

FIRST INTERSTATE BANCSYSTEM INC  
Form SC 13D/A  
February 14, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 3)\***

**First Interstate BancSystem, Inc.**

**(Name of Issuer)**

**Class A Common Stock and Class B Common Stock**

**(Title of Class of Securities)**

**Class A Common Stock: 32055Y 201; Class B Common Stock: 32055Y 300**

**(CUSIP Numbers)**

**Thomas W. Scott**

**c/o First Interstate BancSystem, Inc.**

**401 North 31st Street**

**Billings, Montana 59116**

**(406) 255-5390**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**December 31, 2013**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a Reporting Person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. Names of Reporting Persons

Randall I. Scott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Montana, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 4,771,484 (of which 4,761,836 are shares of Class B Stock and 9,648 are shares of Class A Stock)

8. Shared Voting Power

Owned by

Each

603,279 (of which 600,636 are shares of Class B Stock and 2,643 are shares of Class A Stock)

Reporting 9. Sole Dispositive Power

Person

With: 4,950,978 (of which 4,941,330 are shares of Class B Stock and 9,648 are shares of Class A Stock)

10. Shared Dispositive Power

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603,279 (of which 600,636 are shares of Class B Stock and 2,643 are shares of Class A Stock)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,554,257 (of which 5,541,966 are shares of Class B Stock and 12,291 are shares of Class A Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

21.9% Class A; 22.8% Class B

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons

N Bar 5, Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 3,795,676 (all of which are shares of Class B Stock)

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With: 3,795,676 (all of which are shares of Class B Stock)

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

3,795,676 (all of which are shares of Class B Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

16.0% Class A; 15.6% Class B

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

James R. Scott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Montana, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 4,659,498 (of which 4,641,734 are shares of Class B Stock and 17,764 are shares of Class A Stock)

8. Shared Voting Power

Owned by

Each

401,188 (of which 391,630 are shares of Class B Stock and 9,558 are shares of Class A Stock)

Reporting 9. Sole Dispositive Power

Person

With: 2,309,260 (of which 2,291,496 are shares of Class B Stock and 17,764 are shares of Class A Stock)

10. Shared Dispositive Power

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2,751,426 (of which 2,741,868 are shares of Class B Stock and 9,558 are shares of Class A Stock)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

5,060,686 (of which 5,033,364 are shares of Class B Stock and 27,322 are shares of Class A Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

20.3% Class A; 20.7% Class B

14. Type of Reporting Person (See Instructions)

IN



1. Names of Reporting Persons

J.S. Investments Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 2,211,036 (all of which are shares of Class B Stock)

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With: 2,211,036 (all of which are shares of Class B Stock)

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,211,036 (all of which are shares of Class B Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

10.0% Class A; 9.1% Class B

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

John M. Heyneman, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Wyoming, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 1,309,271 (of which 1,293,976 are shares of Class B Stock and 15,295 are shares of Class A Stock)

8. Shared Voting Power

Owned by

Each

429,180 (all of which are shares of Class B Stock)

Reporting 9. Sole Dispositive Power

Person

With: 1,309,271 (of which 1,293,976 are shares of Class B Stock and 15,295 are shares of Class A Stock)

10. Shared Dispositive Power

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429,180 (all of which are shares of Class B Stock)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,738,451 (of which 1,723,156 are shares of Class B Stock and 15,295 are shares of Class A Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

8.0% Class A; 7.1% Class B

14. Type of Reporting Person (See Instructions)

IN

1. Names of Reporting Persons

Towanda Investments Limited Partnership

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Delaware, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 1,155,792 (all of which are shares of Class B Stock)

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With: 1,155,792 (all of which are shares of Class B Stock)

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,155,792 (all of which are shares of Class B Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

5.5% Class A; 4.8% Class B

14. Type of Reporting Person (See Instructions)

PN

1. Names of Reporting Persons

Thomas W. Scott

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Wyoming, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 2,668,943 (of which 2,640,824 are shares of Class B Stock and 28,119 are shares of Class A Stock)

8. Shared Voting Power

Owned by

Each

0

Reporting 9. Sole Dispositive Power

Person

With: 2,668,943 (of which 2,640,824 are shares of Class B Stock and 28,119 are shares of Class A Stock)

10. Shared Dispositive Power

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,668,943 (of which 2,640,824 are shares of Class B Stock and 28,119 are shares of Class A Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

11.9% Class A; 10.9% Class B

14. Type of Reporting Person (See Instructions)

IN



1. Names of Reporting Persons

Homer A. Scott, Jr.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions)

PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Wyoming, U.S.A.

