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) January 26, 2009

Lakeland Financial Corporation

(Exact name of Registrant as specified in its charter)

Indiana

0-11487

35-1559596

(State or other jurisdiction Of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

202 East Center Street, P.O. Box 1387, Warsaw, Indiana 46581-1387 (Address of principal executive offices) (Zip Code)

(574) 267-6144

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Solicitation material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)

Item 2.02. Results of Operations and Financial Condition

On January 26, 2009, Lakeland Financial Corporation issued a press release announcing its earnings for the twelve-months and three-months ended December 31, 2008. The news release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated January 26, 2009

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.

LAKELAND FINANCIAL CORPORATION

Dated: January 26, 2009 By: /s/David M. Findlay

David M. Findlay Chief Financial Officer



FOR IMMEDIATE RELEASE

Contact:

David M. Findlay Executive Vice President-Administration and Chief Financial Officer (574) 267-9197

LAKE CITY BANK REPORTS RECORD INCOME

21st Consecutive Year of Income Growth Achieved

Warsaw, Indiana (January 26, 2009) – Lakeland Financial Corporation (Nasdaq Global Select/LKFN), parent company of Lake City Bank, today reported net income of \$19.7 million for 2008 versus \$19.2 million for 2007. "For the 21st consecutive year, Lake City Bank established a new record for net income. We are extremely proud of this performance in the face of the intense economic and industry challenges we faced during the year," commented Michael L. Kubacki, Chairman, President and Chief Executive Officer.

Net income of \$19.7 million for 2008 represented an increase of 3% versus \$19.2 million for 2007. Diluted net income per share for the year was \$1.58 versus \$1.55 for 2007. The Company reported net income of \$4.4 million for the fourth quarter of 2008, a decrease of 8% versus \$4.8 million reported for the fourth quarter of 2007. Diluted net income per share for the quarter was \$0.35 versus \$0.40 for the comparable period of 2007. On a linked quarter basis, fourth quarter results compared to net income of \$5.2 million, or \$0.42 per diluted share, for the third quarter of 2008.

"Our business is not immune to the challenging conditions we are experiencing nationally and locally. As a result, we were impacted by higher loan losses during the year. Further, there is no question that our traditional commercial and industrial commercial borrowing base is undergoing a very stressful period, as reflected in our loan loss provision for the quarter and full year. Yet, we were able to conclude the year with gratifying results," said Kubacki.

The Company also announced that the Board of Directors approved a cash dividend for the fourth quarter of \$0.155 per share, payable on February 5, 2009 to shareholders of record as of January 25, 2009. The quarterly dividend represents an 11% increase over the quarterly dividends paid in 2007, and maintains the level of dividend paid for the third quarter of 2008.

Average total loans for the fourth quarter of 2008 were \$1.77 billion versus \$1.46 billion for the fourth quarter of 2007 and \$1.69 billion for the linked third quarter of 2008. The year-over-year increase for the fourth quarter represented an increase of 21%, or \$305 million. On a linked quarter basis, average loans increased by \$82 million versus the third quarter of 2008. Total gross loans as of December 31, 2008 were \$1.83 billion compared to \$1.52 billion as of December 31, 2007 and \$1.72 billion as of September 30, 2008.

"We are particularly proud of the fact that we are using our balance sheet to demonstrate our commitment to Lake City Bank's clients. In the fourth quarter, we grew our loan portfolio by \$116

million, or 7%, over the third quarter totals. There has been quite a bit of commentary during the past several months about the banking industry's lack of commitment to expanding lending activity in 2008. Clearly, that is not the case with Lake City Bank, as we continued to maintain our historical lending standards while at the same time growing our loan portfolio to provide capital to our clients. Further, our participation in the Capital Purchase Program will bolster an already strong capital structure and balance sheet and provide us with the ability to continue to expand our lending activities in our Indiana footprint," stated Kubacki.

