
**Section 1: 8-K (FORM 8-K 1895 BANCORP OF WISCONSIN, INC.
JANUARY 4, 2019)**

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): January 4, 2019

1895 Bancorp of Wisconsin, Inc.
(Exact Name of Registrant as Specified in Charter)

Federal
(State or Other Jurisdiction)
of Incorporation)

333-227223
(Commission File No.)

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

7001 West Edgerton Avenue, Greenfield, Wisconsin
(Address of Principal Executive Offices)

53220
(Zip Code)

Registrant's telephone number, including area code: (414) 421-8200

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 **Other Events**

On January 4, 2019, 1895 Bancorp of Wisconsin, Inc., the proposed holding company for PyraMax Bank, FSB (the "Bank"), announced the results of its subscription offering and the anticipated closing date for the offering. A copy of the press release is included herein as Exhibit 99.1.

On January 4, 2019, the Bank announced the completion of the sale of one of its branch offices. A copy of the press release is included herein as Exhibit 99.2.

Item 9.01 **Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release dated January 4, 2019</u>
99.2	<u>Press Release dated January 4, 2019</u>

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.

1895 BANCORP OF WISCONSIN, INC.

DATE: January 4, 2019

By: /s/ Richard Hurd
Richard Hurd
President and Chief Executive Officer

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Section 2: EX-99.1 (PRESS RELEASE DATED JANUARY 4, 2019)

EXHIBIT 99.1

FOR IMMEDIATE RELEASE

CONTACT: Richard B. Hurd, President and Chief Executive Officer

TELEPHONE: (414) 421-8200

1895 BANCORP OF WISCONSIN ANNOUNCES RESULTS OF OFFERING AND CLOSING DATE OF REORGANIZATION

Greenfield, Wisconsin, January 4, 2019: 1895 Bancorp of Wisconsin, Inc. (the “Company”), the proposed holding company for PyraMax Bank, FSB (the “Bank”), announced today that it expects to sell 2,145,738 shares of common stock in the subscription offering (including 175,528 shares to be issued to the Bank’s employee stock ownership plan “ESOP”) at \$10.00 per share, for gross offering proceeds of approximately \$21.5 million in its subscription offering. In addition, 48,767 shares and \$100,000 will be contributed to a newly formed charitable foundation, 1895 Bancorp of Wisconsin Community Foundation.

As previously disclosed, the Company will issue 45% of its to-be-outstanding shares to eligible depositors, the ESOP and 1895 Bancorp of Wisconsin Community Foundation, and 55% of its shares to 1895 Bancorp of Wisconsin, MHC, a federal mutual holding company.

All eligible depositors of the Bank who properly submitted orders for stock in the subscription offering will have their orders for stock accepted in full. If you are a subscriber and would like to confirm your allocation, allocation information is available online at <https://allocations.kbw.com>. You also may contact the Stock Information Center at 1-(877) 643-8217 from 9:00 a.m. to 3:00 p.m., Central Time, Monday through Friday.

The transaction is expected to close on Tuesday, January 8, 2019. Trading is expected to begin on the Nasdaq Capital Market on January 9, 2019 under the trading symbol “BCOW.” Direct Registration Statements reflecting the shares purchased in the offering will be mailed to subscribers promptly following the closing.

Luse Gorman, PC, Washington, D.C., served as special counsel to the Company and the Bank for the reorganization and offering. Keefe, Bruyette & Woods, Inc., a Stifel Company, acted as selling agent in the subscription offering and served as financial advisor to the Company and the Bank in connection with the reorganization and offering. Silver, Freedman, Taff & Tiernan LLP, Washington, D.C., served as counsel to Keefe, Bruyette & Woods, Inc.

PyraMax Bank, FSB was established in 1895 and conducts its business from its headquarters in Greenfield, Wisconsin. Its banking office network currently has six full service banking offices in Milwaukee County (one of which, as indicated in the Company’s prospectus dated November 6, 2018, is expected to be sold this month), two full service banking offices in Waukesha County and one full service banking office in Ozaukee County, Wisconsin.

