

KAISER ALUMINUM CORP
Form 8-K
July 15, 2013

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 15, 2013

KAISER ALUMINUM CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	0-52105 (Commission File Number)	94-3030279 (I.R.S. Employer Identification No.)
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27422 Portola Parkway, Suite 200 Foothill Ranch, California (Address of Principal Executive Offices)	92610-2831 (Zip Code)
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(949) 614-1740
(Registrant's telephone number, including area code)

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))

Item 8.01. Other Events.

On July 15, 2013, Kaiser Aluminum Corporation announced that its board of directors declared a quarterly cash dividend on its common stock of \$0.30 per share. The dividend will be payable on August 15, 2013 to stockholders of record as of the close of business on July 25, 2013. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in the press release shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (“Exchange Act”), or otherwise subject to liability of that section. In addition, this information shall not be incorporated by reference into any registration statement or other document filed under the Securities Act, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in the filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number	Description
99.1	Press Release dated July 15, 2013.

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.

KAISER ALUMINUM CORPORATION
(Registrant)

By: /s/ Cherrie I. Tsai
Cherrie I. Tsai
Assistant General Counsel and Corporate
Secretary

Date: July 15, 2013

"us-gaap:AssetsFairValueDisclosure"
contextRef="C_0000707179_us-gaapFairValueByAssetClassAxis_onbLoanServicingRightsMember_us-gaapFairValueByFair
decimals="-3" format="ixt:numdotdecimal" scale="3">2,964

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At December 31, 2017, impaired commercial and commercial real estate loans had a principal amount of \$38.6 million, with a valuation allowance of \$10.1 million. Old National recorded provision expense associated with these loans totaling \$5.2 million in 2017.

Other real estate owned and other repossessed property had a net carrying amount of \$1.8 million at December 31, 2017. There were write-downs of other real estate owned of \$2.5 million in 2017.

The valuation allowance for loan servicing rights with impairments at December 31, 2017 totaled \$29 thousand. There were recoveries associated with these loan servicing rights totaling \$39 thousand in 2017.

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The table below provides quantitative information about significant unobservable inputs used in fair value measurements within Level 3 of the fair value hierarchy:

(dollars in thousands) December 31, 2018	Fair Value	Valuation Techniques	Unobservable Input	Range (Weighted Average)
Collateral Dependent Impaired				
Loans				
Commercial loans	\$ 7,242	Fair value of collateral	Discount for type of property, age of appraisal, and current status	0% - 90% (35%)
Commercial real estate loans	29,125	Fair value of collateral	Discount for type of property, age of appraisal and current status	0% - 50% (35%)
Foreclosed Assets				
Residential	68	Fair value of collateral	Discount for type of property, age of appraisal, and current status	15%-16% (15%)
December 31, 2017				
Collateral Dependent Impaired				
Loans				
Commercial loans	\$ 2,217	Fair value of collateral	Discount for type of property, age of appraisal, and current status	0% - 98% (49%)
Commercial real estate loans	26,319	Fair value of collateral	Discount for type of property,	10% - 78% (32%)

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			age of appraisal, and current status	
Foreclosed Assets				
Commercial real estate	1,726	Fair value of collateral	Discount for type of property,	7% - 25% (18%)
Residential (1)	55	Fair value of collateral	Discount for type of property,	39%

(1) There was only one foreclosed residential asset at December 31, 2017, so no range or weighted average rate is reported.

Financial instruments recorded using fair value option

Old National may elect to report most financial instruments and certain other items at fair value on an instrument-by-instrument basis with changes in fair value reported in net income. After the initial adoption, the election is made at the acquisition of an eligible financial asset, financial liability or firm commitment or when certain specified reconsideration events occur. The fair value election may not be revoked once an election is made.

Old National has elected the fair value option for residential loans held for sale. For these loans, interest income is recorded in the consolidated statements of income based on the contractual amount of interest income earned on the financial assets (except any that are on nonaccrual status). None of these loans are 90 days or more past due, nor are any on nonaccrual status. Included in the income statement is interest income for loans held for sale totaling \$0.5 million in 2018 and \$0.2 million in 2017.

Residential loans held for sale

Old National has elected the fair value option for newly originated conforming fixed-rate and adjustable-rate first mortgage loans held for sale. These loans are intended for sale and are hedged with derivative instruments. Old National has elected the fair value option to mitigate accounting mismatches in cases where hedge accounting is complex and to achieve operational simplification. The fair value option was not elected for loans held for investment.

The difference between the aggregate fair value and the aggregate remaining principal balance for loans for which the fair value option has been elected as of December 31, 2018 and 2017 was as follows:

(dollars in thousands)	Aggregate Fair Value	Difference	Contractual Principal
2018			

Residential loans held for sale \$ 14,911 \$ 475 \$ 14,436

2017

Residential loans held for sale \$ 17,930 \$ 546 \$ 17,384

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Accrued interest at period end is included in the fair value of the instruments.