The Company's net interest margin was 3.14% in 2008 versus 3.22% in 2007. The net interest margin was 2.98% in the fourth quarter versus 3.14% in the comparable period of 2007 and 3.35% in the third quarter of 2008. The higher net interest margin in the third quarter of 2008 resulted primarily from the recognition of \$1.2 million in interest income from the payoff of a loan that had been on nonaccrual. Excluding the impact of this event, the net interest margin would have been 3.12% for the third quarter. The decline in the net interest margin during the fourth quarter resulted primarily from the impact of the Federal Reserve Bank's Federal Open Market Committee (FOMC) actions. During the quarter, the FOMC reduced the target federal funds rate from 2.00% to a range of 0% to 0.25% at the conclusion of the quarter. The target fed funds rate on January 1, 2008 was 4.25%, therefore the FOMC lowered the target rate by a range of 4.00% to 4.25% in seven separate actions during the year. This unprecedented activity contributed to the decline in the Company's margin as the cost of deposits and borrowed funds did not decline as rapidly as loan revenue. The loan revenue decline resulted directly from variable rate loans, which are generally linked to the prime rate. The prime rate concluded the year at 3.25% versus 7.25% at December 31, 2007.

The previously noted loan growth led to an increase in average earning assets, which contributed to an increase in net interest income of 14%. Net interest income grew to \$16.0 million in the fourth quarter of 2008 versus \$14.1 million in the fourth quarter of 2007. The Company's provision for loan losses increased by \$1.3 million, or 120%, to \$2.3 million for the fourth quarter of 2008 versus \$1.1 million in the same period of 2007. In the third quarter of 2008, the provision was \$3.7 million. The provision increases in 2008 were primarily driven by a higher level of charge offs, strong loan growth and the overall weaker economic conditions in the Company's markets.

The Company's noninterest expense was \$12.6 million for the fourth quarter of 2008 compared to \$11.4 million for the same period in 2007, an increase of 10%. This increase was driven primarily by increased regulatory expenses, as well as increases in payroll and benefit expenses. Other expense increased by \$611,000, or 24%, in the quarter driven primarily by higher regulatory expenses of \$508,000 due to the Company's resumption of regular FDIC insurance premiums. Salaries and employee benefits increased by \$258,000, or 4%, when compared to the same period in 2007 as a result of a combination of increases in health insurance and performance-based incentive expense, staff additions in administrative and commercial lending positions, normal merit increases and new office staff costs. The Company's efficiency ratio for the fourth quarter of 2008 was 59%, consistent with the same period in 2007. For the full year, the efficiency ratio was 55% versus 57% in 2007.

Net charge-offs totaled \$1.6 million in the fourth quarter of 2008, versus \$327,000 during the fourth quarter of 2007 and \$3.6 million during the third quarter of 2008. Lakeland Financial's allowance for loan losses as of December 31, 2008 was \$18.9 million, compared to \$15.8 million as of December 31, 2007 and \$18.1 million as of September 30, 2008. Nonperforming assets totaled \$22.4 million as of December 31, 2008 compared to \$21.1 million as of September 30, 2008 and \$9.9 million on December 31, 2007. The ratio of nonperforming assets to assets was 0.94% on both December 31, 2008 and September 30, 2008, compared to 0.50% at December 31, 2007. The allowance for loan losses represented 89% of nonperforming loans as of December 31, 2008 versus 90% at September 30, 2008 and 212% at December 30, 2007.

For the three months ended December 31, 2008, Lakeland Financial's average equity to average assets ratio was 6.56% compared to 6.88% for the third quarter of 2008 and 7.47% for the fourth quarter of 2007. Average stockholders' equity for the quarter ended December 31, 2008 was \$151.3 million versus \$152.0 million for the third quarter of 2008 and \$143.9 million for the fourth quarter of 2007. Average total deposits for the quarter ended December 31, 2008 were \$1.84 billion versus \$1.64 billion for the third quarter of 2008 and \$1.52 billion for the fourth quarter of 2007. Earnings for the year ended December 31, 2008 were positively impacted by the pre-tax benefit of \$642,000, or \$382,000 after tax, realized from the first quarter initial public offering of Visa, Inc. common shares. Excluding the effect of the Visa transaction, net income for the year would have been \$19.3 million and diluted earnings per share would have been \$1.55.

Lakeland Financial Corporation is a \$2.4 billion bank holding company headquartered in Warsaw, Indiana. Lake City Bank serves Northern Indiana with 43 branches located in the following Indiana counties: Kosciusko, Elkhart, Allen, St. Joseph, DeKalb, Fulton, Huntington, LaGrange, Marshall, Noble, Pulaski and Whitley. The Company also has a Loan Production Office in Indianapolis, Indiana.

