

BANNER CORP  
Form S-4 POS  
October 12, 2007

As filed with the Securities and Exchange Commission on October 12, 2007

Registration No. 333-144984

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-4  
REGISTRATION STATEMENT

*UNDER  
THE SECURITIES ACT OF 1933*

BANNER CORPORATION

(Exact name of registrant as specified in its charter)

<b>Washington</b> (State or other jurisdiction of incorporation or organization)	<b>6022</b> (Primary Standard Industrial Classification Code Number)	<b>91-1691604</b> (I.R.S. Employer Identification Number)
<b>10 South First Avenue</b> <b>Walla Walla, Washington 99362</b> <b>(509) 527-3636</b>		

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Albert H. Marshall, Vice President**  
**Banner Corporation**  
**10 South First Avenue**  
**Walla Walla, Washington 99362**  
**(509) 527-3636**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Nicholas G. Demmo, Esq.**  
**Wachtell, Lipton, Rosen & Katz**  
**51 West 52<sup>nd</sup> Street**  
**New York, New York 10019**  
**Telephone: (212) 403-1000**  
**Facsimile: (212) 403-2000**

**Peter A. Spadoni, Esq.**  
**Jeffers, Danielson, Sonn & Aylward, P.S.**  
**2600 Chester Kimm Road**  
**Wenatchee, WA 98801**  
**Telephone: (509) 662-3685**  
**Fax: (509) 662-2452**

**Approximate date of commencement of proposed sale to the public:** As soon as practicable following the effectiveness of this Registration Statement and the effective time of the merger described herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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**EXPLANATORY NOTE**

This Post-effective Amendment No. 1 to Banner Corporation's Registration Statement on Form S-4 (Registration No. 333-144984) originally filed with the Securities and Exchange Commission on July 31, 2007, as amended by Amendment No. 1, filed August 21, 2007, is being filed for the sole purpose of amending the exhibit index to include Exhibits No. 8.2 and 8.3 filed herewith.

**ITEM 21. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) The following exhibits are filed herewith unless otherwise indicated:

<b>EXHIBIT NO.</b>	<b>DESCRIPTION</b>
2.1*	Agreement and Plan of Merger, dated as of June 27, 2007, by and among Banner Corporation, Banner Bank and NCW Community Bank (attached as Annex A to the proxy statement/prospectus contained in this registration statement). Schedules to this Exhibit have not been filed; upon request, Banner will furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule.
3.1	Articles of Incorporation (incorporated by reference from Exhibit B of Banner's Proxy Statement for the Annual Meeting of Shareholders dated June 10, 1998).
3.2	Bylaws (incorporated by reference from Exhibit 3.2 of Banner's Current Report on Form 8-K dated July 24, 1998).
5.1*	Opinion of Wachtell, Lipton, Rosen & Katz regarding the validity of the Banner common stock registered hereunder.
8.1*	Opinion of Wachtell, Lipton, Rosen & Katz.
8.2	Opinion of Wachtell, Lipton, Rosen & Katz.
8.3	Opinion of Jeffers, Danielson, Sonn & Aylward, P.S.
23.1*	Consent of Moss Adams LLP, Independent Reregistered Public Accounting Firm.
23.2*	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 5.1).
23.3*	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.1).
23.4	Consent of Wachtell, Lipton, Rosen & Katz (included in Exhibit 8.2).
23.5	Consent of Jeffers, Danielson, Sonn & Aylward, P.S.
24.1*	Powers of Attorney.
99.1*	Form of NCW Proxy Card.
99.2*	Consent of McAdams Wright Ragen, Inc.

\* Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, Banner Corporation has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Walla Walla, State of Washington, on October 12, 2007.

BANNER  
CORPORATION

By:

/s/

Lloyd

W.

Baker

Name: Lloyd

W.

Baker

Title:

Executive

Vice

President

and

Chief

Financial

Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
<u>          *          </u> D. Michael Jones	President & Chief Executive Officer (Principal Executive Officer)	
<u>          *          </u> Robert D. Adams	Director	
<u>          *          </u> Gordon E. Budke	Director	
<u>          *          </u> David B. Casper	Director	
<u>          *          </u> Edward L. Epstein	Director	

<u>          *</u> Jesse G. Foster	Director
<u>          *</u> David A. Klaue	Director
<u>          *</u> Constance H. Kravas	Director
<u>          *</u> Robert J. Lane	Director
<u>          *</u> John R. Layman	Director
<u>          *</u> Dean W. Mitchell	Director
<u>          *</u> Brent A. Orrico	Director
<u>          *</u> Wilber Pribilsky	Director
<u>          *</u> Gary Sirmon	Director
<u>          *</u> Michael M. Smith	Director

\* By:     /s/ Lloyd W. Baker      
      Lloyd W. Baker  
      Attorney-in-Fact

October 12, 2007

**EXHIBIT INDEX**

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