

FIRST BUSEY CORP /NV/  
Form 424B3  
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Use these links to rapidly review the document

[TABLE OF CONTENTS](#)  
[TABLE OF CONTENTS](#)

[Table of Contents](#)

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Registration No. 333-209066**

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**PROXY STATEMENT OF PULASKI FINANCIAL CORP.**

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**PROXY STATEMENT AND PROSPECTUS OF FIRST BUSEY CORPORATION**

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**Merger Proposal Your Vote Is Important**

**DEAR PULASKI FINANCIAL CORP. AND FIRST BUSEY CORPORATION STOCKHOLDERS:**

The boards of directors of Pulaski Financial Corp. (which we refer to as "Pulaski") and First Busey Corporation (which we refer to as "First Busey") have each unanimously approved a transaction that will result in the merger of Pulaski with and into First Busey (which we refer to as the "merger"). First Busey will be the surviving bank holding company in the merger. If the merger is completed, Pulaski stockholders will receive 0.79 shares of First Busey common stock for each of their Pulaski shares. First Busey stockholders will continue to own their existing First Busey shares. After the merger is completed, we expect that current First Busey stockholders will own approximately 75% of the outstanding shares of common stock of the combined company, and current Pulaski stockholders will own approximately 25% of the outstanding shares of common stock of the combined company.

First Busey's common stock currently trades on the NASDAQ Global Select Market under the symbol "BUSE." Pulaski's common stock currently trades on the NASDAQ Global Select Market under the symbol "PULB." Based on the closing price of First Busey common shares of \$21.82 on the NASDAQ Global Select Market on December 3, 2015, the trading day of the public announcement of the merger, the 0.79 exchange ratio represented approximately \$17.24 in value for each share of Pulaski common stock. Based on the closing price of First Busey common shares of 18.04 on the NASDAQ Global Select Market on January 28, 2016, the latest practicable trading day before the date of this joint proxy statement/prospectus, the 0.79 exchange ratio represented approximately \$14.25 in value for each share of Pulaski common stock, for an aggregate transaction value of approximately \$171.9 million. The shares of First Busey common stock issued pursuant to the merger will be registered under the Securities Act of 1933, as amended (which we refer to as the "Securities Act"), and will trade on the NASDAQ Global Select Market.

We cannot complete the merger unless we obtain the necessary governmental approvals and unless the stockholders of both companies approve the merger agreement and the transactions contemplated therein. Each of us is asking our stockholders to consider and vote on this

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merger proposal at our respective company's special meeting of stockholders. **Your vote is important, regardless of the number of shares that you own.** Whether or not you plan to attend your company's meeting, please take the time to vote by following the voting instructions included in the enclosed proxy card. Submitting a proxy now will not prevent you from being able to vote in person at your company's special meeting. If you do not vote your shares as instructed in the enclosed proxy card, or if you do not instruct your broker how to vote any shares held for you in "street name," the effect will be a vote against the merger and the transactions contemplated therein.

The places, dates and times of the stockholders' meetings are as follows:

For stockholders of Pulaski:

For stockholders of First Busey:

**Date:** March 29, 2016

**Date:** March 29, 2016

**Time:** 2:00 p.m., local time

**Time:** 6:30 p.m., local time

**Place:** Sheraton Westport Chalet Hotel St. Louis  
191 Westport Plaza Drive  
St. Louis, Missouri 63146

**Place:** Busey Bank  
100 W. University Avenue  
Champaign, Illinois 61820

This joint proxy statement/prospectus contains a more complete description of the stockholders' meetings and the terms of the merger. We urge you to review this entire document carefully. You may also obtain information about Pulaski and First Busey from documents that each has filed with the Securities and Exchange Commission (which we refer to as the "SEC").

**The Pulaski and First Busey boards of directors recommend that the Pulaski and First Busey stockholders, respectively, vote "FOR" approval of the merger agreement and the transactions contemplated therein and "FOR" the other matters to be considered at the special meeting.**

Gary W. Douglass  
*President and Chief Executive Officer*  
Pulaski Financial Corp.

Van A. Dukeman  
*President and Chief Executive Officer*  
First Busey Corporation

**You should read this entire joint proxy statement/prospectus carefully because it contains important information about the merger. In particular, you should read carefully the information under the section entitled "Risk Factors" beginning on page 23.**

**Neither the SEC nor any state securities regulatory body has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The securities to be issued in connection with the merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

**This joint proxy statement/prospectus is dated February 3, 2016, and is first being mailed to Pulaski's and First Busey's stockholders on or about February 8, 2016.**

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Table of Contents

**PULASKI FINANCIAL CORP.**

12300 Olive Boulevard  
St. Louis, Missouri 63141  
(314) 878-2210

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**Notice of Special Meeting of Stockholders**