The following table presents the amount of gains and losses from fair value changes included in income before income taxes for financial assets carried at fair value for the years ended December 31:

(dollars in thousands)	Other Gains and (Losses)	Interest Income	Interest (Expense)	Total Changes in Fair Values Included in Current Period Earnings
2018				
Residential loans held for sale	\$ (67)	\$ 6	\$ (10)	\$ (71)
2017				
Residential loans held for sale	\$ 409	\$ 4	\$ —	\$ 413

The carrying amounts and estimated fair values of financial instruments not carried at fair value at December 31, 2018 and 2017 were as follows:

(dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2018 Using Significant		
		Quoted Prices Active Market Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Cash, due from banks, money market, and other interest-earning investments	\$317,165	\$317,165	\$—	\$—
Investment securities held-to-maturity:				
U.S. government-sponsored entities and agencies	73,986	—	72,359	—
Mortgage-backed securities - Agency	127,120	—	124,409	—
State and political subdivisions	305,228	—	309,335	—
Loans, net:				
Commercial	3,211,228	—	—	3,161,132
Commercial real estate	4,935,381	—	—	4,781,294
Residential real estate	2,246,127	—	—	2,225,853
Consumer credit	1,795,695	—	—	1,773,352
Accrued interest receivable	89,464	13	27,580	61,871
Financial Liabilities				
Deposits:				

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Noninterest-bearing demand deposits	\$3,965,380	\$3,965,380	\$—	\$—
Checking, NOW, savings, and money market				
interest-bearing deposits	8,360,313	8,360,313	—	—
Time deposits	2,024,256	—	2,002,187	—
Federal funds purchased and interbank borrowings	270,135	270,135	—	—
Securities sold under agreements to repurchase	362,294	362,294	—	—
FHLB advances	1,613,481	—	—	1,611,103
Other borrowings	247,883	—	248,065	—
Accrued interest payable	9,871	—	9,871	—
Standby letters of credit	525	—	—	525
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	\$—	\$—	\$—	\$ 3,115

(dollars in thousands)	Carrying Value	Fair Value Measurements at December 31, 2017 Using Significant		
		Quoted Prices for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets				
Cash, due from banks, money market, and other interest-earning investments	\$290,432	\$290,432	\$—	\$—
Investment securities held-to-maturity:				
Mortgage-backed securities - Agency State and political subdivisions	6,903	—	7,056	—
Loans, net:				
Commercial	2,698,023	—	—	2,707,385
Commercial real estate	4,333,116	—	—	4,347,949
Residential real estate	2,165,290	—	—	2,210,951
Consumer credit	1,871,311	—	—	1,998,194
Accrued interest receivable	87,102	16	24,001	63,085
Financial Liabilities				
Deposits:				
Noninterest-bearing demand deposits	\$3,680,807	\$3,680,807	\$—	\$—
Checking, NOW, savings, and money market				
interest-bearing deposits	7,290,521	7,290,521	—	—
Time deposits	1,634,436	—	1,620,685	—
Federal funds purchased and interbank borrowings	335,033	335,033	—	—
Securities sold under agreements to repurchase	384,810	359,810	25,133	—
FHLB advances	1,609,579	—	—	1,607,189
Other borrowings	248,782	—	250,443	—
Accrued interest payable	7,029	—	7,029	—
Standby letters of credit	351	—	—	351
Off-Balance Sheet Financial Instruments				
Commitments to extend credit	\$—	\$—	\$—	\$2,449

The methods utilized to estimate the fair value of financial instruments at December 31, 2017 did not necessarily represent an exit price. In accordance with our adoption of ASU 2016-01 in 2018, the methods utilized to measure the fair value of financial instruments at December 31, 2018 represent an approximation of exit price, however, an actual exit price may differ.

NOTE 21 – DERIVATIVE FINANCIAL INSTRUMENTS

As discussed in Note 1, Old National adopted ASU 2017-12 in the first quarter of 2018. This adoption primarily impacted our existing cash flow and fair value hedges related to certain FHLB advances. For cash flow hedges as of the date of adoption, the transition guidance in paragraph 815-20-65-3(d) eliminated the separate measurement of ineffectiveness by means of a cumulative-effect adjustment to accumulated other comprehensive income with a corresponding adjustment to the opening balance of retained earnings. For fair value hedges of interest rate risk, the provisions of paragraph 815-25-35-13 permit Old National to elect to modify the measurement methodology to be based on the benchmark rate component of the contractual coupon cash flows without dedesignation of the hedging relationship. The measurement methodology modification shall be applied as of the hedging relationship's original inception date. The cumulative effect of applying this election shall be recognized as an adjustment to the basis adjustment of the hedged item recognized on the balance sheet with a corresponding adjustment to the opening balance of retained earnings as of the initial application date.

As part of our overall interest rate risk management, Old National uses derivative instruments, including interest rate swaps, collars, caps, and floors. The notional amount of these derivative instruments was \$1.482 billion at December 31, 2018 and \$708.5 million at December 31, 2017. These derivative financial instruments at December 31, 2018 consisted of \$757.0 million notional amount of receive-fixed, pay-variable interest rate swaps on certain of its FHLB advances, \$525.0 million notional amount of pay-fixed, receive-variable interest rate swaps on certain of its FHLB advances, and \$200.0 million notional amount interest rate collars related to a variable-rate commercial loan pool. Derivative financial instruments at December 31, 2017 consisted of \$33.5 million notional amount of

receive-fixed, pay-variable interest rate swaps on certain of its FHLB advances and \$675.0 million notional amount of pay-fixed, receive-variable interest rate swaps on certain of its FHLB advances. These hedges were entered into to manage interest rate risk. Derivative instruments are recognized on the balance sheet at their fair value and are not reported on a net basis.

In accordance with ASC 815-20-35-1, subsequent changes in fair value for a hedging instrument that has been designated and qualifies as part of a hedging relationship should be accounted for in the following manner:

Cash flow hedges: changes in fair value will be recognized as a component in other comprehensive income.

Fair value hedges: changes in fair value will be recognized concurrently in earnings.

Consistent with this guidance, as long as a hedging instrument is designated and the results of the effectiveness testing support that the instrument qualifies for hedge accounting treatment, 100% of the periodic changes in fair value of the hedging instrument will be accounted for as outlined above. This is the case whether or not economic mismatches exist in the hedging relationship. As a result, there will be no periodic measurement or recognition of ineffectiveness. Rather, the full impact of hedge gains and losses will be recognized in the period in which the hedged transactions impact earnings.

