

TEAM FINANCIAL INC /KS
Form S-8
July 12, 2002

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As filed with the Securities and Exchange Commission on July 12, 2002

Registration No. 333-74424

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TEAM FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Kansas

(State or other jurisdiction of
incorporation or organization)

48-1017164

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

**8 West Peoria, Suite 200
Paola, Kansas 66071
(913) 294-9667**

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

EMPLOYEE STOCK OWNERSHIP PLAN

(Full title of the plan)

**Robert J. Weatherbie, Chief Executive Officer
Team Financial, Inc.**

**8 West Peoria, Suite 200
Paola, Kansas 66071
(913) 294-9667**

(Name, address, including zip code, and telephone
number, including area code, of agent for service)

Copies of communications to:

**David A. Thayer, Esq.
Jones & Keller, P.C.
1625 Broadway, Suite 1600
Denver, Colorado 80202
(303) 573-1600**

CALCULATION OF REGISTRATION FEE

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| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock | 1,177,753 | \$10.29 | \$12,119,078 | \$1,115 |

(1) Calculated pursuant to Rule 457(c), equal to the closing price per share on July 10, 2002, as reported by the Nasdaq Stock Market.

Pursuant to the undertakings included in Item 9(a) of this Registration Statement on Form S-8 as filed with the Securities and Exchange Commission on December 3, 2001 (#333-74424) which is incorporated herein by reference, and as required by General Instruction E of Form S-8, Team Financial, Inc. hereby registers an additional 1,177,753 shares of its Common Stock issuable pursuant to its Employee Stock Ownership Plan.

Item 8. Exhibits.

The following documents are filed as a part of this registration statement.

| Exhibit Number | Description |
|----------------|---|
| 5.1 | Opinion of Jones & Keller, P.C. regarding legality of securities ¹ |
| 10.11 | Team Financial, Inc. Employee Stock Ownership Plan Summary ² |
| 10.12 | Team Financial, Inc. 1999 Stock Incentive Plan ² |
| 10.14 | Team Financial, Inc. Employee Stock Purchase Plan ² |
| 23.1 | Consent of KPMG LLP ¹ |
| 23.2 | Consent of Jones & Keller, P.C. (included in their opinion filed as Exhibit 5). |
| 24 | Power of Attorney ³ |

¹ Filed herewith

² Filed under the same exhibit number with Registration Statement on Form S-1, as amended (Registration Statement No. 333-76163 declared effective by the Commission on August 6, 2001) and incorporated herein by reference.

³ Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Paola, State of Kansas, on July 12, 2002.

TEAM FINANCIAL, INC.

By: /s/ ROBERT J. WEATHERBIE

Robert J. Weatherbie, Chairman and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No.1 to Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|---------------|
| By: /s/ ROBERT J. WEATHERBIE _____ Robert J. Weatherbie | Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer) | July 12, 2002 |
| By: /s/ MICHAEL L. GIBSON _____ Michael L. Gibson | Chief Financial Officer and a Director (Principal Financial and Accounting Officer) | July 12, 2002 |
| By: /s/ ROBERT J. WEATHERBIE _____ Power of Attorney for Montie K. Taylor | Vice President and a Director | July 12, 2002 |
| By: /s/ ROBERT J. WEATHERBIE _____ Power of Attorney for R.G. (Gary) Kilkenny | Director | July 12, 2002 |
| By: /s/ ROBERT J. WEATHERBIE _____ Power of Attorney for Carolyn S. Jacobs | Director | July 12, 2002 |
| By: /s/ ROBERT J. WEATHERBIE _____ Power of Attorney for Neil Blakeman | Director | July 12, 2002 |
| By: /s/ ROBERT J. WEATHERBIE _____ Power of Attorney for Denis A. Kurtenbach | Director | July 12, 2002 |
| By: _____ Keith B. Edquist | Director | July 12, 2002 |

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| Exhibit Number | Description |
|-------------------|---|
| 5.1 | Opinion of Jones & Keller, P.C. regarding legality of additional securities. |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of Jones & Keller, P.C. (included in their opinion filed as Exhibit 5.1). |

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