

# Section 1: 8-K (8-K LEGAL DATE ANNOUNCEMENT)

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

## FORM 8-K

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

DATE OF REPORT (Date of earliest event reported): August 30, 2019

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)	(IRS Employer Identification No.)

200 East Jackson Street

P.O. Box 792

Muncie, IN 47305-2814

(Address of principal executive offices, including zip code)

(765) 747-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.125 state value per share	FRME	NASDAQ

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## ITEM 8.01 OTHER EVENTS.

Pursuant to the Agreement and Plan of Reorganization and Merger entered into by and between First Merchants Corporation ("First Merchants") and MBT Financial Corp. ("MBT") on October 9, 2018 (the "Merger Agreement"), First Merchants filed Articles of Merger with the Secretary of State of Indiana and a Certificate of Merger with the Corporations Division of the Michigan Department of Licensing and Regulatory Affairs to complete its previously announced acquisition of MBT through the merger of MBT with and into First Merchants (the "Merger"), effective as of 12:01 a.m. (Eastern Time) on September 1, 2019.

As of the effective time of the Merger, each share of outstanding MBT common stock was converted into the right to receive a 0.2750 share of First Merchants common stock. First Merchants expects to issue approximately 6.4 million shares of its common stock to the shareholders of MBT as consideration in the Merger.

Immediately following the Merger, Monroe Bank & Trust, a wholly-owned subsidiary of MBT, merged with and into First Merchants Bank, a wholly-owned subsidiary of First Merchants, with First Merchants Bank surviving the merger and continuing its corporate existence.

The foregoing description of the mergers does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is incorporated herein by reference as Exhibit 2.1.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
Exhibit 2.1	<a href="#"><u>Agreement and Plan of Reorganization and Merger by and between First Merchants Corporation and MBT Financial Corp., dated as of October 9, 2018 (Incorporated by reference to registrant's Form 8-K filed on October 10, 2018)</u></a>

## SIGNATURES

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

DATE: August 30, 2019

FIRST MERCHANTS CORPORATION

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

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