

UNIVEST CORP OF PENNSYLVANIA

Form 8-K/A

January 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 7, 2015

UNIVEST CORPORATION OF PENNSYLVANIA

(Exact name of registrant as specified in its charter)

Pennsylvania

(State or other jurisdiction
of incorporation)

0-7617

(Commission
File Number)

23-1886144

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

14 North Main Street, Souderton, Pennsylvania 18964

(Address of principal executive office)(Zip Code)

Registrant's telephone number, including area code (215) 721-2400

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets

This Current Report on Form 8-K/A amends and supplements Item 9.01 of the Current Report on Form 8-K filed by Uninvest Corporation of Pennsylvania (the "Corporation" or "Uninvest"), parent company of Uninvest Bank and Trust Co. (the "Bank"), on January 2, 2015, to provide the unaudited and audited financial statements of Valley Green Bank required by parts (a) and (b) of Item 9.01 of Form 8-K pursuant to Rule 3-05(b) of Regulation S-X. Such financial statements are required as a result of the completion of the merger of Valley Green Bank with and into the Bank on January 1, 2015, pursuant to the Agreement and Plan of Merger, dated June 17, 2014.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The unaudited balance sheet of Valley Green Bank as of September 30, 2014 and the unaudited statements of income, comprehensive income, stockholders' equity and cash flows of Valley Green Bank for the nine months ended September 30, 2014 and September 30, 2013, and the notes related thereto are attached as Exhibit 99.1 and incorporated herein by reference.

The audited balance sheet of Valley Green Bank as of December 31, 2013 and the audited statements of income, comprehensive income, stockholders' equity and cash flows of Valley Green Bank for the year ended December 31, 2013, and the notes related thereto are incorporated by reference to Part I, pages 93 to 152 of Amendment No. 1 to the Corporation's Registration Statement on Form S-4 (File No. 333-198280, the "Registration Statement") filed with the Securities and Exchange Commission (the "SEC") on October 15, 2014.

(b) Pro forma financial information.

Uninvest Corporation of Pennsylvania and Valley Green Bank unaudited pro forma condensed combined balance sheet as of September 30, 2014 and the unaudited pro forma condensed combined statements of income for the nine months ended September 30, 2014, and for the year ended December 31, 2013, and the notes related thereto are attached as Exhibit 99.3 and incorporated herein by reference.

(c) Not applicable

(d) Exhibits

Exhibit No.	Description of Document
23.1	Consent of BDO USA, LLP.
23.2	Consent of Baker Tilly Virchow Krause, LLP.
99.1	The unaudited balance sheet of Valley Green Bank as of September 30, 2014 and the unaudited statements of income, comprehensive income, stockholders' equity and cash flows of Valley Green Bank for the nine months ended September 30, 2014 and September 30, 2013, and the notes related thereto.
99.2	The audited balance sheet of Valley Green Bank as of December 31, 2013 and the audited statements of income, comprehensive income, stockholders' equity and cash flows of Valley Green Bank for the year ended December 31, 2013, and the notes related thereto (incorporated by reference to Part I, pages 93 to 152 of Amendment No. 1 to the Registration Statement).
99.3	

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Univest Corporation of Pennsylvania and Valley Green Bank unaudited pro forma condensed combined balance sheet as of September 30, 2014 and the unaudited pro forma condensed combined statements of income for the nine months ended September 30, 2014, and for the year ended December 31, 2013, and the notes related thereto.

SIGNATURE

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.

Univest Corporation of Pennsylvania

By: /s/ Michael S. Keim

Name: Michael S. Keim

Title: Senior Executive Vice President,
Chief Financial Officer

Date: January 7, 2015