Number of 7. Sole Voting Power

Shares

Beneficially 2,407,113 (of which 2,373,476 are shares of Class B Stock and 33,637 are shares of Class A Stock)

8. Shared Voting Power

Owned by

Each

12,698 (of which 11,288 are shares of Class B Stock and 1,410 are shares of Class A Stock)

Reporting 9. Sole Dispositive Power

Person

With: 26,193 (all of which are shares of Class A Stock)

10. Shared Dispositive Power

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2,380,920 (of which 2,373,476 are shares of Class B Stock and 7,444 are shares of Class A Stock)

11. Aggregate Amount Beneficially Owned by Each Reporting Person

2,419,811 (of which 2,384,764 are shares of Class B Stock and 35,047 are shares of Class A Stock)

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

10.9% Class A; 9.8% Class B

14. Type of Reporting Person (See Instructions)

IN

**ITEM 1. SECURITY AND ISSUER**

This filing relates to shares of the Class A common stock ( Class A Stock ), no par value per share, and the Class B common stock ( Class B Stock ), no par value per share (collectively, the Common Stock ), of First Interstate BancSystem, Inc., a Montana corporation (the Issuer ), which has its principal executive offices at 401 North 31st Street, Billings, Montana 59116. The Class A Stock is listed on the NASDAQ stock market under the symbol FIBK. The Class B Stock, which is not listed on any market or exchange, is convertible at any time into Class A Stock on a share for share basis at the discretion of the holder. The conversion feature of the Class B Stock does not expire. Each share of Class A Stock is entitled to one vote per share. Each share of Class B Stock is entitled to five votes per share.

The Issuer had 19,868,018 shares of Class A Stock and 24,287,045 shares of Class B Stock outstanding as of December 31, 2013. All beneficial ownership and voting power percentage calculations with respect to the Common Stock are based on the outstanding shares as of December 31, 2013.

All beneficial ownership calculations contained in this Schedule 13D have been made in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended.

**ITEM 2. IDENTITY AND BACKGROUND**

(a) (c) This schedule is being filed by each of Randall I. Scott, N Bar 5, Limited Partnership ( N Bar 5 ), James R. Scott, J.S. Investments Limited Partnership ( J.S. Investments ), John M. Heyneman, Jr., Towanda Investments Limited Partnership ( Towanda ), Thomas W. Scott, and Homer A. Scott, Jr.(each, a Reporting Person and collectively, the Reporting Persons ).

As of December 31, 2013, the Reporting Persons as a group are the beneficial owners of 17,012,968 shares of Common Stock (of which 16,894,894 are shares of Class B Stock and 118,074 are shares of Class A Stock). Such shares of Common Stock represent beneficial ownership of 46.3% of Class A Stock and 69.5% of Class B Stock. Such shares of Common Stock represent 59.9% of the voting power of the Common Stock.

Mr. Randall I. Scott has been a director of the Issuer since May 2012 and was previously a director of the Issuer from 1993 to 2002 and from 2003 to 2011. He is a certified financial planner and managing general partner of N Bar 5. N Bar 5 is a Delaware limited partnership engaged in the business of managing investments. The business address for each of Mr. Scott and N Bar 5 is P.O. Box 7113, Billings, Montana 59103.

Mr. James R. Scott has been a director of the Issuer since 1971, the Vice Chairman of the Issuer's board of directors from 1990 through 2012 and the Executive Vice Chairman of the Issuer's board of directors since 2012. Mr. Scott is also Chairman of the Padlock Ranch Corporation, Managing Partner of J.S. Investments and a board member of Foundation for Community Vitality. J.S. Investments is a Delaware limited partnership engaged in the business of managing investments. The business address for each of Mr. Scott and J.S. Investments is P.O. Box 7113, Billings, Montana 59103.

