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HEARTLAND FINANCIAL USA INC

Form 8-K June 12, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 of 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)

June 12, 2015

Heartland Financial USA, Inc.

(Exact name of Registrant as specified in its charter)

Commission File Number: 001-15393

Delaware 42-1405748

(State or other jurisdiction of incorporation) (I.R.S. Employer Identification Number)

1398 Central Avenue Dubuque, Iowa 52001 (Address of principal executive offices)

(563) 589-2100

(Registrant's telephone number, including area code)

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):

- x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

oPre-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 June 12, 2015, J. Mike McGowan, CEO of Premier Valley Bank, distributed a letter to shareholders of Premier Valley advising them of some of the advantages he perceived in the merger with Heartland Financial USA, Inc.. A copy of the letter is attached as Exhibit 99.1.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of Business Acquired. None.

(b) Pro Forma Financial Information.

None.

(c) Exhibits.

99.1 Letter to Premier Valley Bank Shareholders dated June 12, 2015

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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.

Date: June 12, 2015 HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag Executive Vice President Chief Financial Officer