

REPUBLIC BANCORP INC /KY/
Form SC 13D/A
October 02, 2007

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

REPUBLIC BANCORP. INC.
(Name of Issuer)

CLASS A COMMON STOCK, NO PAR VALUE
(Title of Class of Securities)

760281 204
(CUSIP Number)

Bernard M. Trager
601 West Market Street
Louisville, Kentucky 40202
(502) 584-3600

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

September 19, 2007
(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 Rule 13d-1(e),(f) or (g), check the following box. /___/

*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).

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- (1) Names of Reporting Persons Bernard M. Trager
- I.R.S. Identification Nos. of Above
Persons (entities only)
- (2) Check the Appropriate Box if a (a) []
Member of a Group (See (b) []
Instructions)
- (3) SEC Use Only
- (4) Source of Funds (see Instructions) 00, PF
- (5) Check if Disclosure of Legal
Proceedings is Required Pursuant
to Items 2(d) or 2(e)
- (6) Citizenship or Place U.S.
of Organization

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | | |
|------|--------------------------------------------------------------------------------------------|--------------|-----------------|
| (7) | Sole Voting Power | 1,093,111.4 | (1)(6) |
| (8) | Shared Voting Power | 434,387.9 | (2)(3)(6) |
| (9) | Sole Dispositive Power | 1,093,111.4 | (1)(6) |
| (10) | Shared Dispositive Power | 9,362,782.0 | (3)(4)(6) |
| (11) | Aggregate Amount Beneficially
Owned by Each Reporting Person | 10,550,132.3 | (1)(2)(3)(4)(6) |
| (12) | Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions) | | |
| (13) | Percent of Class Represented by
Amount in Row (11) | 53.0% | (5) |
| (14) | Type of Reporting Person | IN | |

(1) Includes 671,241 shares of Class B Common Stock of the Issuer held by the reporting person and 343 shares of Class B Common Stock of Issuer held in the Issuer's 401(k) plan. Class B Common Stock is immediately convertible

into Class A Common Stock on a one share for one share basis. Also includes 2,574.4 shares of Class A Common Stock allocated to the reporting person under the Republic Bancorp, Inc. Employee Stock Ownership Plan (the "ESOP"), and 7,890 shares of Class A Common Stock held in the Issuer's 401(k) plan. Does not include an undetermined number of shares of Class A Common Stock to be allocated to the reporting person under the ESOP as of December 31, 2007, for which the reporting person has not yet received a plan statement.

(2) Includes 94,238.9 unallocated shares of Class A Common Stock held by the ESOP, of which the reporting person is a member of the Administrative Committee.

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(3) Includes 142,764 shares of Class B Common Stock held by the reporting person's spouse, Jean S. Trager. Also includes 197,385 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the reporting person is a director.

(4) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank Family Limited Partnership ("Teebank"), 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee Properties Limited Partnership ("Jaytee"), and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a limited partner and the reporting person's spouse is a limited partner and a co-general partner, in her capacity as co-trustee of the Jean S. Trager Trust, of Teebank and Jaytee.

(5) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of September 19, 2007 (17,988,867) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,921,863).

(6) After adjustment for a five percent (5%) stock dividend declared by the Issuer on January 19, 2007.

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- | | | | |
|-----|-------------------------------------------------------------------------------------------|----------------|-----|
| (1) | Names of Reporting Persons | Jean S. Trager | |
| | I.R.S. Identification Nos. of Above
Persons (entities only) | | |
| (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) | 00, PF | |
| (5) | Check if Disclosure of Legal
Proceedings is Required Pursuant
to Items 2(d) or 2(e) | | |
| (6) | Citizenship or Place
of Organization | U.S. | |

Number of Shares Beneficially Owned by Each Reporting Person With:

- | | | | |
|------|--------------------------------------------------------------------------------------------|-----------|-----------|
| (7) | Sole Voting Power | 0 | |
| (8) | Shared Voting Power | 340,149 | (1)(4) |
| (9) | Sole Dispositive Power | 0 | |
| (10) | Shared Dispositive Power | 9,362,782 | (1)(2)(4) |
| (11) | Aggregate Amount Beneficially
Owned by Each Reporting Person | 9,362,782 | (1)(2)(4) |
| (12) | Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions) | | |
| (13) | Percent of Class Represented by
Amount in Row (11) | 48.7 | (3) |
| (14) | Type of Reporting Person | IN | |

(1) Includes 142,764 shares of Class B Common Stock of the Issuer held by the reporting person and 197,385 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which the

reporting person is a director.

(2) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a limited partner and a co-general partner, in her capacity as co-trustee of the Jean S. Trager Trust, and the reporting person's spouse is a limited partner of, Teebank and Jaytee.

