

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): January 28, 2016

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On Thursday, January 28, 2016, First Merchants Corporation will conduct a fourth quarter earnings conference call and web cast at 2:30 p.m. (ET). A copy of the slide presentation utilized on the conference call is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

Exhibit 99.1 Slide presentation, utilized January 28, 2016, during conference call and web cast by First Merchants Corporation

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.

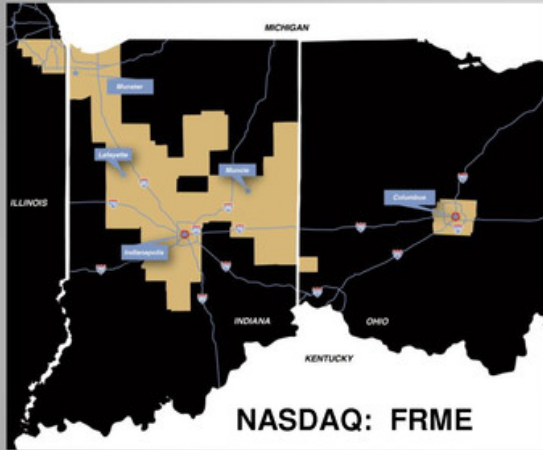
First Merchants Corporation
(Registrant)

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

Dated: January 28, 2016

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Slide presentation, utilized January 28, 2016, during conference call and web cast by First Merchants Corporation



First Merchants Corporation

4th QUARTER 2015

Earnings Highlights

January 28, 2016

Michael C. Rechin
President
Chief Executive Officer

Mark K. Hardwick
Executive Vice President
Chief Financial Officer

John J. Martin
Executive Vice President
Chief Credit Officer



Forward-Looking Statement

The Corporation may make forward-looking statements about its relative business outlook. These forward-looking statements and all other statements made during this meeting that do not concern historical facts are subject to risks and uncertainties that may materially affect actual results. Specific forward-looking statements include, but are not limited to, any indications regarding the financial services industry, the economy and future growth of the balance sheet or income statement. Please refer to our press releases, Form 10-Qs and 10-Ks concerning factors that could cause actual results to differ materially from any forward-looking statements.

Non-GAAP Financial Measures

These slides contain non-GAAP financial measures. For purposes of Regulation G, a non-GAAP financial measure is a numerical measure of the registrant's historical or future financial performance, financial position or cash flows that excludes amounts, or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the statement of income, balance sheet or statement of cash flows (or equivalent statements) of the issuer; or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. In this regard, GAAP refers to generally accepted accounting principles in the United States. Pursuant to the requirements of Regulation G, First Merchants Corporation has provided reconciliations within the slides, as necessary, of the non-GAAP financial measure to the most directly comparable GAAP financial measure.



First Merchants 2015 Performance

Full-Year Highlights

- \$65.4 Million of Record Net Income Available to Common Stockholders
- Earnings Per Share of \$1.72, a 4.2% increase over FY2014
- \$4.6 Billion in Net Loans, a 20% Increase
- Successful Integration of Community Bank of Noblesville and Cooper State Bank
- Online Banking Investment/Upgrade Completed in July
- Return on Average Assets of 1.07%
- Return on Average Tangible Common Equity of 12.47%
- Efficiency Ratio of 60.78%

4th Quarter Highlights

- Earnings Per Share of \$0.37
- Completed Acquisition of Ameriana Bancorp, Inc. on December 31, 2015
- Recorded Acquisition Expenses of \$4.1 Million, or \$.07 per share



Mark K. Hardwick

Executive Vice President
and Chief Financial Officer



Total Assets

(\$ in Millions)	<u>2013</u>	<u>2014</u>	<u>2015</u>
1. Investments	\$1,096	\$1,181	\$1,277
2. Loans Held for Sale	5	7	10
3. Loans	3,633	3,925	4,694
4. Allowance	(68)	(64)	(62)
5. CD&I & Goodwill	203	219	260
6. BOLI	165	169	201
7. Other	<u>403</u>	<u>387</u>	<u>381</u>
8. Total Assets	<u>\$5,437</u>	<u>\$5,824</u>	<u>\$6,761</u>
9. Percent Growth	26.3%	7.1%	16.1%



