# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### FORM 8-K/A

## **CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 18, 2010

## MACATAWA BANK CORPORATION

(Exact name of registrant as specified in its charter)

Michigan (State or other jurisdiction of Incorporation) 000-25927 (Commission File Number) 38-3391345 (I.R.S. Employer Identification No.)

10753 Macatawa Drive, Holland, Michigan

(Address of principal executive offices)

**49424** (Zip Code)

(616) 820-1444

(Registrant's Telephone Number, Including Area Code)

## Not Applicable

(Former name or former address, if changed since last year)

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:

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)).

### **Explanatory Note:**

Macatawa Bank Corporation (the "Company") is filing this Form 8-K/A as an amendment to its Current Report on Form 8-K filed on May 21, 2010, as amended by its Form 8-K/A filed on June 3, 2010 (the "Initial Report"). Item 4.01, Item 9.01 and Exhibit 16.1 of the Initial Report are amended in their entirety and replaced by the following.

## Item 4.01 Changes in Registrant's Certifying Accountant.

On May 18, 2010, the Company's Audit Committee selected and appointed BDO Seidman, LLP ("BDO Seidman") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. On May 20, 2010, the Company's Board of Directors ratified and approved the Audit Committee's selection and appointment of BDO Seidman as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. The selection and appointment of BDO Seidman followed a request for proposals process conducted by the Company during 2009 and 2010. The selection and appointment of BDO Seidman was recommended and approved by the Company's Audit Committee, which is comprised entirely of independent directors.

Crowe Horwath LLP ("Crowe Horwath") served as the Company's independent auditors for the year ended December 31, 2009 and was engaged during 2010 for the limited purpose of performing a review of the unaudited quarterly financial statements included in the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 2010. On May 18, 2010, the Company's Chief Financial Officer notified Crowe Horwath that the engagement of Crowe Horwath as the Company's independent auditors would not be renewed and that BDO Seidman had been selected and appointed as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010.

In connection with the audit of the Company's financial statements for the year ended December 31, 2009, two "disagreements" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K issued under the Securities Exchange Act of 1934, and its related instructions) between the Company and Crowe Horwath occurred. The first disagreement related to the amount of the provision for loan losses for the fourth quarter of 2009. This disagreement was resolved to the satisfaction of Crowe Horwath.

The second disagreement related to the inclusion by Crowe Horwath of a going concern paragraph in its opinion on its audit of the Company's consolidated financial statements as of and for the year ended December 31, 2009. Additional information about this disagreement may be found in (i) the Company's Annual Report on Form 10-K for the year ended December 31, 2009 in Item 8 under the heading "Report of Independent Registered Public Accounting Firm" and under Note 2 to the consolidated financial statements; and (ii) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 in Part I, Item 1 under Note 2 to the consolidated financial statements (unaudited). This information is here incorporated by reference.

The Audit Committee discussed the subject matter of the disagreements with Crowe Horwath. The Company has authorized Crowe Horwath to respond fully to the inquiries of BDO Seidman concerning the subject matter of the disagreements.

Other than the disagreements described above, during the two years ended December 31, 2009 and 2008 and through May 18, 2010, there were no other "disagreements" (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K issued under the Securities Exchange Act of 1934, and its related instructions) between the Company and Crowe Horwath on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of Crowe Horwath, would have caused Crowe Horwath to make reference to the subject matter of the disagreement in connection with its reports.

Crowe Horwath's reports on the Company's financial statements as of and for the years ended December 31, 2009 and December 31, 2008 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except for the going concern paragraph in its opinion on its audit of the Company's consolidated financial statements as of and for the year ended December 31, 2009 described above.

During the course of the audit procedures for 2009, Crowe Horwath identified certain deficiencies in the Company's credit administration practices and allowance for loan losses determination process. Crowe Horwath concluded that these control deficiencies constituted a "material weakness" in internal control over financial reporting at December 31, 2009. The Chief Executive Officer and Chief Financial Officer of the Company also concluded that the control deficiencies constituted a material weakness in internal control over financial reporting at December 31, 2009. Additional information about this material weakness may be found in (i) the Company's Annual Report on Form 10-K for the year ended December 31, 2009 in Item 9A; and (ii) the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010 in Part I, Item 4. This information is here incorporated by reference. The Audit Committee discussed this event with Crowe Horwath. The Company has implemented improved controls intended to remediate this weakness. However, as of the date of this report, improved controls have not been in operation long enough to measure their operating effectiveness and accordingly the material weakness has not been resolved to the satisfaction of Crowe Horwath. The Company has authorized Crowe Horwath to respond fully to the inquiries of BDO Seidman concerning this matter.

