

Edgar Filing: NISOURCE INC - Form SC 13G/A

NISOURCE INC
Form SC 13G/A
February 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

NISOURCE INC

(NAME OF ISSUER)

Common Stock (Par Value \$0.01)

(TITLE OF CLASS OF SECURITIES)

65473P105

(CUSIP NUMBER)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

1. Names of Reporting Persons.

Deutsche Bank AG*

2. Check the Appropriate Box If a Member of a Group
(See Instructions)

- (a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Federal Republic of Germany

5. SOLE VOTING POWER

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| | |
|---|-----------------------------|
| | 7,359,210 |
| ----- | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 6. SHARED VOTING POWER |
| | 0 |
| ----- | |
| | 7. SOLE DISPOSITIVE POWER |
| | 7,502,940 |
| ----- | |
| | 8. SHARED DISPOSITIVE POWER |
| | 2,204 |
| ----- | |
| 9. Aggregate Amount Beneficially Owned by Each Reporting Person | |
| | 7,505,144 |
| ----- | |
| 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) _ | |
| ----- | |
| 11. Percent of Class Represented by Amount in Row (9) | |
| | 2.33% |
| ----- | |
| 12. Type of Reporting Person | |
| | FI |
| ----- | |

* In accordance with Securities Exchange Act Release No. 39538 (January 12, 1998), this filing reflects the securities beneficially owned by the Deutsche Asset Management business group (collectively, "DAM") of Deutsche Bank AG and its subsidiaries and affiliates (collectively, "DBAG"). This filing does not reflect securities, if any, beneficially owned by any other business group of DBAG. Consistent with Rule 13d-4 under the Securities Exchange Act of 1934 ("Act"), this filing shall not be construed as an admission that AWM is, for purposes of Section 13(d) under the Act, the beneficial owner of any securities covered by the filing.

Item 1.

(a) Name of Issuer:

NISOURCE INC

(b) Address of Issuer's Principal Executive Offices:

801 East 86th Avenue
Merrillville, IN 46410
United States

Item 2.

(a) Name of Person Filing:

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This statement is filed on behalf of Deutsche Bank AG ("Reporting Person").

(b) Address of the Principal Office or, if none, residence:

Taunusanlage 12
60325 Frankfurt am Main
Federal Republic of Germany

(c) Citizenship:

The citizenship of the Reporting Person is set forth on the cover page.

(d) Title of Class of Securities:

The title of the securities is common stock, \$0.01 par value ("Common Stock").

(e) CUSIP Number:

The CUSIP number of the Common Stock is set forth on the cover page.

Item 3. If this statement is filed pursuant to SS.240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with S.240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with S.240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with S. 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with Group, in accordance with Rule 13d-1 (b)(1)(ii)(J).

Deutsche Bank AG

(k) Group, in accordance with S.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

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(a) Amount beneficially owned:

The Reporting Person owns the amount of the Common Stock as set forth on the cover page.

(b) Percent of class:

The Reporting Person owns the percentage of the Common Stock as set forth on the cover page.

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote

The Reporting Person has the sole power to vote or to direct the vote of the Common Stock as set forth on the cover page.

(ii) Shared power to vote or to direct the vote

The Reporting Person has the shared power to vote or to direct the vote of the Common Stock as set forth on the cover page.

(iii) Sole power to dispose or to direct the disposition of

The Reporting Person has the sole power to dispose or to direct the disposition of the Common Stock as set forth on the cover page.

(iv) Shared power to dispose or to direct the disposition

The Reporting Person has the shared power to dispose or to direct the disposition of the Common Stock as set forth on the cover page.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following |X|.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Subsidiary

Item 3 Classification

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

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By signing below I certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to a bank organized under the laws of the Federal Republic of Germany is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would otherwise be disclosed in a Schedule 13D.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2017

Deutsche Bank AG

By: /s/ Daniela Pondeva
Name: Daniela Pondeva
Title: Vice President

;border-right:1pt none #D9D9D9 ;height:12.75pt;padding:0pt;">

Phillipsburg, NJ

Leased

2005

2018

102,613

Forks Township, PA

Leased

2006

2017

58,199

Middlesex, NJ

Owned

2007

-

-

Somerset, NJ

Leased

2012

2017

116,532

Washington, NJ

Owned

2012

-

-

Highland Park, NJ

Owned

2013

-

-

South Plainfield, NJ

Owned

2013

-

-

Edison, NJ

Owned

2013

-

-

(1) In March 2016, the Company purchased its previously leased Clinton, NJ headquarters for \$4.1 million.

