

FIRST MERCHANTS CORP  
Form 11-K  
June 09, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2016  
OR

TRANSITION REPORT PURSUANT TO SECTION 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-17071

A.Full title of the plan and the address of the plan, if different from that of the Issuer named below:

First Merchants Corporation  
Retirement Income and Savings Plan

B.Name of issuer of the securities held pursuant to the plan and the address of its principal office:

First Merchants Corporation  
200 East Jackson Street  
Muncie, Indiana 47305

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First Merchants Corporation  
Retirement Income and Savings Plan  
EIN 35-1544218 PN 002  
Independent Auditor's Report and Financial Statements  
December 31, 2016 and 2015

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First Merchants Corporation  
Retirement Income and Savings Plan  
December 31, 2016 and 2015

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Report of Independent Registered Public Accounting Firm

Audit Committee and Employee Benefit Plan Administrative Committee  
First Merchants Corporation Retirement Income and Savings Plan  
Muncie, Indiana

We have audited the accompanying statements of net assets available for benefits of First Merchants Corporation Retirement Income and Savings Plan as of December 31, 2016 and 2015, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing auditing procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. Our audits also included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of First Merchants Corporation Retirement Income and Savings Plan as of December 31, 2016 and 2015, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of assets (held at end of year) at December 31, 2016, has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedules, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/ BKD, LLP

Indianapolis, Indiana  
June 9, 2017



First Merchants Corporation  
 Retirement Income and Savings Plan  
 Statements of Net Assets Available for Benefits  
 December 31, 2016 and 2015

|                                    | 2016           | 2015           |
|------------------------------------|----------------|----------------|
| Assets                             |                |                |
| Investments, at fair value         |                |                |
| Common Stock                       | \$9,892,650    | \$5,765,637    |
| Mutual Funds                       | 100,109,055    | 84,570,921     |
| Money Market Funds                 | 5,933,082      | 5,075,705      |
| Collective Investment Fund         | 5,356,583      | 5,020,886      |
| Total Investments                  | 121,291,370    | 100,433,149    |
| Receivables                        |                |                |
| Accrued Income                     | 65,117         | 1,040,617      |
| Employer Contributions             | 616,301        | 682,973        |
| Notes Receivable from Participants | 2,014,193      | 1,797,601      |
| Total Receivables                  | 2,695,611      | 3,521,191      |
| Non-interest Bearing Cash          | 698,350        | 342,263        |
| Total Assets                       | 124,685,331    | 104,296,603    |
| Liabilities                        |                |                |
| Excess Contributions Refundable    | 43,837         | 17,266         |
| Net Assets Available for Benefits  | \$ 124,641,494 | \$ 104,279,337 |

See Notes to Financial Statements

First Merchants Corporation  
 Retirement Income and Savings Plan  
 Statements of Changes in Net Assets Available for Benefits  
 Years Ended December 31, 2016 and 2015

|  | 2016          | 2015           |
|--|---------------|----------------|
| Investment Income (Loss)   |               |                |
| Net Appreciation (Depreciation) in Fair Value of Investments                     | \$8,717,998   | \$(4,827,396 ) |
| Investment Dividends   | 3,263,959     | 4,335,274      |
| Net Investment Income (Loss)   | 11,981,957    | (492,122 )     |
| Interest Income From Notes Receivable from Participants                          | 74,588        | 78,428         |
| Contributions  |               |                |
| Participants   | 5,009,495     | 5,125,123      |
| Employer   | 3,391,724     | 4,059,673      |
| Rollovers  | 2,841,642     | 3,271,490      |
| Total Contributions  | 11,242,861    | 12,456,286     |
| Total Additions  | \$23,299,406  | \$12,042,592   |
| Deductions   |               |                |
| Benefits Paid to Participants  | 9,727,908     | 7,971,351      |
| Administrative Expenses  | 2,759         | 91,003         |
| Total Deductions   | \$9,730,667   | \$8,062,354    |
| Net Increase   | 13,568,739    | 3,980,238      |
| Transfer from Ameriana 401(k) Plan,<br>Participant Loans                         | 63,749        | —              |
| Transfer from Ameriana 401(k) Plan,<br>In-Kind First Merchants Corporation Stock | 1,694,371     | —              |
| Transfer from Ameriana 401(k) Plan   | 5,035,298     |                |
| Net Assets Available for Benefits, Beginning of Year                             | 104,279,337   | 100,299,099    |
| Net Assets Available for Benefits, End of Year                                   | \$124,641,494 | \$104,279,337  |

See Notes to Financial Statements

First Merchants Corporation  
Retirement Income and Savings Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

Note 1: Description of Plan

The following description of First Merchants Corporation Retirement Income and Savings Plan (the Plan) provides only general information. Participants should refer to the Plan Document and Summary Plan Description for a more complete description of the Plan's provisions, which are available from the Plan Administrator.

