

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, 2015

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**

(State or other jurisdiction of  
incorporation or organization)

**35-1544218**

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

**200 East Jackson  
Muncie, Indiana**

(Address of principal executive offices)

**47305-2814**

(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  
Common Stock, \$0.125 stated value per share

Name of each exchange on which registered  
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  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

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 \$934,269,000 as of the last business day of the registrant's most recently completed second fiscal quarter (June 30, 2015).

As of February 23, 2016 there were 40,671,228 outstanding common shares, without par value, of the registrant.

DOCUMENTS INCORPORATED BY REFERENCE

Documents

Portions of the Registrant's Definitive

Proxy Statement for Annual Meeting of

Shareholders to be held May 2, 2016

Part of Form 10-K into which incorporated

Part III (Items 10 through 14)

## EXPLANATORY NOTE

First Merchants Corporation (the "Company") is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2015 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 of 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 Ameriana Bancorp dated as of June 26, 2015 (Incorporated by reference to registrant's Form 8-K filed on June 29, 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) (SEC No. 000-17071)   |
| 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) (SEC No. 000-17071)  |
| 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) (SEC No. 000-17071)  |
| 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) (SEC No. 000-17071)   |
| 4.2   | Indenture dated as of July 2, 2007 (Incorporated by reference to registrant's Form 8-K filed on July 3, 2007) (SEC No. 000-17071)   |
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| 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) (SEC No. 000-17071)   |
| 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) (SEC 033-45393)   |
| 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 Subordinated Notes due 2028 in aggregate principal amount of \$65 million. |
| 10.1  | First Merchants Corporation Senior Management Incentive Compensation Program, dated February 26, 2015 (Incorporated by reference to registrant's Form 10-K filed on February 27, 2015) (1)  |
| 10.2  | First Merchants Corporation Equity Compensation Plan for Non-Employee Directors, effective as amended January 1, 2015 (Incorporated by reference to the registrant's Form 10-K filed on February 27, 2015) (1)  |
| 10.3  | First Merchants Corporation 2009 Long-Term Equity Incentive Plan, effective as amended January 1, 2015 (Incorporated by reference to registrant's Form 10-K filed on February 27, 2015) (1)   |
| 10.4  | 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) (SEC No. 000-17071) (1)  |
| 10.5  | 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) (SEC No. 000-17071) (1)   |
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| 10.7  | 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) (SEC No. 000-17071) (1)   |
| 10.8  | 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) (SEC No. 000-17071) (1)  |
| 10.9  | 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) (SEC No. 000-17071) (1)   |
| 10.10 | 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) (SEC No. 000-17071) (1)  |
| 10.11 | 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) (SEC No. 000-17071) (1)  |
| 10.12 | 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) (SEC No. 000-17071) (1)  |
| 10.13 | 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) (SEC No. 000-17071) (1)  |
| 10.14 | 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) (SEC No. 000-17071) (1)  |

(a) 3. Exhibits (continued):

|         |   |
|---------|---|
| 10.15   | 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) (SEC No. 000-17071) (1)                                     |
| 10.16   | 2011 Executive Deferred Compensation Plan, effective January 1, 2011 (Incorporated by reference to registrant's Form 8-K filed on November 3, 2011) (SEC No. 000-17071) (1)   |
| 10.17   | Voting Agreement dated June 26, 2015, by and among First Merchants Corporation and certain shareholders of Ameriana Bancorp (Incorporated by reference to registrant's Form 8-K filed on June 29, 2015) (SEC No. 000-17071) |
| 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)   |
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|         |   |
|         |   |
|         |   |
|         | (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, 2016.

### 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, 2016.

/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,  
Chief Financial Officer and Chief Operating 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 29, 2016.

By: /s/ Mark K. Hardwick  
Mark K. Hardwick  
As Attorney-in-Fact  
September 30, 2016

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| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (3)   |
|         |  |
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|         | (1) Management contract or compensatory plan   |
|         | (2) Filed herewith.  |
|         | (3) Furnished herewith.  |

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement of First Merchants Corporation on Form S-8 (File No. 333-159643) of our report dated September 30, 2016, on our audits of the financial statements of First Merchants Corporation Employee Stock Purchase Plan (2009) as of June 30, 2016 and 2015, and for the years ended June 30, 2016, 2015 and 2014, which report is included in Exhibit 99.1.

