

First Business Financial Services, Inc.
Form DEFA14A
December 05, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
EXCHANGE ACT OF 1934 (AMENDMENT NO.)

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to §240.14a-12

First Business Financial Services, Inc.
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.
Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
- (2) Aggregate number of securities to which transaction applies:
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- (4) Proposed maximum aggregate value of transaction:
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

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- b. While First Business is adequately capitalized with our current Tier 1 capital position, this new capital would support and enhance First Business's focused long-term growth strategy.
- c. This capital would provide us with ongoing flexibility to invest in our growth markets, pursue strategic investments and continue our strong history of extending financing to new and existing relationship clients.

³ <http://www.ustreas.gov/initiatives/eesa/>.

⁴ <http://www.ustreas.gov/initiatives/eesa/>.

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- d. Without the additional capital we anticipate that our growth may be slowed, but we are well capitalized, profitable and have policies and procedures in place which we believe allow us to adequately maintain our liquidity.
 - e. We anticipate using the proceeds to support our plans to maintain higher capital levels during these uncertain economic times and to continue our disciplined growth strategy through extending financing to new and existing clients and funding selected acquisitions.

7. What effect will this Preferred Stock issuance have on holders of Common Stock?

- a. If we issued preferred shares under the CPP, such shares would rank senior to our common stock. Other effects include but are not limited to:
- b. To be eligible to participate in the CPP, First Business would be required to meet certain standards including not increasing the dividend on our Common Stock without Treasury's consent.
- c. In conjunction with the purchase of the CPP shares, the Treasury would also receive warrants to purchase our common stock as discussed above. The issuance of the warrants may have a dilutive effect on earnings per share.

8. How do I vote my shares?

- a. If your shares are registered with Computershare, our Transfer Agent, you may vote your shares by completing, signing and returning the proxy card.
- b. You may also vote by telephone or on the internet. The instructions as noted on the proxy card are: (1) Vote by internet at www.investorvote.com using the information providing on your proxy card or (2) Vote by telephone at 1-800-652-8683.
- c. If you hold your shares in street name in a stock brokerage account, use the voting instruction form provided by your broker or nominee.

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