General

The Plan is a defined-contribution plan sponsored by First Merchants Corporation (Corporation) for the benefit of all employees who are age 18 or older. On November 12, 2013, the Corporation acquired Citizens Financial Bank, on November 7, 2014, the Corporation acquired Community Bank, on April 17, 2015, the Corporation acquired Cooper State Bank and on December 31, 2015 First Merchants Corporation acquired Ameriana Bank. All eligible employees from all acquired banks were permitted to participate in the Plan effective the day following the respective acquisition dates. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). First Merchants Private Wealth Advisors (f/k/a First Merchants Trust Company), a division of First Merchants Bank is the trustee and record keeper of the Plan. First Merchants, as custodian, employs Fidelity to hold the majority of the Plan's assets on their behalf.

First Merchants Corporation acquired Ameriana Bank on December 31, 2015. The Ameriana 401(k) Plan merged into the Plan on July 8, 2016.

Contributions

The Plan permits eligible employees, through a salary deferral election, to contribute up to 75% of eligible compensation, not to exceed the maximum annual limit allowed by law. Employee rollover contributions are also permitted. The Plan also accepts Roth elective deferrals made on behalf of participants.

Prior to March 1, 2005, the Corporation made matching contributions of its employees' salary deferral amounts of 25% of the first 5% of employees' eligible compensation for all participating employees. After March 1, 2005, the matching contribution described above was the only type of employer contribution granted to grandfathered pension plan participants who were at least age 55 and credited with at least ten years of service on February 28, 2005.

Effective January 1, 2013, the structure of the matching contribution for grandfathered participants was changed to the same match structure as all other active employees as described below. The remaining participants could receive three different types of employer contributions. The Corporation's contributions are as follows:

Retirement security contributions: Effective January 1, 2013, the plan was amended to replace the previous service weighted contribution structure, which allowed for an employer contribution range from 2% to 7% of pay based on years of continuous service, to a non-elective 2% of pay annual contribution. The participant must have 1,000 hours of service and be employed at the end of the Plan year. Any employee who is hired or rehired after January 1, 2010 is not eligible for the Retirement Security Contribution.

Matching contributions: Effective January 1, 2013, the plan was amended to change the match structure to increase the employer match to a maximum of 4.5% of employees' eligible compensation. The matching employer contribution increased from 50% of the first 6% of employees' eligible compensation, to 100% of the first 3% of employees' eligible compensation plus 50% of contributions that exceed 3% but are less than 6% of eligible compensation for all participating employees.





First Merchants Corporation  
Retirement Income and Savings Plan  
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The end of year requirement does not apply for participants who have terminated due to normal retirement age, death, or disability. Prior to January 1, 2010, the end of year requirement did not apply for participants who terminated due to early retirement age, which was defined as age 55 and greater than five years of service. Effective January 1, 2010, there is no longer an early retirement provision under the Plan. Normal retirement is defined as age 65 if you are a participant in the Plan at March 1, 2005. If you became a participant in the Plan after March 1, 2005, then the normal retirement date is the later of age 65 or the 5<sup>th</sup> anniversary of your earliest participation date. Prior to January 1, 2010, the entry date for retirement security and transition contributions was March 1, 2005, and each subsequent January 1. Effective January 1, 2010, any employee who is hired or rehired after January 1, 2010 is not eligible for the retirement security contribution. Catch-up contributions are also available for participants in the year in which they turn 50 years of age.

The Plan Document also includes an automatic deferral feature whereby a participant will automatically be set up to defer 3% of eligible compensation on their third pay, unless the participant made an affirmative election otherwise. Contributions are subject to certain limitations.

#### Participant Investment Account Options

Investment account options available include various funds as well as Corporation common stock. Each participant has the option of directing his contributions into any of the separate investment accounts and may change the allocation daily. Allocations to the Corporation's common stock are generally limited to 25% of the applicable account balance.

