

IRWIN FINANCIAL CORP  
Form 8-K/A  
March 08, 2005

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): March 8, 2005

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IRWIN FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

<b>INDIANA</b>	0-6835	35-1286807
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

500 Washington Street

Columbus, Indiana 47201

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(812) 376-1909**

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:

o

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

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We filed an 8-K dated December 17, 2004 with regard to approved changes to director retainer and meeting fees for the Irwin Financial Corporation Board and Board Committee participation. We are filing this amended 8-K to correct an error in the annual retainer fee stated for the Committee Chair of the Audit & Risk Management Committee. The annual fee should have been \$11,000 rather than \$12,000.

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 16, 2004, the Board of Directors of Irwin Financial Corporation approved certain changes to director retainer and meeting fees for Board and Board Committee participation, effective January 1, 2005. The changes will:

- ◆ Increase the annual retainer fees for Committee Chairs to:

Compensation Committee

Governance Committee

Audit & Risk Management Committee

- ◆ Eliminate the per-meeting fees Committee Chairs currently receive for acting in that capacity. Committee Chairs will continue to receive a \$1,000 per-meeting fee for service as a member of a Committee.

The Board also approved a change recommended by the Governance Committee earlier in the year, which raised the annual cash retainer fee paid to each Board member to \$30,000.

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.

IRWIN FINANCIAL CORPORATION

(Registrant)

Date: March 8, 2005

By: /s/ Gregory F. Ehlinger

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GREGORY F. EHLINGER  
*Senior Vice President and Chief  
Financial Officer*