

FIRST MERCHANTS CORP  
Form 10-K/A  
September 30, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 10-K/A  
(Amendment No. 1)

[Mark One]

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

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

Commission file number 0-17071

FIRST MERCHANTS CORPORATION

(Exact name of registrant as specified in its charter)

Indiana

35-1544218

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

200 East Jackson

Muncie, Indiana

47305-2814

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (765)747-1500

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

Name of each exchange on which registered

Common Stock, \$0.125 stated value per share

The NASDAQ Stock Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant(1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every interactive data file required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files) Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best

of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Large accelerated filer [X] Accelerated filer [ ] Non-accelerated filer [ ] Small Reporting Company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes [ ] No[X]

The aggregate market value (not necessarily a reliable indication of the price at which more than a limited number of shares would trade) of the voting stock held by non-affiliates of the registrant was \$762,144,000 as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2014).

As of February 20, 2015 there were 37,680,604 outstanding common shares, without par value, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

|   |   |
|---|---|
| Documents                               | Part of Form 10-K into which incorporated |
| Portions of the Registrant's Definitive | Part III (Items 10 through 14)            |
| Proxy Statement for Annual Meeting of   |   |
| Shareholders to be held May 4, 2015     |   |

## EXPLANATORY NOTE

First Merchants Corporation is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2014 for the sole purpose of satisfying the requirements of Rule 15d-21 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to the First Merchants Corporation Employee Stock Purchase Plan (2009). This Amendment also serves to update the exhibit description and index in connection therewith.

In addition, as required by Rule 12b-15 under the Exchange Act, new certifications by the Company's principal executive officer and principal financial officer are filed as exhibits to this Amendment. This Amendment does not reflect events occurring after the date of the initial Annual Report on Form 10-K or modify or update any disclosures that may have been affected by subsequent events. Other than the changes referred to above, all other information in the initial Annual Report on Form 10-K, as amended, remains unchanged.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 3. Exhibits:

| Exhibit No: | Description of Exhibits:   |
|-------------|--|
| 2.1         | Agreement and Plan of Reorganization and Merger between First Merchants Corporation and Community Bancshares, Inc. dated July 21, 2014 (Incorporated by reference to registrant's Form 8-K filed July 22, 2014).   |
| 2.2         | Agreement and Plan of Reorganization and Merger between First Merchants Corporation and C Financial Corporation dated as of January 5, 2015 (Incorporated by reference to registrant's Form 8-K filed January 6, 2015)   |
| 3.1         | First Merchants Corporation Articles of Incorporation, as amended (Incorporated by reference to registrant's Form 10-Q filed on November 9, 2011)  |
| 3.2         | Bylaws of First Merchants Corporation dated October 28, 2009 (Incorporated by reference to registrant's Form 10-Q filed on November 9, 2009)   |
| 3.3         | First Merchants Corporation Articles of Amendment of the Articles of Incorporation for the Series B Preferred Stock (Incorporated by reference to registrant's Form 8-K filed on September 23, 2011)   |
| 4.1         | First Merchants Corporation Amended and Restated Declaration of Trust of First Merchants Capital Trust II dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)  |
| 4.2         | Indenture dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)  |
| 4.3         | Guarantee Agreement dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)  |
| 4.4         | Form of Capital Securities Certification of First Merchants Capital Trust II (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007)  |
| 4.5         | First Merchants Corporation Dividend Reinvestment and Stock Purchase Plan (Incorporated by reference to registrant's Post-Effective Amendment No. 1 to Form S-3 filed on August 21, 2009)  |
| 4.6         | Upon request, the registrant agrees to furnish supplementally to the Commission a copy of the instruments defining the rights of holders of its (a) 5.00% Fixed-to-Floating Rate Senior Notes due 2028 in the aggregate principal amount of \$5 million and (b) 6.75% Fixed-to-Floating Rate |