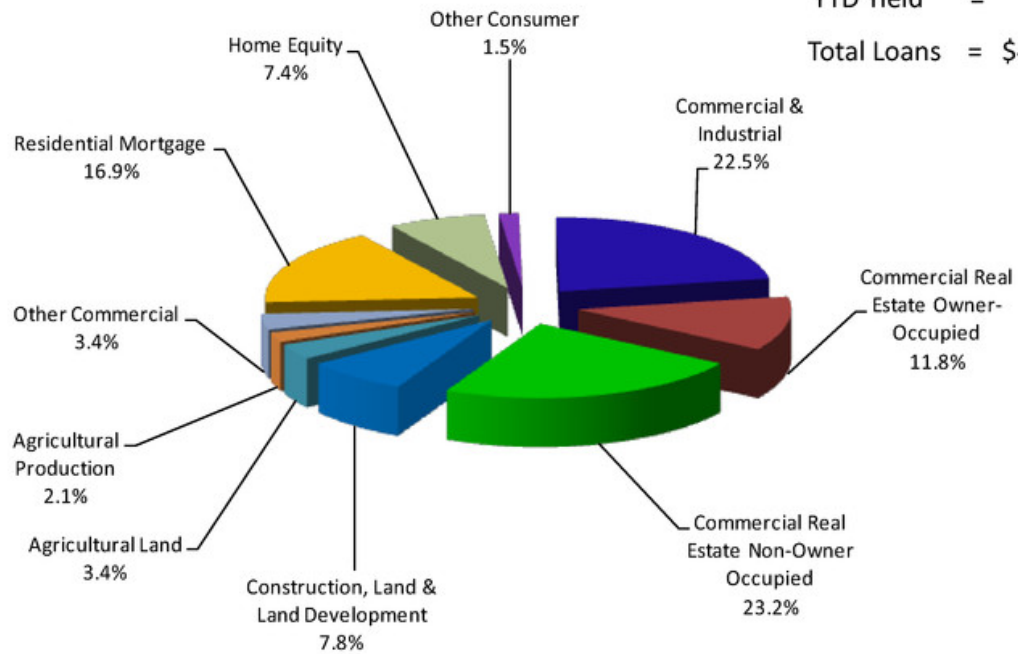
Loan and Yield Detail

(as of 12/31/2015)

QTD Yield = 4.32%

YTD Yield = 4.42%

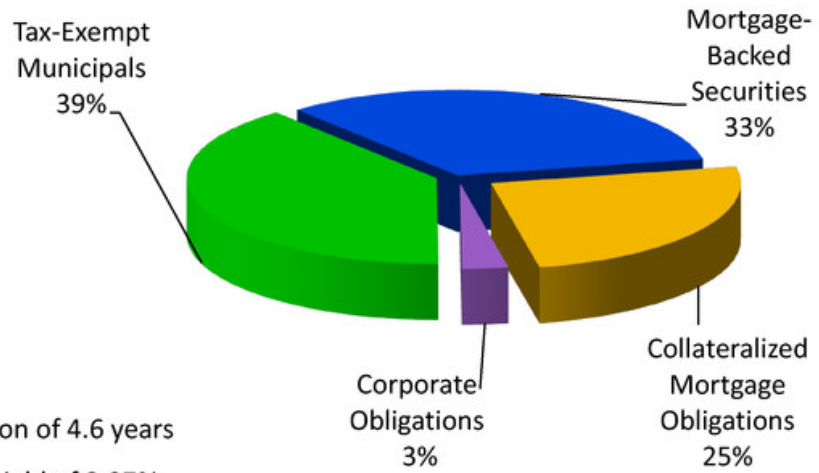
Total Loans = \$4.7 Billion





Investment Portfolio

(as of 12/31/2015)



- \$1.3 Billion
- Modified duration of 4.6 years
- Tax equivalent yield of 3.97%
- Net unrealized gain of \$35.8 Million



Total Liabilities and Capital

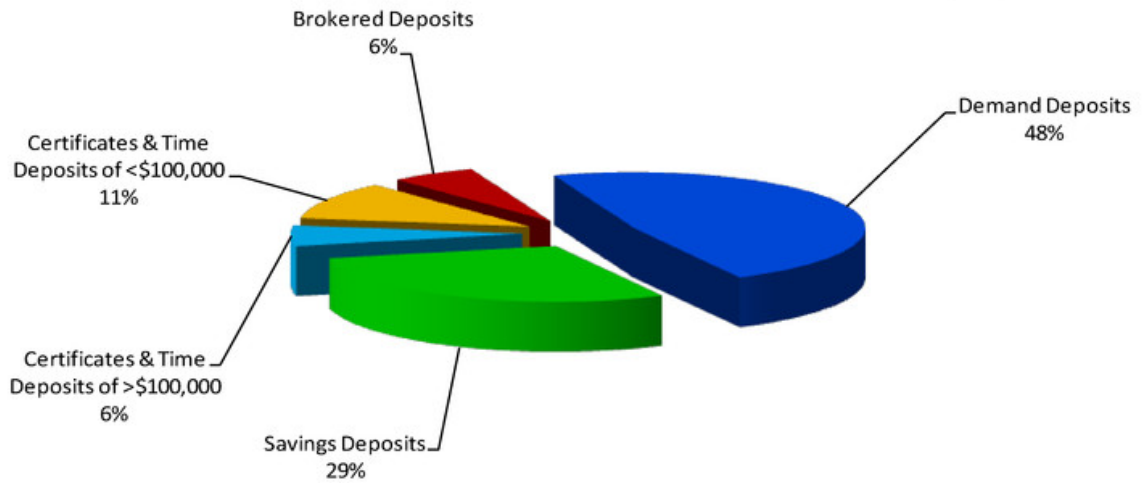
(\$ in Millions)	<u>2013</u>	<u>2014</u>	<u>2015</u>
1. Customer Non-Maturity Deposits	\$3,276	\$3,523	\$4,096
2. Customer Time Deposits	868	784	880
3. Brokered Deposits	87	334	314
4. Borrowings	401	290	446
5. Other Liabilities	48	44	51
6. Hybrid Capital	122	122	123
7. Common Equity	<u>635</u>	<u>727</u>	<u>851</u>
8. Total Liabilities and Capital	<u>\$5,437</u>	<u>\$5,824</u>	<u>\$6,761</u>
9. Tangible Book Value Per Share	\$12.17	\$13.65	\$14.68
10. Percentage Change From Year-End	11.1%	12.2%	7.5%