Mr. John M. Heyneman, Jr. has been a director of the Issuer since 2010. Mr. Heyneman was previously Project Manager of Partnership for Wyoming's Future from 2009 through 2012. Mr. Heyneman is Managing General Partner of Towanda, a Delaware limited partnership engaged in the business of managing investments. The business address for each of Mr. Heyneman and Towanda is 4100 Big Horn Avenue, Sheridan, Wyoming 82801.

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Mr. Thomas W. Scott has been a director of the Issuer since 1971 and the Chairman of the Issuer's board of directors since 2004. Mr. Scott's business address is P.O. Box 30918, Billings, Montana 59116.

Mr. Homer A. Scott, Jr. is a retired director of the Issuer. Mr. Scott's business address is P.O. Box 2007, Sheridan, Wyoming 82801.

(d) (e) During the last five years, none of the foregoing persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the foregoing Reporting Persons and other natural persons for whom information has been provided is a citizen of the United States of America.

**ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

This filing does not reflect any purchase of securities by the Reporting Persons. Rather, this filing is being made due to the combination of the Reporting Persons for the purpose of acting together as a group as set forth below in Item 4.

**ITEM 4. PURPOSE OF TRANSACTION**

Each Reporting Person, as either one of the descendants of Homer Scott, Sr., the founder of the Issuer, or an affiliate thereof, has been a long-time beneficial owner of shares of Common Stock. The shares of capital stock held by each of the Reporting Persons have been held without any arrangement, relationship, understanding or agreement among them to act together for the purpose of acquiring, holding, voting or disposing of any of such equity securities or to otherwise seek to influence on a concerted basis control over the Issuer, other than the Shareholder Agreement (as defined below), including predecessor versions thereof, which contains certain customary transfer restrictions and provides the parties thereto a right of first refusal, except for certain permitted transfers.

The Issuer completed an initial public offering of Class A Stock and related listing of such stock on The NASDAQ Stock Market LLC. The Reporting Persons, which own collectively and in the aggregate more than 50% of the outstanding voting securities of the Issuer, reached an oral agreement as a group, effective as of the date of the Joint Filing Agreement included as an exhibit hereto, for the purpose of influencing control over the Issuer solely to the extent necessary to ensure the Issuer will qualify as a controlled company under applicable NASDAQ Marketplace Rules. Under such rules, NASDAQ listed issuers that qualify as controlled companies may avail themselves of certain corporate governance exemptions involving board and committee independent director requirements. Except for the foregoing and the Shareholder Agreement, the Reporting Persons do not have any arrangement, relationship, understanding or agreement among them to act together for the purpose of acquiring, holding, voting or disposing of any of such equity securities or to otherwise seek to influence control over the Issuer.

Other than in connection with the contracts, arrangements, understandings or relationships with respect to securities of the Issuer described in Item 6 below, including the Scott Family Shareholders Agreement among Scott family members dated October 29, 2010 (the Shareholder Agreement), there are no other plans or proposals that would result in the acquisition of additional securities or disposition of additional securities of the Issuer.

Except as described above in this Item 4, the Reporting Persons do not have, as of the date hereof, any other plans or proposals that relate to or would result in any of the actions or events specified in clauses (a) through (j) of Item 4 of Schedule 13D. Each of the Reporting Persons reserves the right, however, to formulate such plans or proposals, and to take such action with respect to any or all of such matters and any other matters as they may determine in their sole discretion.

**ITEM 5. INTEREST IN SECURITIES OF THE ISSUER**

(a) (b)

The group comprised of the Reporting Persons included in this filing beneficially owns an aggregate of 17,012,968 shares (of which 16,894,894 are shares of Class B Stock and 118,074 are shares of Class A Stock), representing 46.3% of the Class A Stock and 69.5% of the Class B Stock. Such shares of Common Stock represent 59.9% of the voting power of the Common Stock. This amount includes shares beneficially owned as of the date hereof by each Reporting Person as set forth below.