**Date:** March 29, 2016

**Time:** 2:00 p.m., local time

**Place:**

Sheraton Westport Chalet Hotel St. Louis  
191 Westport Plaza Drive  
St. Louis, Missouri 63146

TO PULASKI STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that Pulaski Financial Corp. ("Pulaski") will hold a special meeting of stockholders on March 29, 2016 at 2:00 p.m., local time, at Sheraton Westport Chalet Hotel St. Louis, 191 Westport Plaza Drive, St. Louis, Missouri 63146. The purpose of the meeting is to consider and vote on the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of December 3, 2015, between First Busey and Pulaski (which we refer to as the "merger proposal"), pursuant to which Pulaski will merge with and into First Busey, and the transactions contemplated therein. A copy of the merger agreement is included as *Appendix A* to the joint proxy statement/prospectus accompanying this notice;

a proposal to approve, on an advisory (non-binding) basis, the compensation that certain executive officers of Pulaski may receive in connection with the merger proposal pursuant to existing agreements or arrangements with Pulaski (which we refer to as the "Pulaski compensation proposal"); and

the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein.

Holders of record of Pulaski common stock at the close of business on January 29, 2016 are entitled to receive this notice and to vote at the special meeting and any adjournments or postponements thereof. Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of two-thirds of the outstanding shares of Pulaski common stock entitled to vote. Approval of the Pulaski compensation proposal and the adjournment of the special meeting requires the affirmative vote of the majority of shares entitled to vote and represented in person or by proxy.

**The board of directors of Pulaski unanimously recommends that you vote "FOR" approval of the merger agreement and the transactions contemplated therein, "FOR" approval of the Pulaski compensation proposal and "FOR" approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein.**

**Your vote is important.** Please vote via the Internet, by telephone or by completing and signing the enclosed form of proxy and mailing it promptly in the enclosed envelope. Your proxy will not be used if you attend the meeting and vote in person.

Under Missouri law, if the merger is completed, Pulaski stockholders of record who do not vote to approve the merger agreement, and otherwise comply with the applicable provisions of Missouri law pertaining to objecting stockholders, will be entitled to exercise rights of appraisal and obtain payment in cash for the fair value of their shares of Pulaski common stock by following the procedures set forth



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### Table of Contents

in detail in this joint proxy statement/prospectus. A copy of the section of the General and Business Corporation Law of Missouri pertaining to objecting stockholders' rights of appraisal is included as *Appendix B* to this joint proxy statement/prospectus.

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Laurel Hill Advisory Group, Pulaski's proxy solicitor, by calling toll-free at (888) 742-1305. Banks and brokers may contact Laurel Hill Advisory Group at (516) 933-3100.

By Order of the Board of Directors

Paul J. Milano  
*Corporate Secretary*

St. Louis, Missouri  
February 3, 2016

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Table of Contents

**FIRST BUSEY CORPORATION**

100 W. University Ave.  
Champaign, Illinois 61820  
(217) 365-4500

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**Notice of Special Meeting of Stockholders**

**Date:** March 29, 2016

**Time:** 6:30 p.m., local time

**Place:** Busey Bank  
100 W. University Avenue  
Champaign, Illinois 61820

TO FIRST BUSEY STOCKHOLDERS:

NOTICE IS HEREBY GIVEN that First Busey Corporation ("First Busey") will hold a special meeting of stockholders on March 29, 2016 at 6:30 p.m., local time, at Busey Bank, 100 W. University Avenue, Champaign, Illinois 61820. The purpose of the meeting is to consider and vote on the following matters:

a proposal to approve the Agreement and Plan of Merger, dated as of December 3, 2015, between First Busey and Pulaski (which we refer to as the "merger proposal"), pursuant to which Pulaski will merge with and into First Busey, and the transactions contemplated therein, including the issuance of First Busey common stock in connection with the merger; and

the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein.

Holders of record of First Busey common stock at the close of business on January 29, 2016 are entitled to receive this notice and to vote at the special meeting and any adjournments or postponements thereof. Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of a majority of the outstanding shares of First Busey common stock entitled to vote. Approval of the adjournment of the special meeting requires the affirmative vote of a majority of the votes cast for the proposal.

**The board of directors of First Busey unanimously recommends that you vote "FOR" approval of the merger agreement and the transactions contemplated therein, including the issuance of First Busey common stock in connection with the merger. Your board of directors also unanimously recommends that you vote "FOR" approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein.**

**Your vote is important.** We hope that you will be able to attend the special meeting. Whether or not you plan to attend, please review the attached proxy statement and return the enclosed proxy card or vote by telephone or Internet by following the preprinted instructions set forth on the enclosed proxy card.

