
Section 1: 8-K (8-K DIRECTOR ANNOUNCEMENT 2018)

**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)

July 26, 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))

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Effective July 26, 2018, the Heartland Financial USA, Inc. (“Heartland”) Board of Directors appointed Susan G. Murphy as a Class I director. Ms. Murphy will serve as a Class I director until Heartland’s annual meeting of stockholders in 2021.

Ms. Murphy, age 62, is a Principal at The Grace Alliance, LLC in Denver, Colorado, which assists individuals and families in developing and maintaining financial strategies for the future. She has worked extensively in the Denver community, and has served on boards of civic and non-profit organizations and their finance and audit committees, including the Denver Hospice and Arrupe Jesuit High School. She is a Trustee of the Colorado Public Employee Retirement System. Ms. Murphy also serves on the Board of Directors of Citywide Banks in Denver, Heartland’s largest subsidiary bank. She is a Certified Public Accountant and is a member of the American Institute of Certified Public Accountants. Ms. Murphy graduated from the University of Notre Dame.

Ms. Murphy will be an independent director of Heartland, and is expected to serve on Heartland’s Compensation and Nominating Committee, and Audit and Corporate Governance Committee.

There are no family relationships between Ms. Murphy and any director or executive officer of Heartland, nor are there any transactions between Ms. Murphy or any member of her immediate family and Heartland that would be reportable as a related party transaction under the rules of the Securities and Exchange Commission. Ms. Murphy was not selected because of any arrangement or understanding between Heartland and any other person, and was not provided any compensation in connection with her appointment as a director.

Ms. Murphy will be entitled to standard compensation as a director of Heartland. She will receive an annual grant of restricted stock units in an amount determined by the Compensation and Nominating Committee. She will also receive an annual retainer of \$25,000, which she may elect to receive in the form of cash or in restricted stock units. In addition, she will receive \$1,000 for each meeting of the Compensation and Nominating Committee and Audit and Corporate Governance Committee she attends.

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 Press Release dated July 31, 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.

Date: July 31, 2018

HEARTLAND FINANCIAL USA, INC.

By: /s/ Bryan R. McKeag

Executive Vice President and CFO

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Section 2: EX-99.1 (EXHIBIT 99.1 DIRECTOR ANNOUNCEMENT 2018)



news

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Chief Financial Officer
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FOR IMMEDIATE RELEASE

July 31, 2018

SUSAN G. MURPHY JOINS HEARTLAND FINANCIAL USA, INC. BOARD OF DIRECTORS

DUBUQUE, IA - July 31, 2018 - Heartland Financial USA, Inc. ("Heartland") announced that Susan G. Murphy, Principal at Denver-based Grace Alliance, LLC, has been elected to serve on its Board of Directors. Ms. Murphy will serve as an independent director until Heartland's annual meeting in 2021.

"Susan is an expert in many facets of financial services and we are excited to welcome her to our Board of Directors," Lynn B. Fuller, Executive Operating Chairman, said. "She has contributed significantly to the Denver community. Susan has served as a Director for six years at Citywide Banks in Denver, our largest bank charter. As Heartland's newest Director, Susan stands ready to support our goals for growth across the entire company." Ms. Murphy will also continue to serve on Citywide Banks' Board of Directors.

Ms. Murphy began her career at what is now Ernst and Young, and has spanned the public accounting, investment banking, real estate and health care industries throughout the United States. Ms. Murphy acted as financial advisor in the establishment of the largest private geriatric Medicare-only medical practice in the United States, and served on its Board.

Ms. Murphy has extensively served in the community, on civic and nonprofit boards and finance/audit committees, including the Denver Hospice and Arrupe Jesuit High School. She is an appointed Trustee of the Colorado Public Employee Retirement System, providing oversight to a Defined Benefit Public Pension managing \$48 billion in assets for 584,000 beneficiaries. In that capacity, she worked to help the State of Colorado pass a ground-breaking legislative package of benefit and funding modifications that markedly improves the sustainability of the state retirement system.

Ms. Murphy is a member of the American Institute of Certified Public Accountants and a graduate of the University of Notre Dame. She holds certificates in Pension Plan Policy from the IFEBP, Advanced Investment Management from the Wharton School and Fiduciary Studies from the Rock Center for Corporate Governance at Stanford University. She also holds a FINRA Series 7 securities registration.

Recently Heartland's shareholders voted to expand the number of its directors to 11. "We recognize the importance of increasing representation from across our growing footprint and also recognize the value of increasing diversity on our Board. We have demonstrated our commitment to diversity on our member bank Boards of Directors and we remain committed to diversity on Heartland's Board" Fuller said. "We are honored to have Ms. Murphy as the most recent woman elected to serve on Heartland's Board of Directors."

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About Heartland Financial USA, Inc.

Heartland is a diversified financial services company with assets of approximately \$11.3 billion. The Company provides banking, mortgage, private client, investment, treasury management, card services, insurance, and consumer finance services to individuals and businesses. Heartland currently has 125 banking locations serving 93 communities in Iowa, Illinois, Wisconsin, New Mexico, Arizona, Montana, Colorado, Minnesota, Kansas, Missouri, Texas and California. Additional information about Heartland is available at www.htlf.com.

About Citywide Banks

Citywide Banks, is a subsidiary of Heartland Financial USA, Inc. (NASDAQ:HTLF). Citywide Banks is a state-chartered, community-invested bank with assets of approximately \$2.3 billion and banking centers located across Colorado's Front Range, Foothills and Mountain communities. Citywide Banks is committed to delivering responsive service, local expertise, and comprehensive financial tools for Colorado businesses and families. For more than 50 years, Citywide Banks has been dedicated to finding ways it can impact its local community and to move Colorado forward. Visit www.citywidebanks.com to learn more. Citywide Banks is a member FDIC and an Equal Housing Lender.

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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