

QCR HOLDINGS INC  
Form 8-K  
December 24, 2013

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)

December 24, 2013

QCR Holdings, Inc.  
(Exact name of registrant as  
specified in its charter)

Commission File  
Number: 0-22208

Delaware  
(State or other jurisdiction of  
incorporation)

42-1397595  
(I.R.S. Employer  
Identification Number)

3551 Seventh Street  
Moline, Illinois 61265  
(Address of principal  
executive offices, including  
zip code)

(309) 743-7721  
(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)

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- 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 3.02 Unregistered Sales of Equity Securities.

On December 23, 2013, QCR Holdings, Inc. completed the previously announced conversion of all 25,000 outstanding shares of its Series E Non-Cumulative Convertible Perpetual Preferred Stock ("Series E Preferred") into shares of its common stock ("Common Stock" and such conversion, the "Series E Conversion").

Pursuant to the Series E Conversion, holders of Series E Preferred received, for each share of Series E Preferred held as of December 23, 2013, the number of shares of Common Stock that resulted from dividing \$1,000 (the issuance price per share of the Series E Preferred) by \$12.15 (the conversion price per share), for an aggregate issuance of approximately 2,057,613 shares of Common Stock.

All shares of Common Stock issued pursuant to the Series E Conversion were issued in reliance upon an exemption from the registration requirements of the Securities Act of 1933, as amended. No commission or other remuneration was paid in connection with this issuance.

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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.

QCR HOLDINGS, INC.

Dated: December 24, 2013

By: /s/ Todd A. Gipple  
Todd A. Gipple  
Executive Vice President, Chief Operating  
Officer and Chief Financial Officer