

FIRST MID ILLINOIS BANCSHARES INC  
Form 11-K  
June 30, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 11-K  
FOR ANNUAL REPORTS OF EMPLOYEE STOCK PURCHASE, SAVINGS AND SIMILAR PLANS  
PURSUANT TO  
SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 0-13368

FIRST MID-ILLINOIS BANCSHARES, INC.  
401 (k) PROFIT SHARING PLAN  
(Full Title of Plan)

FIRST MID-ILLINOIS BANCSHARES, INC.  
1421 Charleston Avenue  
P.O. Box 499  
Mattoon, Illinois 61938  
(Name of Issuer of the Securities Held Pursuant to the Plan  
and the Address of the Principal Executive Office)

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First Mid-Illinois Bancshares, Inc.  
401 (k) Profit Sharing Plan

EIN 37-1103704 PN 002  
Report of Independent Registered Public Accounting Firm  
and Financial Statements  
December 31, 2016 and 2015

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First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
December 31, 2016 and 2015

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Report of Independent Registered Public Accounting Firm

Audit Committee and 401(k) Oversight Committee  
First Mid-Illinois Bancshares, Inc. 401(k) Profit Sharing Plan  
Mattoon, Illinois

We have audited the accompanying statements of net assets available for benefits of First Mid-Illinois Bancshares, Inc. 401(k) Profit Sharing 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 Mid-Illinois Bancshares, Inc. 401(k) Profit Sharing 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 H, Line 4i-Schedule of Assets (Held at End of Year) as of 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.

Decatur, Illinois  
June 29, 2017

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 Statements of Net Assets Available for Benefits  
 December 31, 2016 and 2015

|                                    | 2016         | 2015         |
|------------------------------------|--------------|--------------|
| Assets                             |              |              |
| Cash                               | \$6,077,705  | \$—          |
| Investments, At Fair Value         | \$51,284,717 | \$45,805,578 |
| Receivables                        |              |              |
| Employer's contributions           | 5,687        | 404          |
| Interest and dividends             | 4,491        | 5,650        |
| Notes receivable from participants | 583,832      | 599,338      |
|                                    | 594,010      | 605,392      |
| Total assets                       | 57,956,432   | 46,410,970   |
| Net Assets Available for Benefits  | \$57,956,432 | \$46,410,970 |

See Notes to Financial Statements

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 Statements of Changes in Net Assets Available for Benefits  
 December 31, 2016 and 2015

|  | 2016         | 2015         |
|--|--------------|--------------|
| Investment Income  |              |              |
| Net appreciation in fair value of investments            | \$4,777,559  | \$286,127    |
| Interest and dividends                                   | 1,372,837    | 1,863,907    |
|  | 6,150,396    | 2,150,034    |
| Interest Income from Notes Receivable from Participants  | 17,814       | 18,275       |
| Contributions  |              |              |
| Employer   | 1,382,077    | 1,167,618    |
| Participants   | 1,728,080    | 1,481,174    |
| Rollovers  | 22,705       | 561,883      |
|  | 3,132,862    | 3,210,675    |
| Total additions  | 9,301,072    | 5,378,984    |
| Deductions   |              |              |
| Benefits paid to participants                            | 3,827,756    | 3,937,927    |
| Administrative expenses                                  | 5,559        | 6,752        |
| Total deductions   | 3,833,315    | 3,944,679    |
| Net Increase   | 5,467,757    | 1,434,305    |
| Transfer from First Clover Leaf Bank Profit Sharing Plan | 6,077,705    | —            |
| Net Assets Available for Benefits, Beginning of Year     | 46,410,970   | 44,976,665   |
| Net Assets Available for Benefits, End of Year           | \$57,956,432 | \$46,410,970 |

See Notes to Financial Statements

First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

#### Note 1: Description of the Plan

The following description of the First Mid-Illinois Bancshares, Inc. 401(k) Profit Sharing Plan (Plan) provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

##### General

The Plan is a defined contribution plan sponsored by First Mid-Illinois Bancshares, Inc. (Company) covering all full-time employees who have at least three months of service. Related employers who also participate in the Plan include First Mid-Illinois Bank & Trust, N.A., Mid-Illinois Data Services, Inc., and The Checkley Agency, Inc. DBA First Mid-Insurance Group. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Trust & Wealth Management Department of First Mid-Illinois Bank & Trust, N.A. is the trustee of the Plan. Effective July 1, 2016, the Plan's custodian of the common stock changed from the Trust & Wealth Management Department of First Mid-Illinois Bank & Trust, N.A. to T.D. Ameritrade. MG Trust Company, LLC serves as custodian of the remaining plan assets.