Lakeland Financial Corporation may be accessed on its home page at www.lakecitybank.com. The Company's common stock is traded on the Nasdaq Global Select Market under "LKFN". Market makers in Lakeland Financial Corporation common shares include Automated Trading Desk Financial Services, LLC, B-Trade Services, LLC, Citadel Derivatives Group, LLC, Citigroup Global Markets Holdings, Inc., Domestic Securities, Inc., E*TRADE Capital Markets LLC, FTN Financial Securities Corp., FTN Midwest Securities Corp., Goldman Sachs & Company, Howe Barnes Hoefer & Arnett, Inc., Keefe, Bruyette & Woods, Inc., Knight Equity Markets, L.P., Lehman Brothers Inc., Morgan Stanley & Co., Inc., Stifel Nicolaus & Company, Inc., Susquehanna Capital Group and UBS Securities LLC.

In addition to the results presented in accordance with generally accepted accounting principles in the United States of America, this press release contains certain non-GAAP financial measures. Lakeland Financial believes that providing non-GAAP financial measures provides investors with information useful to understanding Lakeland Financial's financial performance. Additionally, these non-GAAP measures are used by management for planning and forecasting purposes, including measures based on "tangible equity" which is "common stockholders' equity" excluding intangible assets, net of deferred tax. A reconciliation of these non-GAAP measures to the most comparable GAAP equivalent is included in the attached financial tables where the non-GAAP measure is presented.

Visa Initial Public Offering Adjustments

Lake City Bank, as a member bank of Visa U.S.A. Inc., holds shares of restricted common stock in Visa. In connection with Visa's initial public offering in March 2008, a portion of our Visa shares were redeemed pursuant to a mandatory redemption. The after-tax benefit to the year-to-date net income from these Visa adjustments totaled \$382,000, or \$0.03 per diluted common share. This adjustment represents the net impact of the gain from the proceeds of the sale of these shares and the Company's portion of the settlement expenses related to litigation involving Visa, which Lake City Bank was subject to as a member bank. Lake City Bank's remaining shares of Visa stock are recorded at their original cost basis of zero. These shares have restrictions as to their sale or transfer and the ultimate realization of their value is subject to future adjustments based on the resolution of outstanding indemnified litigation.

This document contains, and future oral and written statements of the Company and its management may contain, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of

the Company's management and on information currently available to management, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "plan," "intend," "estimate," "may," "will," "would," "could," "should" or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events. Additional information concerning the Company and its business, including factors that could materially affect the Company's financial results, is included in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on form 10-K.

LAKELAND FINANCIAL CORPORATION FOURTH QUARTER 2008 FINANCIAL HIGHLIGHTS

(Unaudited - Dollars in thousands except share and Per Share Data)

