

COMMERCE BANCSHARES INC /MO/  
Form 8-K  
August 03, 2009

**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): July 31, 2009**

**Commerce Bancshares, Inc.  
(Exact name of registrant as specified in its charter)**

|   |   |  |
|---|---|--|
| Missouri  | 0-2989  | 43-0889454                               |
| <b>(State of Incorporation)</b>                 | <b>(Commission File Number)</b>                             | <b>(IRS Employer Identification No.)</b> |
| 1000 Walnut,<br>Kansas City, MO                 |   | 64106                                    |
| <b>(Address of principal executive offices)</b> | <b>(816) 234-2000</b>                                       | <b>(Zip Code)</b>                        |
|   | <b>(Registrant's telephone number, including area code)</b> |  |

**(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:

- 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 1.02 Termination of a Material Definitive Agreement**

On July 31, 2009, Commerce Bancshares, Inc. (the Company), terminated its Equity Distribution Agreement (the Agreement). Pursuant to the Agreement, Morgan Stanley & Co. Incorporated (Morgan Stanley) acted as the Company's sales agent with respect to offering the Company's common stock, par value \$5.00 per share. Under that program, the Company issued 2,894,773 shares of its common stock for gross proceeds of \$100.0 million since the program's inception on February 27, 2009. Commissions paid to Morgan Stanley as the sales agent for the sale of the shares were \$1.5 million. The Company terminated the Agreement pursuant to its terms after consideration of the amount of capital raised. No penalties were incurred by the Company as a result of terminating the Agreement.

**Forward Looking Information**

This current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include future financial and operating results, expectations, intentions and other statements that are not historical facts. Such statements are based on current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results may differ materially from those set forth in the forward-looking statements.

**SIGNATURE**

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: August 3, 2009

**COMMERCE BANCSHARES, INC.**

By: \s\ Jeffery D. Aberdeen  
Jeffery D. Aberdeen  
Controller  
(Chief Accounting Officer)