##### Contributions

The Plan permits eligible employees through a salary deferral election to have the Company make annual contributions of up to 100% of eligible compensation. Employee rollover and employee Roth contributions are also permitted. Employees are automatically enrolled to contribute 5% of eligible wages to the plan upon eligibility. The Company makes safe harbor matching contributions of 100% of employees' salary deferral amounts up to 3% of employees' eligible compensation and 50% of employees' salary deferral amounts on the next 2% of employees' eligible compensation. The Company may also, at its sole discretion, contribute to the Plan an amount to be determined from year to year as a profit sharing contribution. For the years ended December 31, 2016, and December 31, 2015, the profit sharing contribution was 2% of eligible compensation. Contributions are subject to certain limitations.

##### Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily. The annual profit sharing contribution is maintained in a non-participant directed investment until this contribution is allocated by the Plan to the eligible participant accounts.



First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

#### Participant Accounts

Each participant's account is credited with the participant's contribution, the Company's contribution and plan earnings. 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 the Company's matching contributions plus earnings thereon. Vesting in the Company's profit sharing contribution portion of their accounts plus earnings thereon is based on years of vesting service, defined as a minimum of 500 hours of service. A participant is fully vested after 6 years of vesting service. The nonvested balance is forfeited upon payment of benefits. Forfeitures are allocated among active participants based upon eligible compensation.

#### Payment of Benefits

Upon termination of service, an employee may elect to receive a lump-sum amount equal to the value of his account.

#### Forfeited Accounts

At December 31, 2016 and 2015, forfeited nonvested accounts totaled \$53,705 and \$22,424, respectively. For the plan year ending December 31, 2016, the amounts were reallocated to participants as an additional matching contribution. These accounts will be used to reduce future employer contributions or pay administrative expense of the Plan.

#### Notes Receivable from Participants

The Plan document includes provisions authorizing loans from the Plan to active eligible participants. Loans are made to any eligible participant demonstrating a qualifying need. 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 charged at prime rate at loan inception.

First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

## Note 2: Summary of Significant Accounting Policies

### Basis of Accounting

The accompanying financial statements are prepared on the accrual basis 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 and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

### Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Common stock is valued at the closing price reported on the active market on which the individual security is traded. Mutual funds and the money market funds are valued at the net asset value (NAV) of shares held by the plan at year end. Certificates of deposits are valued at amortized cost, which approximates fair value.

The Plan's interest in the pooled separate account is valued at the net asset value (NAV) of the units of the pooled separate account. The NAV is used as a practical expedient to estimate the fair value of the pooled separate account.

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

### Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the plan document.

### Payment of Benefits

Benefit payments to participants are recorded upon distribution.

### Administrative Expenses

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

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
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 December 31, 2016 and 2015

Note 3: Nonparticipant-Directed Investments

Information about the net assets and the components of the changes in net assets relating to the nonparticipant-directed investments, is as follows:

|   | 2016       | 2015        |
|---|------------|-------------|
| Net Assets:                                   |            |             |
| Certificate of deposit                        | \$494,620  | \$424,873   |
| Changes in net assets:                        |            |             |
| Contributions                                 | \$493,379  | \$423,892   |
| Interest income                               | 1,344      | 1,205       |
| Transfers to participant-directed investments | (424,977 ) | (785,407 )  |
| Total additions (deductions)                  | \$69,746   | \$(360,310) |

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, a person who owns 50 percent or more of such an employer, or relatives of such persons.

The Plan's investments are held in a trust account administered by First Mid-Illinois Bank & Trust, a wholly owned subsidiary of the Company. Active participants can purchase the common stock of the Company. At December 31, 2016 and 2015, participants held 335,373 and 326,724 shares, respectively.

The Plan also holds certificates of deposit with First Mid-Illinois Bank & Trust, totaling \$494,620 and \$4,549,141 at December 31, 2016 and 2015, respectively.