/s/ **BKD, LLP**

Indianapolis, Indiana  
September 30, 2016

EXHIBIT-31.1

FIRST MERCHANTS CORPORATION

FORM 10-K  
CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

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I, Michael C. Rechin, President and Chief Executive Officer of First Merchants Corporation, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of First Merchants Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board or directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 30, 2016

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



EXHIBIT-31.2

FIRST MERCHANTS CORPORATION

FORM 10-K  
CERTIFICATION PURSUANT TO  
SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

---

I, Mark K. Hardwick, Executive Vice President, Chief Financial Officer and Chief Operating Officer of First Merchants Corporation, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of First Merchants Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in the Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report, based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board or directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 30, 2016

By: /s/ Mark K. Hardwick

Mark K. Hardwick

Executive Vice President,

Chief Financial Officer

and Chief Operating Officer

(Principal Financial and Accounting Officer)

**EXHIBIT-32**

**CERTIFICATIONS PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the annual report of First Merchants Corporation (the "Corporation") on Form 10-K/A for the period ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Michael C. Rechin, President and Chief Executive Officer of the Corporation, do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o (d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: September 30, 2016

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

A signed copy of this written statement required by Section 906 has been provided to First Merchants Corporation and will be retained by First Merchants Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

In connection with the annual report of First Merchants Corporation (the "Corporation") on Form 10-K/A for the period ending December 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark K. Hardwick, Executive Vice President and Chief Financial Officer of the Corporation, do hereby certify, in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o (d)); and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: September 30, 2016

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

A signed copy of this written statement required by Section 906 has been provided to First Merchants Corporation and will be retained by First Merchants Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

EXHIBIT 99.1

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

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

For the fiscal year ended June 30, 2016

FIRST MERCHANTS CORPORATION  
EMPLOYEE STOCK PURCHASE PLAN (2009)  
(Full title of the plan)

FIRST MERCHANTS CORPORATION  
(Name of issuer of the securities held pursuant to the plan)

200 East Jackson Street  
Muncie, Indiana 47305  
(Address of principal executive office)

## Report of Independent Registered Public Accounting Firm

Audit Committee and Plan Management  
First Merchants Corporation  
Muncie, Indiana

We have audited the accompanying statements of financial condition of First Merchants Corporation Employee Stock Purchase Plan (2009) as of June 30, 2016 and 2015, and the related statements of income and changes in plan equity for each of the years in the three-year period ended June 30, 2016. 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 financial position of First Merchants Corporation Employee Stock Purchase Plan (2009) as of June 30, 2016, and 2015, and the results of its operations for each of the three years in the period ended June 30, 2016, in conformity with accounting principles generally accepted in the United States of America.

/s/ **BKD, LLP**

Indianapolis, Indiana  
September 30, 2016

**First Merchants Corporation**  
**Employee Stock Purchase Plan (2009)**  
**Statements of Financial Condition**  
**June 30, 2016 and 2015**

|  | <u>2016</u>     | <u>2015</u>     |
|--|-----------------|-----------------|
| <b>Assets</b>                                  |                 |                 |
| <b>Investments - Interest Bearing Deposits</b> | 4,166           | 3,202           |
| <b>Plan Equity</b>                             | \$ <u>4,166</u> | \$ <u>3,202</u> |

*See Notes to Financial Statements*

**First Merchants Corporation**  
**Employee Stock Purchase Plan (2009)**  
**Statements of Income and Changes in Plan Equity**  
**Years Ended June 30, 2016, 2015 and 2014**

|   | <u>2016</u>            | <u>2015</u>            | <u>2014</u>            |
|---|------------------------|------------------------|------------------------|
| Investment Income - Interest              | \$ 135                 | \$ 75                  | \$ 93                  |
| Participant Contributions                 | 462,397                | 477,457                | 467,857                |
|   | <u>462,532</u>         | <u>477,532</u>         | <u>467,950</u>         |
| Withdrawals and Terminations Paid in Cash | 16,120                 | 20,639                 | 6,603                  |
| Purchase and Distribution of Stock        | 445,448                | 457,059                | 460,118                |
|   | <u>461,568</u>         | <u>477,698</u>         | <u>466,721</u>         |
| Changes in Plan Equity for the Year       | 964                    | (166)                  | 1,229                  |
| Plan Equity at Beginning of Year          | <u>3,202</u>           | <u>3,368</u>           | <u>2,139</u>           |
| Plan Equity at End of Year                | \$ <u><u>4,166</u></u> | \$ <u><u>3,202</u></u> | \$ <u><u>3,368</u></u> |

See Notes to Financial Statements

**First Merchants Corporation**  
**Employee Stock Purchase Plan (2009)**  
**Notes to Financial Statements**  
**June 30, 2016 and 2015**

