

GERMAN AMERICAN BANCORP
Form S-8 POS
December 30, 2003

Registration No. 333-81839

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

GERMAN AMERICAN BANCORP
(Exact Name of Registrant as Specified in Its Charter)

Indiana
(State or Other Jurisdiction
of Incorporation or Organization)

35-1547518
(I.R.S. Employer
Identification Number)

711 Main Street
Jasper, Indiana 47546-3042
(Address of Principal Executive Offices)

GERMAN AMERICAN BANCORP EMPLOYEES' PROFIT SHARING PLAN
(Full Title of the Plan)

Mark A. Schroeder
President and Chief Executive Officer
711 Main Street
Jasper, Indiana 47546-3042
(812) 482-1314

Copy to: Mark B. Barnes
Ice Miller
One American Square, Box 82001
Indianapolis, Indiana 46282-0002
(317) 236-2100

(Name, address and telephone number,
including area code, of Agent for Service)

The purpose of this Post-Effective Amendment No. 1 is to deregister all securities under this Registration Statement that remained unsold at the close of business on December 31, 2002, the date of termination of the offering of such securities.

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 Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jasper, Indiana, on this 30th day of December, 2003.

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GERMAN AMERICAN BANCORP

By: /s/ Mark A. Schroeder

Mark A. Schroeder
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities indicated on this 30th day of December, 2003.

Signature and Title

/s/ Mark A. Schroeder

Mark A. Schroeder, President and Director
(Chief Executive Officer)

Robert L. Ruckriegel, Director

George W. Astrike*

George W. Astrike, Director

Larry J. Seger*

Larry J. Seger, Director

David G. Buehler*

David G. Buehler, Director

Joseph F. Steurer*

Joseph F. Steurer, Director

William R. Hoffman*

William R. Hoffman, Director

Chet L. Thompson, Director

Michael J. Voyles*

Michael J. Voyles, Director

J. David Lett, Director

Gene C. Mehne*

Gene C. Mehne, Director

/s/ Bradley M. Rust

Bradley M. Rust, Principal Financial Officer
and Principal Accounting Officer

*By: /s/ Mark A. Schroeder

Mark A. Schroeder, as attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, German American Bancorp, acting as the Plan Administrator of the German American Bancorp Employees Profit Sharing Plan, has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jasper, Indiana, on this 30th day of December, 2003.

GERMAN AMERICAN BANCORP
EMPLOYEES' PROFIT SHARING PLAN

By: GERMAN AMERICAN BANCORP,
Plan Administrator

By: /s/ Mark A. Schroeder

Mark A. Schroeder
President and Chief Executive Officer