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OLD NATIONAL BANCORP /IN/  
Form 8-K  
October 28, 2004

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 28, 2004

OLD NATIONAL BANCORP  
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(Exact name of Registrant as specified in its charter)

Indiana ----- (State or other jurisdiction of incorporation)	001-15817 ----- (Commission File Number)	35-1539838 ----- (IRS Employer Identification No.)
1 Main Street, Evansville, IN ----- (Address of Principal Executive Offices)		47708 ----- (Zip Code)

(812) 464-1294  
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(Registrant's telephone number, including area code)

Item 2.02 Results of Operations and Financial Condition

On October 28, 2004, Old National Bancorp reported its results for the third quarter 2004. The press release is included as Exhibit 99.1 hereto and is incorporated herein by reference. Old National Bancorp also released the financial trends including third quarter 2004 results. The financial trends is included as Exhibit 99.2 hereto and is incorporated herein by reference. In connection therewith, a Third-Quarter 2004 Earnings Analyst Presentation will be available on Old National's website to compliment the conference call to be held on October 29, 2004, at 9:30 a.m. CST and will be accessible at <http://www.oldnational.com> 15 minutes before the conference call.

Item 9.01 Financial Statements and Exhibits

The following exhibits are furnished herewith and this list constitutes the exhibit index:

- 99.1 Press Release issued by Old National Bancorp on October 28, 2004
- 99.2 Financial Trends issued by Old National Bancorp on October 28, 2004

These exhibits may contain non-GAAP financial measures. For purposes of

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Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, Old National Bancorp has provided reconciliations within the exhibits, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

Operating earnings presented excludes gains and charges related to initiatives that impacted Old National Bancorp's results in prior years. Operating earnings measures and comparisons are presented as management uses this information in assessing the company's performance and believes this information is valuable to the users of its financial statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

OLD NATIONAL BANCORP  
(Registrant)

Date: October 28, 2004

By: /s/ John S. Poelker  
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John S. Poelker  
Executive Vice President and  
Chief Financial Officer

IV align="left" style="font-size: 10pt; margin-top: 6pt">Under the terms of the offer, CVRD intends to make its offer a permitted bid under Canico's shareholder rights plan. Accordingly, the offer will be open for acceptance for at least 60 days following the mailing and no Canico common shares will be taken up and paid for pursuant to the offer unless, at such date, more than 50 per cent of the then outstanding Canico common shares held by independent shareholders have been deposited pursuant to the bid and not withdrawn. Should this condition be met, CVRD will make a public announcement of that fact on the date the offer would otherwise expire and the offer will be extended for a period of not less than 10 business days.

Canico has consented to CVRD proceeding with the offer as required under the terms of a confidentiality agreement previously entered into between the parties.

**About CVRD**

CVRD, a Brazilian company, headquartered in the city of Rio de Janeiro, Brazil, is the largest metals and mining company in the Americas and one of the largest in the global metals & mining industry, with a market capitalization of approximately US\$ 40 billion.

It is the largest global producer and exporter of iron ore and pellets, the world's second largest producer of manganese and ferroalloys, one of the world's lowest cost producers of aluminum products (bauxite, alumina and primary aluminum) and a producer of copper, potash and kaolin. CVRD is the largest logistics player in Brazil, owning and operating several railroads and ports.

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**Table of Contents**

CVRD shares are traded on the New York Stock Exchange NYSE (RIO and RIOPR), on the São Paulo Stock Exchange BOVESPA (Vale3 and Vale5) and on Latibex (XVALP and XVALO).

The offer is aligned with CVRD's strategy to become a large global player in the nonferrous metals business, creating value to its shareholders. It is already a copper producer and is starting the development of its first nickel project, Vermelho, located in the southern range of Carajás. Given the location of Onça Puma, near to CVRD mining operations and its efficient infrastructure, where its Carajás railroad is a very important asset, there are significant synergies to be explored with this potential acquisition.

CVRD has retained UBS Securities Canada Inc. as its financial advisor and Stikeman Elliott LLP as its legal counsel for the purposes of this transaction.

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**Table of Contents**

**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, thereunto duly authorized.

Date: September 15, 2005

COMPANHIA VALE DO RIO DOCE  
(Registrant)

By: /s/ Roberto Castello Branco

Roberto Castello Branco  
Director of Investor Relations