

FIRST MID ILLINOIS BANCSHARES INC

Form SC 13D/A

November 26, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

First Mid-Illinois Bancshares, Inc.

(Name of Issuer)

Common Stock, par value \$4.00 per share

(Title of Class of Securities)

320866 106

(CUSIP Number)

Steven L. Grissom

c/o SKL Investment Group, LLC

121 S. 17<sup>th</sup> Street

Mattoon, Illinois 61938

(217) 235-4410

*(Name, Address and Telephone Number of Person*

*Authorized to Receive Notices and Communications)*

November 17, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box [ ].

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

*(Continued on following pages)*

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1 NAMES OF REPORTING PERSONS  
**Steven L. Grissom**  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (See  
Instructions) (a) ☐   
(b) ☒   
3 SEC USE ONLY  
SOURCE OF FUNDS (See Instructions)  
4  
**PF OO**  
CHECK BOX IF DISCLOSURE OF  
5 LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ☐   
CITIZENSHIP OR PLACE OF  
6 ORGANIZATION  
**United States of America**  
SOLE VOTING POWER  
7  
NUMBER OF  
**142,203 Shares**  
8 **SHARED VOTING POWER**  
**BENEFICIALLY**  
OWNED BY  
**258,926 Shares**  
9 **SOLE DISPOSITIVE POWER**  
EACH  
REPORTING  
**142,203 Shares**  
PERSON **SHARED DISPOSITIVE POWER**  
WITH  
**258,926 Shares**  
11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

|           |                                                                                                                                                                                      |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>12</b> | <b>401,129 Shares</b><br>CHECK BOX IF THE AGGREGATE<br>AMOUNT IN ROW (11) EXCLUDES<br>CERTAIN SHARES (See Instructions) [ ]<br>PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (11) |
| <b>13</b> |                                                                                                                                                                                      |
| <b>14</b> | <b>5.7%</b><br>TYPE OF REPORTING PERSON (See<br>Instructions)<br><br><b>IN OO</b>                                                                                                    |

**Item 1. Security and Issuer.**

This statement relates to the common stock, par value \$4.00 per share (the “Common Stock”), of First Mid-Illinois Bancshares, Inc., a Delaware corporation (the “Company”), whose principal executive offices are located at 1421 Charleston Avenue, Mattoon, Illinois 61938.

**Item 2. Identity and Background.**

a. Name

This statement is being filed by Steven L. Grissom individually and as more particularly described in Item 5 below.

Teresa A. Grissom is the spouse of Mr. Grissom

David R. Hodgman serves as co-trustees of the Lumpkin trusts described in Item 5 below.

Mary Lumpkin Sparks serves co-trustee of the Mary Lee Sparks 1978 Trust f.b.o. Mary Lee Sparks described in Item 5 below.

b. Residence or Business Address

Mr. Grissom’s business address is as follows: SKL Investment Group, LLC, 121 S. 1<sup>st</sup> Street, Mattoon, Illinois 61938.

Mrs. Grissom’s residence is as follows: 5051 Pelican Colony Blvd, Unit 1203, Bonita Springs, Florida 34134-6912.

Mr. Hodgman’s business address is as follows: Schiff Hardin LLP, 233 S. Wacker Drive, Suite 6600, Chicago, Illinois 60606.

Ms. Sparks’ residence is as follows: 2438 Campbell Road, NW, Albuquerque, NM 87104

c. Present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted:

Mr. Grissom’s principal occupation is serving as the Administrative Officer of SKL Investment Group, LLC.

Mrs. Grissom’s principal occupation is an investor.

Mr. Hodgman’s principal occupation is working as an attorney with the law firm of Schiff Hardin, LLP.

Ms. Sparks’ principal occupation is an investor.