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- Subordinated Notes due 2028 in aggregate principal amount of \$65 million. (Incorporated by reference to the registrant's Form 8-K filed on November 4, 2013)
- 10.1 First Merchants Corporation Senior Management Incentive Compensation Program, dated February 26, 2015 (1)
- 10.2 First Merchants Corporation Equity Compensation Plan for Non-Employee Directors, as amended, effective January 1, 2015 (1)
- 10.3 First Merchants Corporation 2009 Long-Term Equity Incentive Plan, as amended, effective January 1, 2015 (1)
- 10.4 Voting Agreement dated July 21, 2014, by and among First Merchants Corporation and certain shareholders of Community Bancshares, Inc. (Incorporated by reference to registrant's Form 8-K filed on July 22, 2014)
- 10.5 First Merchants Corporation Change of Control Agreement, as amended, with Michael C. Rechin dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.6 First Merchants Corporation Change of Control Agreement, as amended, with Mark K. Hardwick dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.7 First Merchants Corporation Change of Control Agreement, as amended, with Michael J. Stewart dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.8 First Merchants Corporation Change of Control Agreement, as amended, with John J. Martin dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.9 First Merchants Corporation Change of Control Agreement, as amended, with Kimberly J. Ellington dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.10 First Merchants Corporation Change of Control Agreement, as amended, with Jeffery B. Lorentson dated June 1, 2011 (Incorporated by reference to registrant's Form 10-Q filed on August 9, 2011) (1)
- 10.11 First Merchants Corporation Change of Control Agreement, effective February 11, 2014, with Stephan H. Fluhler (Incorporated by reference to registrant's Form 8-K filed on May 12, 2014) (1)
- 10.12 Resolution of the Board of Directors of First Merchants Corporation on director compensation dated December 4, 2007 (Incorporated by reference to the registrant's Form 10-K for year ended December 31, 2007) (1)
- 10.13 First Merchants Corporation Supplemental Executive Retirement Plan and amendments thereto (Incorporated by reference to registrant's Form 10-K for year ended December 31, 1997) (1)
- 10.14 First Merchants Corporation Defined Contribution Supplemental Retirement Plan dated January 1, 2006 (Incorporated by reference to registrant's Form 8-K filed on February 6, 2007) (1)
-

(a) 3. Exhibits (continued):

|         |   |
|---------|---|
| 10.15   | First Merchants Corporation Participation Agreement of Michael C. Rechin dated January 26, 2007 (Incorporated by reference to registrant's Form 8-K filed on February 6, 2007) (1)                              |
| 10.16   | First Merchants Corporation 2009 Employee Stock Purchase Plan effective July 1, 2009 (Incorporated by reference to registrant's Form 8-K filed on May 11, 2009) (1)   |
| 10.17   | 2011 Executive Deferred Compensation Plan, effective January 1, 2011 (Incorporated by reference to registrant's Form 8-K filed on November 3, 2011) (1)   |
| 10.18   | Voting Agreement dated January 5, 2015, by and among First Merchants Corporation and certain shareholders of C Financial Corporation (Incorporated by reference to registrant's Form 8-K filed January 6, 2015) |
| 21      | Subsidiaries of registrant (2)  |
| 23      | Consent of Independent Registered Public Accounting Firm (2)  |
| 24      | Limited Power of Attorney (2)   |
| 31.1    | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (2)  |
| 31.2    | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes - Oxley Act of 2002 (2)  |
| 32      | Certifications Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (2)   |
| 99.1    | Financial statements and independent registered public accounting firm's report for First Merchants Corporation 2009 Employee Stock Purchase Plan (2004) (2)  |
| 101.INS | XBRL Instance Document (3)  |
| 101.SCH | XBRL Taxonomy Extension Schema Document (3)   |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document (3)   |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document (3)  |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document (3)   |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (3)  |

(1) Management contract or compensatory plan

(2) Filed herewith.

(3) Furnished herewith.



SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this Amendment No. 1 to its Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on this 30th day of September, 2015.

FIRST MERCHANTS CORPORATION

By: /s/ Michael C. Rechin  
Michael C. Rechin,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to the Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities indicated, on this 30th day of September, 2015.

/s/ Michael C. Rechin  
Michael C. Rechin, President and  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Mark K. Hardwick  
Mark K. Hardwick, Executive Vice  
President and Chief Financial Officer  
(Principal Financial and Accounting Officer)

/s/ Michael R. Becher\*  
Michael R. Becher, Director

/s/ Michael C. Rechin  
Michael C. Rechin, Director

/s/ Roderick English\*  
Roderick English, Director

/s/ Charles E. Schalliol\*  
Charles E. Schalliol, Director

/s/ F. Howard Halderman\*  
F. Howard Halderman, Director

/s/ Patrick A. Sherman\*  
Patrick A. Sherman, Director

/s/ William L. Hoy\*  
William L. Hoy, Director

/s/ Terry L. Walker\*  
Terry L. Walker, Director

/s/ Gary J. Lehman\*  
Gary J. Lehman, Director

/s/ Jean L. Wojtowicz\*  
Jean L. Wojtowicz, Director

\* By Mark K. Hardwick as Attorney-in Fact pursuant to a Limited Power of Attorney executed by the directors listed above, which Power of Attorney was filed with Securities and Exchange Commission as an exhibit to the initial Annual Report on Form 10-K, filed February 27, 2015.

By: /s/ Mark K. Hardwick  
Mark K. Hardwick  
As Attorney-in-Fact  
September 30, 2015





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