Deposits and Cost of Funds Detail

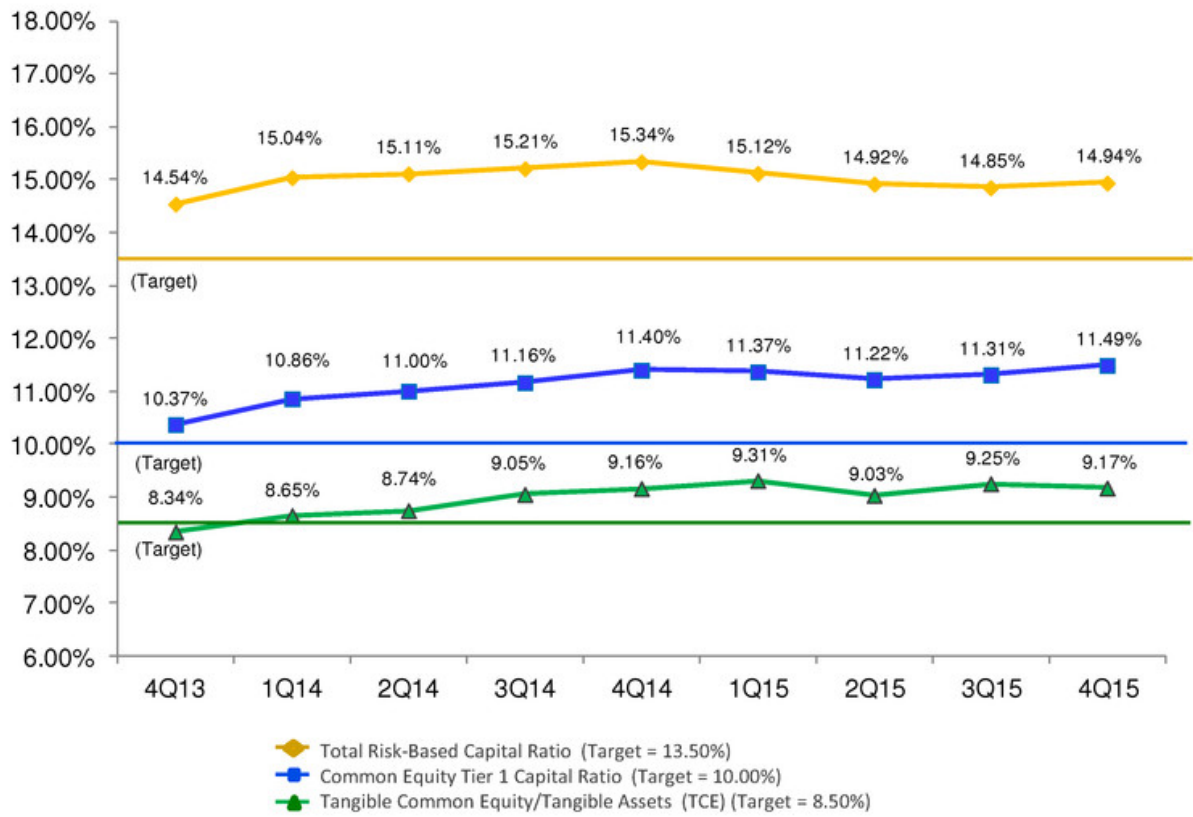
(as of 12/31/2015)

