

INDEPENDENT BANK CORP

Form 8-K

January 19, 2006

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K

Current Report Pursuant to Section 13 or 15 (d) of
The Securities and Exchange Act of 1934

DATE OF REPORT:

January 19, 2006

(Date of Earliest Event Reported)

MASSACHUSETTS

(State or Other Jurisdiction of Incorporation)

1-9047

(Commission File Number)

04-2870273

(I.R.S. Employer Identification No.)

INDEPENDENT BANK CORP.

288 UNION ST., ROCKLAND, MA

(Address of Principal Executive Offices)

02370

(Zip Code)

NOT APPLICABLE

(Former Address of Principal Executive Offices)

(Zip Code)

781-878-6100

(Registrant's Telephone Number, Including Area Code)

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 19, 2006 Independent Bank Corp. announced by press release its earnings for the quarter ended December 31, 2005. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 7.01 REGULATION FD DISCLOSURE

On January 19, 2006 Independent Bank Corp. announced by press release its earnings for the quarter ended December 31, 2005. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Not applicable.

(b) Not applicable.

(c) The following exhibits are included with this Report:

Exhibit 99.1 Press Release dated January 19, 2006.

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SIGNATURE

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 and hereunto duly authorized.

INDEPENDENT BANK CORP.

DATE: January 19, 2006

/s/ Denis K. Sheahan
DENIS K. SHEAHAN
CHIEF FINANCIAL OFFICER AND
TREASURER

., MSHI, Inc., and Wachovia Bank, National Association. 3 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. GP Strategies Corporation Date: January 25, 2006 Andrea D. Kantor Executive Vice President and General Counsel EXHIBIT INDEX Exhibit Number Description of Exhibit 10.1 Stock Repurchase Agreement, dated January 19, 2006, by and between GP Strategies Corporation and EGI-Fund (02-04) Investors, L.L.C. 10.2 Stock Repurchase Agreement, dated January 19, 2006, by and between GP Strategies Corporation and Bedford Oak Partners, L.P. 10.3 Stock Exchange Agreement, dated January 19, 2006, by and between GP Strategies Corporation and Jerome I. Feldman. 10.4 Stock Exchange Agreement, dated January 19, 2006, by and between GP Strategies Corporation and Martin M. Pollak. 10.5 Fourth Amendment to Financing and Security Agreement, dated January 19, 2006, by General Physics Corporation, Skillright, Inc., GSE Systems, Inc., GSE Power Systems, Inc., MSHI, Inc., and Wachovia Bank, National Association. 4