

BERKSHIRE HILLS BANCORP INC
Form 425
February 02, 2011

**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): February 1, 2011**

LEGACY BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware
State of Other Jurisdiction
of Incorporation

000-51525
Commission File Number

20-3135053
I.R.S. Employer
Identification Number

99 North Street, Pittsfield, Massachusetts 01201
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(413) 443-4421**

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 (17CFR240.14a-12)**
 - ☐ **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))**
 - ☐ **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))**
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ITEM 8.01 Other Events.

On February 1, 2011, Legacy Bancorp, Inc. (the Company), the holding company for Legacy Banks, announced the expiration of the go-shop period pursuant to the terms of the previously announced merger agreement entered into on December 21, 2010 by the Company and Berkshire Hills Bancorp, Inc. (the Merger Agreement). Under the Merger Agreement, the Company had the right to pursue alternative acquisition proposals from third parties from the date of the Merger Agreement through January 31, 2011. Although Keefe, Bruyette & Woods, Inc., the Company's financial advisor, informed various other banking companies of the go-shop period, the Company did not receive any alternative acquisition proposals prior to the expiration of the go-shop period.

The public announcement regarding the expiration of the go-shop period was made by means of a press release, the text of which is set forth in Exhibit 99 to this Form 8-K and which is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements And Exhibits

Exhibit No. 99- Press Release dated February 1, 2011

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.

LEGACY BANCORP, INC.

Date: February 2, 2011

By: /s/ J. Williar Dunlaevy
J. Williar Dunlaevy
Chairman and Chief Executive Officer

EXHIBIT INDEX

99.1 Press release issued by the Company on February 1, 2011.