Whether or not during the last five years, any such person has been convicted in a criminal proceeding (excluding d. traffic violations or similar misdemeanors) and, if so, give the dates, nature of conviction, name and location of court, and penalty imposed, or other disposition of the case:

During the last five years, none of Mr. and Mrs. Grissom, Mr. Hodgman, and Ms. Sparks have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Whether or not, during the last five years, such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, e. decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws; and, if so, identify and describe such proceedings and summarize the terms of such judgment, decree or final order:

During the last five years, none of Mr. and Mrs. Grissom, Mr. Hodgman, and Ms. Sparks have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order finding any violation with respect to federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.

f. Citizenship

Each of Mr. and Mrs. Grissom, Mr. Hodgman, and Ms. Sparks is a citizen of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration.**

Since Mr. Grissom's most recently filed statement on Schedule 13D on August 5, 2014, shares of Common Stock for which Mr. Grissom is reporting beneficial ownership herein have been acquired in the following manner: (i) 18,501 shares acquired upon the conversion of 80 shares of Series B 9% Non-Cumulative Perpetual Convertible Preferred Stock ("Series B Preferred Stock") of the Company held jointly by Mr. and Mrs. Grissom; (ii) 57,816 shares acquired upon the conversion of 250 shares of Series B Preferred Stock of the Company held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990, under which Mr. Grissom serves as co-trustee; and (iii) 18,501 shares acquired upon the conversion of 80 shares of Series B Preferred Stock of the Company held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Margaret Lumpkin Keon. These shares of Common Stock acquired upon conversion of the Series B Preferred Stock have been reflected in Mr. Grissom's Schedule 13D filings following the acquisition of the Series B Preferred Stock.

No borrowed funds were used for any of the above listed acquisitions. Mr. Grissom's percentage of beneficial ownership of shares of Common Stock has decreased as a result of the Company's mandatory conversion of its Series B Preferred Stock.

**Item 4. Purpose of Transaction.**

Purchases of shares of Common Stock by Mr. and/or Mrs. Grissom have been for investment purposes and by Mr. Grissom in his capacity as co-trustee of the trusts described in Item 5 below. Mr. Grissom may purchase additional shares from time to time depending upon price, market conditions, availability of funds, evaluation of other investment opportunities, and other factors. Although Mr. Grissom has no present intention to sell any shares, he could determine from time to time, based upon the same factors listed above for purchases, to sell some or all of the shares held by him.

Except as set forth above, Mr. Grissom does not have any plan or proposal which relates to any of the following matters:

- (a) The acquisition by any person of additional securities of the issuer, or the disposition of securities of the issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the issuer;
- (f) Any other material change in the issuer's business or corporate structure;
- (g) Changes in the issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.



**Item 5. Interest in Securities of Issuer.**

State the aggregate number and percentage of the class of securities identified pursuant to Item 1 (which may be based on the number of securities outstanding as contained in the most recently available filing with the Commission by the issuer unless the filing person has reason to believe such information is not current)

(a) beneficially owned (identifying those shares which there is a right to acquire) by each person named in Item 2.

The above mentioned information should also be furnished with respect to persons who, together with any of the persons named in Item 2, comprise a group within the meaning of Section 13(d)(3) of the Act;

Mr. Grissom's total beneficial ownership amounts to 401,129 shares of Common Stock, or 5.7% of the outstanding shares.

For each person named in response to paragraph (a), indicate the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the

(b) disposition, or shared power to dispose or to direct the disposition. Provide the applicable information required by

Item 2 with respect to each person with whom the power to vote or to direct the vote or to dispose or direct the disposition is shared;

Mr. Grissom holds sole voting and investment power over the following shares of Common Stock: (i) 39,555 shares held individually, (ii) 2,415 shares held for the account of Mr. Grissom under the Company's Deferred Compensation Plan, and (iii) 3,375 shares which Mr. Grissom has the right to acquire by exercise of outstanding stock options under the Company's Stock Incentive Plan. Mr. Grissom holds shared voting and investment power over the following shares of Common Stock: 27,714 shares held jointly by Mr. and Mrs. Grissom.

