set forth in the accompanying prospectus, you should rely on the information set forth in this prospectus supplement.

Currency amounts in this prospectus supplement are stated in U.S. dollars.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. This prospectus supplement and the accompanying prospectus may be used only for the purpose for which they have been prepared. No one is authorized to give information other than that contained in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference herein and therein. We have not authorized any other person to provide you with different or inconsistent information. If anyone provides you with different or inconsistent information, you should not rely on it.

We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information appearing in this prospectus supplement, the accompanying prospectus or any document incorporated by reference herein or therein is accurate as of any date other than the date of the applicable document. Our business, financial condition, results of operations and prospects may have changed since that date. Neither this prospectus supplement nor the accompanying prospectus constitutes an offer of, or an invitation to subscribe for and purchase, any of the common stock and may not be used for or in connection with an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The following is a cautionary note about forward-looking statements. This prospectus supplement and the accompanying prospectus (including any information we include or incorporate by reference in this prospectus supplement or the accompanying prospectus) contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can include statements about estimated cost savings, plans and objectives for future operations, and expectations about performance as well as economic and market conditions and trends. These statements often can be identified by the use of words like *expect, may, could, intend, project, estimate, believe or anticipate*. We may include forward-looking statements in the Commission, such as this prospectus supplement and the accompanying prospectus, in other documents we have filed with the Commission that are incorporated by reference herein and therein, in other written materials, and in oral statements made by our senior management to analysts, investors, representatives of the media and others. It is intended that these forward-looking statements speak only as of the date they are made, and we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the forward-looking statement is made or to reflect the occurrence of unanticipated events. By their nature, forward-looking statements are based on assumptions and are subject to risks, uncertainties and other factors. Actual results may differ materially from those contained in a forward-looking statement.

Risks and uncertainties that could affect our future performance include, but are not limited to: our ability to execute our business plan; economic, market, operational, liquidity, credit and interest rate risks associated with our business; economic conditions generally and in the financial services industry; increased competition in the financial services industry, either nationally or regionally, resulting in, among other things, credit quality deterioration; the volatility and direction of market interest rates; governmental legislation and regulation, including changes in accounting regulation or standards; a weakening of the economy that could materially impact credit quality trends and our ability to generate loans; changes in the securities markets; new litigation or changes to existing litigation; changes in fiscal, monetary and tax policies; our ability to execute our business plan; and our ability to achieve loan and deposit growth.

Additional information regarding important risks, uncertainties and other factors that could cause our future financial performance to differ materially from that described in our forward-looking statements is available in our annual report on Form 10-K for the year ended December 31, 2008, and subsequent reports we file with the Commission, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. See *Where You Can Find More Information* for information on how to obtain a copy of our annual report and other reports. Investors should consider these risks, uncertainties and other factors when considering any forward-looking statement.

SUMMARY

This summary highlights information contained elsewhere, or incorporated by reference, in this prospectus supplement and the accompanying prospectus. As a result, it does not contain all of the information that may be important to you or that you should consider before investing in our common stock. You should read this entire prospectus supplement, including the Risk Factors section, and the accompanying prospectus and the documents incorporated by reference herein and therein, which documents are described under Where You Can Find More Information.

Old National Bancorp

We are a financial holding company incorporated in the State of Indiana. Through our wholly owned banking subsidiary, Old National Bank, we provide a wide range of services, including commercial and consumer loan and depository services, investment and brokerage services, lease financing and other traditional banking services. We also own financial services companies that provide services to supplement our banking business, including fiduciary and wealth management services, insurance and other financial services.

Old National Bank was founded in 1834 and is the oldest company in Evansville, Indiana. In 1982, Old National Bancorp was formed; in 2001 we became a financial holding company and we are currently the largest financial holding company by asset size headquartered in the State of Indiana. Also in 2001, we completed the consolidation of 21 bank charters enabling us to operate under a common name with consistent product offerings throughout our financial center locations, consolidating back-office operations and allowing us to provide more convenient services to our clients. We provide financial services primarily in Indiana, eastern and southeastern Illinois, and central and western Kentucky.

Since our formation in 1982, we have acquired more than 40 financial institutions and financial services companies. Future acquisitions and divestitures will be driven by a disciplined financial and due diligence process and will be consistent with our existing focus on community banking, client relationships and consistent quality earnings. Targeted geographic markets for acquisitions include mid-size markets within or near our existing franchise with average to above average growth rates.

We operate in two segments: community banking and treasury. Substantially all of our revenues are derived from customers located in, and substantially all of our assets are located in, the United States. At June 30, 2009, we had, on a consolidated basis, total assets of \$8.0 billion, total deposits of \$5.8 billion, and shareholders' equity of \$634.6 million. As of June 30, 2009, we employed 2,875 full-time equivalent associates.

On December 12, 2008, we issued and sold to the United States Department of the Treasury (Treasury), under Treasury's Capital Purchase Program, 100,000 shares of our Fixed Rate Cumulative Perpetual Preferred Stock, Series T (Series T Preferred Stock) for a total purchase price of \$100 million and a warrant to purchase up to 813,008 shares of our common stock (the Warrant). On March 31, 2009, with the approval of the Board of Governors of the Federal Reserve System (the Federal Reserve) and the Office of the Comptroller of the Currency (the OCC), we repurchased all of the Series T Preferred Stock from Treasury and, on May 8, 2009, we repurchased the Warrant.

Our principal executive offices are located at One Main Street, Evansville, Indiana 47708, and our telephone number at that address is (812) 464-1291.