While separate measurement and presentation of ineffectiveness is being eliminated, paragraph 815-20-45-1A requires the change in fair value of the hedging instrument that is included in the assessment of hedge effectiveness be presented in the same income statement line item that is used to present the earnings effect of the hedged item.

Commitments to fund certain mortgage loans (interest rate lock commitments) and forward commitments for the future delivery of mortgage loans to third party investors are considered derivatives. These derivative contracts do not qualify for hedge accounting. At December 31, 2018, the notional amount of the interest rate lock commitments was \$27.6 million and forward commitments were \$34.5 million. At December 31, 2017, the notional amount of the interest rate lock commitments was \$29.9 million and forward commitments were \$41.2 million. It is our practice to enter into forward commitments for the future delivery of residential mortgage loans to third party investors when interest rate lock commitments are entered into in order to economically hedge the effect of changes in interest rates resulting from our commitment to fund the loans.

Old National also enters into derivative instruments for the benefit of its customers. The notional amounts of these customer derivative instruments and the offsetting counterparty derivative instruments were \$793.4 million at December 31, 2018. The notional amounts of these customer derivative instruments and the offsetting counterparty derivative instruments were \$826.6 million at December 31, 2017. These derivative contracts do not qualify for hedge accounting. These instruments include interest rate swaps, caps, and collars. Commonly, Old National will economically hedge significant exposures related to these derivative contracts entered into for the benefit of customers by entering into offsetting contracts with approved, reputable, independent counterparties with substantially matching terms.

Old National enters into derivative financial instruments as part of its foreign currency risk management strategies. These derivative instruments consist of foreign currency forward contracts to accommodate the business needs of its customers. Old National does not designate these foreign currency forward contracts for hedge accounting treatment. The notional amounts of these foreign currency forward contracts and the offsetting counterparty derivative instruments were \$3.6 million at December 31, 2018 and \$0.8 million at December 31, 2017.

Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. Old National's exposure is limited to the replacement value of the contracts rather than the notional, principal, or contract

amounts. There are provisions in our agreements with the counterparties that allow for certain unsecured credit exposure up to an agreed threshold. Exposures in excess of the agreed thresholds are collateralized. In addition, we minimize credit risk through credit approvals, limits, and monitoring procedures.

Amounts reported in AOCI related to cash flow hedges will be reclassified to interest income or interest expense as interest payments are received or paid on Old National's derivative instruments. During the next 12 months, we estimate that \$1.2 million will be reclassified to interest income and \$0.4 million will be reclassified to interest expense.

The following table summarizes the fair value of derivative financial instruments utilized by Old National:

(dollars in thousands)	Balance	Fair	Balance	Fair
	Sheet	Value	Sheet	Value
	Location		Location	
December 31, 2018				
Derivatives designated as hedging instruments				
Interest rate contracts	Other Assets	\$ 12,741	Other Liabilities	\$ 1,603
Total derivatives designated as hedging instruments		\$ 12,741		\$ 1,603
Derivatives not designated as hedging instruments				
Interest rate contracts	Other Assets	\$ 15,278	Other Liabilities	\$ 10,562
Mortgage contracts	Other Assets	874	Other Liabilities	316
Foreign currency contracts	Other Assets	112	Other Liabilities	69
Total derivatives not designated as hedging instruments		\$ 16,264		\$ 10,947
Total		\$ 29,005		\$ 12,550
December 31, 2017				
Derivatives designated as hedging instruments				
Interest rate contracts	Other Assets	\$ 3,351	Other Liabilities	\$ 5,351
Total derivatives designated as hedging instruments		\$ 3,351		\$ 5,351
Derivatives not designated as hedging instruments				
Interest rate contracts	Other Assets	\$ 10,012	Other Liabilities	\$ 10,933
Mortgage contracts	Other Assets	747	Other Liabilities	—
Foreign currency contracts	Other Assets	8	Other Liabilities	8
Total derivatives not designated as hedging instruments		\$ 10,767		\$ 10,941
Total		\$ 14,118		\$ 16,292

The effect of derivative instruments in fair value hedging relationships on the consolidated statements of income for the years ended December 31 were as follows:

(dollars in thousands)		Gain	Hedged Items	Gain	Gain
Derivatives in Fair Value Hedging Relationships	Location of Gain or (Loss) Recognized in Income on Derivative	Recognized in Income on Derivative	in Fair Value Hedging Relationships	Recognized in Income on Related Hedged Item	Recognized in Income on Related Hedged Items
Interest rate contracts	Interest income / (expense)	\$ 7,662	Fixed-rate debt	Interest income / (expense)	\$ (7,634)

2017

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Interest rate contracts	Interest income / (expense)	\$ (836)	Fixed-rate debt	Interest income / (expense)	\$ 1,006
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2016

Interest rate contracts	Interest income / (expense)	\$ (863)	Fixed-rate debt	Interest income / (expense)	\$ 991
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The difference between the gain (loss) recognized in income on derivatives and the gain (loss) recognized in income on the related hedged items represents hedge ineffectiveness. In addition, the net swap settlements that accrue each period are also reported in interest expense.

The effect of derivative instruments in cash flow hedging relationships on the consolidated statements of income for the years ended December 31 were as follows:

(dollars in thousands)	Location of Gain or (Loss) Reclassified from AOCI into Income (Effective Portion)	Years Ended December 31,			Years Ended December 31,		
		2018	2017	2016	2018	2017	2016
		Gain (Loss) Recognized in Other Comprehensive Income on Derivative (Effective Portion)			Gain (Loss) Reclassified from AOCI into Income (Effective Portion)		
Derivatives in Cash Flow Hedging Relationships	Interest income/(expense)	\$5,145	\$927	\$(2,323)	\$(150)	\$(6,135)	\$(6,453)

The ineffective portion and amount excluded from effectiveness testing related to derivatives in cash flow hedging relationships was immaterial for the years ended December 31, 2018, 2017, and 2016.