Mr. Grissom also holds shared voting and investment power over the following shares held in trusts under which he serves as co-trustee: (i) 300 shares held by the Mary Lee Sparks 1978 Trust f.b.o. Mary Lee Sparks, under which Mr. Grissom serves as co-trustee; and (ii) 230,912 shares held by the Richard Anthony Lumpkin 1990 Personal Income Trust for the Benefit of Benjamin Iverson Lumpkin dated April 20, 1990, under which Mr. Grissom serves as co-trustee; however, Mr. Grissom disclaims beneficial ownership of these 231,212 shares held by the foregoing trusts.

Mr. Grissom holds sole voting and investment power over the following shares held in trusts under which he serves as trustee: (i) 600 shares held by the Elizabeth L. Celio 2000 Gift Trust dated December 20, 2000 f.b.o. Emma G. Celio; (ii) 600 shares held by the Elizabeth L. Celio 2000 Gift Trust dated December 20, 2000 f.b.o. Claudia M. Celio; and (iii) 600 shares held by the Elizabeth L. Celio 2000 Gift Trust dated December 20, 2000 f.b.o. Gabriela C Celio; however, Mr. Grissom disclaims beneficial ownership of these 1,800 shares held by the foregoing trusts.

Additionally, Mr. Grissom holds sole voting and investment power over the shares held in the following trusts: (i) 12,552 shares held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Mary Lee Sparks; (ii) 50 shares of Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock ("Series C Preferred Stock") of the Company, which are convertible into 12,321 shares of Common Stock of the Company, held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Mary Lee Sparks; and (iii) 605 shares held by the Richard Adamson Lumpkin Trust dated February 5, 1976 f.b.o. Mary Lee Sparks; (iv) 5,874 shares held by the John W. Sparks 2001 Irrevocable Trust dated July 5, 2001; (v) 43,389 shares held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Margaret Lumpkin Keon; (vi) 80 shares of Series C Preferred Stock of the Company, which are convertible into 19,714 shares of Common Stock of the Company, held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Margaret Lumpkin Keon; and (vii) 604 shares held by the Richard Adamson Lumpkin Trust dated February 5, 1976 f.b.o. Margaret Lumpkin Keon; however, Mr. Grissom disclaims beneficial ownership of these 95,059 shares held by the foregoing trusts.

(c) Describe any transactions in the class of securities reported on that were effected during the past sixty days or since the most recent filing of Schedule 13D, whichever is less, by the persons named in response to paragraph (a). During the last sixty days Mr. Grissom has effected no transactions in the Common Stock of the Company other than the following:

- (i) On November 17, 2014, Mr. and Mrs. Grissom acquired 18,501 shares of Common Stock of the Company upon the conversion of 80 shares of Series B Preferred Stock, held jointly.

On November 17, 2014, Mr. Grissom, in his capacity as co-trustee of the Richard Anthony Lumpkin 1990 (ii) Personal Income Trust f.b.o. Benjamin Iverson Lumpkin acquired 57,816 shares of Common Stock of the Company upon the conversion of 250 shares of Series B Preferred Stock, held by the trust.

On November 17, 2014, Mr. Grissom acquired 18,501 shares of Common Stock of the Company upon the (iii) conversion of 80 shares of Series B Preferred Stock, held by the Richard Adamson Lumpkin Trust dated February 6, 1970 f.b.o. Margaret Lumpkin Keon.

- Other than the entities described in sub-items (a) & (b) above, to the knowledge of Mr. Grissom, no other person (d) has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock beneficially owned by Mr. Grissom.
- (e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

There are no contracts, arrangements, understandings or relationships (legal or otherwise) between Mr. Grissom and any person with respect to any securities of the issuer.

**Item 7. Materials to be Filed as Exhibits.**

None.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: November 20, 2014

/s/ Steven L. Grissom

Steven L. Grissom