

---

## Section 1: 8-K (FORM 8-K)

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): October 23, 2018

#### ASSOCIATED BANC-CORP

(Exact name of registrant as specified in charter)

Wisconsin  
(State or other jurisdiction  
of incorporation)

001-31343  
(Commission  
File Number)

39-1098068  
(IRS Employer  
Identification No.)

433 Main Street  
Green Bay, Wisconsin 54301  
(Address of principal executive offices, including zip  
code)

Registrant's telephone number, including area code: (920) 491-7500

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))

Indicate by check mark whether the registrant is an emerging growth Company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 24, 2018, Associated Banc-Corp (the “Company”) filed a Certificate regarding its 8.00% Perpetual Preferred Stock, Series B (the “Series B Preferred Stock”) with the Wisconsin Department of Financial Institutions to eliminate from its Amended and Restated Articles of Incorporation (the “Articles”) all matters set forth in the Articles regarding the shares of Series B Preferred Stock. All outstanding shares of the Series B Preferred Stock were redeemed by the Company on September 15, 2016.

The Certificate relating to the Series B Preferred Stock, which became effective on the date of filing, is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

[3.1](#) Certificate relating to the Series B Preferred Stock dated October 23, 2018

## 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.

Associated Banc-Corp  
(Registrant)

Date: October 26, 2018

By: /s/ Randall J. Erickson  
Randall J. Erickson  
Executive Vice President, General Counsel and  
Corporate Secretary

3

[\(Back To Top\)](#)

## **Section 2: EX-3.1 (CERTIFICATE RELATING TO THE SERIES B PREFERRED STOCK DATED OCTOBER 23, 2018)**

### **EXHIBIT 3.1**

#### **ASSOCIATED BANC-CORP CERTIFICATE RELATING TO THE SERIES B PREFERRED STOCK**

Pursuant to Section 180.0602  
of the Wisconsin Business Corporation Law

The undersigned, Associated Banc-Corp, a Wisconsin corporation (the "Company"), in accordance with the provisions of Section 180.0602 of Wisconsin Business Corporation Law, for the purposes of eliminating from the Amended and Restated Articles of Incorporation of the Company (the "Articles") all matters set forth in the Articles of Amendment to the Articles regarding the 8.00% Perpetual Preferred Stock, Series B (the "Series B Preferred Stock") of the Company filed with the Wisconsin Department of Financial Institutions on September 13, 2011 (the "Articles Amendment") with respect to the Series B Preferred Stock, par value \$1.00 per share, of the Company for purposes of cancelling the Series B Preferred Stock, hereby certifies that:

1. The undersigned is the duly elected and acting Executive Vice President, General Counsel and Corporate Secretary.

2. In accordance with the provisions of Section 180.0602 of Wisconsin Business Corporation Law, the Board of Directors of the Company has adopted the following resolutions on October 23, 2018 eliminating from the Articles all matters set forth in the Articles Amendment with respect to the Series B Preferred Stock for purposes of cancelling the Series B Preferred Stock:

WHEREAS, as of September 15, 2016, Associated Banc-Corp (the "Company") completed the repurchase of all outstanding shares of its 8.00% Perpetual Preferred

Stock, Series B (the “Series B Preferred Stock”); and

WHEREAS, pursuant to Sections 180.1002(8) and 180.0602(3)(b)2. of the Wisconsin Business Corporation Law, the Board may eliminate from the Company’s Amended and Restated Articles of Incorporation (the “Articles”) by amendment of the provisions thereof related to the shares of Series B Preferred Stock without shareholder approval, provided that no shares of the Series B Preferred Stock are then outstanding.

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Company be, and each of them hereby is, authorized for and in the name of the Company to take or cause to be taken such actions as are necessary or advisable to effect the elimination from the Articles the provisions thereof related to the shares of Series B Preferred Stock, including, without limitation, the preparation, execution and filing of an appropriate certification and articles of amendment with the Wisconsin Department of Financial Institutions.

BE IT RESOLVED, that the Board hereby authorizes and directs the officers of the Company, for and in the name of the Company, to execute and deliver any and all documents, and to take such additional action as such officers, or any of them, shall consider necessary, proper or advisable in the best interests of the Company in order to implement the purposes of the foregoing resolutions, including, without limitation, filing any certificates, documents and regulatory filings with the appropriate state and federal agencies, and the taking of any such action shall constitute conclusive evidence of the authority of such officer or officers hereunder; and

FURTHER RESOLVED, that all actions heretofore taken by the officers or directors of the Company in connection with the matters that are the subject of these resolutions be, and they hereby are, ratified, confirmed and approved in all respects.

The undersigned declares under penalty of perjury under the laws of the State of Wisconsin that the matters set out in the foregoing Certificate are true of his own knowledge and that the foregoing Certificate has been duly adopted by the Company's Board of Directors in accordance with the Wisconsin Business Corporation Law.

Executed at Milwaukee, Wisconsin, on October 23, 2018.

**ASSOCIATED BANC-CORP**

By: /s/ Randall J. Erickson  
Name: Randall J. Erickson  
Title: Executive Vice President, General Counsel  
and Corporate Secretary

Drafted by:  
Kristen A. Irgens  
Godfrey & Kahn, S.C.  
833 E. Michigan Street, Suite 1800  
Milwaukee, Wisconsin 53202