

1ST SOURCE CORP

Form S-8

February 06, 2017

As filed with the Securities and Exchange Commission on February 6, 2017.

Registration No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

Registration Statement

Under

The Securities Act of 1933

1st Source
Corporation
(Exact name
of registrant as
specified in its
charter)

Indiana
(State or other
jurisdiction of
incorporation)

35-1068133
(I.R.S.
Employer
Identification
No.)

100 North
Michigan
Street, South
Bend, Indiana
46601 (574)
235-2000

(Address of
Principal
Executive
Offices)

1st Source
Corporation
1982
Restricted
Stock Award
Plan
(Full Title of
Plan)

John B. Griffith, Esquire
General Counsel
1st Source Corporation
100 North Michigan Street
South Bend, Indiana 46601
(574) 235-2000
(Name, address, and telephone number, including area code, of agent for service)

With copies to:

Eric R. Moy, Esquire
Barnes & Thornburg LLP
11 South Meridian Street
Indianapolis, Indiana 46204
(317) 231-7298

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|--|--|---|----------------------------|
| Common Stock, without par value | 229,439 shares | \$45.19 | \$10,368,348.41 | \$1,201.69 |

- (1) Any additional shares of Common Stock of 1st Source Corporation to be issued as a result of stock dividends, stock splits, or similar transactions shall be covered by this Registration Statement as provided in Rule 416(a). Calculated in accordance with Rule 457 solely for the purpose of calculating the registration fee and based on the average of the high and low sales prices per share of the Common Stock of 1st Source Corporation as reported on the NASDAQ Global Select Market on January 31, 2017, which date is within five (5) business days prior to the filing of this Registration Statement.
- (2)

STATEMENT UNDER GENERAL INSTRUCTION E
REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (the "Registration Statement") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933 to register 229,439 additional shares of the Common Stock of 1st Source Corporation (the "Company") under the 1st Source Corporation 1982 Restricted Stock Award Plan, as amended (the "Plan"). In accordance with General Instruction E to form S-8, the Company hereby incorporates by reference Company's prior Registration Statements on Form S-8 filed by the Company with respect to the Plan on December 6, 2002 (File No. 333-101711) and April 25, 2011 (File No. 333-173717), together with all exhibits filed therewith or incorporated therein by reference.

PART II - INFORMATION NOT REQUIRED IN PROSPECTUS

Item 8. Exhibits

Exhibit Description

- No.
- 4. 1 Articles of Incorporation of 1st Source Corporation, as amended April 30, 1996 (incorporated by reference to Exhibit 3(a) to the Company's Annual Report on Form 10-K for the year ended December 31, 1996, filed on February 28, 1997)
 - 4. 2 By-Laws of 1st Source Corporation, amended as of October 22, 2015, (incorporated by reference to Exhibit 3(b) to the Company's 10-K , filed on February 19, 2016)
 - 4. 3* 1st Source Corporation 1982 Restricted Stock Award Plan, as amended and restated effective November 9, 2016.
 - 5. 1* Opinion of Barnes & Thornburg LLP
 - 23. 1* Consent of BKD, LLP
 - 23. 2* Consent of Ernst & Young LLP
 - 23. 3 Consent of Barnes & Thornburg LLP (included in Exhibit 5.1)
 - 24. 1* Limited Power of Attorney

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South Bend, State of Indiana, on February 6, 2017.

1st Source Corporation

By: /s/ Christopher J. Murphy III
 Christopher J. Murphy III
 Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE | TITLE(S) | DATE |
|--|---|-----------------------------|
| /s/ Christopher J. Murphy III Christopher J. Murphy III | Chairman of the Board and Chief Executive Officer |)February 6, 2017)) |
| /s/ James R. Seitz James R. Seitz | President |)February 6, 2017)) |
| /s/ Andrea G. Short Andrea G. Short | Treasurer, Chief Financial Officer and Principal Accounting Officer |)February 6, 2017)) |
| /s/ John B. Griffith John B. Griffith | Secretary and General Counsel |)February 6, 2017)) |
| /s/ Allison N. Egidi Allison N. Egidi | Director |)February 6, 2017)) |
| /s/ Daniel B. Fitzpatrick Daniel B. Fitzpatrick | Director |)February 6, 2017)) |
| /s/ Craig A. Kapson Craig A. Kapson | Director |)February 6, 2017)) |
| /s/ Najeeb A. Khan Najeeb A. Khan | Director |)February 6, 2017)) |
| /s/ Vinod M. Khilnani Vinod M. Khilnani | Director |)February 6, 2017)) |
| /s/ Rex Martin Rex Martin | Director |)February 6, 2017)) |
| /s/ Christopher J. Murphy IV Christopher J. Murphy IV | Director |)February 6, 2017)) |
| /s/ Timothy K. Ozark Timothy K. Ozark | Director |)February 6, 2017 |

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| | | |
|-----------------------|----------|-------------------|
| Timothy K. Ozark | |) |
| | |) |
| /s/ John T. Phair | Director |)February 6, 2017 |
| John T. Phair | |) |
| | |) |
| /s/ Mark D. Schwabero | Director |)February 6, 2017 |
| Mark D. Schwabero | |) |

EXHIBIT INDEX

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