Recent Developments

On September 17, 2009, Old National Bank and its wholly owned subsidiary, Indiana Old National Insurance Company (IONIC), completed a sale to National City Commercial Capital Company, LLC (National City) of Old National Bank's and IONIC's right, title and interest in, to and under certain financing contracts in respect of the leasing and financing of the acquisition, ownership, and operation of various types of equipment and other goods, software and personal property to, among others, governmental authorities.

The sale was completed pursuant to a purchase agreement entered into on the same date. In consideration for the sale of the contracts, National City paid Old National Bank an aggregate cash amount equal to \$259.6 million, which represents a 4.25% discount on the present value of the payment stream of the contracts. The Company expects to recognize an after-tax loss related to the sale of the contracts of approximately \$0.9 million, including fees associated with the sale, in the third quarter of 2009.

In addition to the cash consideration, National City assumed certain obligations of Old National Bank and IONIC with respect to the contracts. The purchase agreement contains representations and warranties which are standard in a transaction of this nature, and indemnification provisions which may, upon the occurrence of certain events, result in Old National Bank and IONIC becoming obligated to repurchase some, or all, of the contracts.

[Remainder of page intentionally left blank.]

SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA

You should read the summary selected consolidated financial information presented below in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our financial statements and notes to those financial statements appearing in our annual report on Form 10-K for the year ended December 31, 2008 and quarterly report on Form 10-Q for the quarter ended June 30, 2009, which are incorporated by reference in this prospectus supplement and the accompanying prospectus.

The following tables set forth selected consolidated financial data for us at and for each of the years in the five-year period ended December 31, 2008 and at and for the three and six month periods ended June 30, 2009 and 2008.

The selected statement of income data for the years ended December 31, 2008, 2007, and 2006, and the selected statement of financial condition data as of December 31, 2008 and 2007, have been derived from our audited financial statements included in our annual report on Form 10-K for the year ended December 31, 2008, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. The selected statement of income data for the years ended December 31, 2005 and 2004 and the summary statement of financial condition data as of December 31, 2006, 2005 and 2004 have been derived from our audited financial statements that are not included or incorporated by reference in this prospectus supplement.

The summary financial data at and for the three and six month periods ended June 30, 2009 and 2008 have been derived from our unaudited interim financial statements included in our quarterly report on Form 10-Q for the quarter ended June 30, 2009, which is incorporated by reference in this prospectus supplement and the accompanying prospectus. These unaudited interim financial statements include all adjustments (consisting only of normal recurring adjustments) that we consider necessary for a fair presentation of our financial condition and results of operations as of the dates and for the periods indicated. Historical results are not necessarily indicative of future results and the results for the three and six month periods ended June 30, 2009 are not necessarily indicative of our expected results for the full year ending December 31, 2009 or any other period.

Per share data)	At or for the Quarter ended June 30,		At or for the Six Month Period ended June 30,		2008	At or for the Year ended Dec	
	2009 (Unaudited)	2008	2009 (Unaudited)	2008		2007	2006
	\$ 8,012,175	\$ 7,601,786	\$ 8,012,175	\$ 7,601,786	\$ 7,873,890	\$ 7,846,126	\$ 8,149,515
	2,599,668	2,027,336	2,599,668	2,027,336	2,265,777	2,308,500	2,376,110
	4,546,686	4,743,362	4,546,686	4,743,362	4,777,514	4,699,356	4,716,637
	5,798,508	5,372,417	5,798,508	5,372,417	5,422,287	5,663,383	6,321,494
	810,305	783,396	810,305	783,396	834,867	656,722	747,545
	634,589	649,015	634,589	649,015	730,865	652,881	642,369
	\$ 89,182	\$ 97,365	\$ 177,165	\$ 201,499	\$ 392,522	\$ 461,368	\$ 451,713
	28,415	36,021	57,200	80,365	149,197	242,177	238,996
	11,968	5,700	29,268	27,605	51,464	4,118	7,000
	45,606	43,513	87,841	90,389	166,969	155,138	153,920

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	86,751	74,834	164,215	145,770	297,229	277,998	264,690
and discontinued							
	7,654	24,323	14,323	38,148	61,601	92,213	94,947
	(1,981)	4,848	(4,717)	(667)	(877)	17,323	15,574
ations	9,635	19,475	19,040	38,815	62,478	74,890	79,373
ued operations							
	9,635	19,475	19,040	38,815	62,478	74,890	79,373
l discount accretion			(3,892)		(298)		
non stockholders	9,635	19,475	15,148	38,815	62,180	74,890	79,373

(1) Includes residential loans and leases held for sale.

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	At or for the Quarter ended June 30, 2009 2008 (Unaudited)		At or for the Six Month Period ended June 30, 2009 2008 (Unaudited)		At or for the Year ended December 31, 2008 2007 2006 2005 2004				
	Per Share Data								
Basic net income per share from continuing operations	\$ 0.15	\$ 0.30	\$ 0.23	\$ 0.59	\$ 0.95	\$ 1.14	\$ 1.20	\$ 1.16	\$ 0.87
Basic net income per share from discontinued operations								(0.22)	0.04
Basic net income per share	0.15	0.30	0.23	0.59	0.95	1.14	1.20	0.94	0.91
Diluted net income per share from continuing operations	0.15	0.30	0.23	0.59	0.95	1.14	1.20	1.15	0.86
Diluted net income per share from discontinued operations								(0.22)	0.04
Diluted net income per share	0.15	0.30	0.23	0.59	0.95	1.14	1.20	0.93	0.90
Dividends declared per common share	0.07	0.23	0.30	0.23	0.69	1.11	0.84	0.76	0.72
Book value per common share	9.55	9.80	9.55	9.80	9.56	9.86	9.66	9.61	10.16
Tangible book value per common share (1)	6.48	6.95	6.48	6.95	6.74	6.98	7.64	7.59	7.73