The effect of derivatives not designated as hedging instruments on the consolidated statements of income for the years ended December 31 were as follows:

(dollars in thousands)	Location of Gain or (Loss) Recognized in	Years Ended December 31,		
		2018	2017	2016
Derivatives Not Designated as Hedging Instruments	Income on Derivative Other	Gain (Loss) Recognized in Income on Derivative		
Interest rate contracts (1)	income/(expense)	\$ (7)	\$ 56	\$ 28
Mortgage contracts	Mortgage banking revenue	(189)	(1,995)	1,390
Foreign currency contracts	Other income/(expense)	42	—	—
Total		\$ (154)	\$ (1,939)	\$ 1,418

(1)Includes the valuation difference between the customer and offsetting swaps.

NOTE 22 – COMMITMENTS AND CONTINGENCIES

Litigation

In the normal course of business, Old National Bancorp and its subsidiaries have been named, from time to time, as defendants in various legal actions. Certain of the actual or threatened legal actions may include claims for substantial compensatory and/or punitive damages or claims for indeterminate amounts of damages.

Old National contests liability and/or the amount of damages as appropriate in each pending matter. In view of the inherent difficulty of predicting the outcome of such matters, particularly in cases where claimants seek substantial or indeterminate damages or where investigations and proceedings are in the early stages, Old National cannot predict with certainty the loss or range of loss, if any, related to such matters, how or if such matters will be resolved, when they will ultimately be resolved, or what the eventual settlement, or other relief, if any, might be. Subject to the foregoing, Old National believes, based on current knowledge and after consultation with counsel, that the outcome of such pending matters will not have a material adverse effect on the consolidated financial condition of Old National, although the outcome of such matters could be material to Old National's operating results and cash flows for a particular future period, depending on, among other things, the level of Old National's revenues or income for such period. Old National will accrue for a loss contingency if (1) it is probable that a future event will occur and confirm the loss and (2) the amount of the loss can be reasonably estimated.

Old National is not currently involved in any material litigation.

Credit-Related Financial Instruments

In the normal course of business, Old National's banking affiliates have entered into various agreements to extend credit, including loan commitments of \$3.566 billion and standby letters of credit of \$319.0 million at December 31, 2018. At December 31, 2018, approximately \$3.348 billion of the loan commitments had fixed rates and \$218.1 million had floating rates, with the floating interest rates ranging from 1% to 16%. At December 31, 2017, loan commitments totaled \$3.144 billion and standby letters of credit totaled \$68.7 million. These commitments are not reflected in the consolidated financial statements. The allowance for unfunded loan commitments totaled \$2.5 million at December 31, 2018 and \$3.1 million at December 31, 2017.

Old National had credit extensions with various unaffiliated banks related to letter of credit commitments issued on behalf of Old National's clients totaling \$15.5 million at December 31, 2018 and \$12.4 million at December 31, 2017. Old National provided collateral to the unaffiliated banks to secure credit extensions totaling \$7.8 million at December 31, 2018 and \$11.5 million December 31, 2017. Old National did not provide collateral for the remaining credit extensions.

Visa Class B Restricted Shares

In 2008, Old National received Visa Class B restricted shares as part of Visa's initial public offering. These shares are transferable only under limited circumstances until they can be converted into the publicly traded Class A common shares. This conversion will not occur until the final settlement of certain litigation for which Visa is indemnified by the holders of Visa's Class B shares, including Old National. Visa funded an escrow account from

its initial public offering to settle these litigation claims. Increases in litigation claims requiring Visa to fund the escrow account due to insufficient funds will result in a reduction of the conversion ratio of each Visa Class B share to unrestricted Class A shares. As of December 31, 2018, the conversion ratio was 1.6298. Based on the existing transfer restriction and the uncertainty of the outcome of the Visa litigation, the 56,210 Class B shares that Old National owns at December 31, 2018 are carried at a zero cost basis.

NOTE 23 – FINANCIAL GUARANTEES

Old National holds instruments, in the normal course of business with clients, that are considered financial guarantees in accordance with FASB ASC 460-10 (FIN 45, *Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others*), which requires Old National to record the instruments at fair value. Standby letters of credit guarantees are issued in connection with agreements made by clients to counterparties. Standby letters of credit are contingent upon failure of the client to perform the terms of the underlying contract. Credit risk associated with standby letters of credit is essentially the same as that associated with extending loans to clients and is subject to normal credit policies. The term of these standby letters of credit is typically one year or less. At December 31, 2018, the notional amount of standby letters of credit was \$319.0 million, which represented the maximum amount of future funding requirements, and the carrying value was \$0.5 million. At December 31, 2017, the notional amount of standby letters of credit was \$68.7 million, which represented the maximum amount of future funding requirements, and the carrying value was \$0.4 million.

Old National is a party in risk participation transactions of interest rate swaps, which had total notional amount of \$38.7 million at December 31, 2018.

NOTE 24 – REVENUE FROM CONTRACTS WITH CUSTOMERS

Old National's revenue from contracts with customers in the scope of Topic 606 is recognized within noninterest income. The consolidated statements of income include all categories of noninterest income. The following table reflects only the categories of noninterest income that are within the scope of Topic 606:

(dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Wealth management fees	\$36,863	\$37,316	\$34,641
Service charges on deposit accounts	44,026	41,331	41,578
Debit card and ATM fees	20,216	17,676	16,769
Insurance premiums and commissions	399	617	20,527
Investment product fees	20,539	20,977	18,822
Other income:			
Merchant processing fees	2,927	2,634	2,574
Gain (loss) on other real estate owned	1,270	939	1,419
Safe deposit box fees	1,124	926	961
Total	\$127,364	\$122,416	\$137,291

The adoption of Topic 606 did not have a material impact on our consolidated financial position, results of operations, equity, or cash flows as of the adoption date or for the year ended December 31, 2018. A description of wealth management fees, service charges on deposit accounts, debit card and ATM fees, and investment product fees are provided below.

