

ISABELLA BANK Corp  
Form S-8  
December 21, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

ISABELLA BANK CORPORATION  
(Exact name of Registrant as specified in its charter)  
Michigan 38-2830092  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

401 N. Main St.  
Mt. Pleasant, MI 48858-1649  
(Address of Principal Executive Offices)

ISABELLA BANK CORPORATION  
STOCKHOLDER DIVIDEND REINVESTMENT AND  
EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)

Jae A. Evans  
401 N. Main St.  
Mt. Pleasant, MI 48858  
(989) 772-9471  
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

#### CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
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Share

Common Shares, no par value      40,000 <sup>(1)</sup> \$25.95 <sup>(2)</sup> \$1,038,000<sup>(2)</sup> \$125.81 <sup>(2)</sup>

<sup>(1)</sup> Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act") this registration statement also covers such indeterminate number of additional shares as may be required to be issued under the Plan in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.

<sup>(2)</sup> Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act on the basis of the average price of the Common Stock on December 19, 2018.

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EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by Isabella Bank Corporation (the “Registrant”) for the purpose of registering an additional 40,000 shares of the Registrant’s common stock to be issued pursuant to the Isabella Bank Corporation Stockholder Dividend Reinvestment and Employee Stock Purchase Plan, as most recently amended and restated on January 24, 2017 (the “Plan”).

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, previously filed with the Commission relating to the Plan (File No. 33-34777, File No. 33-61596, File No. 333-53377, File No. 333-106414, File No. 333-151353 and File No. 333-181799).

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PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.  
See Exhibit Index.

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SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Mt. Pleasant, State of Michigan, on December 19, 2018.

ISABELLA BANK CORPORATION

By: /s/ Jae A. Evans

Jae A. Evans, President and Chief Executive Officer

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

/s/ Dr. Jeffrey J. Barnes  
Dr. Jeffrey J. Barnes, Director  
December 19, 2018

/s/ Richard J. Barz  
Richard J. Barz, Director  
December 19, 2018

/s/ Jill Bourland  
Jill Bourland, Director  
December 19, 2018

/s/ Jae A. Evans  
Jae A. Evans, President, Chief Executive Officer, and Director (Principal Executive Officer)  
December 19, 2018

/s/ G. Charles Hubscher  
G. Charles Hubscher, Director  
December 19, 2018

/s/ Thomas L. Kleinhardt  
Thomas L. Kleinhardt, Director  
December 19, 2018

/s/ Joseph LaFramboise  
Joseph LaFramboise, Director  
December 19, 2018

/s/ David J. Maness  
David J. Maness, Director  
December 19, 2018

/s/ W. Joseph Manifold  
W. Joseph Manifold, Director  
December 19, 2018

/s/ Neil M. McDonnell  
Neil M. McDonnell, Chief Financial Officer (Principal Financial Officer)  
December 19, 2018

/s/ W. Michael McGuire  
W. Michael McGuire, Director  
December 19, 2018

/s/ Sarah R. Opperman  
Sarah R. Opperman, Director  
December 19, 2018

/s/ Jerome E. Schwind  
Jerome E. Schwind, President of Isabella Bank and Director  
December 19, 2018

/s/ Rhonda S. Tudor  
Rhonda S. Tudor, Controller (Principal Accounting Officer)  
December 19, 2018

/s/ Gregory V. Varner  
Gregory V. Varner, Director  
December 19, 2018

EXHIBIT INDEX

Exhibit Number Description

- |      |  |
|------|--|
| 5    | <u>Opinion of counsel as to legality of the common shares covered by this registration statement</u> |
| 23.1 | <u>Consent of Rehmann Robson LLC</u>   |
| 23.2 | <u>Consent of counsel (included within Exhibit 5)</u>  |

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