

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): April 17, 2015**

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)

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))**

Item 8.01. Other Events.

On April 17, 2015, First Merchants Corporation ("First Merchants") completed its previously announced acquisition of C Financial Corporation ("C Financial") through the merger of C Financial with and into First Merchants (the "Merger"). The Merger was consummated pursuant to the Agreement and Plan of Reorganization and Merger dated January 5, 2015 (the "Merger Agreement") between First Merchants and C Financial. As a result of the Merger, C Financial's separate corporate existence ceased and First Merchants continued as the surviving corporation.

As of the effective time of the Merger, the shareholders of C Financial of record received an aggregate of Fourteen Million Five Hundred Thousand Dollars (\$14,500,000) in cash in exchange for all of the outstanding shares of C Financial common stock, \$1.00 par value. The amount each shareholder received was equal to Fourteen Million Five Hundred Thousand Dollars (\$14,500,000) multiplied by a fraction, the numerator being the number of shares of C Financial Common Stock held by such shareholder and the denominator being the number of shares of C Financial Common Stock outstanding at the effective time of the Merger.

Immediately following the Merger, effective as of April 17, 2015, Cooper State Bank, a wholly owned subsidiary of C Financial, merged with and into First Merchants Bank, National Association, a wholly-owned subsidiary of First Merchants, with First Merchants Bank surviving the merger and continuing its corporate existence.

The foregoing description of the Merger Agreement 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.

On April 20, 2015, First Merchants issued a press release announcing the completion of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
2.1	Agreement and Plan of Reorganization and Merger between First Merchants Corporation and C Financial Corporation dated as of January 5, 2015 (attached as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on January 6, 2015 and incorporated herein by reference).
99.1	Press Release, dated April 20, 2015

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: April 20, 2015

FIRST MERCHANTS CORPORATION

By: /s/ Mark K. Hardwick  
Mark K. Hardwick,  
Executive Vice President and  
Chief Financial Officer

**N / E / W / S R / E / L / E / A / S / E**

April 20, 2015

**FOR IMMEDIATE RELEASE**

For more information, contact:

David L. Ortega, First Vice President/Director of Investor Relations

765-378-8937

<http://www.firstmerchants.com>

SOURCE: First Merchants Corporation, Muncie, Indiana

**First Merchants Corporation Announces the Completion of its Merger with C Financial Corporation**

First Merchants Corporation (NASDAQ: FRME) successfully completed its previously announced merger with C Financial Corporation, of Columbus, Ohio on Friday, April 17, 2015. In connection with the merger, Cooper State Bank has also merged with and into First Merchants Bank. The combined First Merchants Bank has 112 banking centers in Illinois, Indiana and Ohio and approximately \$6.0 billion in assets, \$4.0 billion in loans, \$4.7 billion in deposits, and total shareholders' equity of \$740 million. The full integration of Cooper State Bank under the First Merchants brand is expected to be completed during the 4th quarter of 2015. As part of the \$14.5 million merger, shareholders of C Financial Corporation will receive \$6.738 in cash for each share of C Financial Corporation common stock held.

Michael C. Rechin, First Merchants Corporation's President and Chief Executive Officer, added, "First Merchants is excited to extend our presence in Columbus with the addition of Cooper State Bank as the newest member of the First Merchants family. The addition of Cooper State Bank supports our growth initiative, making the company more visible and impactful in Columbus, one of the fastest growing cities in America. From Cooper State Bank's beginning in 2005, Dan Apple and his management team have played a pivotal role in providing real estate financing and bringing innovative retail banking ideas to Columbus consumers while maintaining excellent credit quality."

Under the leadership of Jennifer M. Griffith, First Merchants currently operates Commerce National Bank ("Commerce") in the Columbus, Ohio, marketplace. Commerce began doing business in 1991 and currently has approximately \$500 million in loans extended to central Ohio business clients. Commerce merged with First Merchants in 2003.

Ms. Griffith, President of Commerce National Bank, stated "This is a tremendous opportunity to combine great teams in vibrant neighborhoods. The addition of the six Cooper State Bank banking centers will provide added convenience for our clients. I look forward to working with Dan to bring the best of Commercial Banking and Retail Banking to the Columbus market place."

Dan Apple, President and CEO of Cooper State Bank, stated, "We are looking forward to being a part of the First Merchants family, and believe this partnership will be good for our clients, shareholders, staff and communities. Since our inception ten years ago, our management team has been driven to be the retail bank of choice in our marketplace. We look forward to taking advantage of the new service offerings and enhanced lending capacity of Commerce and First Merchants while continuing to build momentum with our clients."

## About First Merchants Corporation

First Merchants Corporation is a financial holding company headquartered in Muncie, Indiana. The Corporation is comprised of First Merchants Bank, N.A., which also operates as Lafayette Bank & Trust, Commerce National Bank, and First Merchants Trust Company as divisions of First Merchants Bank, N.A. First Merchants Corporation also operates First Merchants Insurance Group, a full-service property casualty, personal lines, and healthcare insurance agency.

First Merchants Corporation's common stock is traded on the NASDAQ Global Select Market System under the symbol FRME. Quotations are carried in daily newspapers and can be found on the company's Internet web page (<http://www.firstmerchants.com>).

## Forward-Looking Statements

This press release contains 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", "would", "should", "could", "might", "can", "may", or similar expressions. These forward-looking statements include, but are not limited to, statements relating to the expected benefits of the merger (the "Merger") between First Merchants Corporation ("First Merchants") and C Financial Corporation ("C Financial Corporation"), 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 the 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 C Financial Corporation 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; 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 bank holding companies and banks like First Merchants' affiliate bank; 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' business; and other risks and factors identified in each of First Merchants' filings with the Securities and Exchange Commission. First Merchants does not undertake any obligation to update any forward-looking statement, whether written or oral, relating to the matters discussed in this presentation or press release. In addition, First Merchants' and C Financial Corporation' past results of operations do not necessarily indicate the anticipated future results of First Merchants following the Merger.

First Merchants Corporation

David Ortega, First Vice President/Director of Investor Relations, 765-378-8937

Or

C Financial Corporation

Dan Apple, President and Chief Executive Officer, 614-408-0235