Three Months Ended **Twelve Months Ended** Dec. 31. Sep. 30, Dec. 31. Dec. 31. Dec.31. 2008 2008 2007 2008 2007 END OF PERIOD BALANCES \$ 2,376,967 \$ 2,254,471 \$ 1,989,133 \$ 2,376,967 \$ 1,989,133 Assets Deposits 1,885,299 1,707,930 1,478,918 1,885,299 1,478,918 1,833,334 1,833,334 1,717,345 1,523,720 1,523,720 Loans Allowance for Loan Losses 18.860 18.124 15.801 18.860 15.801 Common Stockholders' Equity 150,582 153,358 146,270 150,582 146,270 Tangible Equity 146,304 148,984 141,619 146,304 141,619 AVERAGE BALANCES Total Assets \$ 2,305,789 \$ 2,208,067 \$ 1,927,172 \$ 2,170,673 \$ 1,839,041 2,085,042 1,811,630 2.175.121 2.047,783 1.729.259 Earning Assets Investments 384,096 389,817 325,226 368,578 306,293 1,767,818 1,463,085 1,665,024 Loans 1,685,963 1,404,068 Total Deposits 1.839.717 1.641.525 1.520.201 1.637.794 1.476.725 Interest Bearing Deposits 1.618.173 1,420,367 1.287.356 1,418,032 1.250,241 Interest Bearing Liabilities 1,916,463 1,817,981 1,532,760 1,782,714 1,458,556 151,992 Common Stockholders' Equity 151,293 143,948 151,062 137,767 INCOME STATEMENT DATA 15,992 17,272 14,058 63,268 54,556 Net Interest Income Net Interest Income-Fully Tax Equivalent 16,271 17,549 14,340 64,419 55,597 1,054 Provision for Loan Losses 2.323 3,710 10,207 4,298 5.385 6.202 5.201 23.328 20.242 Noninterest Income Noninterest Expense 12,550 11.942 11.369 47,481 42,923 Net Income 4,433 5,225 4,824 19,701 19,211 PER SHARE DATA Basic Net Income Per Common Share 0.36 0.43 \$ 0.40 1.61 \$ 1.58 Diluted Net Income Per Common Share 0.35 0.42 1.55 0.40 1.58 0.155 0.605 Cash Dividends Declared Per Common Share 0.155 0.14 0.545 11.98 11.98 Book Value Per Common Share (equity per share issued) 12.17 12.47 12.17 30.09 25.00 30.09 25.98 Market Value - High 24.10 Market Value - Low 14.93 18.52 18.25 14.93 18.25 12,318,204 12,290,055 12,206,210 12,271,927 Basic Weighted Average Common Shares Outstanding 12,188,594 12,476,884 12,420,827 12,459,802 12,468,446 12,424,137 Diluted Weighted Average Common Shares Outstanding KEY RATIOS Return on Average Assets 0.76 % 0.94 0.99 % 0.91 1.04 Return on Average Common Stockholders' Equity 13.04 11.65 13.68 13.30 13 94 Efficiency (Noninterest Expense / Net Interest Income 58.71 50.88 54.83 57.01 plus Noninterest Income) 59.03 Average Equity to Average Assets 6.56 6.88 7.47 6.96 7.49 2.98 3.35 3.22 Net Interest Margin 3.14 3.14 Net Charge Offs to Average Loans 0.36 0.85 0.09 0.43 0.21 Loan Loss Reserve to Loans 1.03 1.06 1.04 1.03 1.04 Nonperforming Loans to Loans 1.16 1.18 0.49 1.16 0.49 0.94 0.94 0.50 0.94 0.50 Nonperforming Assets to Assets Tier 1 Leverage 8.10 8.30 8.93 8.10 8.93 Tier 1 Risk-Based Capital 9.27 9.79 10.54 9.27 10.54 Total Capital 10.20 10.76 11.51 10.20 11.51 Tangible Capital 6.17 6.62 7.14 6.17 7.14 ASSET QUALITY Loans Past Due 90 Days or More 478 1,669 409 478 409 20,810 Non-accrual Loans 18,516 7,039 20,810 7,039 21 288 Nonperforming Loans 20 185 7 448 21 288 7 448 Other Real Estate Owned 953 879 2,387 953 2,387 150 24 150 Other Nonperforming Assets 30 24 22.391 9.859 22.391 9.859 Total Nonperforming Assets 21.094 Impaired Loans 20,304 19,464 6,748 20,304 6,748 2,960 Net Charge Offs/(Recoveries) 1.587 3,600 327 7,148

LAKELAND FINANCIAL CORPORATION CONSOLIDATED BALANCE SHEETS As of December 31, 2008 and 2007 (in thousands, except share data)

	December 31,	December 31,		
	2008	2007		
	(Unaudited)			
ASSETS				
Cash and due from banks	\$ 57,149	\$ 56,278		
Short-term investments	6,858	11,413		
Total cash and cash equivalents	64,007	67,691		
Securities available for sale (carried at fair value)	387,030	327,757		
Real estate mortgage loans held for sale	401	537		
Loans, net of allowance for loan losses of \$18,860 and \$15,801	1,814,474	1,507,919		
Land, premises and equipment, net	30,519	27,525		
Bank owned life insurance	33,966	21,543		
Accrued income receivable	8,599	9,126		
Goodwill	4,970	4,970		
Other intangible assets	413	619		
Other assets	32,588	21,446		
Total assets	\$ 2,376,967	\$ 1,989,133		
LIABILITIES AND STOCKHOLDERS' EQUITY				
LIABILITIES				
Noninterest bearing deposits	\$ 230,716	\$ 255,348		
Interest bearing deposits	1,654,583	1,223,570		
Total deposits	1,885,299	1,478,918		
Short-term borrowings				
Federal funds purchased	19,000	70,010		
Securities sold under agreements to repurchase	137,769	154,913		
U.S. Treasury demand notes	840	1,242		
Other short-term borrowings	45,000	90,000		
Total short-term borrowings	202,609	316,165		
Accrued expenses payable	15,983	15,497		
Other liabilities	1,523	1,311		
Long-term borrowings	90,043	44		
Subordinated debentures	30,928	30,928		
Total liabilities	2,226,385	1,842,863		
STOCKHOLDERS' EQUITY				
Common stock: 180,000,000 shares authorized, no par value				
$12,\!373,\!080 \text{ shares issued and } 12,\!266,\!849 \text{ outstanding as of December } 31,2008$				
$12,\!207,\!723 \text{ shares issued and } 12,\!111,\!703 \text{ outstanding as of December } 31,2007$	1,453	1,453		
Additional paid-in capital	20,632	18,078		
Retained earnings	141,371	129,090		
Accumulated other comprehensive loss	(11,322)	(1,010		
Treasury stock, at cost (2008 - 106,231 shares, 2007 - 96,020 shares)	(1,552)	(1,341		
Total stockholders' equity	150,582	146,270		
Total liabilities and stockholders' equity	\$ 2,376,967	\$ 1,989,133		

