

FIRST MERCHANTS CORP
Form S-4/A
October 02, 2015
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As filed with the Securities and Exchange Commission on October 2, 2015

Registration Statement No. 333-206591

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

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

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

INDIANA (State or other jurisdiction of incorporation or organization)	6712 (Primary Standard Industrial Classification Code Number) 200 East Jackson Street Muncie, Indiana 47305 (765) 747-1500	35-1544218 (I.R.S. Employer Identification No.)
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(Address, including Zip Code, and telephone number, including area code, of registrant's principal executive offices)

Mark K. Hardwick
Executive Vice President
Chief Financial Officer
First Merchants Corporation
200 East Jackson Street
Muncie, Indiana 47305
(765) 747-1500

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

With copies to:

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

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

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

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price	Proposed Maximum Aggregate	Amount of Registration Fee (3)(4)

		Per Share	Offering Price (2)	
Common Stock, no par value	Up to 2,794,498 shares	N/A	\$70,906,072	\$8,200

- (1) This represents the maximum number of shares of First Merchants Corporation common stock estimated to be issuable upon completion of the merger described herein. This number is based on the number of shares of Ameriana Bancorp common stock and options outstanding as of September 21, 2015, and the exchange of each such shares of Ameriana Bancorp common stock for 0.9037 shares of First Merchants Corporation common stock, pursuant to the terms of the Agreement and Plan of Reorganization and Merger, dated as of June 26, 2015 (the Merger Agreement), by and between First Merchants Corporation and Ameriana Bancorp, which is attached to the proxy statement and prospectus as Annex A. In accordance with the Merger Agreement, all holders will receive First Merchants Corporation common stock and no cash in exchange for their Ameriana Bancorp common stock (the securities to be canceled in the merger).
- (2) The maximum offering price is based on an estimate solely for the purpose of calculating the registration fee and has been calculated in accordance with Rule 457(f)(1) under the Securities Act of 1933, as amended, using the average of the high and low prices of the Ameriana Bancorp common shares as reported on The NASDAQ Capital Market on September 30, 2015 (\$22.93) for all 3,092,284 Ameriana Bancorp common shares (or options) which could be exchanged in the merger. This amount is the maximum offering price.
- (3) The registration fee of \$8,200 for the securities registered hereby has been calculated pursuant to Rule 457(f) under the Securities Act of 1933, as amended, by adding the original registration fee of \$7,947 to \$253 which represents the increase in maximum offering price since the initial registration statement multiplied by .0001007.
- (4) \$7,947 of filing fee was previously paid on August 26, 2015.

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

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THE INFORMATION IN THIS PROXY STATEMENT AND PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT IS EFFECTIVE. THIS PROXY STATEMENT AND PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PRELIMINARY PROXY STATEMENT AND PROSPECTUS

DATED OCTOBER 2, 2015 SUBJECT TO COMPLETION

FIRST MERCHANTS CORPORATION

AMERIANA BANCORP

YOUR VOTE IS VERY IMPORTANT

PROSPECTUS OF FIRST MERCHANTS CORPORATION FOR UP TO

2,794,498 SHARES OF COMMON STOCK AND

PROXY STATEMENT OF AMERIANA BANCORP

The Board of Directors of First Merchants Corporation (First Merchants) and the Board of Directors of Ameriana Bancorp have approved an Agreement and Plan of Reorganization and Merger (the Merger Agreement), pursuant to which Ameriana Bancorp will merge with and into First Merchants (the Merger). This proposed strategic business combination will expand the second largest bank holding company headquartered in the State of Indiana. Following the Merger, the combined company will have one hundred twenty-two (122) banking offices in twenty-seven (27) Indiana counties, as well as two (2) counties in both Ohio and Illinois, and have assets of approximately \$6.6 billion, \$4.6 billion in loans, \$5.2 billion in deposits, and total shareholders equity of \$0.8 billion.

If the Merger Agreement is approved by a majority of the shareholders of Ameriana Bancorp and the Merger is subsequently completed, the shares of Ameriana Bancorp common stock owned by each Ameriana Bancorp shareholder will be converted into 0.9037 shares (the Exchange Ratio) of First Merchants common stock. The number of shares of First Merchants Common Stock issuable to each Ameriana Bancorp shareholder shall be rounded to the nearest thousandth of a share. The Exchange Ratio is subject to adjustments for stock splits, stock dividends, recapitalization, or similar transactions, or as otherwise described in the Merger Agreement. Immediately prior to the Merger, each outstanding stock option to purchase Ameriana Bancorp common stock will be converted into the right to receive cash in an amount equal to the average closing price of Ameriana Bancorp common stock for the ten (10) trading days preceding the fourth calendar day prior to the date of the Merger less the applicable exercise price.