The Plan incurs expenses related to general administration and record keeping. The plan sponsor pays these expenses and certain accounting and auditing fees relating to the Plan. The Plan paid \$5,559 and \$6,752 during 2016 and 2015, respectively, to First Mid-Illinois Bank & Trust for participant loan distribution fees.

First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

Note 5: Plan Amendments

The plan document was restated effective January 1, 2015 to bring the plan into compliance with the Pension Protection Act of 2006 (PPA) and other legislative and regulatory changes. The Plan was further amended to be a Safe Harbor 401(k) plan. Effective August 17, 2015, the plan was further amended to allow the predecessor employer service crediting for the acquisition of the 12 Old National Bank locations. Effective January 1, 2017, the plan was further amended to add First Clover Leaf Bank, N.A. as a participating employer under the Plan and to modify certain other provisions of the Plan pertaining to participants previously employed by First Clover Leaf Bank, N.A..

Note 6: Disclosures About Fair Value of Plan Assets

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

Level 2 Observable inputs other than Level 1 prices, such as quoted prices for similar assets; 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

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

Recurring Measurements

The following table presents the fair value measurements of assets recognized in the accompanying statements 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 and 2015:

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 Notes to Financial Statements  
 December 31, 2016 and 2015

|  |               | 2016<br>Fair Value Measurements Using  |   |  |
|--|---------------|--|---|--|
|  | Fair Value    | Quoted<br>Prices in<br>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 of the Company  | \$ 11,402,682 | \$ 11,402,682  | \$  | —\$ —  |
| Mutual funds   | 35,242,608    | 35,242,608   | —   | —  |
| Money market funds   | 145,457       | 145,457  | —   | —  |
| Certificates of deposit  | 494,620       | —  | —   | 494,620  |
| Investment Measured at Net Asset Value (A) Pooled Separate Account | 3,999,350     |  |   |  |
|  | \$ 51,284,717 | \$ 46,790,747  | \$  | —\$ 494,620  |

|                             |               | 2015<br>Fair Value Measurements Using  |   |  |
|-----------------------------|---------------|--|---|--|
|                             | Fair Value    | Quoted<br>Prices in<br>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 of the Company | \$ 8,494,817  | \$ 8,494,817   | \$  | —\$ —  |
| Mutual funds                | 32,595,153    | 32,595,153   | —   | —  |
| Money market funds          | 166,467       | 166,467  | —   | —  |
| Certificates of deposit     | 4,549,141     | —  | —   | 4,549,141  |
|                             | \$ 45,805,578 | \$ 41,256,437  | \$  | —\$ 4,549,141                                      |

(A) The investment measured at fair value using the net asset value per share (or its equivalent) practical expedient has not been classified in the fair value hierarchy. The fair value amount included above is intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statements of net assets available for benefits.

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 Notes to Financial Statements  
 December 31, 2016 and 2015

Following is a description of the valuation methodologies and inputs 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 pursuant to the valuation hierarchy. There have been no significant changes in the valuation techniques during the year ended December 31, 2016. The Plan had no liabilities measured at fair value on a recurring basis. In addition, the Plan had no assets or liabilities measured at fair value on a nonrecurring basis. For assets classified within Level 3 of the fair value hierarchy, the process used to develop the reported fair value is described below.

### Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using quoted prices of securities with similar characteristics or independent asset pricing services and pricing models, the inputs of which are market-based or independently sourced market parameters. Such securities are classified in Level 2 of the valuation hierarchy. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. See the table below for inputs and valuation techniques used for Level 3 securities.

### Investment Measured Using the Net Asset Value per Share Practical Expedient

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

December 31, 2016

|                         | Fair Value  | Unfunded Commitments | Redemption Frequency | Redemption Notice Period |
|-------------------------|-------------|----------------------|----------------------|--------------------------|
| Pooled Separate Account | \$3,999,350 | N/A                  | Daily                | None                     |

### Level 3 Valuation Process

Fair value determinations for Level 3 measurements of securities are the responsibility of the Controller's office. The Controller's office contracts with a pricing specialist to generate fair value estimates on a monthly or quarterly basis. The Controller's office challenges the reasonableness of the assumptions used and reviews the methodology to ensure the estimated fair value complies with accounting standards generally accepted in the United States.

