

1ST SOURCE CORP

Form S-8

February 06, 2017

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

Registration No. 333-\_\_\_\_\_

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-8

Registration Statement

Under

The Securities Act of 1933

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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)

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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)

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With copies to:

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

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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 <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	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

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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		)

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EXHIBIT INDEX

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