Randall I. Scott beneficially owns 5,554,257 shares of Common Stock (of which 5,541,966 are shares of Class B Stock and 12,291 are shares of Class A Stock), representing 21.9% of the Class A Stock and 22.8% of the Class B Stock. This amount includes 3,795,676 shares of Class B Stock held by N Bar 5, of which Mr. Scott is the managing general partner. Mr. Scott disclaims beneficial ownership of the shares owned by N Bar 5 except to the extent of his pecuniary interest in such shares arising from his interest in N Bar 5. The shares of Class B Stock held by N Bar 5 represent 16.0% of the Class A Stock and 15.6% of the Class B Stock. Mr. Scott has sole voting and dispositive power over the 3,795,676 shares of Class B Stock held by N Bar 5. Mr. Scott also has sole voting and dispositive power with respect to 357,840 shares of Class B Stock held by a family limited partnership for which Mr. Scott is the beneficiary. In addition, Mr. Scott has sole voting and dispositive power over 111,430 shares of Class B Stock owned beneficially as a proxy-holder for the Dan A. Scott 2010 Revocable Trust. Mr. Scott disclaims beneficial ownership of the 111,430 shares of Class B Stock beneficially owned as proxy-holder for the Dan A. Scott 2010 Revocable Trust except to the extent of his pecuniary interest in such shares arising from the distribution of income from the trust. Mr. Scott has sole voting and dispositive power over an additional 15,872 shares of Common Stock (of which 9,648 are shares of Class A Stock and 6,224 are shares of Class B Stock), which includes 1,616 shares of

Class B Stock held directly by Mr. Scott, 4,608 shares of Class B Stock underlying stock options that are currently exercisable or exercisable within 60 days of the date hereof, and 9,648 shares of Class A Stock owned through Mr. Scott's 401(k) plan account pursuant to the Savings and Profit Sharing Plan of First Interstate BancSystem, Inc. (the "FIB 401(k) Plan"). Mr. Scott has sole dispositive power with respect to 670,160 shares of Class B Stock held by four family limited partnerships, of which Mr. Scott has sole voting power with respect to 490,666 of such shares and no voting power over 179,494 of such shares. Mr. Scott disclaims beneficial ownership of all 670,160 shares of Class B Stock held by the four limited family partnerships, the beneficiaries of which are various family members. Mr. Scott has shared voting and dispositive power over 174,099 shares of Common Stock (of which 2,643 shares are Class A Stock and 171,456 shares are Class B Stock) held as co-trustee of the Randall I. Scott Revocable Trust, for which Mr. Scott is the beneficiary. Mr. Scott has shared voting and dispositive power over 429,180 shares of Class B Stock held by five separate trusts, of which Mr. Scott is the co-trustee of each trust. Mr. Scott disclaims beneficial ownership of 429,180 shares of Class B Stock held by such trusts, the beneficiaries of which are various family members.

James R. Scott beneficially owns 5,060,686 shares of Common Stock (of which 5,033,364 are shares of Class B Stock and 27,322 are shares of Class A Stock), representing 20.3% of the Class A Stock and 20.7% of the Class B Stock. Mr. Scott has sole voting and dispositive power over 2,309,260 shares of Common Stock (of which 2,291,496 are Class B Stock and 17,764 are Class A Stock), which includes 2,211,036 shares of Class B Stock held by J.S. Investments, with respect to which Mr. Scott acts as the managing general partner, 75,852 shares of Class B Stock held as conservator for a custodial account, 4,608 shares of Class B Stock underlying stock options that are currently exercisable or exercisable within 60 days of the date hereof and 17,764 shares of Class A Stock owned through Mr. Scott's 401(k) plan account pursuant to the FIB 401(k) Plan. The shares of Class B Stock held by J.S. Investments represent 10.0% of the Class A Stock and 9.1% of the Class B Stock. Mr. Scott has sole voting and shared dispositive power over 2,350,238 shares of Class B Stock held as co-trustee of the James R. Scott Revocable Trust. Mr. Scott has shared voting and dispositive power over 401,188 shares of Common Stock (of which 391,630 are shares of Class B Stock and 9,558 are shares of Class A Stock), which include 35,240 shares of Class B Stock held as president of a family charitable foundation, 4,324 shares of Class B Stock held as co-trustee for a family member, and 361,624 shares of Common Stock (of which 352,066 are shares of Class B Stock and 9,558 are shares of Class A Stock) held as a board member of Foundation for Community Vitality, a non-profit organization.

