

FIDELITY SOUTHERN CORP  
 Form 5  
 January 27, 2016

**FORM 5**

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

OMB APPROVAL

OMB Number: 3235-0362  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 SHEPHERD W CLYDE III

(Last) (First) (Middle)

3490 PIEDMONT ROAD, SUITE 1550

(Street)

ATLANTA, GA 30305

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 FIDELITY SOUTHERN CORP [LION]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Fidelity Southern Corporation - Common Stock	12/31/2015	^	J4	3,400.8055 A	\$ 0 (1) 285,537.8407	D	^
Fidelity Southern Corporation - Common	^	^	^	^ ^	2,078	I	By Child - Wm Clyde S Shepherd

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Stock

Fidelity

Southern

Corporation - Common

Stock

Fidelity

Southern

Corporation - Common

Stock

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.15	^	^	^	^ ^	01/19/2013 <sup>(2)</sup> 01/19/2017	Fidelity Southern Corporation - Common Stock 6,66
Stock Option (Right to Buy)	\$ 15.56	^	^	^	^ ^	01/23/2015 <sup>(3)</sup> 01/23/2019	Fidelity Southern Corporation - Common Stock 6,00
Stock Option (Right to Buy)	\$ 16.82 <sup>(4)</sup>	^	^	^	^ ^	03/19/2016 03/19/2020	Fidelity Southern Corporation - Common Stock 10,00

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEPHERD W CLYDE III 3490 PIEDMONT ROAD SUITE 1550 ATLANTA, GA 30305	X	^	^	^

# Signatures

Faith Hynes, Attorney in Fact for W. Clyde Shepherd, III 01/27/2016

\*\*Signature of Reporting Person Date

# Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Reinvested cash dividends received in the reporting year.
- (2) Exercisable: 1/3 on 1/19/13; 1/3 on 1/19/14; 1/3 on 1/19/15
- (3) Exercisable: 1/3 on 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017
- (4) Exercisable: 1/3 on 3/19/16, 1/3 on 3/19/17, 1/3 on 3/19/18

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.