

FIRST INTERSTATE BANCSYSTEM INC  
Form S-1MEF  
March 23, 2010

As filed with the Securities and Exchange Commission on March 23, 2010  
Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**First Interstate BancSystem, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Montana</b> (State or other jurisdiction of Incorporation)	<b>6022</b> (Primary Standard Industrial Classification Code Number)	<b>81-0331430</b> (I.R.S. Employer Identification No.)
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**401 North 31st Street  
Billings, Montana 59116  
(406) 255-5390**  
(Address, including zip code, and telephone number, including area code, of registrants principal executive offices)

**Terrill R. Moore  
Executive Vice President and Chief Financial Officer**

**401 North 31st Street  
Billings, Montana 59116  
(406) 255-5390**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

*With copies to:*

**David G. Angerbauer, Esq.  
Scott A. Berdan, Esq.  
Holland & Hart LLP  
60 E. South Temple, Suite 2000  
Salt Lake City, UT 84111-1031  
(801) 799-5800**

**Lee Meyerson, Esq.  
Lesley Peng, Esq.  
Simpson Thacher & Bartlett LLP  
425 Lexington Avenue  
New York, NY 10017-3954  
(212) 455-2000**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are being offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration No. 333-164380

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities To be Registered</b>	<b>Amount to be Registered(1)(2)</b>	<b>Proposed Maximum Aggregate Price per Share(2)(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Class A Common Stock	1,495,000 shares	\$14.50	\$21,677,500	\$1,546

(1) Includes 195,000 shares of Class A common stock issuable upon exercise of the underwriters option.

(2) The shares being registered under this Registration Statement are in addition to the 10,005,000 shares registered pursuant to the Registration Statement on Form S-1 (File No. 333-164380).

(3) Based on the public offering price of \$14.50 per share.

**This Registration Statement shall become effective upon filing with the Commission in accordance with Rule 462(b) under the Securities Act.**

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**EXPLANATORY NOTE**

This registration statement on Form S-1 is being filed with respect to the registration of additional shares of Class A common stock, no par value, of First Interstate BancSystem, Inc., a corporation organized under the laws of the State of Montana (the Registrant ), in accordance with Rule 462(b) under the Securities Act of 1933, as amended. Pursuant to Rule 462(b), the contents of the registration statement on Form S-1 (File No. 333-164380) of the Registrant, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference into this registration statement.

The required opinions and consents are listed on the Exhibit Index attached hereto and filed herewith.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Billings, State of Montana, on March 23, 2010.

FIRST INTERSTATE BANCSYSTEM, INC.

By: /s/ Lyle R. Knight  
 Name: Lyle R. Knight  
 Title: President and Chief Executive Officer

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Lyle R. Knight	President, Chief Executive Officer and Director (Principal Executive Officer)	March 23, 2010
Lyle R. Knight		
/s/ Terrill R. Moore	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 23, 2010
Terrill R. Moore		
*	Director	March 23, 2010
Steven J. Corning		
*	Director	March 23, 2010
David H. Crum		
*	Director	March 23, 2010
William B. Ebzery		
*	Director	March 23, 2010
Charles E. Hart, M.D., M.S.		
*	Director	March 23, 2010
James W. Haugh		
*	Director	March 23, 2010
Charles M. Heyneman		
*	Director	March 23, 2010
Ross E. Leckie		
*	Director	March 23, 2010
Terry W. Payne		
*	Director	March 23, 2010
James R. Scott		
*	Director	March 23, 2010

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Jonathan R. Scott  
\*

Director

March 23, 2010

Julie A. Scott  
\*

Director

March 23, 2010

Randall I. Scott

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**Signature**

\*

**Title**

Director

**Date**

March 23, 2010

Thomas W. Scott

\*

Director

March 23, 2010

Sandra A. Scott Suzor

\*

Director

March 23, 2010

Michael J. Sullivan

\*

Director

March 23, 2010

Martin A. White

\*By: /s/ Terrill R. Moore

Attorney-in-fact

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**EXHIBITS**

All exhibits filed with or incorporated by reference in Registration Statement No. 333-164380 are incorporated by reference into, and shall be deemed part of, this registration statement, except the following, which is filed herewith.

<b>Exhibit Number</b>	<b>Description of Document</b>
5.1	Opinion of Holland & Hart LLP.
23.1	Consent of Holland & Hart LLP (contained in Exhibit 5.1).
23.2	Consent of McGladrey & Pullen, LLP.
24.1	Power of Attorney (incorporated by reference to Exhibit 24.1 of Registration Statement No. 333-164380)