Wealth management fees: Old National earns wealth management fees based upon asset custody and investment management services provided to individual and institutional customers. Most of these customers receive monthly or quarterly billings for services rendered based upon the market value of assets in custody. Fees that are transaction based are recognized at the point in time that the transaction is executed.

Service charges on deposit accounts: Old National earns fees from deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees and overdraft fees are recognized at a point in time, since the customer generally has a right to cancel the depository arrangement at any time. The arrangement is considered a day-to-day contract with ongoing renewals and optional purchases, so the duration of the contract does not extend beyond the services already performed. Account maintenance fees, which relate primarily to monthly

maintenance, are earned over the course of a month, representing the period over which Old National satisfies its performance obligation.

Debit card and ATM fees: Debit card and ATM fees include ATM usage fees and debit card interchange income. As with the transaction-based fees on deposit accounts, the ATM fees are recognized at the point in time that Old National fulfills the customer's request. Old National earns interchange fees from cardholder transactions processed through card association networks. Interchange rates are generally set by the card associations based upon purchase volumes and other factors. Interchange fees represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

Investment product fees: Investment product fees are the commissions and fees received from a registered broker/dealer and investment adviser that provide those services to Old National customers. Old National acts as an agent in arranging the relationship between the customer and the third-party service provider. These fees are recognized monthly from the third-party broker based upon services already performed, net of the processing fees charged to Old National by the broker.

NOTE 25 – REGULATORY RESTRICTIONS

Restrictions on Cash and Due from Banks

Old National's affiliate bank is required to maintain reserve balances on hand and with the Federal Reserve Bank that are interest-bearing and unavailable for investment purposes. The reserve balances were \$108.1 million at December 31, 2018 and \$100.9 million at December 31, 2017. In addition, Old National had cash and due from banks which was held as collateral for collateralized swap positions of \$5.7 million at December 31, 2017. Old National did not have any cash and due from banks held as collateral for collateralized swap positions at December 31, 2018.

Restrictions on Transfers from Affiliate Bank

Regulations limit the amount of dividends an affiliate bank can declare in any year without obtaining prior regulatory approval. Prior regulatory approval is required if dividends to be declared in any year would exceed net earnings of the current year plus retained net profits for the preceding two years. Prior regulatory approval to pay dividends was not required in 2016, 2017, or 2018 and is not currently required.

Restrictions on the Payment of Dividends

Old National has traditionally paid a quarterly dividend to common stockholders. The payment of dividends is subject to legal and regulatory restrictions. Any payment of dividends in the future will depend, in large part, on Old National's earnings, capital requirements, financial condition, and other factors considered relevant by our Board of Directors.

Capital Adequacy

Old National and Old National Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can elicit certain mandatory actions by regulators that, if undertaken, could have a direct material effect on Old National's financial statements. Under capital adequacy

guidelines and the regulatory framework for prompt corrective action, Old National and Old National Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies. Quantitative measures established by regulation to ensure capital adequacy require Old National and Old National Bank to maintain minimum amounts and ratios as set forth in the following tables.

At December 31, 2018, Old National and Old National Bank exceeded the regulatory minimums and Old National Bank met the regulatory definition of well-capitalized based on the most recent regulatory notification.

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The following table summarizes capital ratios for Old National and Old National Bank as of December 31:

(dollars in thousands)	Actual		Fully Phased-In Regulatory Guidelines Minimum (1)		Well Capitalized Guidelines	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
2018						
Total capital to risk- weighted						
assets						
Old National Bancorp	\$ 1,748,231	12.27 %	\$ 1,496,099	10.50 %	\$ N/A	N/A %
Old National Bank	1,769,930	12.47	1,489,938	10.50	1,418,989	10.00
Common equity Tier 1 capital						
to risk-weighted assets						
Old National Bancorp	1,617,936	11.36	997,399	7.00	N/A	N/A
Old National Bank	1,699,945	11.98	993,292	7.00	922,343	6.50
Tier 1 capital to risk-weighted						
assets						
Old National Bancorp	1,617,936	11.36	1,211,128	8.50	N/A	N/A
Old National Bank	1,699,945	11.98	1,206,141	8.50	1,135,191	8.00
Tier 1 capital to average assets						
Old National Bancorp	1,617,936	9.17	705,681	4.00	N/A	N/A
Old National Bank	1,699,945	9.58	709,929	4.00	887,412	5.00
2017						
Total capital to risk-weighted						
assets						
Old National Bancorp	\$ 1,424,123	11.40 %	\$ 1,311,600	10.50 %	\$ N/A	N/A %
Old National Bank	1,458,546	11.73	1,305,076	10.50	1,242,929	10.00
Common equity Tier 1 capital						
to risk-weighted assets						
Old National Bancorp	1,298,327	10.39	874,400	7.00	N/A	N/A
Old National Bank	1,393,059	11.21	870,051	7.00	807,904	6.50
Tier 1 capital to risk-weighted						
assets						
Old National Bancorp	1,298,327	10.39	1,061,772	8.50	N/A	N/A
Old National Bank	1,393,059	11.21	1,056,490	8.50	994,344	8.00
Tier 1 capital to average assets						
Old National Bancorp	1,298,327	8.28	627,258	4.00	N/A	N/A
Old National Bank	1,393,059	8.93	623,758	4.00	779,697	5.00

(1) As of January 1, 2019, Basel III Capital Rules required banking organizations to maintain: a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer”; a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the 2.5% capital conservation buffer; a minimum

ratio of total capital to risk-weighted assets of at least 8.0%, plus the 2.5% capital conservation buffer; and a minimum ratio of Tier 1 capital to adjusted average consolidated assets of at least 4.0%.

