

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Executive Officer Compensation.

On August 31, 2017, German American Bancorp (the “Bank”), a wholly-owned subsidiary of German American Bancorp, Inc. (the “Company”), entered into a Supplemental Executive Retirement Agreement with Keith A. Leinenbach (“Leinenbach”), the Executive Vice President and Chief Credit Officer of the Bank and the Company. The Agreement provides that the Bank will pay Leinenbach \$500,000 plus interest over a period of ten years if Leinenbach remains employed by the Bank through December 31, 2023 (the “Retention Date”). If Leinenbach leaves employment voluntarily or is terminated by the Bank for cause prior to the Retention Date, he will not receive any payments under the Agreement. If Leinenbach dies or becomes disabled prior to the Retention Date, he or his beneficiaries will receive a proportionate amount of the payments based on his months of service prior to his death or disability. The Agreement also contains customary confidentiality and non-compete/non-solicit covenants from Leinenbach in favor of the Bank.

The foregoing summary of the Agreement is subject to, and qualified in its entirety by, the full text of the Agreement which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Supplemental Executive Retirement Agreement between German American Bancorp and Keith A. Leinenbach, dated August 31, 2017.

* * * * *

SIGNATURE

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.

GERMAN AMERICAN BANCORP, INC.

Dated: September 5, 2017

By: /s/ Mark A. Schroeder

Mark A. Schroeder, Chairman and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
<u>10.1</u>	Supplemental Executive Retirement Agreement between German American Bancorp and Keith A. Leinenbach, dated August 31, 2017.