QTD Cost = .41%
YTD Cost = .40%
Total = \$5.3 Billion





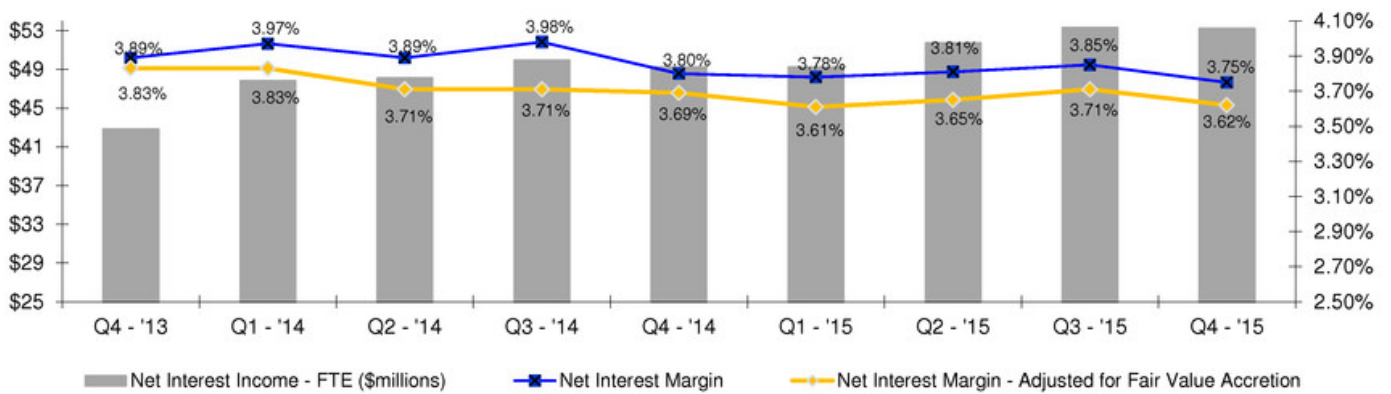
Capital Ratios





Net Interest Margin

	<u>Q4 - '13</u>	<u>Q1 - '14</u>	<u>Q2 - '14</u>	<u>Q3 - '14</u>	<u>Q4 - '14</u>	<u>Q1 - '15</u>	<u>Q2 - '15</u>	<u>Q3 - '15</u>	<u>Q4 - '15</u>
Net Interest Income - FTE (\$millions)	\$ 42.8	\$ 47.8	\$ 48.1	\$ 49.9	\$ 49.2	\$ 49.2	\$ 51.7	\$ 53.3	\$ 53.2
Fair Value Accretion	\$ 0.6	\$ 1.8	\$ 2.2	\$ 3.5	\$ 1.4	\$ 2.2	\$ 2.2	\$ 2.0	\$ 1.9
Tax Equivalent Yield on Earning Assets	4.30%	4.40%	4.33%	4.41%	4.26%	4.24%	4.26%	4.30%	4.20%
Cost of Supporting Liabilities	0.41%	0.43%	0.44%	0.43%	0.46%	0.46%	0.45%	0.45%	0.45%
Net Interest Margin	3.89%	3.97%	3.89%	3.98%	3.80%	3.78%	3.81%	3.85%	3.75%





Non-Interest Income

(\$ in Millions)	<u>2013</u>	<u>2014</u>	<u>2015</u>
1. Service Charges on Deposit Accounts	\$12.4	\$15.7	\$16.2
2. Trust Fees	8.6	9.0	9.2
3. Insurance Commission Income	7.1	7.4	4.1
4. Electronic Card Fees	7.5	9.7	11.1
5. Cash Surrender Value of Life Ins	2.6	3.7	2.9
6. Gains on Sales Mortgage Loans	7.5	4.9	6.5
7. Securities Gains/Losses	0.5	3.6	2.7
8. Gain on Sale of Insurance Subsidiary	—	—	8.3
9. Gain on Cancellation of Trust Preferred Debt	—	—	1.3
10. OREO Gains/Rental Income	4.1	4.6	2.2
11. Other	<u>5.7</u>	<u>7.8</u>	<u>8.0</u>
12. Total	<u>\$56.0</u>	<u>\$66.4</u>	<u>\$72.5</u>
13. Adjusted Non-Interest Income ¹	\$55.5	\$62.8	\$60.2

¹Adjusted for Bond Gains & Losses, Gain on Sale of Insurance Subsidiary, and Gain on Cancellation of Trust Preferred Debt

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Non-Interest Expense

(\$ in Millions)	<u>2013</u>	<u>2014</u>	<u>2015</u>
1. Salary & Benefits	\$ 85.4	\$ 96.5	\$101.9
2. Premises & Equipment	18.0	23.2	25.5
3. Core Deposit Intangible	1.6	2.4	2.8
4. Professional & Other Outside Services	8.3	8.1	9.9
5. OREO/Credit-Related Expense	6.7	8.0	6.1
6. FDIC Expense	2.9	3.7	3.7
7. Outside Data Processing	5.6	7.3	7.1
8. Marketing	2.2	3.5	3.5
9. Other	<u>12.5</u>	<u>15.8</u>	<u>17.0</u>
10. Non-Interest Expense	<u>\$143.2</u>	<u>\$168.5</u>	<u>\$177.5</u>