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

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

December 7, 2015, 1:00 p.m., local time

Ameriana Bank Greenfield Banking Center

1810 North State Street

Greenfield, Indiana 46140

This proxy statement and prospectus provides you with detailed information about the special meeting and the proposed Merger. It also contains or references information about Ameriana Bancorp and First Merchants. You can also get information about First Merchants and Ameriana Bancorp from publicly available documents that have been filed with the Securities and Exchange Commission. First Merchants common stock is listed on The NASDAQ Global Select Market under the symbol FRME. Ameriana Bancorp common stock is listed on The NASDAQ Capital Market under the symbol ASBI.

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

/s/ Michael C. Rechin

President and Chief Executive Officer

FIRST MERCHANTS CORPORATION

/s/ Jerome J. Gassen

President and Chief Executive Officer

AMERIANA BANCORP

For a discussion of certain risk factors which you should consider in evaluating the Merger, see Risk Factors beginning on page 27. We encourage you to read this entire document carefully.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued pursuant to this proxy statement and prospectus or determined if this proxy statement and prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

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

Proxy statement and prospectus dated [], 2015, and first mailed to Ameriana Bancorp shareholders on or about [], 2015.

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ADDITIONAL INFORMATION

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

First Merchants Corporation

200 East Jackson Street

Muncie, Indiana 47305

Attention: David L. Ortega,

Corporate Secretary

Telephone: (765) 747-1500

To ensure timely delivery, shareholders must request the documents containing the information described above no later than five (5) business days prior to the date of the special meeting of the Ameriana Bancorp shareholders. Accordingly, if you would like to make such a request, please do so by November 27, 2015, in order to receive the requested information before the meeting.

You can also obtain copies of the documents incorporated by reference in this document through the SEC's website at www.sec.gov. See WHERE YOU CAN FIND ADDITIONAL INFORMATION on page 123.

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AMERIANA BANCORP

2118 Bundy Avenue

New Castle, Indiana 47362

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

December 7, 2015

To Our Shareholders:

We will hold a special meeting of the shareholders of Ameriana Bancorp on December 7, 2015, at 1:00 p.m. local time, at Ameriana Bank Greenfield Banking Center, 1810 North State Street, Greenfield, Indiana 46140.

The purposes of the special meeting are the following:

1. *Merger Proposal.* To consider and vote upon a proposal to approve the Agreement and Plan of Reorganization and Merger, dated June 26, 2015 (the Merger Agreement), between First Merchants Corporation (First Merchants) and Ameriana Bancorp, and to approve the transactions contemplated thereby (the Merger Proposal). Pursuant to the Merger Agreement, Ameriana Bancorp will merge with and into First Merchants (the Merger) and, immediately thereafter, Ameriana Bank will merge with and into First Merchants Bank, National Association (First Merchants Bank), a wholly-owned banking subsidiary of First Merchants (the Bank Merger).
2. *Adjournment Proposal.* To approve one (1) or more adjournments of the Ameriana Bancorp special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Merger Proposal (the Adjournment Proposal).
3. *Merger-Related Compensation Proposal.* To vote on a proposal, on an advisory (non-binding) basis, of compensation that may become payable to certain executive officers of Ameriana Bancorp in connection with the Merger (the Merger-Related Compensation Proposal).
4. *Other Matters.* To vote upon such other matters which may properly be presented at the special meeting or any adjournment or postponement of the special meeting. Ameriana Bancorp's Board of Directors is not aware of any such other matters.

The proxy statement and prospectus describes the Merger Agreement and the proposed Merger in detail and includes, as Annex A, the complete text of the Merger Agreement. We urge you to read these materials for a description of the Merger Agreement and the proposed Merger. **In particular, you should carefully read the section captioned Risk Factors beginning on page 27 of the accompanying proxy statement and prospectus for a discussion of certain risk factors relating to the Merger.**

The Board of Directors of Ameriana Bancorp has fixed the close of business on October 7, 2015, as the record date for determining those shareholders who are entitled to notice of, and to vote at, the special meeting and any adjournment or postponement of the special meeting. Approval of the Merger Proposal requires the affirmative vote of at least a majority of the outstanding shares of Ameriana Bancorp common stock. Approval of the Adjournment Proposal and Merger-Related Compensation Proposal only requires the affirmative vote of at least a majority of the shares of Ameriana Bancorp common stock voting at the meeting, in person or by proxy, so long as a quorum is present.