#### Participant Accounts

Each participant's account is credited with the participant's contribution, the Corporation's contribution and Plan earnings. Allocations of Plan earnings are based on participant account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Vesting

Participants are immediately vested in their voluntary contributions and rollover contribution accounts plus earnings thereon. Vesting in the Corporation's matching contribution portion of their accounts plus earnings thereon is based on years of credited service. A participant is fully vested in the matching contribution portion of their account after five years of credited service. Effective January 1, 2016, for acquired participants, predecessor employer service will be based on years of continuous service. The vesting in the retirement security contribution portion of their account plus earnings is 100% after three years of credited service and vesting in the transition contribution portion of their account plus earnings is immediate since all eligible participants have at least ten years of service. Former Ameriana 401(k) Plan participants are 100% vested in all former Ameriana 401(k) Plan contributions transferred to the Plan in 2016. The nonvested balance is forfeited upon termination of service. Forfeitures are used to reduce the Corporation's contribution or to pay reasonable administrative expenses of the Plan.

#### Payment of Benefits

Upon termination of service, participants may elect to receive a lump-sum amount or installments equal to the value of their accounts. Withdrawals other than for termination are permitted under certain circumstances provided by the Plan. Plan assets may include amounts allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

First Merchants Corporation  
Retirement Income and Savings Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

Forfeited Accounts

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$7,543 and \$628 respectively. These accounts will be used to reduce future employer contributions. Also, in 2016 and 2015, employer contributions were reduced by approximately \$167,000 and \$173,000, respectively, from forfeited nonvested accounts.

Notes Receivable From Participants

Effective January 1, 2010, the Plan Document includes provisions authorizing loans from the Plan to active eligible participants. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loans is determined by the available loan balance restricted to the lesser of \$50,000 or 50% of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan Administrator.

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent notes receivable from participants are reclassified as benefits paid based upon the terms of the Plan Document.

Plan Termination

Although it has not expressed any intent to do so, the Corporation has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become 100% vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes in net assets available for benefits. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds and the Plan's interest in the collective investment fund (Federated Capital Preservation Fund) are valued at the net asset value of shares held by the Plan at year end. Investment in the Corporation's common stock is valued at the quoted market price on the last business day of the plan year. The collective investment fund invests in investments that pursue multiple strategies to exceed the performance of certain industrial averages. The funds may invest in money market mutual funds and guaranteed investment contracts. The net asset value of the fund is determined as of the end of each month utilizing the values of the underlying assets. The fund provides daily liquidity at contract value for any participant withdrawing and transferring funds.

First Merchants Corporation  
Retirement Income and Savings Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Tax Status

The Plan obtained its latest determination letter on May 28, 2014, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code and therefore not subject to tax. Although the Plan has been amended since receiving the determination letter, the Plan Administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified, and the related trust is tax exempt. The determination letter expires January 31, 2019.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Corporation or the Plan, at the Corporation's discretion.

Reclassifications

Certain reclassifications have been made to the 2015 financial statement to conform to the 2016 financial statement presentation. These reclassifications had no effect on changes in net assets available for benefits.

Note 3: Disclosures About Fair Value of Assets and Liabilities

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. There is a hierarchy of three levels of inputs that may be used to measure fair value:

Level 1 Quoted prices in active markets for identical assets or liabilities

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities

Level 3 Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities

Following is a description of the valuation methodologies used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2016. The Plan has no liabilities measured on a recurring basis and has no assets or liabilities measured at fair value on a nonrecurring basis.

First Merchants Corporation  
 Retirement Income and Savings Plan  
 Notes to Financial Statements  
 December 31, 2016 and 2015

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include common stock, mutual funds and money market funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. There are no Level 2 securities held by the Plan. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There are no Level 3 securities held by the Plan.

The following table presents the fair value measurements of assets recognized in the accompanying statement of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31, 2016:

|  | Fair Value    | 2016<br>Fair Value Measurements Using   |   |  |
|--|---------------|---|---|--|
|  |               | Quoted Prices<br>in Active<br>Markets for<br>Identical<br>Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |
| Common Stock                               | \$9,892,650   | \$9,892,650   |   |  |
| Mutual Funds                               | 100,109,055   | 100,109,055   |   |  |
| Money Market Fund                          | 5,933,082     | 5,933,082   |   |  |
| Investments in the Fair Value Hierarchy    | \$115,934,787 | \$115,934,787   |   |  |
| Investment measured at net asset value (A) | 5,356,583     |   |   |  |
| Investments at Fair Value                  | \$121,291,370 | \$115,934,787   | —   | —  |