John M. Heyneman, Jr. beneficially owns 1,738,451 shares of Common Stock (of which 1,723,156 are shares of Class B Stock and 15,295 are shares of Class A Stock), representing 8.0% of the Class A Stock and 7.1% of the Class B Stock. This amount includes 1,155,792 shares of Class B Stock held by Towanda, of which Mr. Heyneman is the managing general partner. Mr. Heyneman disclaims beneficial ownership of the shares owned by Towanda except to the extent of his pecuniary interest in such shares arising from his interest in Towanda. The shares of Class B Stock held by Towanda represent 5.5% of the Class A stock and 4.8% of the Class B Stock. Mr. Heyneman has sole voting and dispositive power over the 1,155,792 shares of Class B Stock held by Towanda. Mr. Heyneman also has sole voting and dispositive power over 153,479 shares of Common Stock (of which 138,184 are Class B Stock and 15,295 are Class A Stock), which include 123,184 shares of Class B Stock held as trustee of the John M. Heyneman, Jr. Revocable Trust, 15,000 shares of Class B Stock held directly by

Mr. Heyneman and 15,295 shares of Class A Stock underlying stock options that are currently exercisable or exercisable within 60 days of the date hereof. In addition, Mr. Heyneman has shared voting and dispositive power over 429,180 shares of Class B Stock held by five separate trusts, of which Mr. Heyneman is the co-trustee of each trust. Mr. Heyneman disclaims beneficial ownership of all 429,180 shares of Class B Stock held by the five trusts, the beneficiaries of which are various family members.

Thomas W. Scott beneficially owns 2,668,943 shares of Common Stock (of which 2,640,824 are shares of Class B Stock and 28,119 are shares of Class A Stock), representing 11.9% of the Class A Stock and 10.9% of the Class B Stock. Mr. Scott has sole voting and dispositive power over 2,446,415 shares of Common Stock (of which 2,418,297 are Class B Stock and 28,119 are Class A Stock), which include 2,418,731 shares of Common Stock held individually (of which 2,413,688 are shares of Class B Stock and 5,043 are shares of Class A Stock), 4,608 shares of Class B Stock underlying stock options that are currently exercisable or exercisable within 60 days of the date hereof, and 23,076 shares of Class A Stock owned through Mr. Scott's 401(k) plan account pursuant to the FIB 401(k) Plan. In addition, Mr. Scott has sole voting and dispositive power over 222,528 shares of Class B stock held by IXL, LLC, a limited liability company for which Mr. Scott acts as a managing partner. Mr. Scott disclaims beneficial ownership of the 222,528 shares of Class B Stock held by IXL, LLC.



Homer A. Scott, Jr. beneficially owns 2,419,811 shares of Common Stock (of which 2,384,764 are Class B Stock and 35,047 are shares of Class A Stock), representing 10.9% of the Class A Stock and 9.8% of the Class B Stock. Mr. Scott has sole voting and shared dispositive power over 2,380,920 shares of Common Stock (of which 2,373,476 are shares of Class B Stock and 7,444 are shares of Class A Stock) held as co-trustee of the Homer A. Scott, Jr. 2010 Revocable Trust. In addition, Mr. Scott has sole voting and dispositive power over 26,193 shares of Class A Stock owned through Mr. Scott's individual retirement account. Mr. Scott has shared voting power but no dispositive over 12,698 shares of Common Stock (of which 11,288 are Class B Stock and 1,410 are Class A Stock) held by a family unitrust.

On April 27, 2013, Mr. Dan S. Scott passed away. At the time of his death, Mr. Scott was the beneficial owner of 1,697,792 shares of Class B Stock. Upon Mr. Scott's death, Mr. Randall I. Scott assumed beneficial ownership of 1,514,080 of such shares of Class B Stock, which are included in Mr. Randall I. Scott's beneficial holdings described herein, and First Interstate Bank assumed beneficial ownership of 183,712 of such shares of Class B Common Stock, which are included in Amendment 8 to Schedule 13G filed by First Interstate Bank on February 13, 2014.