(3) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of September 19, 2007 (17,988,867) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,250,279).

(4) After adjustment for a five percent (5%) stock dividend declared by the Issuer on January 19, 2007.

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- (1) Names of Reporting Persons Jean S. Trager Trust
- I.R.S. Identification Nos. of Above
Persons (entities only)
- (2) Check the Appropriate Box if a (a) []
Member of a Group (See (b) []
Instructions)
- (3) SEC Use Only
- (4) Source of Funds (see Instructions) 00, PF
- (5) Check if Disclosure of Legal
Proceedings is Required Pursuant
to Items 2(d) or 2(e)
- (6) Citizenship or Place U.S.
of Organization

Number of Shares Beneficially Owned by Each Reporting Person With:

- (7) Sole Voting Power 0
- (8) Shared Voting Power 0
- (9) Sole Dispositive Power 0
- (10) Shared Dispositive Power 9,022,633 (1)(3)
- (11) Aggregate Amount Beneficially 9,022,633 (1)(3)
Owned by Each Reporting Person
- (12) Check if the Aggregate Amount in
Row (11) Excludes Certain Shares
(See Instructions)
- (13) Percent of Class Represented by 47.3% (2)
Amount in Row (11)
- (14) Type of Reporting Person OO

(1) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and

168,066 shares of Class B Common Stock held of record by Jaytee. The reporting person is a co-general partner of Teebank and Jaytee.

(2) Percentage was calculated based on the number of shares of Class A Common Stock outstanding as of September 19, 2007 (17,988,867) plus the securities beneficially owned by the reporting person that are currently convertible into shares of Class A Common Stock (1,107,515).

(3) After adjustment for a five percent (5%) stock dividend declared by the Issuer on January 19, 2007.

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EXPLANATORY NOTE

The purpose of this Amendment No. 8 to the Schedule 13D filed February 8, 1999 (the "Schedule 13D"), is to amend Item 6 to describe the terms of a Right of First Offer Agreement entered into as of September 19, 2007, among Bernard M. Trager, Jean S. Trager and Republic Bancorp, Inc. (the "Issuer"), a copy of which is attached as Exhibit 99.8 to this Schedule 13D, to amend Exhibits 99.5 and 99.6, and to reflect updated holdings of Bernard M. Trager, Jean S. Trager and the Jean S. Trager Trust (the "Reporting Persons") since the filing of Amendment No. 7.

Item 1. Security and Issuer

Not amended.

Item 2. Identity and Background

Not amended.

Item 3. Sources and Amount of Funds or Other Consideration.

On January 29, 1999, the ESOP purchased 200,000 shares of Class A Common Stock of the Issuer at a price of \$12.91 per share from Bernard M. Trager, and purchased 100,000 shares of Class A Common Stock of the Issuer at a price of \$12.91 per share from Banker's Insurance Agency, Inc. The ESOP borrowed an aggregate of \$3,873,000 to finance such acquisitions from the Issuer, pursuant to a Loan Agreement, Note, and Stock Pledge Agreement previously filed as exhibits hereto. Bernard M. Trager is a member of the Administrative Committee of the ESOP, and, as such, shares voting power over the 94,238.9 currently unallocated shares of Class A Common Stock held by the ESOP.

On January 21, 2004, Jaytee purchased a total of 3,050 shares of Class B Common Stock of the Issuer in a private transaction. Class B Common Stock is immediately convertible into Class A Common Stock on a one share for one share basis. The purchase price for the shares was \$19.95 per share, and Jaytee employed working capital to make the purchase. Bernard M. Trager is a limited partner of Jaytee, and Jean S. Trager is a limited partner and, in her capacity as trustee of a marital trust, is a co-general partner of Jaytee.

On February 7, 2005, Bernard M. Trager exchanged 525 shares of Class A Common Stock for 525 shares of Class B Common Stock in a private transaction. The Class A Common Stock had an opening market price of \$27.09 per share on the date of the transaction.

On November 28, 2005, Bernard M. Trager received a required minimum distribution of 2,599 shares of Class B Common Stock from his IRA.

On December 21, 2005, Bernard M. Trager received a required minimum distribution of 100 shares of Class A Common Stock from the ESOP.

On May 10, 2006, Teebank acquired 10,308 shares of Class B Common Stock in exchange for 10,308 shares of Class A Common Stock having a market value of \$19.29 per share as of that date.

On August 7, 2006, the Jean S. Trager Trust acquired from Bernard M. Trager 20,000 units of general partnership interest of each of Teebank and Jaytee for a total purchase price of \$2,000,000. Jean S. Trager and Steven E. Trager

are the co-trustees of the Jean S. Trager Trust.

On December 6, 2006, Bernard M. Trager received a required minimum distribution of 8,700 shares of Class A Common Stock from his IRA.

