

FIRST CHARTER CORP /NC/

Form 425

June 02, 2006

As filed with the Securities and Exchange Commission on June 2, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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, 2006

FIRST CHARTER CORPORATION

(Exact name of registrant as specified in its charter)

North Carolina

0-15829

56-1355866

(State or other
jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

10200 David Taylor Drive, Charlotte, North Carolina 28262-2373

(Address, including zip code, of principal executive offices)

(704) 688-4300

(Registrant's telephone number, including area code)

(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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ITEM 8.01 OTHER EVENTS.

On June 1, 2006, the Registrant and GBC Bancorp, Inc., a Georgia corporation (GBC), announced they had signed an Agreement and Plan of Merger dated as of June 1, 2006 (the Merger Agreement). The Merger Agreement has been approved by the Boards of Directors of the Registrant and GBC, and is subject to customary closing conditions, including regulatory and GBC shareholder approval. Closing is expected in the fourth quarter of 2006. A copy of the news release announcing the merger is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Additional Information About This Transaction

The Registrant will file a Form S-4, GBC will file a Proxy Statement and both companies will file other relevant documents regarding this transaction with the Securities and Exchange Commission (the SEC). GBC will mail the Proxy Statement/Prospectus to its shareholders. These documents will contain important information about the transaction, and the Registrant and GBC urge you to read these documents when they become available.

You may obtain copies of all documents filed with the SEC regarding this transaction, free of charge, at the SEC s website (www.sec.gov). You may also obtain these documents free of charge from the First Charter website (www.FirstCharter.com) under the section About First Charter and then under the heading Investor Relations and then under the item SEC Filings. You may also obtain these documents, free of charge, from GBC on the Gwinnett Banking Company website (www.gwinnettbanking.com) under the tab Investor Relations.

Participants in This Transaction

The Registrant and GBC and their respective directors and executive officers may be deemed participants in the solicitation of proxies from GBC s shareholders in connection with this transaction. Information about the directors and executive officers of the Registrant and GBC and information about other persons who may be deemed participants in this transaction will be included in the Proxy Statement/Prospectus. You can find information about the Registrant s executive officers and directors in the Registrant s definitive proxy statement filed with the SEC on March 22, 2006. You can find information about GBC s executive officers and directors in their definitive proxy statement filed with the SEC on July 22, 2005. You can obtain free copies of these documents from the Registrant or GBC using the contact information above.

ITEM 9.01 EXHIBITS

(d) Exhibits

Exhibit	
No.	Description
99.1	Text of Press Release dated June 1, 2006

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 thereunto duly authorized.

FIRST CHARTER CORPORATION

By: /s/ Stephen J. Antal
Stephen J. Antal
Senior Vice President, General Counsel
and Corporate Secretary

Dated: June 2, 2006

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EXHIBIT INDEX

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