

BERKSHIRE HILLS BANCORP INC  
Form 8-K  
October 09, 2008

**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): October 8, 2008**

**BERKSHIRE HILLS BANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction)  
  
of Incorporation)

**0-51584**  
(Commission File No.)

**04-3510455**  
(I.R.S. Employer  
Identification No.)

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**24 North Street, Pittsfield, Massachusetts**  
(Address of Principal Executive Offices)

**01201**  
(Zip Code)

**Registrant's telephone number, including area code: (413) 443-5601**

**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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On October 8, 2008, Berkshire Hills Bancorp, Inc. (the Company) entered into an underwriting agreement (the Agreement) with Sandler O'Neill + Partners, L.P. The material terms of the Agreement were previously disclosed in the Company's Preliminary Prospectus Supplement on Form 424(b)(5) that was filed with the Securities Exchange Commission on October 6, 2008. A copy of the Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K (this Report).

**Item 8.01 Other Events**

On October 8, 2008, the Company issued a press release announcing the pricing of the Company's common stock, par value \$0.01 per share, at a public offering price of \$24.00 per share, for gross proceeds in the public offering of approximately \$36 million, exclusive of any underwriter over-allotment option. A copy of the press release dated October 8, 2008 is filed as Exhibit 99.1 to this Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
1.1	Underwriting Agreement, dated October 8, 2008
99.1	Press Release, dated October 8, 2008

**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: October 8, 2008

By: /s/ Kevin P. Riley  
Kevin P. Riley,

Executive Vice President and

Chief Financial Officer