On December 6, 2006, Bernard M. Trager received a required minimum distribution of 90 shares of Class A Common Stock from the ESOP and of 830 shares of Class B common stock from the Issuer's 401(k) plan.

All of the foregoing transactions took place in Louisville, Kentucky. The foregoing share amounts in this Item 3 have not been adjusted to reflect stock dividends which were declared and paid by the Issuer following the respective dates of the foregoing transactions.

Item 4. Purpose of Transaction

Not amended.

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Item 5. Interest in Securities of the Issuer

(a) The aggregate number of shares and the percentage of Class A Common Stock beneficially owned by each person named in Item 2 is as follows:

	<u>Number</u>	<u>Percentage</u>
Bernard M. Trager	10,550,132.3 (1)(5)	53.0%
Jean S. Trager	9,362,782 (2)(5)	48.7%
Jean S. Trager Trust	9,022,633 (3)(5)	47.3%
Steven E. Trager	9,463,827.1 (4)(5)	49.5%

(1) Includes (i) 671,241 shares of Class B Common Stock of the Issuer held by Bernard M. Trager, (ii) 2,574.4 shares of Class A Common Stock and 343 shares of Class B Common Stock of Issuer held in the Issuer's 401(k) plan, (iii) 7,890 shares of Class A Common Stock held in the Issuer's 401(k) plan, (iv) 94,238.9 unallocated shares of Class A Common Stock held by the ESOP, of which Bernard M. Trager is a member of the Administrative Committee, (v) 142,764 shares of Class B Common Stock held by Jean S. Trager, and (vi) 197,385 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Bernard M. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. Bernard M. Trager is a limited partner and Bernard M. Trager's spouse is a limited partner and a co-general partner, in her capacity as trustee of the Jean S. Trager Trust, of Teebank and Jaytee. Does not include an undetermined number of shares of Class A Common Stock to be allocated to Bernard M. Trager under the ESOP as of December 31, 2007, for which Bernard M. Trager has not yet received a plan statement.

(2) Includes (i) 142,764 shares of Class B Common Stock of the Issuer held by Jean S. Trager, and (ii) 197,385 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Jean S. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. Jean S. Trager is a limited partner and a co-general partner, in her capacity as trustee of the Jean S. Trager Trust, and her spouse is a limited partner of Teebank and Jaytee.

(3) Includes 7,165,051 shares of Class A Common Stock held of record by Teebank, 939,449 shares of Class B Common Stock held of record by Teebank, 750,067 shares of Class A Common Stock held of record by Jaytee, and 168,066 shares of Class B Common Stock held of record by Jaytee. The Jean S. Trager Trust is a co-general partner of

Teebank and Jaytee.

(4) Includes (i) 17,014 shares of Class B Common Stock held by Steven E. Trager, (ii) 7,573 shares of Class A Common Stock and 1,214 shares of Class B Common Stock held in the Issuer's 401(k) plan, (iii) 3,040.2 shares of Class A Common Stock allocated to Steven E. Trager under the ESOP, (iv) 94,238.9 unallocated shares of Class A Common Stock held by the ESOP, of which Steven E. Trager is a member of the Administrative and Investment Committees, (v) 7,478 shares of Class A Common Stock held by Mrs. Steven E. Trager, and (vi) 197,835 shares of Class A Common Stock held of record by Trager Family Foundation, Inc., a 501(c)(3) corporation of which Steven E. Trager is a director. Also includes 7,165,051 shares of Class A Common Stock and 939,449 shares of Class B Common Stock held of record by Teebank, and 750,067 shares of Class A Common Stock, and 168,066 shares of Class B Common Stock held of record by Jaytee. Steven E. Trager is a general and a limited partner of Teebank and Jaytee, and the Jean S. Trager Trust, of which Steven E. Trager is a co-trustee, is a general partner, of Teebank and Jaytee. Trusts for the benefit of, among others, Steven E. Trager and his two minor children are limited partners of Teebank and Jaytee. Steven E. Trager has an option to purchase general and limited partnership units representing an interest in the assets of Teebank and Jaytee (including the Issuer's securities) owned by the Jean S. Trager Trust. Does not include an undetermined number of shares of Class A Common Stock to be allocated to Steven E. Trager under the ESOP as of December 31, 2007, for which he has not yet received a plan statement.

(5) After adjustment for a five percent (5%) stock dividend declared by the Issuer on January 19, 2007.

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(b) Number of shares to which each person named in response to paragraph (a) has:

(i) Sole power to vote or direct the vote:

Bernard 1,093,111.4

M .

Trager

Jean S. 0

Trager

Jean S. 0

Trager

Trust

Steven 142,092.2

E .

Trager

(ii) Shared power to vote or direct the vote: