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BERKSHIRE HILLS BANCORP INC

Form 8-K

July 26, 2006

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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 26, 2006  
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BERKSHIRE HILLS BANCORP, INC.  
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(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| Delaware<br>-----<br>(State or other jurisdiction of<br>incorporation)                          | 0-51584<br>-----<br>(Commission<br>File Number) | 04-3510455<br>-----<br>(IRS Employer<br>Identification No.) |
| 24 North Street, Pittsfield, Massachusetts<br>-----<br>(Address of principal executive offices) |   | 01201<br>-----<br>(Zip Code)                                |
| Registrant's telephone number, including area code: (413) 443-5601<br>-----                     |   |   |

Not Applicable  
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(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))

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ITEM 7.01 REGULATION FD DISCLOSURE.

On July 26, 2006, Michael P. Daly, President and Chief Executive Officer of Berkshire Hills Bancorp, Inc. (the "Company"), the holding company for Berkshire Bank, provided earnings guidance on a post-earnings conference call. Specifically, Mr. Daly announced that the Company expects the Company's core earnings (which are earnings computed in accordance with generally accepted accounting principles as adjusted for any gain on the sale of securities and certain non-recurring items) to be between \$0.50 and \$0.55 per share on a diluted basis for each of the third and fourth quarters in the 2006 fiscal year.

Statements contained in this report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on the beliefs and expectations of management, as well as the assumptions made using information currently available to management. Since these statements reflect the views of management concerning future events, these statements involve risks, uncertainties and assumptions. These risks and uncertainties include, among others: changes in market interest rates and general and regional economic conditions; changes in government regulations; changes in accounting principles; and the quality or composition of the loan and investment portfolios and other factors that may be described in the Company's quarterly reports on Form 10-Q for the quarters ended March 31, June 30 and September 30 and in its annual report on Form 10-K, each filed with the Securities and Exchange Commission, which are available at the Securities and Exchange Commission's internet website ([www.sec.gov](http://www.sec.gov)) and to which reference is hereby made. Therefore, actual future results may differ significantly from results discussed in these forward-looking statements.

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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.

BERKSHIRE HILLS BANCORP, INC.

Dated: July 26, 2006

By: /s/ Wayne F. Patenaude

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Wayne F. Patenaude  
Senior Vice President and Chief  
Financial Officer