

FIRST MERCHANTS CORP

Form S-4/A

April 14, 2017

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As filed with the Securities and Exchange Commission on April 14, 2017

Registration Statement No. 333-216780

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

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FIRST MERCHANTS CORPORATION
(Exact name of registrant as specified in its charter)

INDIANA (State or other jurisdiction of incorporation or organization)	6712 (Primary Standard Industrial Classification Code Number) 200 East Jackson Street	35-1544218 (I.R.S. Employer Identification No.)
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Muncie, Indiana 47305

(765) 747-1500

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

Mark K. Hardwick

Executive Vice President,

Chief Financial Officer and Chief Operating Officer

First Merchants Corporation

200 East Jackson Street

Muncie, Indiana 47305

(765) 747-1500

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

With copies to:

Jeremy E. Hill, Esq.

Jeffery E. Smith, Esq.

Bradley C. Arnett, Esq.

Kimberly J. Schaefer, Esq.

Bingham Greenebaum Doll LLP

Vorys, Sater, Seymour and Pease LLP

2700 Market Tower

52 East Gay Street

10 W. Market Street

Columbus, Ohio 43215

Indianapolis, Indiana 46204

(614) 464-6400

(317) 635-8900

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement and upon the effective time of the merger described in the accompanying proxy statement and prospectus.

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.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange

Commission, acting pursuant to said Section 8(a), may determine.

subject to such stock option, less (c) applicable tax withholdings.

First Merchants common stock is listed on The NASDAQ Global Select Market under the symbol FRME. On January 24, 2017, the last business day prior to the public announcement of the Merger, the closing price of a share of First Merchants common stock was \$36.46, which, after giving effect to the Exchange Ratio of 2.7245, results in an implied value of approximately \$99.34 per Arlington Bank common share as of such date. On April 12, 2017, the latest practicable date before the date of this proxy statement and prospectus, the closing price of a share of First Merchants common stock was \$38.11, which, after giving effect to the Exchange Ratio of 2.7245, results in an implied value of approximately \$103.83 per Arlington Bank common share as of such date. You should obtain a current market quotation for First Merchants before you vote.

We cannot complete the Merger unless a majority of the issued and outstanding common shares of Arlington Bank vote to approve the Merger Agreement. Arlington Bank will hold a special meeting of its shareholders to vote on this merger proposal. **Your vote is very important.** Whether or not you plan to attend the shareholder meeting, please take the time to vote by completing the enclosed proxy card and mailing it in the enclosed envelope. **If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote in favor of the Merger Agreement. Not returning your card will have the same effect as a vote against the Merger Agreement.**

The date, time and place of the meeting are as follows:

May 17, 2017, 5:00 p.m., local time

2130 Tremont Center

Upper Arlington, Ohio 43221

This proxy statement and prospectus provides you with detailed information about the special meeting and the proposed Merger. It also contains or references information about Arlington Bank and First Merchants. You can also get information about First Merchants from publicly available documents that have been filed with the Securities and Exchange Commission.

We strongly support the Merger of our companies. **The Board of Directors of Arlington Bank unanimously recommends that you vote in favor of the Merger Agreement.**

/s/ Michael C. Rechin

President and Chief Executive Officer

FIRST MERCHANTS CORPORATION

/s/ James R. DeRoberts

Chairman and Chief Executive Officer

THE ARLINGTON BANK

For a discussion of certain risk factors which you should consider in evaluating the Merger, see Risk Factors beginning on page 22. We encourage you to read this entire document carefully.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued pursuant to this proxy statement and prospectus or determined if this

proxy statement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

These securities are not savings or deposit accounts or other obligation of any bank or non-bank subsidiary of either of our companies, and they are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other federal or state governmental agency.

Proxy statement and prospectus dated [], 2017, and first mailed to Arlington Bank shareholders on or about [], 2017.

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ADDITIONAL INFORMATION

This document incorporates important business and financial information about First Merchants from other documents filed by First Merchants with the Securities and Exchange Commission (SEC) that are not delivered with or included in this document. This information (including the documents incorporated herein by reference) is available to you without charge upon your written or oral request. You may request these documents in writing or by telephone at the following addresses and telephone numbers:

First Merchants Corporation

200 East Jackson Street

Muncie, Indiana 47305

Attention: Brian T. Hunt,

Corporate Secretary

Telephone: (765) 747-1500

To ensure timely delivery, shareholders must request the documents containing the information described above no later than five (5) business days prior to the date of the special meeting of the Arlington Bank shareholders. Accordingly, if you would like to make such a request, please do so by [], 2017, in order to receive the requested information before the meeting.

You can also obtain copies of the documents incorporated by reference in this document through the SEC's website at www.sec.gov. See WHERE YOU CAN FIND ADDITIONAL INFORMATION on page [].

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THE ARLINGTON BANK

2130 Tremont Center

Upper Arlington, Ohio 43221

**NOTICE OF SPECIAL MEETING OF
SHAREHOLDERS TO BE HELD ON**

May 17, 2017

To Our Shareholders:

We will hold a special meeting of the shareholders of The Arlington Bank (*Arlington Bank*) on May 17, 2017, at 5:00 p.m., local time, at 2130 Tremont Center, Upper Arlington, Ohio 43221.

The purposes of the special meeting are:

1. *Merger Proposal.* To consider and vote upon a proposal to approve the Agreement and Plan of Reorganization and Merger, dated January 25, 2017 (the *Merger Agreement*), among First Merchants Corporation (*First Merchants*), First Merchants Bank, a wholly-owned banking subsidiary of