The shares of common stock are not deposits or savings accounts, may lose value and are not insured by the Federal Deposit Insurance Corporation or any other government agency.

This release contains certain forward-looking statements based on current expectations, estimates and projections about the Company's industry, and management's beliefs and assumptions. Words such as anticipates, expects, intends, plans, believes, estimates and variations of such words and expressions are intended to identify forward-looking statements. Such statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to forecast. Therefore, actual results may differ materially from those expressed or forecast in such forward-looking statements. The Company undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information or otherwise.

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Section 3: EX-99.2 (PRESS RELEASE DATED JANUARY 4, 2019)

EXHIBIT 99.2

FOR IMMEDIATE RELEASE

January 4, 2019

FOR MORE INFORMATION CONTACT:

Edward J. Wehmer, President and CEO – Wintrust Financial Corporation, (847) 939-9000

David A. Dykstra, COO – Wintrust Financial Corporation, (847) 939-9000

Richard B. Hurd, President and CEO – PyraMax Bank, FSB, (414) 421-8200

Wintrust Website address: www.wintrust.com

WINTRUST FINANCIAL CORPORATION ANNOUNCES THE ACQUISITION OF BRANCH OF PYRAMAX BANK, FSB

ROSEMONT, ILLINOIS – Wintrust Financial Corporation (“Wintrust”) (Nasdaq: WTFC) today announced the acquisition, through its wholly-owned subsidiary Town Bank, of a Milwaukee, Wisconsin branch of PyraMax Bank, FSB. Through this transaction, subject to final adjustments, Town Bank acquired approximately \$5 million of deposits, the bank facility and property located at 1605 W. Mitchell Street in Milwaukee, and various other assets.

Jay C. Mack, President and CEO of Town Bank, said, “This transaction provides a terrific opportunity to expand our presence in the city of Milwaukee. We look forward to continuing to build upon the franchise that PyraMax Bank established and to providing its customers with an expanded array of products and services.”

Richard B. Hurd, President and CEO of Pyramax Bank, FSB, remarked, “This transaction will allow us to focus our efforts on our primary markets. We feel that Wintrust is a good buyer for the Mitchell Street office and will work hard to ensure a smooth transition for our customers and colleagues who will be joining Wintrust.”

The terms of the transaction are not being disclosed at this time.

Advisors

In connection with the transaction, Edelman & Co., Ltd. served as financial adviser and Quarles & Brady LLP served as legal counsel for PyraMax Bank. Schiff Hardin LLP served as legal counsel to Wintrust.

About Wintrust

Wintrust is a financial holding company with assets of approximately \$30 billion whose common stock is traded on the NASDAQ Global Select Market. Built on the “HAVE IT ALL” model, Wintrust offers sophisticated technology and resources of a large bank while focusing on providing service-based community banking to each and every customer. Wintrust operates fifteen community bank subsidiaries with over 160 banking locations located in the greater Chicago and southern Wisconsin market areas. Additionally, the Company operates various non-bank business units, including one of the largest commercial insurance premium finance companies operating in the United States and Canada, a company providing short-term accounts receivable financing and value-added out-sourced administrative services to the temporary staffing services industry, a business unit engaging primarily in the origination and purchase of residential mortgages for sale into the secondary market throughout the United States, and companies providing wealth management services.

Forward-Looking Information

This press release contains forward-looking statements within the meaning of the federal securities laws relating to the acquisition of certain assets and assumption of certain liabilities of PyraMax Bank, FSB by a subsidiary of Wintrust, the combination of their businesses and projected revenue, as well as profitability and earnings outlook. Investors are cautioned that such statements are predictions and actual events or results may differ materially. Wintrust’s expected financial results or other plans are subject to a number of risks and uncertainties. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see “Risk Factors” and the forward-looking statement disclosures contained in Wintrust’s Annual Report on Form 10-K for the most recently ended fiscal year and any subsequent Quarterly Report on Form 10-Q. Forward-looking statements speak only as of the date made and Wintrust undertakes no duty to update the information.

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