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HORIZON BANCORP /IN/

Form 8-K

October 14, 2016

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): October 14, 2016

Horizon Bancorp

(Exact Name of Registrant as Specified in Its Charter)

Indiana

(State or Other Jurisdiction of Incorporation)

000-10792

(Commission File Number)

35-1562417

(IRS Employer Identification No.)

515 Franklin Square, Michigan City, Indiana

(Address of Principal Executive Offices)

46360

(Zip Code)

(219) 879-0211

(Registrant's Telephone Number, Including Area Code)

N/A

(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

As previously announced, on July 12, 2016, Horizon Bancorp (“Horizon”) and CNB Bancorp (“CNB”) signed a definitive merger agreement pursuant to which, on the terms and subject to the conditions set forth therein (including approval by CNB’s shareholders), CNB will merge with a subsidiary of Horizon, with CNB surviving the merger and becoming a subsidiary of Horizon (until a later anticipated merger with and into Horizon). Thereafter, CNB’s wholly owned banking subsidiary, The Central National Bank and Trust Company, headquartered in Attica, Indiana, will merge with and into Horizon’s wholly owned banking subsidiary, Horizon Bank, N.A., headquartered in Michigan City, Indiana. On October 14, 2016, Horizon and CNB issued a joint press release announcing receipt of all regulatory approvals necessary for the consummation of the mergers. A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The consummation of the mergers remains subject to various conditions, including receipt of the requisite approval of the shareholders of CNB upon presentation of the matter for a vote at a special meeting of CNB’s shareholders to be held on October 25, 2016.

* * *

Forward Looking Statements

This communication may contain forward-looking statements regarding the financial performance, business prospects, growth and operating strategies of Horizon. For these statements, Horizon claims the protections of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Statements in this communication should be considered in conjunction with the other information available about Horizon, including the information in the filings we make with the SEC. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance. The forward-looking statements are based on management’s expectations and are subject to a number of risks and uncertainties. We have tried, wherever possible, to identify such statements by using words such as “anticipate,” “estimate,” “project,” “intend,” “plan,” “believe,” “will” and similar expressions in connection with any discussion of future operating or financial performance.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, actual results may differ materially from those expressed or implied in such statements. Risks and uncertainties that could cause actual results to differ materially include risk factors relating to the banking industry and the other factors detailed from time to time in Horizon’s reports filed with the SEC, including those described in “Item 1A Risk Factors” of Part I of Horizon’s Annual Report on Form 10-K for the fiscal year ended December 31, 2015. Undue reliance should not be placed on the forward-looking statements, which speak only as of the date hereof. Horizon does not undertake, and specifically disclaims any obligation, to publicly release the result of any revisions that may be made to update any forward-looking statement to reflect the events or circumstances after the date on which the forward-looking statement is made, or reflect the occurrence of unanticipated events, except to the extent required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Joint Press Release, dated October 14, 2016

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 hereto duly authorized.

Date: October 14, 2016 Horizon Bancorp

By: /s/ Mark E. Secor
Mark E. Secor
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description	Location
99.1	Joint Press Release, dated October 14, 2016	Attached