First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 Notes to Financial Statements  
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Level 3 Reconciliation

The following is a reconciliation of the beginning and ending balances of recurring fair value measurements recognized in the accompanying statements of net assets available for benefits using significant unobservable (Level 3) inputs:

|   |                               |
|---|-------------------------------|
|   | Certificates<br>of<br>Deposit |
| Balance, January 1, 2015  | \$4,943,195                   |
| Total interest income included in net increase in net assets available for benefits | 14,779                        |
| Purchases   | 1,555,952                     |
| Redemptions   | (1,964,785 )                  |
| Balance, December 31, 2015  | 4,549,141                     |
| Total interest income included in net increase in net assets available for benefits | 8,641                         |
| Purchases   | 576,652                       |
| Redemptions   | (4,639,814 )                  |
| Balance, December 31, 2016  | \$494,620                     |

Unobservable (Level 3) Inputs

The following table presents quantitative information about unobservable inputs used in recurring Level 3 fair value measurements.

| Fair Value<br>at<br>12/31/2016     | Valuation<br>Technique | Unobservable Inputs       | Range<br>(Weighted<br>Average) |
|------------------------------------|------------------------|---------------------------|--------------------------------|
| Certificates of Deposit \$ 494,620 | Amortized cost         | Contractual interest rate | 0.30%                          |

| Fair Value<br>at<br>12/31/2015      | Valuation<br>Technique | Unobservable Inputs       | Range<br>(Weighted<br>Average) |
|-------------------------------------|------------------------|---------------------------|--------------------------------|
| Certificates of Deposit \$4,549,141 | Amortized cost         | Contractual interest rate | 0.30%                          |

First Mid-Illinois Bancshares, Inc.  
401(k) Profit Sharing Plan  
Notes to Financial Statements  
December 31, 2016 and 2015

Note 7: Transfer of Plan Assets

On September 8, 2016, First Mid-Illinois Bancshares, Inc. acquired First Clover Bank, N.A. Effective December 30, 2016, the First Clover Leaf Bank Profit Sharing Plan was merged with the Plan. All former participants in the First Clover Leaf Bank Profit Sharing Plan had their account balances transferred into the Plan. An aggregate amount of \$6,077,705 was transferred into the Plan during the year ended December 31, 2016, and is included as a transfer from prior trustee on the statement of changes in net assets available for benefits.

Note 8: Plan Termination

Although it has not expressed an intention to do so, the Company 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 9: Plan Tax Status

The Plan operates under a volume submitter adoption agreement and plan document sponsored by Benefit Plan Consultants Inc. This volume submitter plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan Administrator believes that the Plan and related trust are currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. The Plan is no longer subject to U.S. federal or state income tax examinations by tax authorities before 2013.

Note 10: 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.



Supplemental Schedule

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First Mid-Illinois Bancshares, Inc.  
 401(k) Profit Sharing Plan  
 EIN 37-1103704 PN 002  
 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)  
 December 31, 2016