First Merchants Corporation  
 Retirement Income and Savings Plan  
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|  |                | 2015                          |             |              |
|--|----------------|-------------------------------|-------------|--------------|
|  |                | Fair Value Measurements Using |             |              |
|  |                | Quoted Prices                 |             |              |
|  |                | in Active                     | Significant |              |
|  |                | Markets for                   | Other       | Significant  |
|  |                | Identical                     | Observable  | Unobservable |
|  | Fair           | Assets                        | Inputs      | Inputs       |
|  | Value          | (Level 1)                     | (Level 2)   | (Level 3)    |
| Common Stock                               | \$5,765,637    | \$ 5,765,637                  |             |              |
| Mutual Funds                               | 84,570,921     | 84,570,921                    |             |              |
| Money Market Fund                          | 5,075,705      | 5,075,705                     |             |              |
| Investments in the Fair Value Hierarchy    | \$95,412,263   | \$ 95,412,263                 |             |              |
| Investment measured at net asset value (A) | 5,020,886      |                               |             |              |
| Investments at Fair Value                  | \$ 100,433,149 | \$ 95,412,263                 | —           | —            |

A) In accordance with Subtopic 820-10, certain investments that were measured at net asset value per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

Investments Measured Using the Net Asset Value per Share Practical Expedient

The following table summarizes investments for which fair value is measured using the net asset value per share practical expedient as of December 31, 2016 and 2015. There are no participant redemption restrictions for these investments; the redemption notice period is applicable only to the Plan.

|                            | December 31, 2016 |                      |                          |
|----------------------------|-------------------|----------------------|--------------------------|
|                            | Fair Value        | Unfunded Commitments | Redemption Frequency     |
|                            |                   |                      | Redemption Notice Period |
| Collective Investment Fund | \$5,356,583       | \$0                  | Daily                    |
|                            |                   |                      | None                     |
|                            | December 31, 2015 |                      |                          |
|                            | Fair Value        | Unfunded Commitments | Redemption Frequency     |
|                            |                   |                      | Redemption Notice Period |
| Collective Investment Fund | \$5,020,886       | \$0                  | Daily                    |
|                            |                   |                      | None                     |

First Merchants Corporation  
 Retirement Income and Savings Plan  
 Notes to Financial Statements  
 December 31, 2016 and 2015

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association, or relatives of such persons.

The Plan paid \$78,031 investment fees to First Merchants Private Wealth Advisors during 2015. The Plan received investment fee rebates of \$51,060 and \$59,011 during 2016 and 2015 from mutual fund providers. Individually nonmaterial expenses paid to parties-in-interest aggregated \$2,759 for 2016 and \$12,972 for 2015. The Company provides certain administrative services at no cost to the Plan.

During 2015, the Corporation reimbursed the Plan approximately \$550,000 related to fees received by First Merchants Trust Company for portion of 2015 and prior years. This reimbursement also included a calculation for lost opportunity cost associated with these fees received.

The Plan invests in First Merchants Corporation common stock. Activity at fair value was as follows:

|   | First<br>Merchants<br>Corporation<br>Common<br>Stock |
|---|--|
| Balance at January 1, 2015  | \$4,891,955  |
| Total unrealized gain included in net increase in net assets available for benefits | 396,788  |
| Total realized gain included in net increase in net assets available for benefits   | 187,830  |
| Purchases   | 809,427  |
| Settlements   | (520,363 )   |
| Balance at December 31, 2015  | 5,765,637  |
| Total unrealized gain included in net increase in net assets available for benefits | 2,868,914  |
| Total realized gain included in net increase in net assets available for benefits   | 624,735  |
| In-Kind Transfer from Ameriana 401(k) Plan*   | 1,694,371  |
| Purchases   | 660,096  |
| Settlements   | (1,721,103 )   |
| Balance at December 31, 2016  | \$9,892,650  |

\* As described in Note 1, Ameriana Bank was acquired in December 2015. The Ameriana Bank stock held by the Plan was converted to First Merchants Corporation Stock at that time. During 2016 the Ameriana Bank stock transferred in-kind to the Plan.

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First Merchants Corporation  
Retirement Income and Savings Plan  
Notes to Financial Statements  
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#### Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits.

#### Subsequent Event

During 2017, the Corporation acquired The Arlington Bank and Independent Alliance Bank (iAB). The employees will become participants in the Plan during 2017.

Supplemental Schedule

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First Merchants Corporation  
 Retirement Income and Savings Plan  
 Employer Identification Number: 35-1544218 Plan Number: 002  
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)  
 December 31, 2016