2015 One-Time Expenses





Earnings

(\$ in Millions)	<u>2013</u>	<u>2014</u>	<u>2015</u>
1. Net Interest Income	\$154.3	\$187.0	\$196.4
2. Provision for Loan Losses	<u>(6.6)</u>	<u>(2.6)</u>	<u>(0.4)</u>
3. Net Interest Income after Provision	147.7	184.4	196.0
4. Non-Interest Income	56.0	66.4	72.5
5. Non-Interest Expense	<u>(143.2)</u>	<u>(168.5)</u>	<u>(177.5)</u>
6. Income before Income Taxes	60.5	82.3	91.0
7. Income Tax Expense	(15.9)	(22.1)	(25.6)
8. Preferred Stock Dividend	<u>(2.4)</u>	—	—
9. Net Income Avail. for Distribution	<u>\$ 42.2</u>	<u>\$ 60.2</u>	<u>\$ 65.4</u>
10. EPS	\$ 1.41	\$ 1.65	\$ 1.72
11. Efficiency Ratio	62.51%	61.33%	60.78%



Earnings Per Share

<u>2014</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
1. Reported	\$.38	\$.41	\$.45	\$.41	\$ 1.65
2. FV Accretion EPS Impact	\$.03	\$.04	\$.06	\$.03	\$.16
<u>2015</u>	<u>Q1</u>	<u>Q2</u>	<u>Q3</u>	<u>Q4</u>	<u>Total</u>
1. Reported	\$.43	\$.47	\$.45	\$.37	\$ 1.72
2. FV Accretion EPS Impact	\$.04	\$.04	\$.03	\$.03	\$.14



John J. Martin

Executive Vice President
and Chief Credit Officer



Loan Portfolio Trends

(\$ in Millions)			2015 ¹	Ameriana & Cooper	FMB 2015	Change Linked Quarter			Change Year Over Year		
	2014	Q3-'15				\$ ²	\$	%	\$ ¹	\$	%
	1. Commercial & Industrial	\$ 896.7				\$ 999.2	\$ 1,035.6	\$ 21.5	\$ 1,057.1	\$ 36.6	\$ 57.9
2. Construction, Land and Land Development	207.3	298.2	337.1	29.6	366.7	45.5	68.5	23.0%	129.8	159.4	76.9%
3. CRE Non-Owner Occupied	975.7	1,018.8	984.7	105.9	1,090.6	(16.7)	71.8	7.0%	9.0	114.9	11.8%
4. CRE Owner Occupied	534.7	520.5	493.7	60.3	554.0	(14.8)	33.5	6.4%	(41.0)	19.3	3.6%
5. Agricultural Production	104.9	91.4	97.7	-	97.7	6.3	6.3	6.9%	(7.2)	(7.2)	(6.9%)
6. Agricultural Land	162.3	156.4	157.5	0.8	158.3	1.5	1.9	1.2%	(4.8)	(4.0)	(2.5%)
7. Residential Mortgage	647.3	677.8	602.4	183.7	786.1	(12.1)	108.3	16.0%	(44.9)	138.8	21.4%
8. Home Equity	286.5	318.9	323.8	24.8	348.6	15.5	29.7	9.3%	37.3	62.1	21.7%
9. Other Commercial	36.1	168.6	158.1	1.9	160.0	(10.5)	(8.6)	(5.1%)	122.0	123.9	343.2%
10. Other Consumer	73.4	71.9	72.9	1.8	74.7	1.1	2.8	3.9%	(0.5)	1.3	1.8%
11. Total Loans	\$ 3,924.9	\$ 4,321.7	\$ 4,263.5	\$ 430.3	\$ 4,693.8	\$ 52.4	\$ 372.1	8.6%	\$ 338.6	\$ 768.9	19.6%

¹ excludes acquired Ameriana and Cooper loans

² excludes acquired Ameriana loans



Asset Quality Summary

(\$ in Millions)			Ameriana		FMB	Year over Year	
	<u>2013</u>	<u>2014</u>	<u>2015</u> ¹	<u>& Cooper</u>	<u>2015</u>	<u>%</u> ¹	<u>%</u>
1. Non-Accrual Loans	\$ 56.4	\$ 48.8	\$ 29.2	\$ 2.2	\$ 31.4	(40.2%)	(35.7%)
2. Other Real Estate	22.2	19.3	11.6	5.7	17.3	(39.9%)	(10.4%)
3. Renegotiated Loans	3.0	2.0	1.9		1.9	(5.0%)	(5.0%)
4. 90+ Days Delinquent	1.4	4.6	0.2	0.7	0.9	(95.7%)	(80.4%)
5. Total NPAs & 90+ Days Delinquent	\$ 83.0	\$ 74.7	\$ 42.9	\$ 8.6	\$ 51.5	(42.6%)	(31.1%)
Total NPAs & 90+ Days Delinquent/Total Loans & ORE	2.3%	1.9%	1.0%	2.0%	1.1%		
7. Classified Assets	\$ 191.9	\$ 191.8	\$ 159.8	\$ 12.0	\$ 171.8	(16.7%)	(10.4%)
8. Criticized Assets (includes Classified)	\$ 263.5	\$ 253.6	\$ 251.9	\$ 23.1	\$ 275.0	(0.7%)	8.4%

¹ excludes acquired Ameriana and Cooper loans



Non-Performing Asset Reconciliation

(\$ in Millions)