The Ameriana Bancorp Board of Directors unanimously recommends that you vote FOR (1) approval of the Merger Proposal; (2) approval of the Adjournment Proposal; and (3) approval of the Merger-Related Compensation Proposal; and (4) approval of such other business which may properly come before the meeting.

Whether or not you plan to attend the special meeting in person, please submit your proxy by completing, signing, and dating the enclosed proxy card and returning it as soon as possible using the

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enclosed postage-prepaid envelope. If you attend the special meeting, you may vote in person if you wish, even if you have previously submitted your proxy. Not submitting your proxy will have the same effect as a vote against the Merger Proposal.

Michael E. Kent
Chairman

By Order of the Board of Directors

Jerome J. Gassen
President and Chief Executive Officer

[], 2015
New Castle, Indiana

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FORWARD-LOOKING STATEMENTS

This document, and the information included or incorporated by reference into it, contain forward-looking statements made pursuant to the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements can often, but not always, be identified by the use of words like believe, continue, pattern, estimate, project, intend, anticipate, expect and similar expressions, or future or conditional verbs such as will, should, could, might, can, may, or similar expressions. These forward-looking statements include, but are not limited to, statements relating to the benefits of the proposed Merger between First Merchants and Ameriana Bancorp, including future financial and operating results, cost savings, enhanced revenues, and accretion/dilution to reported earnings that may be realized from the Merger, as well as other statements of expectations regarding the Merger, and other statements of First Merchants' goals, intentions and expectations; statements regarding First Merchants' business plan and growth strategies; statements regarding the asset quality of First Merchants' loan and investment portfolios; and estimates of First Merchants' risks and future costs and benefits, whether with respect to the Merger or otherwise.

These forward-looking statements are subject to significant risks, assumptions and uncertainties that may cause results to differ materially from those set forth in forward-looking statements, including, among other things: the risk that the businesses of the First Merchants and Ameriana Bancorp will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected; expected revenue synergies and cost savings from the Merger may not be fully realized or realized within the expected time frame; revenues following the Merger may be lower than expected; customer and employee relationships and business operations may be disrupted by the Merger; the ability to obtain required regulatory and shareholder approvals, and the ability to complete the Merger on the expected time frame; possible changes in economic and business conditions; the existence or exacerbation of general geopolitical instability and uncertainty; the ability of First Merchants to integrate recent acquisitions and attract new customers; possible changes in monetary and fiscal policies, and laws and regulations; the effects of easing restrictions on participants in the financial services industry; the cost and other effects of legal and administrative cases; possible changes in the credit worthiness of customers and the possible impairment of collectability of loans; fluctuations in market rates of interest; competitive factors in the banking industry; changes in the banking legislation or regulatory requirements of federal and state agencies applicable to banks and bank holding companies; continued availability of earnings and excess capital sufficient for the lawful and prudent declaration of dividends; changes in market, economic, operational, liquidity, credit and interest rate risks associated with the First Merchants' and Ameriana Bancorp's business; and other risks and factors identified in First Merchants' filings with the SEC.

Neither First Merchants nor Ameriana Bancorp undertakes any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed herein unless required to under the federal securities laws. In addition, First Merchants' and Ameriana Bancorp's past results of operations do not necessarily indicate either of their anticipated future results, whether the Merger is effectuated or not.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SHAREHOLDER MEETING

Q: What am I voting on?

A: You are being asked to vote to approve the Merger Agreement, pursuant to which Ameriana Bancorp will merge with and into First Merchants. First Merchants would be the surviving entity in the Merger, and Ameriana Bancorp would no longer be a separate company.

You are also being asked to vote on three additional proposals; completion of the Merger is not conditioned upon approval of any of these additional proposals:

a proposal to adjourn the Ameriana Bancorp special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Merger Proposal (which we refer to as the Adjournment Proposal);

a proposal to approve, on an advisory (non-binding) basis, the compensation that certain executive officers of Ameriana Bancorp may receive that is based on or otherwise relates to the Merger (which we refer to as the Merger-Related Compensation Proposal); and

to vote on such other matters that may be properly presented at the special meeting or any adjournment or postponement of the special meeting. Ameriana Bancorp's Board is not aware of any such other matters.