(c) The following transactions in shares of Common Stock of the Issuer during the 60 days preceding the date hereof were effected by persons identified in Item 2. Shares of Class B Stock transferred to persons other than permitted transferees under the Issuer's Amended and Restated Articles of Incorporation are automatically converted into shares of Class A Stock upon transfer.

On November 5, 2013, Homer A. Scott, Jr. sold 7,048 shares of Class A Stock at a price of \$24.1824 per share in an open market transaction.

On November 15, 2013, Homer A. Scott Jr. disposed of 10,740 shares of Class B Stock in a gift transaction.

On November 1, 2013, James R. Scott transferred 8,112 shares to a trust for which Mr. Scott has sole voting and shared dispositive powers

On November 15, 2013, James R. Scott received 329 shares of Class B Stock valued at \$26.07 per share in an in-kind distribution from a charitable remainder unitrust.

On November 22, 2013, James R. Scott disposed of 6,648 shares of Class B Stock and 4,192 shares of Class A Stock in gift transactions.

On November 20, 2013, Thomas W. Scott disposed of 9,615 shares of Class B Stock in a gift transaction.

(d) The Reporting Persons know of no person that has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of securities of the Issuer.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

As described in Item 4 above, the Reporting Persons have agreed orally to effect as a group influence or control over the Issuer. As referenced in Item 4 above, the Reporting Persons are parties to or subject to the contracts, arrangements, understandings, and relationships described in this Item 6.

Currently, the Reporting Persons are parties to the Shareholder Agreement which contains certain customary transfer restrictions with respect to the Class B Stock and provides the parties thereto a right of first refusal, except for certain permitted transfers. The primary purpose of the Shareholder Agreement is to preserve opportunities within the extended Scott family to purchase shares of Class B Stock before they are converted and sold in the open market as shares of Class A Stock. The Shareholder Agreement is not applicable to shares of Class A Stock and, except as specifically set forth therein, does not provide for any arrangement, relationship, understanding or agreement among them to act together for the purpose of acquiring, holding, voting or disposing of any of such equity securities or to otherwise seek to influence on a concerted basis control over the Issuer. A copy of the Shareholder Agreement is attached hereto as Exhibit 99.3. The foregoing description of the Shareholder Agreement does not purport to be complete and is qualified in its entirety by reference to the full text thereof, the attached copy of which is incorporated herein by reference.

Additionally, certain of the Reporting Persons have pledged their interests in the shares of Common Stock as collateral for loans from third-party financial institutions pursuant to various loan agreements.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.**

<b>Exhibit No.</b>	<b>Title</b>
99.1*	Joint Filing Agreement
99.2*	Power of Attorney
99.3*	Scott Family Shareholders Agreement dated October 29, 2010

\* Previously filed.

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2014  
Date

/s/ RANDALL I. SCOTT \*  
**Randall I. Scott**

**N Bar 5, Limited Partnership**

By: /s/ RANDALL I. SCOTT \*  
Name: Randall I. Scott  
Title: Managing General Partner

/s/ JAMES R. SCOTT \*  
**James R. Scott**

**J.S. Investments Limited Partnership**

By: /s/ JAMES R. SCOTT \*  
Name: James R. Scott  
Title: Managing General Partner

/s/ J. M. HEYNEMAN, JR. \*  
**John M. Heyneman, Jr.**

**Towanda Investments Limited Partnership**

By: /s/ J. M. HEYNEMAN, JR. \*  
Name: John M. Heyneman, Jr.  
Title: Managing General Partner

/s/ THOMAS W. SCOTT\*  
**Thomas W. Scott**

/s/ HOMER A. SCOTT, JR. \*  
**Homer A. Scott, Jr.**

\* By: /s/ TIMOTHY LEUTHOLD  
**Timothy Leuthold, as attorney-in-fact**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Title</b>
99.1*	Joint Filing Agreement
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