Other than the material weakness described above, during the two years ended December 31, 2009 and 2008 and through May 18, 2010, there were no "reportable events" (as that term is defined in Item 304(a)(1)(v) of Regulation S-K issued under the Securities Exchange Act of 1934, and its related instructions) between the Company and Crowe Horwath.

During the two years ended December 31, 2009 and 2008 and through May 18, 2010, the Company did not consult with BDO Seidman regarding the application of accounting principles to a specified transaction (either completed or proposed), the type of audit opinion that might be rendered on the Company's financial statements, or any matter that was the subject of a disagreement or reportable event.

The Company provided Crowe Horwath with a copy of the information disclosed in this report and requested that Crowe Horwath furnish the Company a letter addressed to the Commission stating whether it agrees with the statements made by the Company in this report and, if not, stating the respects in which it does not agree. A copy of the letter is filed with this report as Exhibit 16.1.

## Item 9.01 Financial Statements and Exhibits

- (d) Exhibits
- 16.1 Auditor's Letter.

## **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.

Dated: July 12, 2010	MAG	CATAWA BANK CORPORATION
	Ву	/s/ Jon W. Swets
		Jon W. Swets Chief Financial Officer

## **EXHIBIT INDEX**

Exhibit Document Number

16.1 Auditor's Letter.

### **EXHIBIT 16.1**



July 12, 2010

Office of the Chief Accountant Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549

Ladies and Gentlemen:

We were previously principal accountants for Macatawa Bank Corporation and, under the date of March 30, 2010, we reported on the consolidated financial statements of Macatawa Bank Corporation as of December 31, 2009 and 2008, and for each of the three years ended December 31, 2009, and the effectiveness of internal control over financial reporting as of December 31, 2009. We have read Macatawa Bank Corporation's statements included under Item 4.01 of its Form 8-K dated July 12, 2010, and we agree with such statements, except that we are not in a position to agree or disagree with the Company's statements in paragraph one, that the audit committee on May 18, 2010 decided to engage BDO Seidman, LLP to serve as the Company's independent registered public accounting firm for the fiscal year December 31, 2010 and that the Company's Board of Directors ratified and approved the Audit Committee's selection and appointment of BDO Seidman LLP, in paragraph eight, sentences seven and eight, indicating the Company has implemented improved controls to remediate the reported material weakness and in paragraph ten that the Company did not consult with BDO Seidman, LLP regarding the application of accounting or auditing principals.

/s/ Crowe Horwath LLP

Crowe Horwath LLP Grand Rapids, Michigan

cc: Mr. Robert DendHerder
Audit Committee Chairman
Macatawa Bank Corporation

### Warner Norcross & Judd LLP

Attorneys at Law 900 Fifth Third Center 111 Lyon Street, N.W. Grand Rapids, Michigan 49503-2487

> Telephone (616) 752-2000 Fax (616) 752-2500

> > July 12, 2010

## EDGAR TRANSMISSION

Securities and Exchange Commission 100 F Street, N.E. Washington, D.C. 20549

> Re: Macatawa Bank Corporation Commission File No. 000-25927 Form 8-K/A

### Dear Sir or Madam:

Transmitted with this letter is a copy of the Form 8-K/A on behalf of Macatawa Bank Corporation ("Macatawa"), which is transmitted electronically through the EDGAR system and is subject to Regulation S-T. Pursuant to Rule 309, only one copy of this electronically formatted document is transmitted.

This firm has on file a manually signed counterpart of each signed document that appears in electronic format in the filing. We hereby undertake, on behalf of Macatawa, to retain the signed documents for a period of five years and to furnish a copy of any such signed document to the Commission or its staff upon request.

If the Commission has any comments or requires any further information, please call me at (616) 752-2176.

Very truly yours,

/s/ G. Charles Goode

G. Charles Goode