**Note 1: Summary of Significant Accounting Policies**

Organization - The Plan was originally adopted by the Board of Directors of First Merchants Corporation (Corporation) in February 1989, and commenced operations in July 1989. Effective July 1, 1994, the Plan was amended by the adoption of the 1994 Employee Stock Purchase Plan (1994 Plan), and effective July 1, 1999, amended again by the adoption of the 1999 Employee Stock Purchase Plan (1999 Plan). The 1999 Plan was adopted by the Board of Directors of the Corporation in February 1999 and approved by Corporation stockholders in April 1999. In December 2003, the Compensation Committee of the Board of Directors approved a new Plan that was approved by Corporation stockholders in April 2004 to be effective July 1, 2004. On February 4, 2009, the Board of Directors of the Corporation approved a new plan, which was subsequently approved by the shareholders of the Company on May 6, 2009.

The Plan provides for the purchase of up to 1,000,000 shares of the Company's common stock by eligible employees through a series of consecutive quarterly offering periods commencing July 1, 2009 and ending once all allocated shares have been issued under the Plan or June 30, 2019, whichever is earlier.

Investments, consisting of interest-bearing deposit accounts at a subsidiary of the Corporation, are carried at cost, which approximates fair value.

**Note 2: General Information**

The Plan, in conjunction with other benefit plans, provides for the purchase of up to 1,000,000 shares of the Corporation's common stock by eligible employees through a maximum of forty offerings of three month durations. Prior to each offering period, eligible employees elect a set dollar amount to be deducted from their pay. Contributions and accumulated interest are used at the end of the offering period to purchase whole shares of stock. Any contributions remaining at the end of a quarter for a partial share will remain in the participant's account and applied towards the purchase of stock the following quarter. Employees are not permitted to purchase shares which exceed \$25,000 in fair market value during a calendar year.

At the end of each offering period, the balance of each participant's payroll deduction account is applied to the purchase of the largest number of full shares of the Corporation's common stock possible. The price at which the shares are deemed to have been purchased is determined by the Compensation and Human Resource Committee of the Corporation's Board of Directors and will be 85% of the average fair market value of the common stock during the offering period, except the price cannot be less than 85% of the lesser of the fair market value of the common stock at the beginning or the end of the offering period. The fair market value of the common stock for purposes of the Plan is the closing price of the common stock as reported by NASDAQ on such date. Shares to be purchased under the Plan may be obtained by the Corporation from its authorized but previously unissued shares, from open market transactions or from private sources.

**First Merchants Corporation**  
**Employee Stock Purchase Plan (2009)**  
**Notes to Financial Statements**  
**June 30, 2016 and 2015**

In June 2016, March 2016, December 2015, and September 2015, the Corporation issued 4,650; 5,887; 4,849; and 5,492 shares of its common stock for the offering period ended June 30, 2016, March 31, 2016, December 31, 2015, and September 30, 2015, respectively, at \$21.13, \$20.03, \$22.38, and \$21.98 per share, respectively.

In June 2015, March 2015, December 2014, and September 2014, the Corporation issued 5,055; 6,678; 5,531; and 7,176 shares of its common stock for the offering period ended June 30, 2015; March 31, 2015; December 31, 2014; and September 30, 2014, respectively, at \$20.04, \$19.36, \$18.48 and \$17.32 per share, respectively.

In June 2014, March 2014, December 2013, and September 2013, the Corporation issued 6,587; 7,253; 5,293; and 7,746 shares of its common stock for the offering period ended June 30, 2014; March 31, 2014; December 31, 2013; and September 30, 2013, respectively, at \$17.97, \$18.39, \$17.03 and \$15.26 per share, respectively.

At June 30, 2016, 2015, and 2014, the Plan had 354, 346, and 366 participants, respectively.

**Note 3: Income Tax Status**

The Plan is not and will not be qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (Code). The Plan is intended to qualify as an employee stock purchase plan under Section 423 of the Code. Consequently, the difference between the purchase price and the fair market value of the stock purchased under the Plan is not includable in the participant's gross income for federal income tax purposes, unless a disqualifying distribution occurs.

The Plan adopted the provisions of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 740, *Income Taxes*, concerning the accounting and disclosures for uncertain tax positions on July 1, 2009. As a result, the Plan has not identified any uncertain tax positions that it believes should be recognized in the financial statements.

**Note 4: Related Party**

Plan assets are held in interest-bearing accounts maintained by the Plan Sponsor with interest paid quarterly at the prevailing rates. Each participant's payroll deferral is maintained in a separate deposit account with the Bank. At June 30, 2016, there were no participants with a deferral balance exceeding federally insured limits.