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NOTE 26 – PARENT COMPANY FINANCIAL STATEMENTS

The following are the condensed parent company only financial statements of Old National:

OLD NATIONAL BANCORP (PARENT COMPANY ONLY)

CONDENSED BALANCE SHEETS

(dollars in thousands)	December 31,	
	2018	2017
Assets		
Deposits in affiliate bank	\$90,005	\$43,538
Equity securities	5,582	5,584
Investment securities - available-for-sale	1,527	1,547
Investment in affiliates:		
Banking subsidiaries	2,769,166	2,248,700
Non-banks	5,151	5,142
Other assets	87,096	112,353
Total assets	\$2,958,527	\$2,416,864
Liabilities and Shareholders' Equity		
Other liabilities	\$37,563	\$31,768
Other borrowings	231,394	230,699
Shareholders' equity	2,689,570	2,154,397
Total liabilities and shareholders' equity	\$2,958,527	\$2,416,864

OLD NATIONAL BANCORP (PARENT COMPANY ONLY)

CONDENSED STATEMENTS OF INCOME

(dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Income			
Dividends from affiliates	\$105,000	\$100,000	\$160,007
Net securities gains	49	667	100
Other income	2,126	1,966	40,841
Other income from affiliates	5	5	6
Total income	107,180	102,638	200,954
Expense			
Interest on borrowings	10,425	9,298	9,077
Other expenses	21,936	16,335	18,460
Total expense	32,361	25,633	27,537
Income before income taxes and equity			
in undistributed earnings of affiliates	74,819	77,005	173,417
Income tax expense (benefit)	(5,693)	(6,240)	11,952
Income before equity in undistributed			
earnings of affiliates	80,512	83,245	161,465

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Equity in undistributed earnings of affiliates	110,318	12,480	(27,201)
Net income	\$ 190,830	\$ 95,725	\$ 134,264

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OLD NATIONAL BANCORP (PARENT COMPANY ONLY)

CONDENSED STATEMENT OF CASH FLOWS

(dollars in thousands)	Years Ended December 31,		
	2018	2017	2016
Cash Flows From Operating Activities			
Net income	\$ 190,830	\$ 95,725	\$ 134,264
Adjustments to reconcile net income to cash			
provided by operating activities:			
Depreciation	53	36	29
Net securities (gains) losses	(49)	(667)	(100)
Gain on sale of ONB Insurance Group, Inc.	—	—	(41,864)
Share-based compensation expense	8,118	6,275	7,318
(Increase) decrease in other assets	28,754	(24,005)	(3,958)
Increase (decrease) in other liabilities	3,147	3,968	(225)
Equity in undistributed earnings of affiliates	(110,318)	(12,480)	27,201
Total adjustments	(70,295)	(26,873)	(11,599)
Net cash flows provided by (used in) operating activities	120,535	68,852	122,665
Cash Flows From Investing Activities			
Net cash and cash equivalents of acquisitions	8,281	(24,005)	(100,220)
Proceeds from sale of ONB Insurance Group, Inc.	—	—	91,771
Proceeds from sales of equity securities	128	127	—
Purchases of investment securities	(76)	(62)	(52)
Net advances to affiliates	—	(250)	(3,500)
Proceeds from sale of premises and equipment	1,065	—	—
Purchases of premises and equipment	(945)	(612)	(13)
Net cash flows provided by (used in) investing activities	8,453	(24,802)	(12,014)
Cash Flows From Financing Activities			
Payments for maturities/redemptions of other borrowings	—	(19,856)	—
Cash dividends paid on common stock	(82,161)	(72,604)	(67,536)
Common stock repurchased	(1,805)	(2,761)	(2,202)
Proceeds from exercise of stock options	948	2,655	2,349
Common stock issued	497	404	388
Net cash flows provided by (used in) financing activities	(82,521)	(92,162)	(67,001)
Net increase (decrease) in cash and cash equivalents	46,467	(48,112)	43,650
Cash and cash equivalents at beginning of period	43,538	91,650	48,000
Cash and cash equivalents at end of period	\$ 90,005	\$ 43,538	\$ 91,650

NOTE 27 – SEGMENT INFORMATION

Operating segments are components of an enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Old National Bank, Old National's bank subsidiary, is the only significant subsidiary upon which management makes decisions regarding how to allocate resources and assess performance. Each of the branches of Old National Bank provide a group of similar community banking services, including such products and services as commercial, real estate and consumer loans, time deposits, checking and savings accounts, cash management,

brokerage, trust, and investment advisory services. The individual bank branches located throughout our Midwest footprint have similar operating and economic characteristics. While the chief decision maker monitors the revenue streams of the various products, services, and regional locations, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the community banking services and branch locations are considered by management to be aggregated into one reportable operating segment, community banking.

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NOTE 28 – INTERIM FINANCIAL DATA (UNAUDITED)

The following table details the quarterly results of operations for the years ended December 31, 2018 and 2017.