Q: Why are First Merchants and Ameriana Bancorp proposing to merge?

A: We believe the Merger is in the best interests of both companies and our respective shareholders. Ameriana Bancorp and First Merchants believe that the Merger will bring together two (2) complementary institutions to create a strategically, operationally and financially strong company that is positioned for further growth. The Merger will give the combined company greater scale and geographic diversity, not only for serving existing customers more efficiently, but also for future expansion. The combination will expand the second largest bank holding company based in the State of Indiana. We believe the Merger will enhance our capabilities to provide banking and financial services to our customers and strengthen the competitive position of the combined organization.

You should review the background of and reasons for the Merger described in greater detail beginning on page 40.

Q: What will Ameriana Bancorp shareholders receive in the Merger?

A: If the Merger Agreement is approved by the shareholders of Ameriana Bancorp and the Merger is subsequently completed, the shares of Ameriana Bancorp common stock owned by each Ameriana Bancorp shareholder will be converted into 0.9037 shares (the Exchange Ratio) of First Merchants common stock (the Merger Consideration). The number of shares of First Merchants common stock issuable to each Ameriana Bancorp shareholder shall be rounded to the nearest thousandth of a share. The Exchange Ratio is subject to adjustments for stock splits, stock dividends, recapitalization, or similar transactions, or as otherwise described in the Merger Agreement. Immediately prior to the Merger, each outstanding in-the-money stock option to purchase Ameriana Bancorp common stock will be converted into the right to receive cash in an amount per share equal to the average closing price of Ameriana Bancorp common stock for the ten (10) trading days preceding the fourth calendar day prior to the date of the Merger less the applicable exercise price. Any out-of-the-money stock options granted by Ameriana Bancorp will be cancelled and no consideration will be provided.

Because the Exchange Ratio is fixed (except for customary anti-dilution adjustments), if you receive First Merchants common stock as consideration for all or a portion of your shares of Ameriana Bancorp common stock, the implied value of the stock consideration that you will receive will depend on the market price of

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First Merchants common stock when you receive your shares of First Merchants common stock. The value of the stock consideration per share of Ameriana Bancorp common stock, based upon First Merchants' closing stock price on September 30, 2015, the most recent practicable trading day before this proxy statement and prospectus was finalized, was \$23.70 per share. **No assurance can be given that the current market price of First Merchants common stock will be equivalent to the market price of First Merchants common stock on the date that shares of First Merchants common stock are received by an Ameriana Bancorp shareholder or at any other time. At the time of completion of the Merger, the market price of the stock consideration could be greater or less than the value of the cash consideration due to fluctuations in the market price of First Merchants common stock.** You should obtain current market prices for shares of First Merchants common stock which is listed on The NASDAQ Global Select Market under the symbol FRME.

Q: What risks should I consider before I vote on the Merger Proposal?

A: You should carefully review the section captioned RISK FACTORS beginning on page 27.

Q: Will First Merchants shareholders receive any shares or cash as a result of the Merger?

A: No. After the Merger, First Merchants shareholders will continue to own the same number of First Merchants shares they owned before the Merger.

Q: When is the Merger expected to be completed?

A: We are working to complete the Merger as quickly as possible. We must first obtain the necessary regulatory approvals and the approval of Ameriana Bancorp shareholders at the special meeting. We currently expect to complete the Merger during the fourth quarter of 2015 or the first quarter of 2016.

Q: What are the tax consequences of the Merger to me?

A: The Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the Internal Revenue Code). A U.S. Holder (as defined in the section captioned MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES beginning on page 70) who exchanges all of its shares of Ameriana Bancorp common stock solely for shares of First Merchants common stock pursuant to the Merger will not recognize any gain or loss on the exchange for federal income tax purposes. At the closing of the Merger, Ameriana Bancorp and First Merchants will each receive an opinion from their tax advisors confirming these tax consequences. See MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES beginning on page 70. **Your individual tax consequences will depend on your personal situation. You should consult your tax advisor for a full understanding of the tax consequences of the Merger to you.**

Q: Will I have dissenters' rights?

