

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

**FORM S-8  
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)

**35-1544218**  
(I.R.S. Employer  
Identification No.)

**200 East Jackson Street  
Muncie, Indiana 47305  
(765) 747-1500**

(Address, including Zip Code, and telephone number, including area code, of registrant's principal executive offices)

**FIRST MERCHANTS CORPORATION 2009 LONG-TERM EQUITY INCENTIVE PLAN  
(Full title of the plan)**

Mark K. Hardwick  
Executive Vice President,  
Chief Financial Officer and Chief Operating 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:*

Jeremy E. Hill, Esq.  
Bingham Greenebaum Doll LLP  
2700 Market Tower  
10 W. Market Street  
Indianapolis, Indiana 46204  
(317) 635-8900

Brian T. Hunt, Esq.  
First Vice President and General Counsel  
First Merchants Corporation  
200 East Jackson Street  
Muncie, Indiana 47305  
(765) 747-1500

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value				
-2009 Long-Term Equity Incentive Plan	600,000(2)	\$39.73(3)	\$23,862,000	\$2,765.61
<b>TOTAL</b>	<b>600,000</b>		<b>\$23,862,000</b>	<b>\$2,765.61</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Act”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock. In addition, pursuant to Rule 416(c) of the Act, this Registration Statement covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Represents additional shares of common stock that are issuable under the Registrant’s 2009 Long-Term Equity Incentive Plan pursuant to an “evergreen” provision that, for each fiscal year of the Plan, authorizes for issuance the greater of (a) one percent (1%) of the common shares outstanding as of the prior December 31<sup>st</sup> or (b) 250,000, that have not been previously registered under the Registration Statement on Form S-8 (File No. 333-159643) filed by the Registrant with the Securities and Exchange Commission on July 01, 2009 (the “Initial Registration Statement”).
- (3) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s common stock as reported on the Nasdaq Global Select Market on August 9, 2017.

**REGISTRATION OF ADDITIONAL SHARES  
PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, First Merchants Corporation, an Indiana corporation (the “Registrant”), is filing this Registration Statement on Form S-8 (this “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) to register 600,000 additional shares of its common stock that were previously reserved for issuance under the Registrant’s 2009 Long-Term Equity Incentive Plan (the “2009 LTEIP Plan”) (the “Additional Shares”). The Additional Shares are in addition to the common stock previously registered for issuance for the LTEIP Plan on the Registrant’s Registration Statement on Form S-8 (File No. 333-159643) filed by the Registrant with the Securities and Exchange Commission on July 01, 2009 (the “Initial Registration Statement”). This Registration Statement hereby incorporates by reference the contents of the Initial Registration Statement. Pursuant to General Instruction E of Form S-8, this Registration Statement only contains the facing page, a statement incorporating the Initial Registration Statement by reference and the required opinions and consents listed in the Exhibit Index and the signature page. This Registration Statement shall become effective upon filing in accordance with Rule 462(a) of the Act.

**Item 21. Exhibits and Financial Statement Schedules.**

(a) The following Exhibits are being filed as part of this Registration Statement except those which are incorporated by reference:

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
4.1	First Merchants Corporation 2009 Long-Term Equity Incentive Plan, effective January 1, 2009, as amended (Incorporated by reference to registrant's Form 10-K filed on February 27, 2015) (SEC No. 000-17071)
5.1*	Opinion of Bingham Greenebaum Doll LLP (legality)
23.1*	Consent of BKD, LLP
23.2*	Consent of Bingham Greenebaum Doll LLP (legality) (included in Exhibit 5.1)
24.1*	Power of Attorney included on "Signature" page of this Registration Statement

\* Filed herewith

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Muncie, State of Indiana, on August 11, 2017.

### FIRST MERCHANTS CORPORATION

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

Each person whose signature appears below constitutes and appoints Michael C. Rechin and Mark K. Hardwick and each of them his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any subsequent registration statement filed by First Merchants Corporation pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed as of the 11th day of August, 2017 by the following persons in the capacities indicated.

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

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

/s/ Charles E. Schalliol Chairman of the Board and Director  
Charles E. Schalliol

/s/ Michael R. Becher Director  
Michael R. Becher

/s/ Michael J. Fisher Director  
Michael J. Fisher

/s/ F. Howard Halderman Director  
F. Howard Halderman

/s/ William L. Hoy Director  
William L. Hoy

/s/ Gary J. Lehman Director  
Gary J. Lehman

/s/ Patrick A. Sherman Director  
Patrick A. Sherman

/s/ Terry L. Walker Director  
Terry L. Walker

/s/ Jean L. Wojtowicz Director  
Jean L. Wojtowicz

Pursuant to the requirements of the Securities Act of 1933, the undersigned, being all of the members of the Compensation and Human Resources Committee of the Board of Directors of First Merchants Corporation (the committee responsible for administering the First Merchants Corporation 2009 Long-Term Equity Incentive Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Muncie, State of Indiana, on August 11, 2017.

FIRST MERCHANTS CORPORATION  
2009 LONG-TERM EQUITY  
INCENTIVE PLAN

/s/ Charles E. Schalliol Compensation and Human Resources Committee Member  
Charles E. Schalliol

/s/ Gary J. Lehman Compensation and Human Resources Committee Member  
Gary J. Lehman

/s/ William L. Hoy Compensation and Human Resources Committee Member  
William L. Hoy

**FIRST MERCHANTS CORPORATION  
INDEX TO EXHIBITS**

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\* Filed herewith

[BINGHAM GREENEBAUM DOLL LLP LETTERHEAD]

August 11, 2017

First Merchants Corporation  
200 East Jackson Street  
Muncie, Indiana 47305

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to First Merchants Corporation, an Indiana corporation (“First Merchants”), in connection with the Registration Statement on Form S-8 (as amended, the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”), relating to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of up to 600,000 shares of common stock, no par value, of First Merchants (the “Shares”) to be issued in connection with its 2009 Long-Term Equity Incentive Plan.

For purposes of the opinions contained herein, we have assumed with respect to all documents examined by us the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to the originals of all documents submitted to us as certified, conformed, photostatic or telefacsimile copies. We also have assumed with respect to all documents examined by us which contained facsimile signatures that such signatures were the original signature of the party and have the same force and effect as an original signature..

As to any facts material to our opinion which we did not independently establish or verify, we have been furnished with and have relied upon certificates of officers and other representatives of First Merchants.

Based on and subject to the foregoing, and subject to the qualifications, assumptions and limitations stated herein, we are of the opinion that, the Plan Shares when issued by First Merchants in accordance with the Plan will be duly authorized, validly issued, fully paid and nonassessable.

We express no opinion as to the laws of any jurisdiction other than the federal laws of the United States and the laws of the State of Indiana.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and the references to our name therein. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Bingham Greenebaum Doll LLP

**Bingham Greenebaum Doll LLP**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the First Merchants Corporation 2009 Long-Term Equity Incentive Plan of our reports dated March 1, 2017, on our audit of the consolidated financial statements of First Merchants Corporation (the "Corporation") as of and for the year ended December 31, 2016, and for each of the three years in the period ended December 31, 2016, and on our audit of internal control over financial reporting of the Corporation as of December 31, 2016, which reports are included in the Corporation's Annual Report on Form 10-K for the year ended December 31, 2016.

**/S/ BKD, LLP**

Indianapolis, Indiana  
August 11, 2017