

CNB Financial Corp.  
Form 425  
June 02, 2009

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**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): June 1, 2009**  
**BERKSHIRE HILLS BANCORP, INC.**  
 (Exact Name of Registrant as Specified in its Charter)

Delaware	0-51584	04-3510455
(State or Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)
24 North Street, Pittsfield, Massachusetts		01201

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (413) 443-5601

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)
- 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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Ex-99.1 Press release of Berkshire Hills Bancorp. Inc. dated June 1, 2009

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**Item 8.01. Other Events.**

On June 1, 2009, Berkshire Hills Bancorp, Inc. (the Company), the holding company of Berkshire Bank, issued a press release announcing that it is maintaining its existing merger terms with CNB Financial Corp. (CNB), the parent of Commonwealth National Bank, headquartered in Worcester, Massachusetts. On May 29, 2009, CNB announced that it is entering into discussions relating to unsolicited acquisition proposals that it has received. CNB affirmed its existing merger agreement with Berkshire, and stated that there can be no assurances that the unsolicited proposals will lead to termination of the existing merger agreement or the execution of a definitive agreement with a different party.

A copy of the Company's press release dated June 1, 2009 is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

The following Exhibit is attached as part of this report:

99.1 Press release of Berkshire Hills Bancorp, Inc. dated June 1, 2009

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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.

**Berkshire Hills Bancorp, Inc.**

DATE: June 2, 2009

By: /s/ Kevin P. Riley  
Kevin P. Riley  
Executive Vice President and Chief  
Financial Officer