A: The shareholders of Ameriana Bancorp are not entitled to dissenters' rights under Indiana Code Section 23-1-44, as amended, because the shares of Ameriana Bancorp common stock are traded on The NASDAQ Capital Market.

Q: What do I need to do now?

A: You should carefully read and consider the information contained in this document and any information incorporated herein by reference. Then, please submit your proxy by completing, signing, and dating the enclosed proxy card and returning it as soon as possible using the enclosed postage-prepaid envelope so that your shares can be voted at the special shareholder meeting. If a returned proxy card is signed but does not specify how you wish to vote your shares, your proxy will be voted **FOR** the: (1) approval of the Merger

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Proposal; (2) approval of the adjournment of the meeting, if necessary, to solicit additional proxies if enough votes have not been cast to approve the Merger Proposal at the time of the meeting; (3) approval of the Merger-Related Compensation Proposal; and (4) approval of such other business as may properly come before the meeting including at an adjournment or postponement of the meeting.

Q: What if I don't vote or I abstain from voting?

A: If you do not vote or you abstain from voting, your abstention will count as a vote **AGAINST** the Merger Proposal. The advisory vote on the Merger-Related Compensation Proposal regarding merger-related compensation payable to Ameriana Bancorp's named executive officers only requires that there be more votes in favor than against. As a result, abstentions and broker non-votes will have no effect on such proposal.

Q: If my shares are held by my broker in street name, will my broker vote my shares for me?

A: Your broker will vote any shares you hold in street name only if you provide instructions to your broker on how to vote your shares. You should follow the directions provided by your broker to vote your shares. If you do not provide your broker with instructions on how to vote your shares held in street name, your broker will not be permitted to vote your shares, which will have the effect of a vote **AGAINST** the Merger and will not be counted for purposes of the advisory vote on Merger-Related Compensation Proposal.

Q: How do I vote my shares of Ameriana Bancorp common stock held in the 401(k) Plan?

A: If you invest in Ameriana common stock through the 401(k) Plan, you will receive a voting instruction card that reflects all shares that you may direct the trustee to vote on your behalf under the plan. Under the terms of the 401(k) Plan, a participant is entitled to direct the trustee how to vote the shares of Company common stock credited to his or her account under the 401(k) Plan. If the 401(k) Plan trustee does not receive timely voting instructions for the shares of Company common stock held in the 401(k) Plan, the shares for which the trustee does not receive timely instructions will be voted in a manner calculated to most accurately reflect the instructions received from other 401(k) Plan participants.

Q: Why am I being asked to cast an advisory (non-binding) vote to approve the compensation payable to certain Ameriana Bancorp officers in connection with the Merger?

A: The SEC, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, has adopted rules that require Ameriana Bancorp to seek an advisory (non-binding) vote with respect to certain payments that are payable to Ameriana Bancorp's named executive officers in connection with the Merger.

Q: What will happen if Ameriana Bancorp's shareholders do not approve such compensation at the special meeting?

- A.** Ameriana Bancorp shareholder approval of the compensation payable to certain of Ameriana Bancorp's executive officers in connection with the Merger is not a condition to completion of the Merger. The vote with respect to such compensation is an advisory vote and will not be binding on Ameriana Bancorp (or First Merchants after the Merger) regardless of whether the Merger Agreement is approved. Accordingly, because the compensation to be paid to certain Ameriana Bancorp executive officers in connection with the Merger is contractual, such compensation will be payable if the Merger is completed regardless of the outcome of the advisory vote.

Q: May I change my vote after I have submitted my proxy?

- A:** Yes. You can change your vote at any time before your proxy is voted at the special meeting. You can do this in one (1) of three (3) ways. First, you can send a written notice stating that you revoke your proxy.

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Second, you can complete and submit a new proxy, dated at a date later than your most recent proxy. Please submit your notice of revocation and/or new proxy card to Ameriana Bancorp, 2118 Bundy Avenue, New Castle, Indiana 47362, Attention: Nicole M. Weaver, Corporate Secretary. Third, you may attend the special meeting and vote in person. Simply attending the special meeting, however, will not revoke your proxy. You must request a ballot and vote the ballot at the meeting.

Q: What constitutes a quorum?

A: The presence, in person or by proxy, of shareholders holding at least a majority of the issued and outstanding shares of Ameriana Bancorp entitled to vote as of October 7, 2015, the record date for the special meeting, will constitute a quorum for the special meeting. On August 7, 2015, there were 3,030,162 shares of Ameriana Bancorp common stock outstanding and entitled to vote at the special meeting.