LAKELAND FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF INCOME
For the Three Months and Twelve Months Ended December 31, 2008 and 2007 (in thousands except for share and per share data) (unaudited)

Three Months Ended **Twelve Months Ended** December 31, December 31, 2008 2007 2008 2007 NET INTEREST INCOME Interest and fees on loans Taxable 23,865 \$ 26,217 99,538 \$ 102,840 Tax exempt 26 27 113 137 Interest and dividends on securities Taxable 3,225 16,202 11,591 4,409 Tax exempt 591 636 2,411 2,474 Interest on short-term investments 23 260 220 931 28,914 118,484 117,973 Total interest income 30,365 Interest on deposits 10,988 13,543 44,580 53,614 Interest on borrowings Short-term 456 2,109 5,620 7,239 5,016 2,564 Long-term 1,478 655 Total interest expense 12,922 16,307 55,216 63,417 NET INTEREST INCOME 15,992 14,058 63,268 54,556 Provision for loan losses 4,298 2,323 1.054 10,207 NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES 13,669 13,004 53,061 50,258 NONINTEREST INCOME Wealth advisory fees 737 836 3,278 3,142 Investment brokerage fees 393 346 1,872 1,491 7.238 Service charges on deposit accounts 2.248 1.883 8.603 2,811 2,483 Loan, insurance and service fees 689 619 Merchant card fee income 825 824 3,471 3,286 373 444 1,826 1,837 Other income Net gains on sales of real estate mortgage loans held for sale 120 196 786 676 53 39 89 Net securities gains (losses) 0 Gain on redemption of Visa shares 642 Total noninterest income 5,385 5,201 23,328 20,242 NONINTEREST EXPENSE 6,369 6,111 25,482 23,817 Salaries and employee benefits Net occupancy expense 856 742 3,082 2,734 Equipment costs 597 534 1,941 1,906 984 850 3,645 3.096 Data processing fees and supplies Credit card interchange 556 561 2,321 2,204 2,571 Other expense 3,188 11,010 9,166 Total noninterest expense 12,550 11,369 47,481 42,923 INCOME BEFORE INCOME TAX EXPENSE 6,836 27,577 6.510 28,908 Income tax expense 9,207 2,071 2,012 8,366 NET INCOME 4,433 4,824 19,701 19,211 12,318,204 12,206,210 12,271,927 BASIC WEIGHTED AVERAGE COMMON SHARES 12,188,594 BASIC EARNINGS PER COMMON SHARE 0.36 0.40 1.61 1.58 DILUTED WEIGHTED AVERAGE COMMON SHARES 12,476,884 12,459,802

DILUTED EARNINGS PER COMMON SHARE

0.35

0.40

1.58

LAKELAND FINANCIAL CORPORATION

LOAN DETAIL

FOURTH QUARTER 2008

(unaudited in thousands)

	December 31, 			September 30, 2008			December 31,			
Commercial and industrial loans	\$ 1,201,611	65.5	%	\$ 1,129,960	65.8	%	\$	968,336	63.6	%
Commercial real estate - multifamily loans	25,428	1.4		23,674	1.4			16,839	1.1	
Commercial real estate construction loans	116,970	6.4		96,004	5.6			84,498	5.6	
Agri-business and agricultural loans	189,007	10.3		174,462	10.2			170,921	11.2	
Residential real estate mortgage loans	117,230	6.4		114,900	6.7			124,107	8.1	
Home equity loans	128,219	7.0		124,016	7.2			108,429	7.1	
Installment loans and other consumer loans	55,102	3.0		54,504	3.1			50,516	3.3	
Subtotal	1,833,567	100.0	%	1,717,520	100.0	%		1,523,646	100.0	%
Less: Allowance for loan losses	(18,860)			(18,124)				(15,801)		
Net deferred loan (fees)/costs	(233)			(175)				74		
Loans, net	\$ 1,814,474			\$ 1,699,221			\$	1,507,919		