	2014	Q1-Q3 2015	Q4-'15 ¹	Ameriana	2015
1. Beginning Balance NPAs & 90+ Days Delinquent	\$ 83.0	\$ 74.7	\$ 53.2		\$ 74.7
Non-Accrual					
2. Add: New Non-Accruals	46.8	16.1	1.7	\$ 2.2	20.0
3. Less: To Accrual/Payoff/Renegotiated	(32.4)	(21.7)	(2.4)		(24.1)
4. Less: To OREO	(4.6)	(4.2)	(0.8)		(5.0)
5. Less: Charge-offs	(17.4)	(6.4)	(1.9)		(8.3)
6. Increase / (Decrease): Non-Accrual Loans	(7.6)	(16.2)	(3.4)	2.2	(17.4)
Other Real Estate Owned (ORE)					
7. Add: New ORE Properties	11.3	4.2	0.8	5.7	10.7
8. Less: ORE Sold	(10.2)	(6.7)	(3.6)		(10.3)
9. Less: ORE Losses (write-downs)	(4.0)	(1.9)	(0.5)		(2.4)
10. Increase / (Decrease): ORE	(2.9)	(4.4)	(3.3)	5.7	(2.0)
11. Increase / (Decrease): 90+ Days Delinquent	3.3	(2.7)	(1.7)	0.7	(3.7)
12. Increase / (Decrease): Renegotiated Loans	(1.1)	1.8	(1.9)		(0.1)
13. Total NPAs & 90+ Days Delinquent Change	(8.3)	(21.5)	(10.3)	8.6	(23.2)
14. Ending Balance NPAs & 90+ Days Delinquent	\$ 74.7	\$ 53.2	\$ 42.9	\$ 8.6	\$ 51.5

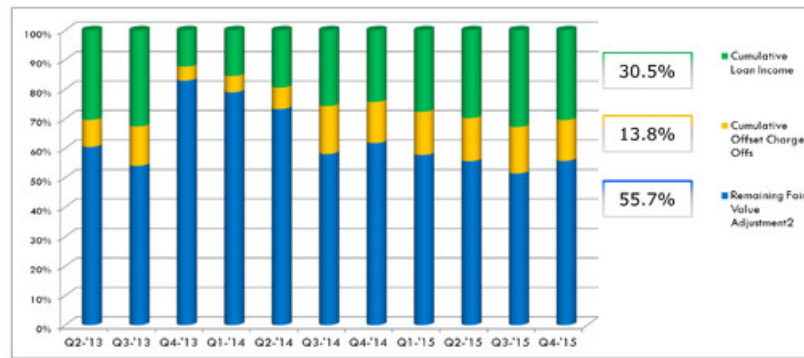
¹ excludes acquired Ameriana loans

42.6%↓



ALLL and Fair Value Summary

(\$ in Millions)	<u>Q4-'14</u>	<u>Q1-'15</u>	<u>Q2-'15</u>	<u>Q3-'15</u>	<u>Q4-'15</u>
1. Allowance for Loan Losses (ALLL)	\$ 64.0	\$ 62.8	\$ 62.6	\$ 62.9	\$ 62.5
2. Fair Value Adjustment (FVA) ²	<u>43.2</u>	<u>40.6</u>	<u>40.7</u>	<u>37.9</u>	<u>47.0</u>
3. Total ALLL plus FVA ²	\$107.2	\$103.4	\$103.3	\$100.8	\$109.5
4. Specific Reserves	\$ 2.8	\$ 4.6	\$ 3.1	\$ 2.0	\$ 1.8
5. Purchased Loans plus FVA ²	701.7	655.4	727.8	674.5	965.4
6. ALLL/Non-Accrual Loans	131.1%	141.7%	165.9%	192.8%	199.0%
7. ALLL/Non-purchased Loans	1.95%	1.87%	1.76%	1.70%	1.65%
8. ALLL/Loans	1.63%	1.58%	1.47%	1.45%	1.33%
9. ALLL & FVA/Total Loan Balances plus FVA^{1,2}	2.70%	2.58%	2.41%	2.31%	2.31%



¹ Management uses this Non-GAAP measure to demonstrate coverage and credit risk
² Includes an estimated FVA for Ameriana Bank acquired loans of \$11.3 million at 12/31/15



Portfolio Perspective

- Organic loan growth driven by commercial, construction, and home equity.
- Non-Performing Assets plus 90+ day delinquent loans continue trend of improvement.
- Combined Allowance for Loan Losses and Loan Marks to Total Loans and Loan Marks remains strong at 2.31%.
- Training and process activities well under way for Ameriana staff.



