

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): May 13, 2020**

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 stated value per share | FRME              | Nasdaq Global Select Market               |

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 5.07 Submission of Matters to a Vote of Security Holders.

On May 13, 2020, the Corporation held its annual meeting of shareholders.

Michael J. Fisher, Gary J. Lehman, Michael C. Marhenke and Jean L. Wojtowicz were elected to the Board of Directors for three-year terms expiring at the 2023 annual meeting of shareholders; Clark C. Kellogg Jr. was elected for a two-year term expiring at the 2022 annual meeting of shareholders; and H. Douglas Chaffin was elected for a one-year term expiring at the 2021 annual meeting of shareholders.

The shareholders adopted a non-binding resolution approving the compensation of the Corporation's executive officers and ratified the Board of Directors' appointment of BKD, LLP as the Corporation's independent registered public accounting firm for 2020.

The votes on these matters were as follows:

### 1. Election of Directors:

|                      | FOR        | WITHHELD   | BROKER NON-VOTES |
|----------------------|------------|------------|------------------|
| Michael J. Fisher    | 38,534,366 | 1,411,212  | 6,511,800        |
| Gary J. Lehman       | 37,540,232 | 2,405,346  | 6,511,800        |
| Michael C. Marhenke  | 20,581,691 | 19,363,887 | 6,511,800        |
| Jean L. Wojtowicz    | 37,469,701 | 2,475,877  | 6,511,800        |
| Clark C. Kellogg Jr. | 39,024,604 | 920,974    | 6,511,800        |
| H. Douglas Chaffin   | 38,023,711 | 1,921,867  | 6,511,800        |

Institutional Shareholder Services, Inc., a proxy advisory firm, recommended withholding votes for Mr. Marhenke because, under their policies, they conclude he is "non-independent" by virtue of his being a former employee of an acquired company. However, the Corporation concludes he is an "independent" director under the Rules of both Nasdaq and the SEC.

### 2. Approval, on an advisory basis, of executive compensation:

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|------------------|
| 37,046,964 | 2,046,192 | 852,422 | 6,511,800        |

### 3. Proposal to ratify BKD, LLP as independent auditor for 2020:

| FOR        | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|------------------|
| 44,546,118 | 1,888,036 | 23,224  | —                |

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: May 14, 2020

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)