Q: Should I send in my stock certificate(s) now?

A: No. After the Merger is completed, Ameriana Bancorp shareholders will receive written instructions from First Merchants for exchanging their stock certificates for shares of First Merchants common stock to be received by them in the Merger. Any shares of Ameriana Bancorp common stock held in book-entry form will be automatically exchanged for shares of First Merchants common stock. If you are a First Merchants shareholder, you should retain your certificates, as you will continue to hold the First Merchants shares you currently own.

Q: Whom should I contact if I have other questions about the Merger Agreement or the Merger?

A: You may contact Laurel Hill Advisory Group, LLC, the Information Agent for the Merger at 2 Robbins Lane, Suite 201, Jericho, New York 11753 or by telephone at 888-742-1305. Banks and brokerage firms should also call Laurel Hill Advisory Group, LLC at 516-933-3100.

Ameriana Bancorp shareholders may also contact:

Ameriana Bancorp

2118 Bundy Avenue

New Castle, Indiana 47362

Attention: Nicole Weaver,

Corporate Secretary

Telephone (765) 529-2230

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SUMMARY

This summary highlights selected information from this proxy statement and prospectus. Because this is a summary, it does not contain all of the information that is important to you. You should carefully read this entire document, including the documents incorporated herein by reference, and the other documents to which we have referred you before you decide how to vote. See WHERE YOU CAN FIND ADDITIONAL INFORMATION on page 123 for a description of documents that we incorporate by reference into this document. Each item in this summary includes a page reference that directs you to a more complete description in this document of the topic discussed.

The Companies (page 72)

First Merchants Corporation

200 East Jackson Street

Muncie, Indiana 47305

(765) 747-1500

First Merchants is a financial holding company headquartered in Muncie, Indiana and was organized in September 1982. First Merchants common stock is listed on The NASDAQ Global Select Market under the symbol FRME. First Merchants has one (1) full-service bank charter, First Merchants Bank which opened for business in Muncie, Indiana, in March 1893. First Merchants Bank also operates Lafayette Bank and Trust, Commerce National Bank and First Merchants Trust Company as divisions of First Merchants Bank. First Merchants Bank includes over one hundred (100) banking locations in twenty-six (26) Indiana counties and two (2) counties in both Ohio and Illinois. First Merchants Bank's business activities are currently limited to one (1) significant business segment, which is community banking.

As of June 30, 2015, First Merchants had consolidated assets of \$6.1 billion, consolidated deposits of \$4.8 billion and shareholders' equity of \$750 million. As of June 30, 2015, First Merchants and its subsidiaries had 1,464 full-time equivalent employees. See DESCRIPTION OF FIRST MERCHANTS on page 72.

Ameriana Bancorp

2118 Bundy Avenue

New Castle, Indiana 47362

(765) 529-2230

Ameriana Bancorp is a registered bank holding company under the Bank Holding Company Act of 1956, as amended, incorporated under Indiana law and headquartered in New Castle, Indiana. Ameriana Bancorp's wholly-owned bank subsidiary is Ameriana Bank, an Indiana state bank. Ameriana Insurance Agency, Inc. and Ameriana Financial Services, Inc. are wholly-owned subsidiaries of Ameriana Bank. Ameriana Bank has been operating in East Central Indiana since 1890. Ameriana Bank has thirteen (13) banking centers located in Hamilton, Hancock, Hendricks, Henry, Madison, and Shelby Counties in Indiana. Ameriana Bancorp and Ameriana Bank employed 143 full-time equivalent employees at June 30, 2015. Ameriana Bancorp holds all of the common securities of Ameriana Capital Trust I.

At June 30, 2015, on a consolidated basis, Ameriana Bancorp had assets of approximately \$481 million, deposits of approximately \$389 million, and shareholders' equity of approximately \$41 million.

The Merger (page 39)

We have attached a copy of the Merger Agreement to this document as Annex A. Please read the Merger Agreement in its entirety. It is the legal document that governs the Merger.

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The Merger Agreement provides that, if all of the conditions are satisfied or waived, Ameriana Bancorp will be merged with and into First Merchants and, immediately thereafter, Ameriana Bancorp will cease to exist. Immediately following the Merger, Ameriana Bank will be merged with and into First Merchants Bank and Ameriana Bank will cease to exist. We expect to complete the Merger during the fourth quarter of 2015 or the first quarter of 2016.