Michael C. Rechin

President
and Chief Executive Officer

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FMC Strategy and Tactics Overview

Focus on our Clients and Performance

- Leverage 3rd Quarter mobile and online banking upgrade for additional revenue and product penetration
- Continue organic growth throughout the franchise
- Develop and retain outstanding talent for market share growth
- Prove our Operating Performance Progress

Realize Acquisition Synergies and Improve Efficiency

- Fully assimilate Cooper State Bank into the Ohio Region to achieve our market growth goals
- Complete Ameriana integration scheduled for March 2016 and harvest synergies
- Continue banking center optimization and fully implement efficiency-oriented workflow technologies
- Realizing announced-acquisition deliverables



Contact Information

**First Merchants Corporation common stock is
traded on the NASDAQ Global Select Market
under the symbol FRME.**

Additional information can be found at

www.firstmerchants.com

Investor inquiries:

David L. Ortega

Investor Relations

Telephone: 765.378.8937

dortega@firstmerchants.com



Appendix



Appendix – Non-GAAP Reconciliation

RETURN ON AVERAGE TANGIBLE COMMON EQUITY (dollars in thousands):

	<u>2015</u>
Average Stockholders' Equity (GAAP)	\$ 753,724
Less: Average Preferred Stock	(125)
Less: Average Intangible Assets, net of tax	<u>(215,281)</u>
Average Tangible Equity (non-GAAP)	538,318
Net Income Available to Common Shareholders	\$ 65,384
Add: Intangible Amortization, net of tax	<u>1,720</u>
Tangible Net Income	\$ 67,104
Return on Average Tangible Common Equity (non-GAAP)	12.47%

EFFICIENCY RATIO (dollars in thousands):

	<u>2013</u>		<u>2014</u>		<u>2015</u>
Non Interest Expense (GAAP)	143,219	\$	168,592	\$	177,469
Less: Core Deposit Intangible Amortization	(1,649)		(2,445)		(2,835)
Less: OREO and Foreclosure Expenses	<u>6,661</u>		<u>(8,043)</u>		<u>(6,137)</u>
Adjusted Non Interest Expense (non-GAAP)	<u>134,909</u>		<u>158,104</u>		<u>168,497</u>
Net Interest Income (GAAP)	154,265		187,037		196,404
Plus: Fully Taxable Equivalent Adjustment	<u>6,043</u>		<u>7,921</u>		<u>10,975</u>
Net Interest Income on a Fully Taxable Equivalent Basis (non-GAAP)	<u>160,308</u>		<u>194,958</u>		<u>207,379</u>
Non Interest Income (GAAP)	56,016		66,400		72,531
Less: Investment Securities Gains (Losses)	<u>(487)</u>		<u>(3,581)</u>		<u>(2,670)</u>
Adjusted Non Interest Income (non-GAAP)	<u>55,529</u>		<u>62,819</u>		<u>69,861</u>
Adjusted Revenue (non-GAAP)	<u>215,837</u>		<u>257,777</u>		<u>277,240</u>
Efficiency Ratio (non-GAAP)	62.51%		61.33%		60.78%

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Appendix – Non-GAAP Reconciliation

CAPITAL RATIOS (dollars in thousands):

	4Q13	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15	4Q15
Total Risk-Based Capital Ratio									
Total Stockholders' Equity (GAAP)	634,923	652,111	670,596	684,553	726,827	739,658	749,955	766,984	850,509
Adjust for Accumulated Other Comprehensive (Income) Loss *	6,410	1,016	(4,210)	(4,150)	1,630	1,915	6,490	3,614	1,362
Less: Preferred Stock						(125)	(125)	(125)	(125)
Add: Qualifying Capital Securities	55,000	55,000	55,000	55,000	55,000	56,827	56,827	51,827	55,776
Less: Tier 1 Capital Deductions						(4,381)	(2,371)	(3,418)	(2,516)
Less: Disallowed Goodwill and Intangible Assets	(202,767)	(202,175)	(201,583)	(200,992)	(218,755)	(205,818)	(208,980)	(208,749)	(247,006)
Less: Disallowed Servicing Assets	(186)	(177)	(171)	(166)	(167)	(1,786)	(1,581)	(1,144)	(1,677)
Less: Disallowed Deferred Tax Assets	(10,194)	(4,677)	(1,357)						
Total Tier 1 Capital (Regulatory)	\$ 483,186	\$ 501,098	\$ 518,275	\$ 534,245	\$ 564,535	\$ 586,290	\$ 600,215	\$ 608,989	\$ 656,323
Qualifying Subordinated Debentures	65,000	65,000	65,000	65,000	65,000	65,000	65,000	65,000	65,000
Allowance for Loan Losses includible in Tier 2 Capital	51,780	51,556	52,809	53,803	55,972	58,688	60,865	62,012	62,453
Total Risk-Based Capital (Regulatory)	\$ 599,966	\$ 617,654	\$ 636,084	\$ 653,048	\$ 685,507	\$ 709,978	\$ 726,080	\$ 736,001	\$ 783,776
Net Risk-Weighted Assets (Regulatory)	\$ 4,126,337	\$ 4,106,423	\$ 4,209,145	\$ 4,292,495	\$ 4,469,765	\$ 4,695,073	\$ 4,865,157	\$ 4,956,737	\$ 5,247,617
Total Risk-Based Capital Ratio (Regulatory)	14.54%	15.04%	15.11%	15.21%	15.34%	15.12%	14.92%	14.85%	14.94%
Common Equity Tier 1 Capital Ratio:									
Total Tier 1 Capital (Regulatory)	\$ 483,186	\$ 501,098	\$ 518,275	\$ 534,245	\$ 564,535	\$ 586,290	\$ 600,215	\$ 608,989	\$ 656,323
Less: Qualified Capital Securities	(55,000)	(55,000)	(55,000)	(55,000)	(55,000)	(56,702)	(56,702)	(51,702)	(55,651)
Add: Additional Tier 1 Capital Deductions						4,381	2,371	3,418	2,516
Less: Preferred Stock	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)
Common Equity Tier 1 Capital (Regulatory)	\$ 428,061	\$ 445,973	\$ 463,150	\$ 479,120	\$ 509,410	\$ 533,844	\$ 545,759	\$ 560,580	\$ 603,063
Net Risk-Weighted Assets (Regulatory)	\$ 4,126,337	\$ 4,106,423	\$ 4,209,145	\$ 4,292,495	\$ 4,469,765	\$ 4,695,073	\$ 4,865,157	\$ 4,956,737	\$ 5,247,617
Common Equity Tier 1 Capital Ratio (Regulatory)	10.37%	10.86%	11.00%	11.16%	11.40%	11.37%	11.22%	11.31%	11.49%