| (a)(b)<br>Identity of Issue,<br>Borrower, Lessor or<br>Similar Party | (c)<br>Description<br>of<br>Investment (e)<br>Including Par<br>or<br>Maturity<br>Value | Current<br>Value |
|--|--|------------------|
| Common Stock   |  |                  |
| *First Merchants Corporation   | 262,753 shares   | \$ 9,892,650     |
| Mutual Funds   |  |                  |
| American Europacific Growth Fund                                     | 37,157 shares  | 1,673,570        |
| American Capital World Bond Fund                                     | 35,766 shares  | 678,122          |
| Columbia High Yield Bond Fund  | 798,843 shares   | 2,324,633        |
| Dodge & Cox International Fund                                       | 46,693 shares  | 1,779,020        |
| Federated SH-Interm Total Return Bond Fund                           | 46,165 shares  | 475,498          |
| Federated Total Return Bond  | 429,720 shares   | 4,632,378        |
| Fidelity Contra Fund   | 79,992 shares  | 7,875,993        |
| Goldman Sachs Mid Cap Equity Fund                                    | 139,754 shares   | 5,182,077        |
| MFS International Discovery Fund                                     | 31,904 shares  | 861,407          |
| Nuveen Mid Cap Growth Fund   | 59,403 shares  | 2,478,298        |
| Nuveen Real Estate Fund  | 84,201 shares  | 1,858,320        |
| T Rowe Price Emerging Markets Fund                                   | 14,739 shares  | 466,926          |
| T Rowe Price Dividend Growth Fund                                    | 132,230 shares   | 4,916,293        |
| Vanguard 500 Index Fund  | 31,440 shares  | 6,494,487        |
| Vanguard Balanced Index AD   | 3,384 shares   | 105,288          |
| Vanguard High Div Yield Ind Fund                                     | 13,496 shares  | 404,481          |
| Vanguard Inflation Protected Bond                                    | 17,675 shares  | 435,507          |
| Vanguard International Growth Admiral                                | 15,389 shares  | 1,036,148        |
| Vanguard Total International Stock Admiral                           | 9,265 shares   | 228,191          |
| Vanguard Mid Cap Index Fund  | 29,443 shares  | 4,797,517        |
| Vanguard Short Term Federal Admiral                                  | 164,635 shares   | 1,759,953        |
| Vanguard Small Cap Growth Index Fund                                 | 42,817 shares  | 2,003,391        |
| Vanguard Small Cap Index Admiral                                     | 59,853 shares  | 3,697,099        |
| Vanguard Small Cap Value Index Fund                                  | 68,445 shares  | 3,557,098        |
| Vanguard Target 2015 Fund  | 117,502 shares   | 1,704,954        |
| Vanguard Target 2025 Fund  | 379,166 shares   | 6,199,359        |
| Vanguard Target 2035 Fund  | 252,113 shares   | 4,472,489        |
| Vanguard Target 2045 Fund  | 102,201 shares   | 1,930,579        |
| Vanguard Target 2010 Fund  | 40,233 shares  | 1,019,514        |

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|                             |                |             |
|-----------------------------|----------------|-------------|
| Vanguard Target 2020 Fund   | 143,475 shares | 4,054,599   |
| Vanguard Target 2060 Fund   | 7,138 shares   | 207,291     |
| Vanguard Target 2055 Fund   | 20,365 shares  | 670,211     |
| Vanguard Target 2050 Fund   | 44,383 shares  | 1,348,802   |
| Vanguard Target 2040 Fund   | 110,790 shares | 3,346,979   |
| Vanguard Target 2030 Fund   | 249,325 shares | 7,280,296   |
| Vanguard Target Income Fund | 56,490 shares  | 723,632     |
| Vanguard Windsor II Fund    | 119,144 shares | 7,428,655   |
|                             |                | 100,109,055 |

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First Merchants Corporation  
 Retirement Income and Savings Plan  
 Employer Identification Number: 35-1544218 Plan Number: 002  
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)  
 December 31, 2016

| (a)(b)<br>Identity of Issue,<br>Borrower, Lessor or<br>Similar Party | (c)<br>Description of<br>Investment<br>Including Par<br>or<br>Maturity Value | (e)<br>Current<br>Value |
|--|--|-------------------------|
| Collective Investment Fund   |  |                         |
| Federated Capital Preservation Fund                                  | 535,658 units  | 5,356,583               |
| Money Market Funds   |  |                         |
| Federated Government Obligation Fund                                 | 3,567,235 shares   | 3,567,235               |
| Federated U.S. Treasury Cash Fund                                    | 2,365,847 shares   | 2,365,847               |
|  |  | 5,933,082               |
| *Participant Loans   | 4.0% - 4.25%,<br>01/2017 -<br>05/2023  | 2,014,193               |
|  |  | \$ 123,305,563          |
| *Party-in-interest   |  |                         |

SIGNATURES

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

First Merchants Corporation Retirement Income and Savings Plan

Date: June 9, 2017

/s/ Mark K. Hardwick

Mark K. Hardwick

Executive Vice President,

Chief Financial Officer and Chief Operating Officer