Reasons for the Merger (pages 44)

First Merchants. First Merchants' Board of Directors considered a number of financial and nonfinancial factors in making its decision to merge with Ameriana Bancorp, including its respect for the ability and integrity of the Ameriana Bancorp's Board of Directors, management and staff. The Board believes that expanding First Merchants operations in the market areas where Ameriana Bancorp operates offers financial and strategic benefits to First Merchants and Ameriana Bancorp as a combined company.

Ameriana Bancorp. In considering the Merger with First Merchants, Ameriana Bancorp's Board of Directors collected and evaluated a variety of economic, financial and market information regarding First Merchants and its subsidiaries, their respective businesses and First Merchants' reputation and future prospects. In the opinion of Ameriana Bancorp's Board of Directors, favorable factors included First Merchants' strong earnings and stock performance, its management, the compatibility of its markets to those of Ameriana Bancorp, the likelihood of regulatory approvals of the Merger, and the attractiveness of First Merchants' offer from a financial perspective. In addition, the Board of Directors considered the fairness opinion of River Branch Capital LLC (River Branch), described below.

Opinion of River Branch Capital LLC (page 47)

Ameriana Bancorp's Board of Directors retained River Branch to render a fairness opinion in connection with the proposed Merger. At the meeting of Ameriana Bancorp's Board of Directors on June 26, 2015, River Branch delivered to Ameriana Bancorp's Board of Directors an oral opinion, which was confirmed by delivery of a written opinion, dated June 26, 2015, to the effect that, as of the date of the opinion and based upon and subject to the conditions, limitations, qualifications and assumptions set forth in the opinion, the Merger Consideration to be received in the Merger by the holders of Ameriana Bancorp common stock was fair, from a financial point of view, to such holders of Ameriana Bancorp common stock.

The full text of the written opinion of River Branch, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion of River Branch, is attached as Annex B to this proxy statement and prospectus and is incorporated herein by reference. Ameriana Bancorp shareholders are urged to read River Branch's written opinion carefully and in its entirety. River Branch's opinion is limited solely to the fairness, from a financial point of view, of the Merger Consideration to be received in the Merger by the holders of Ameriana Bancorp common stock and does not address Ameriana Bancorp's underlying business decision to effect the Merger or the relative merits of the Merger as compared to any alternative business strategies or transactions that might be available with respect to Ameriana Bancorp. River Branch's opinion does not constitute a recommendation to any shareholder of Ameriana Bancorp as to how such shareholder should vote or act with respect to any matter relating to the Merger or otherwise.

What Ameriana Bancorp Shareholders Will Receive (page 39)

If the Merger Agreement is approved and the Merger is subsequently completed, each outstanding share of Ameriana Bancorp common stock will be converted into the right to receive 0.9037 shares (the Exchange Ratio) of First Merchants common stock. The number of shares of First Merchants Common Stock issuable to each Ameriana

Bancorp shareholder shall be rounded to the nearest thousandth of a share. The Exchange Ratio is

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subject to adjustments for stock splits, stock dividends, recapitalization, or similar transactions, or as otherwise described in the Merger Agreement. Immediately prior to the Merger, each outstanding stock option to purchase Ameriana Bancorp common stock will be converted into the right to receive cash in an amount equal to the average closing price of Ameriana Bancorp common stock for the ten (10) trading days preceding the fourth calendar day prior to the date of the Merger less the applicable exercise price.

Because the Exchange Ratio is fixed (except for customary anti-dilution adjustments), if you receive First Merchants common stock as consideration for all or a portion of your shares of Ameriana Bancorp common stock, the implied value of the stock consideration that you will receive will depend on the market price of First Merchants common stock when you receive your shares of First Merchants common stock. The value of the stock consideration per share of Ameriana Bancorp common stock, based upon First Merchants' closing stock price on September 30, 2015, the most recent practicable trading day before this proxy statement and prospectus was finalized, was \$23.70 per share. **No assurance can be given that the current market price of First Merchants common stock will be equivalent to the market price of First Merchants common stock on the date that shares of First Merchants common stock are received by an Ameriana Bancorp shareholder or at any other time. At the time of completion of the Merger, the market price of the stock consideration could be greater or less than the value of the cash consideration due to fluctuations in the market price of First Merchants common stock.**

Within three (3) business days following the effective date of the