* Includes net unrealized gains or losses on securities available for sale, net gains or losses on cash flow hedges, and amounts resulting from the application of the applicable accounting guidance for defined benefit and other postretirement plans.



Appendix – Non-GAAP Reconciliation

TANGIBLE COMMON EQUITY RATIO AND BOOK VALUE PER SHARE (dollars in thousands):

	4Q13	1Q14	2Q14	3Q14	4Q14	1Q15	2Q15	3Q15	4Q15
Total Stockholders' Equity (GAAP)	\$ 634,923	\$ 652,111	\$ 670,596	\$ 684,553	\$ 726,827	\$ 739,658	\$ 749,955	\$ 766,984	\$ 850,509
Less: Preferred Stock	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)	(125)
Less: Intangible Assets, net of tax	(197,794)	(197,293)	(196,781)	(196,315)	(212,669)	(212,184)	(214,577)	(214,115)	(253,486)
Tangible Common Equity (non-GAAP)	\$ 437,004	\$ 454,693	\$ 473,690	\$ 488,113	\$ 514,033	\$ 527,349	\$ 535,253	\$ 552,744	\$ 596,898
Total Assets (GAAP)	\$ 5,437,262	\$ 5,452,936	\$ 5,615,120	\$ 5,591,383	\$ 5,824,127	\$ 5,877,521	\$ 6,140,308	\$ 6,189,797	\$ 6,761,003
Less: Intangibles, net of tax	(197,794)	(197,293)	(196,781)	(196,315)	(212,669)	(212,184)	(214,577)	(214,115)	(253,486)
Tangible Assets (non-GAAP)	\$ 5,239,468	\$ 5,255,643	\$ 5,418,339	\$ 5,395,068	\$ 5,611,458	\$ 5,665,337	\$ 5,925,731	\$ 5,975,682	\$ 6,507,517
Tangible Common Equity/Tangible Assets (non-GAAP)	8.34%	8.65%	8.74%	9.05%	9.16%	9.31%	9.03%	9.25%	9.17%
Shares Outstanding	35,921,761	36,014,083	36,052,209	36,074,246	37,669,948	37,781,488	37,824,649	37,873,921	40,664,258
Tangible Common Book Value per Share (non-GAAP)	\$ 12.17	\$ 12.63	\$ 13.14	\$ 13.53	\$ 13.65	\$ 13.96	\$ 14.15	\$ 14.59	\$ 14.68

ALLOWANCE RATIOS (dollars in thousands):

	4Q14	1Q15	2Q15	3Q15	4Q15
Loans Held for Sale (GAAP)	\$ 7,235	\$ 6,392	\$ 8,295	\$ 1,943	\$ 9,894
Loans (GAAP)	<u>3,924,865</u>	<u>3,965,532</u>	<u>4,238,205</u>	<u>4,321,715</u>	<u>4,693,822</u>
Total Loans	3,932,100	3,971,924	4,246,500	4,323,658	4,703,716
Less: Purchased Loans	<u>(658,471)</u>	<u>(614,843)</u>	<u>(687,096)</u>	<u>(636,581)</u>	<u>(917,589)</u>
Non-Purchased Loans (non-GAAP)	\$ 3,273,629	\$ 3,357,081	\$ 3,559,404	\$ 3,687,077	\$ 3,786,127
Allowance for Loan Losses	\$ 63,964	\$ 62,801	\$ 62,550	\$ 62,861	\$ 62,453
Allowance as a Percentage of Non-Purchased Loans	1.95%	1.87%	1.76%	1.70%	1.65%