Item 3. Legal Proceedings:

From time to time, the Company is subject to legal proceedings and claims in the ordinary course of business. The Company currently is not aware of any such legal proceedings or claims that it believes will have, individually or in the aggregate, a material adverse effect on the business, financial condition, or operating results of the Company.

Item 4. Mine Safety Disclosures: N/A

PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities:

(a) Market Information

The Company's Common Stock is quoted on the NASDAQ Global Market under the symbol "UNTY." The following table sets forth the high and low sales prices of the Common Stock as reported on the NASDAQ Global Market for the periods indicated.

| | High | Low | Cash Dividend Paid |
|---------------------------------------|----------|---------|--------------------------|
| For the year ended December 31, 2015: | | | |
| 4th Quarter | \$ 13.01 | \$ 9.62 | \$ 0.04 |
| 3rd Quarter | 10.24 | 9.50 | 0.04 |
| 2nd Quarter | 10.00 | 9.00 | 0.03 |
| 1st Quarter | 10.00 | 8.89 | 0.03 |

| | High | Low | Cash Dividend Paid |
|---------------------------------------|----------|---------|--------------------------|
| For the year ended December 31, 2014: | | | |
| 4th Quarter | \$ 12.63 | \$ 8.21 | \$ 0.03 |
| 3rd Quarter | 9.81 | 8.36 | 0.03 |
| 2nd Quarter | 9.38 | 7.91 | 0.02 |
| 1st Quarter | 8.26 | 7.22 | 0.02 |

(b) Holders

As of March 4, 2016, there were approximately 387 shareholders of record of the Company's Common Stock.

(c) Dividends

See table in Item 5(a) above.

(d) Repurchase Plan

On October 21, 2002, the Company authorized the repurchase of up to 10 percent of its outstanding common stock. The amount and timing of purchases is dependent upon a number of factors, including the price and availability of the Company's shares, general market conditions and competing alternate uses of funds. As of December 31, 2015, the Company had repurchased a total of 556 thousand shares, of which 131 thousand shares have been retired, leaving 153 thousand shares remaining to be repurchased under the plan. There were no shares repurchased during 2015 or 2014.

Item 6. Selected Financial Data:

The information under the caption, "Selected Consolidated Financial Data," in the Company's Annual Report to Shareholders for the year ended December 31, 2015, is incorporated by reference herein.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations:

The information under the caption, "Management's Discussion and Analysis of Financial Condition and Results of Operations," in the Company's Annual Report to Shareholders for the year ended December 31, 2015, is incorporated by reference herein.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk:

The information under the caption, "Market Risk," in the Company's Annual Report to Shareholders for the year ended December 31, 2015, is incorporated by reference herein.

Item 8. Financial Statements and Supplementary Data:

The Financial Statements and Notes to Consolidated Financial Statements in the Company's Annual Report to Shareholders for the year ended December 31, 2015, are incorporated by reference herein.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure: None

Item 9A. Controls and Procedures:

(a) Evaluation of disclosure controls and procedures:

Based on their evaluation, as of the end of the period covered by this Annual Report on Form 10-K, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined

in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934 (the “Exchange Act”)) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms.

(b) Management’s Report on Internal Control Over Financial Reporting:

The information under the caption, “Management’s Report on Internal Control Over Financial Reporting,” in the Company’s Annual Report to Shareholders for the year ended December 31, 2015, is incorporated by reference herein.

(c) Changes in internal controls:

There were not any significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Item 9B. Other Information:

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance; Compliance with Section 16(a) of the Exchange Act:

The information concerning the directors and executive officers of the Company under the caption "Election of Directors," and the information under the captions, "Compliance with Section 16(a) of the Securities Exchange Act of 1934," and, "Governance of the Company," in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders, is incorporated by reference herein. It is expected that such Proxy Statement will be filed with the Securities and Exchange Commission no later than April 30, 2016.

Also, refer to the information under the caption, "Executive Officers of Registrant," in Part I of this Annual Report on Form 10-K for a description of the Company's executive officers, who are not also directors.