(unaudited, dollars and shares in thousands, except per share data)	Three Months Ended				Three Months Ended			
	12/31/2018	9/30/2018	6/30/2018	3/31/2018	12/31/2017	9/30/2017	6/30/2017	3/31/2017
Interest income	\$175,234	\$155,369	\$153,736	\$147,706	\$135,134	\$123,525	\$118,209	\$118,468
Interest expense	29,009	24,527	21,773	19,134	16,578	15,047	13,876	12,667
Net interest income	146,225	130,842	131,963	128,572	118,556	108,478	104,333	105,801
Provision for loan losses	3,390	750	2,446	380	1,037	311	1,355	347
Noninterest income	58,154	45,957	49,289	41,905	44,825	46,366	49,271	42,920
Noninterest expense	150,268	119,376	130,460	117,157	140,432	103,702	102,811	101,891
Income before income taxes	50,721	56,673	48,346	52,940	21,912	50,831	49,438	46,483
Income tax expense	3,223	5,325	4,345	4,957	40,405	11,459	10,584	10,491
Net income (loss)	\$47,498	\$51,348	\$44,001	\$47,983	\$(18,493)	\$39,372	\$38,854	\$35,992
Net income (loss) per share:								
Basic	\$0.28	\$0.34	\$0.29	\$0.32	\$(0.13)	\$0.30	\$0.28	\$0.27
Diluted	0.28	0.34	0.29	0.31	(0.13)	0.29	0.28	0.27
Average shares:								
Basic	167,044	151,930	151,878	151,721	146,073	135,120	135,085	134,912
Diluted	167,992	152,784	152,568	152,370	146,875	135,796	135,697	135,431

Quarterly results, most notably interest income, noninterest income, and noninterest expense, were impacted by the acquisitions of Klein in November 2018 and Anchor (MN) in November 2017. Income tax expense in the three months ended December 31, 2017 included \$39.3 million of additional tax expense to estimate the revaluation of Old National's deferred tax assets due to the lowering of the federal corporate tax rate to 21%.

**ITEM CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND
9. FINANCIAL DISCLOSURE**

Not applicable.

ITEM 9A. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Evaluation of disclosure controls and procedures. Old National's principal executive officer and principal financial officer have concluded that Old National's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended), based on their evaluation of these controls and procedures as of the end of the period covered by this annual report on Form 10-K, are effective at the reasonable assurance level as discussed below to ensure that information required to be disclosed by Old National in the reports it files under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to Old National's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Controls. Management, including the principal executive officer and principal financial officer, does not expect that Old National's disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the controls.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be only reasonable assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control over Financial Reporting. There were no changes in Old National's internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, Old National's internal control over financial reporting.

**ITEM 9B. OTHER
INFORMATION**

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE OF THE REGISTRANT

This information is omitted from this report pursuant to General Instruction G.(3) of Form 10-K as Old National will file with the SEC its definitive Proxy Statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2018. The applicable information appearing in the Proxy Statement for the 2019 annual meeting is incorporated by reference.

Old National has adopted a code of ethics that applies to directors, officers, and all other employees including Old National's principal executive officer, principal financial officer and principal accounting officer. The text of the code of ethics is available on Old National's Internet website at www.oldnational.com or in print to any shareholder who requests it. Old National intends to post information regarding any amendments to, or waivers from, its code of ethics on its Internet website.

ITEM 11. EXECUTIVE COMPENSATION

This information is omitted from this report pursuant to General Instruction G.(3) of Form 10-K as Old National will file with the SEC its definitive Proxy Statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2018. The applicable information appearing in our Proxy Statement for the 2019 annual meeting is incorporated by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

This information is omitted from this report, (with the exception of the "Equity Compensation Plan Information," which is reported in Item 5 of this report and is incorporated herein by reference) pursuant to General Instruction G.(3) of Form 10-K as Old National will file with the SEC its definitive Proxy Statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2018. The applicable information appearing in the Proxy Statement for the 2019 annual meeting is incorporated by reference.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

This information is omitted from this report pursuant to General Instruction G.(3) of Form 10-K as Old National will file with the SEC its definitive Proxy Statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2018. The applicable information appearing in the Proxy Statement for the 2019 annual meeting is incorporated by reference.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

This information is omitted from this report pursuant to General Instruction G.(3) of Form 10-K as Old National will file with the SEC its definitive Proxy Statement pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended, not later than 120 days after December 31, 2018. The applicable information appearing in the Proxy Statement for the 2019 annual meeting is incorporated by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

1. Financial Statements:

The following consolidated financial statements of the registrant and its subsidiaries are filed as part of this document under “Item 8. Financial Statements and Supplementary Data.”

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets – December 31, 2018 and 2017

Consolidated Statements of Income – Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Comprehensive Income – Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Changes in Shareholders’ Equity – Years Ended December 31, 2018, 2017, and 2016

Consolidated Statements of Cash Flows – Years Ended December 31, 2018, 2017, and 2016

Notes to Consolidated Financial Statements

2. Financial Statement Schedules

The schedules for Old National and its subsidiaries are omitted because of the absence of conditions under which they are required, or because the information is set forth in the consolidated financial statements or the notes thereto.

3. Exhibits

The exhibits filed as part of this report and exhibits incorporated herein by reference to other documents are as follows:

Exhibit
Number

- 2 Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession.
- 2(a) Agreement and Plan of Merger dated as of August 7, 2017 by and between Old National Bancorp and Anchor Bancorp, Inc. (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K) (incorporated by reference to Exhibit 2.1 of Old National’s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 8, 2017).
- 2(b) Agreement and Plan of Merger dated as of June 20, 2018 by and between Old National Bancorp and Klein Financial, Inc. (the schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K) (incorporated by reference to Exhibit 2.1 of Old National’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 21, 2018).
- 3(i) Articles of Incorporation.
- 3(i)(a)

Fourth Amended and Restated Articles of Incorporation of Old National, amended May 13, 2016 (incorporated by reference to Exhibit 3.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 16, 2016).

3(ii) By-Laws.

3(ii)(a) Amended and Restated By-Laws of Old National, amended July 28, 2016 (incorporated by reference to Exhibit 3.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 1, 2016).

