

FIRST MERCHANTS CORP  
Form 8-K  
May 03, 2012

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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 27, 2012

Commission File Number 0-17071

FIRST MERCHANTS CORPORATION  
(Exact name of registrant as specified in its charter)

INDIANA 35-1544218  
(State or other (IRS  
jurisdiction of Employer  
incorporation) 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)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers. Director of First Merchants Corporation (the “Company”), Jerry R. Engle, retired from the Board of Directors as of the 2012 annual meeting of the shareholders held on April 27, 2012.

Item 5.07. Submission of Matters to a Vote of Security Holders. On April 27, 2012, the Company held its annual meeting of the shareholders at the Horizon Convention Center, 401 South High Street, Muncie, Indiana.

William L. Hoy and Patrick A. Sherman were elected to the Board of Directors for three-year terms expiring at the 2015 annual meeting of shareholders. The shareholders also adopted a non-binding resolution approving the compensation of the Company’s executive officers, recommended an annual non-binding vote on executive compensation, and ratified the Board of Directors’ appointment of BKD, LLP as the Company’s independent registered public accounting firm for 2012. The votes on these matters were as follows:

1. Election of Directors:

|                    | FOR        | WITHHELD  | BROKER<br>NON-VOTES |
|--------------------|------------|-----------|---------------------|
| William L. Hoy     | 16,687,581 | 1,827,194 | 4,045,351           |
| Patrick A. Sherman | 18,152,239 | 362,536   | 4,045,351           |

2. Approval, on an advisory basis, of executive compensation:

| FOR        | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|------------|---------|---------|---------------------|
| 17,399,681 | 997,672 | 117,422 | 4,045,351           |

3. Proposal to ratify BKD, LLP as independent auditor:

| FOR        | AGAINST | ABSTAIN | BROKER<br>NON-VOTES |
|------------|---------|---------|---------------------|
| 22,195,511 | 351,196 | 13,419  | 0                   |

4. Recommend frequency of non-binding vote on executive compensation:

| 1 YEAR     | 2 YEARS | 3 YEARS   | ABSTAIN | BROKER<br>NON-VOTES |
|------------|---------|-----------|---------|---------------------|
| 16,578,058 | 64,358  | 1,716,601 | 155,758 | 4,045,351           |



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: May 3, 2012

FIRST MERCHANTS CORPORATION

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

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