Item 11. Executive Compensation:

The information concerning executive compensation under the caption, "Executive Compensation," in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders, is incorporated by reference herein. It is expected that such Proxy Statement will be filed with the Securities and Exchange Commission no later than April 30, 2016.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters:

The information concerning the security ownership of certain beneficial owners and management under the caption, "Security Ownership of Certain Beneficial Owners and Management," in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders is incorporated by reference herein. It is expected that such Proxy Statement will be filed with the Securities and Exchange Commission no later than April 30, 2016.

Securities Authorized for Issuance under Equity Compensation Plans

The following table provides information with respect to the equity securities that are authorized for issuance under the Company's compensation plans as of December 31, 2015.

Equity Compensation Plan Information

| | Number of securities to be issued upon exercise of outstanding options, warrants and rights (A) | Weighted-average exercise price of outstanding options, warrants and rights (B) | Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in column (A)) (C) |
|--|---|---|--|
| Equity compensation stock option plans approved by security holders | 475,396 | \$ 7.09 | 192,585 |
| Equity compensation plans approved by security holders (Restricted stock plan) | 80,800 | - | 174,700 |
| Equity compensation plans not approved by security holders | N/A | N/A | N/A |
| Total | 556,196 | \$ 6.06 | 367,285 |

There were no share repurchases during 2015 or 2014.

Item 13. Certain Relationships and Related Transactions and Director Independence:

The information concerning certain relationships and related transactions under the caption, "Interest of Management and Others in Certain Transactions; Review, Approval or Ratification of Transactions with Related Persons," in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders is incorporated by reference herein. It is expected that such Proxy Statement will be filed with the Securities and Exchange Commission no later than April 30, 2016.

Item 14. Principal Accountant Fees and Services:

The information concerning principal accountant fees and services, as well as related pre-approval policies, under the caption, "Independent Registered Public Accounting Firm," in the Proxy Statement for the Company's 2016 Annual Meeting of Shareholders is incorporated by reference herein. It is expected that such Proxy Statement will be filed with the Securities and Exchange Commission no later than April 30, 2016.

PART IV

Item 15. Exhibits and Financial Statement Schedules:

a) FINANCIAL STATEMENTS:

The following Consolidated Financial Statements of the Company and subsidiaries included in the Company's Annual Report to Shareholders for the year ended December 31, 2015, are incorporated by reference in Part II, Item 8.

- Report of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets
- Consolidated Statements of Income
- Consolidated Statements of Comprehensive Income
- Consolidated Statements of Changes in Shareholders' Equity
- Consolidated Statements of Cash Flows
- Notes to Consolidated Financial Statements

a) EXHIBITS:

| Exhibit Number | Description of Exhibits |
|----------------|--|
| 3(i) | Certificate of Incorporation of the Company, as amended (2) |
| 3(ii) | Bylaws of the Company (7) |
| 4(i) | Form of Stock Certificate (7) |
| 10(i) | 1994 Stock Option Plan (1) |
| 10(ii) | 1997 Stock Option Plan (3) |
| 10(iii) | 1998 Stock Option Plan (4) |
| 10(iv) | 1999 Stock Option Plan (5) |
| 10(v) | Amended and Restated Employment Agreement dated June 4, 2015 with James A. Hughes (17) |
| 10(vi) | Retention Agreement dated September 18, 2014 with Alan J. Bedner (15) |
| 10(vii) | Retention Agreement dated September 18, 2014 with John Kauchak (15) |
| 10(viii) | Retention Agreement dated September 18, 2014 with Janice Bolomey (15) |
| 10(ix) | 2002 Stock Option Plan (6) |
| 10(x) | Second Amendment dated September 19, 2003 to Lease Agreement between Unity Bank and Clinton Unity Group (8) |
| 10(xi) | Real Estate Purchase Agreement dated October 23, 2003 between Unity Bank and Premiere Development II, LLC (8) |
| 10(xii) | 2004 Stock Bonus Plan (9) |
| 10(xiii) | 2006 Stock Option Plan (10) |
| 10(xiv) | Third Amendment to Lease by and between Clinton Unity Group, LLC and Unity Bank dated July 31, 2009 (11) |
| 10(xv) | 2011 Stock Option Plan and 2011 Stock Bonus Plan (12) |
| 10(xvi) | 2013 Stock Bonus Plan (13) |
| 10(xvii) | Fourth Amendment to Lease by and between Clinton Unity Group, LLC and Unity Bank dated January 30, 2014 (14) |
| 10(xviii) | 2015 Stock Bonus Plan (16) |
| 10(xix) | Supplemental Executive Retirement Plan dated June 4, 2015 with James A. Hughes (17) |
| 13 | Portion of Unity Bancorp. Inc. 2015 Annual Report to Shareholders |
| 21 | Subsidiaries of the Registrant |
| 23.1 | Consent of RSM US LLP |
| 31.1 | Certification of President and Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of President, Chief Executive Officer, and Chief Financial Officer pursuant to Section 906 |
| 99.1 | Certification of President and Chief Executive Officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008 |
| 99.2 | Certification of Chief Financial Officer pursuant to Section 111(b)(4) of the Emergency Economic Stabilization Act of 2008 |
| 101.INS | XBRL Instance Document |
| 101.SCH | XBRL Taxonomy Extension Schema Document |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document |

