
Section 1: 8-K (FORM 8-K)

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): May 30, 2018

BERKSHIRE HILLS BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-15781

(Commission File No.)

04-3510455

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

60 State Street, Boston, Massachusetts

(Address of Principal Executive Offices)

01209

(Zip Code)

Registrant's telephone number, including area code: (800) 773-5601, ext. 133773

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 17, 2018, at the Annual Meeting of Shareholders of Berkshire Hills Bancorp, Inc. (the “Company”), upon the recommendation of the Board of Directors, the shareholders voted on and approved an amendment to the Company's Certificate of Incorporation to increase the Company’s authorized common and preferred stock (the “Amendment”).

The Amendment was filed with the Secretary of State of the State of Delaware on May 30, 2018 and was effective as of such date. A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated by reference.

Item 9.01 **Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>3.1</u>	<u>Certificate of Amendment to the Berkshire Hills Bancorp, Inc. Certificate of Incorporation</u>

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.

BERKSHIRE HILLS BANCORP, INC.

Date: May 31, 2018

By: /s/ Wm. Gordon Prescott
Wm. Gordon Prescott
Senior Vice President and General Counsel

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Section 2: EX-3.1 (EXHIBIT 3.1)

Exhibit 3.1

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
BERKSHIRE HILLS BANCORP, INC.**

(Pursuant to 8 Del. C. Section 242)

Berkshire Hills Bancorp, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: That at a meeting of the Board of Directors of the Corporation, a resolution was duly adopted setting forth the proposed amendment of the Certificate of Incorporation of said Corporation, declaring said amendment to be advisable and calling a meeting of stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, subject to stockholder approval, the Certificate of Incorporation of this Corporation shall be amended by revising Article FOURTH, Section A thereof, so that, as amended, said Article FOURTH, Section A shall be and read as follows:

- A. The total number of shares of all classes of stock which the Corporation shall have authority to issue is One hundred and two million (102,000,000) consisting of:
1. Two million (2,000,000) shares of Preferred Stock, par value one cent (\$.01) per share (the "Preferred Stock"); and
 2. One hundred million (100,000,000) shares of Common Stock, par value one cent (\$.01) per share (the "Common Stock").

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the annual meeting of stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Berkshire Hills Bancorp, Inc. has caused this certificate to be signed and attested to by its duly authorized officers this 30th day of May, 2018.

By: /s/ Michael P. Daly
Michael P. Daly
President and Chief Executive Officer

Attest:

/s/ Wm. Gordon Prescott
Wm. Gordon Prescott
Corporate Secretary

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