4 Instruments Defining Rights of Security Holders, Including Indentures.

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- 4(a) Senior Indenture between Old National and The Bank of New York Trust Company (as successor to J.P. Morgan Trust Company, National Association (as successor to Bank One, N.A.)), as trustee, dated as of July 23, 1997 (incorporated by reference to Exhibit 4.3 to Old National's Registration Statement on Form S-3, Registration No. 333-118374, filed with the Securities and Exchange Commission on December 2, 2004).
- 4(b) Second Indenture Supplement, dated as of August 15, 2014, between Old National and The Bank of New York Mellon Trust Company, N.A., as trustee, providing for the issuance of its 4.125% Senior Notes due 2024 (incorporated by reference to Exhibit 4.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 15, 2014).
- 10 Material Contracts.
- (a) Form of 2009 Executive Stock Option Agreement between Old National and certain key associates (incorporated by reference to Old National's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on February 13, 2009).*
- (b) Form of Employment Agreement for Robert G. Jones (incorporated by reference to Exhibit 10.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2011).*
- (c) Form of Employment Agreement for Daryl D. Moore (incorporated by reference to Exhibit 10.2 of Old National's Current Report on Form 8-K with the Securities and Exchange Commission on February 1, 2011).*
- (d) Form of Amended Severance/Change of Control Agreement for Jeffrey L. Knight (incorporated by reference to Exhibit 10(bb) of Old National's Annual Report on Form 10-K for the year ended December 31, 2011).*
- (e) Form of 2015 Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(au) of Old National's Annual Report on Form 10-K for the year ended December 31, 2014).*
- (f) Form of 2015 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(av) of Old National's Annual Report on Form 10-K for the year ended December 31, 2014).*
- (g) Form of 2016 Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(av) of Old National's Annual Report on Form 10-K for the year ended December 31, 2015).*
- (h) Form of 2016 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(aw) of Old National's Annual Report on Form 10-K for the year ended December 31, 2015).*
- (i) Employment Agreement dated as of March 18, 2014, as amended and effective as of May 12, 2016 between Old National Bancorp and James A. Sandgren (incorporated by reference to Exhibit 10.1 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2016).*
- (j) Employment Agreement dated as of May 12, 2016 between Old National Bancorp and James C. Ryan, III (incorporated by reference to Exhibit 10.2 of Old National's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 12, 2016).*

- (k) Employment Agreement dated as of January 1, 2008, as amended and effective as of January 1, 2009, January 1, 2011, and May 12, 2016 between Old National Bancorp and Christopher A. Wolking (incorporated by reference to Exhibit 10.3 of Old National's Current Report on Form 8-K with the Securities and Exchange Commission on May 12, 2016).*
- (l) Form of 2017 Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(n) of Old National's Annual Report on Form 10-K for the year ended December 31, 2016).*

- (m) Form of 2017 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(o) of Old National's Annual Report on Form 10-K for the year ended December 31, 2016).*
 - (n) Old National Bancorp Amended and Restated 2008 Incentive Compensation Plan (incorporated by reference to Appendix I of Old National's Definitive Proxy Statement filed with the Securities and Exchange Commission on March 6, 2017).*
 - (o) Form of 2018 Performance Units Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(s) of Old National's Annual Report on Form 10-K for the year ended December 31, 2017).*
 - (p) Form of 2018 Restricted Stock Award Agreement between Old National and certain key associates (incorporated by reference to Exhibit 10(t) of Old National's Annual Report on Form 10-K for the year ended December 31, 2017).*
 - (q) Stock Purchase and Dividend Reinvestment Plan (incorporated by reference to Old National's Registration Statement on Form S-3, Registration No. 333-226817 filed with the Securities and Exchange Commission on August 13, 2018).
 - (r) Form of 2019 Internal Performance Units Award Agreement between Old National and certain key associates is filed herewith.*
 - (s) Form of 2019 Relative Performance Units Award Agreement between Old National and certain key associates is filed herewith.*
 - (t) Form of 2019 Restricted Stock Award Agreement between Old National and certain key associates is filed herewith.*
- 21 Subsidiaries of Old National Bancorp
- 23.1 Consent of Crowe LLP
- 31.1 Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2 Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following materials from Old National Bancorp's Annual Report on Form 10-K Report for the year ended December 31, 2018, formatted in iXBRL: (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.

* Management
contract or
compensatory
plan or
arrangement

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Old National has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OLD NATIONAL BANCORP

By: /s/ Robert G. Jones
Robert G. Jones,
Chairman and Chief Executive Officer
(Principal Executive Officer)

Date: February 12, 2019

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on February 12, 2019, by the following persons on behalf of Old National and in the capacities indicated.

By: /s/ Alan W. Braun
Alan W. Braun, Director

By: /s/ Randall T. Shepard
Randall T. Shepard, Director

By: /s/ Andrew E. Goebel
Andrew E. Goebel, Director

By: /s/ Rebecca S. Skillman
Rebecca S. Skillman, Lead Director

By: /s/ Jerome F. Henry Jr.
Jerome F. Henry Jr., Director

By: /s/ Kelly N. Stanley
Kelly N. Stanley, Director

By: /s/ Robert G. Jones
Robert G. Jones,
Chairman and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Derrick J. Stewart
Derrick J. Stewart, Director

By: /s/ Katherine E. White
Katherine E. White, Director

By: /s/ Ryan C. Kitchell
Ryan C. Kitchell, Director

By: /s/ Linda E. White
Linda E. White, Director

By: /s/ Phelps L. Lambert
Phelps L. Lambert, Director

By: /s/ Michael W. Woods
Michael W. Woods,
Senior Vice President and Corporate Controller
(Principal Accounting Officer)

By: /s/ James C. Ryan, III
James C. Ryan, III,
Senior Executive Vice President and Chief
Financial Officer (Principal Financial Officer)

By: /s/ Thomas E. Salmon
Thomas E. Salmon, Director