101.LAB XBRL Taxonomy Extension Label Linkbase Document
101.PRE XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF XBRL Taxonomy Extension Definitions Linkbase Document

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registration Statement on Form S-4 (File No. 33-76392) and incorporated by reference herein.
- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed on July 22, 2002 and incorporated by reference herein.
- (3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on April 4, 1997.
- (4) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on March 30, 1998.
- (5) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on April 2, 1999.
- (6) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on April 10, 2002.

- (7) Previously filed with the Securities and Exchange Commission as an Exhibit to the Annual Report on Form 10-K filed March 26, 2003.
 - (8) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed March 26, 2004.
 - (9) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on April 15, 2004.
 - (10) Previously filed with the Securities and Exchange Commission as an Exhibit to the Proxy Statement for the Annual Meeting of Shareholders filed on May 4, 2006.
 - (11) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed on August 4, 2009 and incorporated by reference herein.
 - (12) Previously filed with the Securities and Exchange Commission as an Exhibit to Form S-8 filed on May 26, 2011 and incorporated by reference herein.
 - (13) Previously filed with the Securities and Exchange Commission as an Exhibit to Form S-8 filed on July 12, 2013 and incorporated by reference herein.
 - (14) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed on February 4, 2014 and incorporated by reference herein.
 - (15) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed September 18, 2014
 - (16) Previously filed with the Securities and Exchange Commission as an Exhibit to Form S-8 filed on May 22, 2015 and incorporated by reference herein.
 - (17) Previously filed with the Securities and Exchange Commission as an Exhibit to the Current Report on Form 8-K filed June 5, 2015.
- b) Not applicable

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

UNITY BANCORP, INC.

By: /s/ Alan J. Bedner, Jr.
Alan J. Bedner, Jr.
Executive Vice President
Chief Financial Officer

Date: March 4, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Name | Title | Date |
|--|---|---------------|
| /s/ David D. Dallas David D. Dallas | Chairman of the Board and Director | March 4, 2016 |
| /s/ James A. Hughes James A. Hughes | President, Chief Executive Officer and Director | March 4, 2016 |
| /s/ Alan J. Bedner, Jr. Alan J. Bedner, Jr. | Chief Financial Officer (Principal Financial and Accounting Officer) | March 4, 2016 |
| /s/ Dr. Mark S. Brody Dr. Mark S. Brody | Director | March 4, 2016 |
| /s/ Wayne Courtright | Director | March 4, 2016 |

Wayne Courtright

| | | |
|--|----------|---------------|
| /s/ Robert H. Dallas, II Robert H. Dallas, II | Director | March 4, 2016 |
|--|----------|---------------|

| | | |
|--|----------|---------------|
| /s/ Dr. Mary E. Gross Dr. Mary E. Gross | Director | March 4, 2016 |
|--|----------|---------------|

| | | |
|--|----------|---------------|
| /s/ Dr. Austin H. Kutscher, Jr. Dr. Austin S. Kutcher | Director | March 4, 2016 |
|--|----------|---------------|

| | | |
|--|----------|---------------|
| /s/ Peter E. Maricondo Peter E. Maricondo | Director | March 4, 2016 |
|--|----------|---------------|

Signatures (continued)

| Name | Title | Date |
|--|----------|---------------|
| /s/ Raj Patel Raj Patel | Director | March 4, 2016 |
| /s/ Donald E. Souders, Jr. Donald E. Souders, Jr. | Director | March 4, 2016 |
| /s/ Aaron Tucker Aaron Tucker | Director | March 4, 2016 |
| /s/ Allen Tucker Allen Tucker | Director | March 4, 2016 |