

FIRST MERCHANTS CORP
Form 8-K
May 11, 2018

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): May 11, 2018

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. o

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2018, the Corporation held its annual meeting of shareholders in the Community Room at First Merchants Corporation's Main office, 200 East Jackson Street, Muncie, Indiana.

Michael R. Becher, William L. Hoy and Patrick A. Sherman were elected to the Board of Directors for three-year terms expiring at the 2021 annual meeting of shareholders and Michael C. Marhenke was elected to the Board of Directors for a two-year term expiring at the 2020 annual meeting of shareholders.

The shareholders adopted a non-binding resolution approving the compensation of the Corporation's executive officers and ratified the Board of Directors' appointment of BKD, LLP as the Corporation's independent registered public accounting firm for 2018.

The shareholders also adopted a non-binding resolution approving "one year" as the frequency of advisory votes on executive compensation.

The votes on these matters were as follows:

1. Election of Directors:

| | FOR | WITHHELD | BROKER NON-VOTES |
|---------------------|------------|-----------|------------------|
| Michael R. Becher | 33,294,778 | 1,247,614 | 6,169,603 |
| William L. Hoy | 34,230,920 | 311,472 | 6,169,603 |
| Patrick A. Sherman | 34,272,366 | 270,026 | 6,169,603 |
| Michael C. Marhenke | 34,072,473 | 469,919 | 6,169,603 |

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

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|------------------|
| 32,953,549 | 1,368,851 | 219,992 | 6,169,603 |

3. Approval, on an advisory basis, of the frequency of advisory votes on executive compensation:

| ONE YEAR | TWO YEARS | THREE YEARS | ABSTAIN |
|------------|-----------|-------------|---------|
| 31,173,703 | 239,056 | 2,975,415 | 154,218 |

4. Proposal to ratify BKD, LLP as independent auditor for 2018:

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|---------|---------|------------------|
| 40,057,034 | 542,944 | 112,017 | — |

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 11, 2018

FIRST MERCHANTS CORPORATION

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