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**Section 1: 8-K (8-K HTLF MGMT CHANGE 05-16-2018)**

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**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)**

**May 16, 2018**

**Heartland Financial USA, Inc.**

(Exact name of Registrant as specified in its charter)

**Commission File Number: 001-15393**

**Delaware**

(State or other jurisdiction of incorporation)

**42-1405748**

(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):

- 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))

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## **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At its Annual Meeting of Stockholders on May 16, 2018, Heartland Financial USA, Inc. (the “Company” or “Heartland”) announced that Bruce K. Lee, President and a director of Heartland, will be appointed to the additional office of Chief Executive Officer effective June 1, 2018. Mr. Lee will succeed current Chief Executive Officer Lynn B. Fuller, who will continue to provide strategic guidance for the Company in his role as the Operating Executive Chairman of the Board.

Mr. Lee, age 57, has served as President of Heartland since January 2015 and as a director of the Company since 2017. He has over 30 years of experience in the banking industry. Prior to joining Heartland, Mr. Lee spent 12 years at Fifth Third Bancorp, a \$130 billion regional bank holding company headquartered in Cincinnati, Ohio. At Fifth Third, he held numerous leadership positions, including the following: Executive Vice President and Chief Credit Officer; Executive Vice President and Director of Fifth Third’s special assets group; and Executive Vice President, Commercial Banking Division Head and Affiliate Senior Commercial Banker. Prior to that, he served as President and Chief Executive Officer of a Fifth Third affiliate bank in northwestern Ohio, where he managed sales and service functions for the retail, commercial, residential mortgage and investments groups, along with the staff functions of finance, human resources and marketing. Mr. Lee has wide-ranging banking experience across multiple functions. Based on this experience, he provides valuable leadership and a seasoned perspective as Heartland expands in size and geographic reach.

Effective June 1, 2018, Mr. Lee’s annual base salary will increase from \$515,000 to \$626,000. His compensation arrangements will otherwise remain the same.

A copy of the press release issued by the Company on May 17, 2018 announcing Mr. Lee’s appointment is attached as Exhibit 99.1 and is incorporated herein by reference.

## **Item 9.01 Financial Statements, Pro Forma Financial and Exhibits**

### **(d) Exhibits**

99.1      [Press Release dated May 17, 2018.](#)

## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 21, 2018

**HEARTLAND FINANCIAL USA, INC.**

By: /s/ Bryan R. McKeag  
EVP, Chief Financial Officer

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## Section 2: EX-99.1 (EXHIBIT 99.1)



### CONTACT:

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**FOR IMMEDIATE RELEASE**

May 17, 2018

### **LEE NAMED PRESIDENT AND CHIEF EXECUTIVE OFFICER HEARTLAND FINANCIAL USA, INC.**

**DUBUQUE, IA -May 17, 2018-** Heartland Financial USA, Inc. (NASDAQ: HTLF) announced today that Heartland Board of Directors has named Bruce Lee, Chief Executive Officer. Effective June 1, 2018, Bruce Lee, who has served as Heartland's President since January 2015, will assume his expanded role as President and CEO of Heartland Financial, USA, Inc. Lee will assume full leadership of Heartland's operations and its 10, soon to be 11 bank charters, serving 89 communities from 117 banking centers.

"Our company has carefully planned for our succession of leadership. Over the past three years, Bruce Lee and I have worked side by side, leading the company to Reach New Heights," Lynn B. Fuller, Chairman and CEO, Heartland, said. "Bruce Lee is an extraordinarily talented banker. Bruce has a proven track record of success and his experience in leading banks both large and small, makes him uniquely qualified to lead the Heartland Group of bank charters and carry on Heartlands long legacy of performance."

To ensure a seamless transition, Lynn B. Fuller will remain in an active role, as Operating Executive Chairman, overseeing merger and acquisition activity, Investor Relations, as well as, Enterprise Risk and Audit.

Lee, who joined Heartland on January 2, 2015, brings more than 30 years of experience in the banking industry. During his twelve years at Fifth Third, a \$130 billion regional bank holding company headquartered in Cincinnati, Ohio, Lee held numerous leadership positions with progressive responsibilities. Lee served as Executive Vice President and Chief Credit Officer, reporting directly to the CEO. During the credit crisis, he served as Executive Vice President and Director of the company's special assets group. Additionally, he served as Executive Vice President, Commercial Banking Division Head and Affiliate Senior Commercial Banker. Previously, he served as President and CEO of a Fifth Third affiliate bank in northwestern Ohio, where he managed sales and service functions for retail, commercial, residential mortgage and investments, along with the staff functions of finance, human resources and marketing.

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Prior to Fifth Third, Lee served as an Executive Vice President and board member for Capital Bank, a community bank located in Sylvania, Ohio.

A native of the Midwest, Lee complements his extensive banking experience with a dedication to community service. He has served as Trustee of the Cincinnati Orchestra, and held board positions for the Medical College of Ohio Foundation, Siena Heights University and the University of Findlay.

### **About Heartland Financial USA, Inc.**

Heartland Financial USA, Inc. is a \$10.1 billion diversified financial services company providing banking, mortgage, private client, investment, insurance and consumer finance services to individuals and businesses. Heartland currently has 117 banking locations serving 89 communities in Iowa, Illinois, Wisconsin, New Mexico, Arizona, Montana, Colorado, Minnesota, Kansas, Missouri, Texas and California. Additional information about Heartland Financial USA, Inc. is available at [www.htlf.com](http://www.htlf.com).

### **Safe Harbor Statement**

This release, and future oral and written statements of Heartland and its management, may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 about Heartland's financial condition, results of operations, plans, objectives, future performance and business. Although these forward-looking statements are based upon the beliefs, expectations and assumptions of Heartland's management, there are a number of factors, many of which are beyond the ability of management to control or predict, that could cause actual results to differ materially from those in its forward-looking statements. These factors, which are detailed in the risk factors included in Heartland's Annual Report on Form 10-K filed with the Securities and Exchange Commission, include, among others: (i) the strength of the local and national economy; (ii) the economic impact of past and any future terrorist threats and attacks and any acts of war, (iii) changes in state and federal laws, regulations and governmental policies concerning the Company's general business; (iv) changes in interest rates and prepayment rates of the Company's assets; (v) increased competition in the financial services sector and the inability to attract new customers; (vi) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (vii) the loss of key executives or employees; (viii) changes in consumer spending; (ix) unexpected results of acquisitions; (x) unexpected outcomes of existing or new litigation involving the Company; and (xi) changes in accounting policies and practices. All statements in this release, including forward-looking statements, speak only as of the date they are made, and Heartland undertakes no obligation to update any statement in light of new information or future events.

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