| Identity of Issuer                          | Description of Investment |        |          | Current               |
|---|---------------------------|--------|----------|-----------------------|
| Certificates of Deposit                     |                           |        |          |                       |
| First Mid-Illinois Bank & Trust*            | 0.30                      | % due  | 12/31/16 | \$ 494,620<br>494,620 |
| Common Stock                                |                           |        |          |                       |
| First Mid-Illinois Bancshares, Inc.*        | 335,373                   | Shares |          | 11,402,682            |
| Mutual Funds                                |                           |        |          |                       |
| American Funds EuroPacific Growth F2        | 36,937                    | Shares |          | 1,661,060             |
| American Funds EuroPacific Growth R6        | 4,857                     | Shares |          | 218,757               |
| Gotham Absolute Return Inst                 | 23,226                    | Shares |          | 308,670               |
| ClearBridge Appreciation Fund I             | 83,459                    | Shares |          | 1,738,455             |
| Columbia Acorn International Fund - Z       | 19,628                    | Shares |          | 740,769               |
| Dodge & Cox Balanced Fund                   | 28,037                    | Shares |          | 2,897,634             |
| Dodge & Cox Income Fund                     | 71,063                    | Shares |          | 965,752               |
| Eagle Small Cap Growth Fund Class           | 13,016                    | Shares |          | 711,983               |
| Federated Total Return Bond Fund            | 78,833                    | Shares |          | 849,815               |
| Neuberger Berman Genesis Inst               | 24,174                    | Shares |          | 1,371,610             |
| Oakmark Global I Fund                       | 87,769                    | Shares |          | 2,462,811             |
| Oppenheimer Developing Markets Y            | 40,915                    | Shares |          | 1,308,051             |
| Metropolitan West Total Return Bond I       | 89,756                    | Shares |          | 945,126               |
| Principal High Yield Inst                   | 69,868                    | Shares |          | 507,937               |
| Principal Real Estate Securities            | 13,148                    | Shares |          | 297,279               |
| Maingate MLP I                              | 32,259                    | Shares |          | 337,747               |
| T. Rowe Price Blue Chip Growth Fund         | 24,008                    | Shares |          | 1,743,189             |
| T. Rowe Price Growth Stock Fund             | 2,487                     | Shares |          | 132,458               |
| T. Rowe Price Mid-Cap Value Fund            | 130,716                   | Shares |          | 3,798,606             |
| T. Rowe Price Small-Cap Stock               | 21,579                    | Shares |          | 969,528               |
| Wells Fargo Discp US Core R6                | 101,966                   | Shares |          | 1,542,746             |
| Templeton Global Bond                       | 35,678                    | Shares |          | 426,707               |
| Vanguard 500 Index Admr Shares              | 13,883                    | Shares |          | 2,867,878             |
| Vanguard Balanced Index Admiral Shares      | 6,140                     | Shares |          | 191,024               |
| Vanguard Developed Markets Index Fund - Inv | 4,456                     | Shares |          | 40,509                |
| Vanguard GNMA Fund Admr                     | 97,098                    | Shares |          | 1,023,416             |
| Vanguard Growth Index - Admr                | 51,642                    | Shares |          | 2,959,617             |
| Vanguard Mid-Cap Index Admr Shares          | 1,838                     | Shares |          | 299,429               |

First Mid-Illinois Bancshares, Inc.  
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 Schedule H, Line 4i - Schedule of Assets (Held at End of Year)  
 (Continued)  
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| Identity of Issuer                         | Description of Investment | Current      |
|--|---------------------------|--------------|
| Vanguard Small-Cap Index Admr Shares       | 2,848 Shares              | \$175,905    |
| Vanguard Interm-Term Govt Bond Index       | 602 Shares                | 12,995       |
| Vanguard Total Bond Index Admr Shares      | 16,892 Shares             | 179,903      |
| Vanguard Total World Stock Index           | 6,442 Shares              | 160,329      |
| Vanguard Value Index Admr                  | 4,524 Shares              | 163,920      |
| Vanguard Windsor II - Admiral              | 18,143 Shares             | 1,131,230    |
| Vanguard Emerging Markets Stock Index Admr | 3,350 Shares              | 99,763       |
|  |                           | 35,242,608   |
| Money Market Funds                         |                           |              |
| Northern Instl Funds US Gov't Port         | 15 Units                  | 15           |
| Stock Liquidity Fund - SLIQ                | 406 Units                 | 406          |
| Federated Government Obligs Premier        | 145,036 Units             | 145,036      |
|  |                           | 145,457      |
| Pooled Separate Account                    |                           |              |
| New York Life Anchor Product               | 3,999,350 Units           | 3,999,350    |
| Notes Receivable from Participants*        | 3.25 % — 4.25%            | 583,832      |
|  |                           | \$51,868,549 |

\* Represents a party-in-interest to the Plan

SIGNATURES

THE PLAN. Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

First Mid-Illinois Bancshares, Inc.  
401 (k) Profit Sharing Plan

Date: June 30, 2017

Joseph R. Dively  
President and Chief Executive Officer

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Exhibit Index to Annual Report on Form 11-K

| Exhibit<br>Number | Description and Filing or Incorporation Reference |
|-------------------|---|
|-------------------|---|

|    |                     |
|----|---------------------|
| 23 | Consent of BKD, LLP |
|----|---------------------|