By Order of the Board of Directors

Gregory B. Lykins

*Chairman of the Board*

Van A. Dukeman

*President and Chief Executive Officer*

Champaign, Illinois  
February 3, 2016

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Table of Contents

**REFERENCES TO ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about First Busey and Pulaski from documents filed with the SEC that are not included in or delivered with this joint proxy statement/prospectus. For a listing of the documents incorporated by reference into this joint proxy statement/prospectus, please see the section entitled "Where You Can Find More Information" beginning on page 101. You can obtain any of the documents filed with or furnished to the SEC by First Busey and/or Pulaski at no cost from the SEC's website at <http://www.sec.gov>. You may also request copies of these documents, including documents incorporated by reference in this joint proxy statement/prospectus, at no cost by contacting the appropriate company at the following address:

**Pulaski Financial Corp.**  
12300 Olive Boulevard  
St. Louis, Missouri 63141  
(314) 878-2210

**First Busey Corporation**  
100 W. University Avenue  
Champaign, Illinois 61820  
(217) 365-4544

**You will not be charged for any of these documents that you request. To obtain timely delivery of these documents, you must request them no later than five business days before the date of your special meeting. This means that stockholders requesting documents must do so by March 22, 2016, in order to receive them before the special meetings.**

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by First Busey (File No. 333-209066), constitutes a prospectus of First Busey under Section 5 of the Securities Act of 1933, as amended, which we refer to as the "Securities Act," with respect to the shares of common stock, par value \$0.001 per share, of First Busey, which we refer to as "First Busey common stock," to be issued pursuant to the Agreement and Plan of Merger, dated as of December 3, 2015, by and between First Busey and Pulaski, as it may be amended from time to time, which we refer to as the "merger agreement." This document also constitutes a proxy statement of each of First Busey and Pulaski under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the "Exchange Act." It also constitutes a notice of meeting with respect to the special meeting at which First Busey stockholders will be asked to consider and vote upon the approval of the merger agreement and a notice of meeting with respect to the special meeting at which Pulaski stockholders will be asked to consider and vote upon the approval of the merger agreement.

First Busey has supplied all information contained or incorporated by reference into this proxy statement/prospectus relating to First Busey, and Pulaski has supplied all information contained or incorporated by reference into this proxy statement/prospectus relating to Pulaski.

You should rely only on the information contained in, or incorporated by reference into, this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated February 3, 2016, and you should assume that the information in this document is accurate only as of such date. You should assume that the information incorporated by reference into this document is accurate as of the date of such document. Neither the mailing of this document to Pulaski stockholders or First Busey stockholders nor the issuance by First Busey of shares of First Busey common stock in connection with the merger will create any implication to the contrary.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

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Table of Contents

**TABLE OF CONTENTS**

	<b>PAGE</b>
<u>QUESTIONS AND ANSWERS ABOUT THE MERGER SUMMARY</u>	1
<u>Information about First Busey and Pulaski</u>	7
<u>The merger and the merger agreement</u>	7
<u>What Pulaski stockholders will receive</u>	8
<u>Material U.S. federal income tax consequences of the merger</u>	8
<u>Pulaski's reasons for the merger; Board recommendation to Pulaski's stockholders</u>	8
<u>First Busey's reasons for the merger; Board recommendation to First Busey's stockholders</u>	9
<u>Interests of officers and directors of Pulaski in the merger may be different from, or in addition to, yours</u>	9
<u>Treatment of Pulaski stock options and other equity awards</u>	9
<u>Pulaski stockholders will have dissenters' rights in connection with the merger</u>	10
<u>The merger and the performance of the combined company are subject to a number of risks</u>	10
<u>Stockholder approval will be required to complete the merger and approve the other proposals set forth in the notice</u>	10
<u>Completion of the merger is subject to regulatory approvals</u>	10
<u>Conditions to the merger</u>	11
<u>How the merger agreement may be terminated by First Busey and Pulaski</u>	12
<u>Termination fees and expenses may be payable under some circumstances</u>	13
<u>Voting and support agreement</u>	13
<u>Accounting treatment of the merger</u>	14
<u>Certain differences in First Busey stockholder rights and Pulaski stockholder rights</u>	14
<u>First Busey shares will be listed on NASDAQ</u>	14
<u>Risk Factors</u>	14
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FIRST BUSEY</u>	15
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PULASKI</u>	17
<u>SUMMARY UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	18
<u>UNAUDITED COMPARATIVE PER COMMON SHARE DATA</u>	20
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	21
<u>RISK FACTORS</u>	23
<u>SPECIAL NOTES CONCERNING FORWARD-LOOKING STATEMENTS</u>	30
<u>INFORMATION ABOUT THE SPECIAL MEETING OF PULASKI STOCKHOLDERS</u>	32
<u>Purpose</u>	32
<u>Record date, quorum and vote required</u>	32
<u>How to vote your shares</u>	33
<u>Participants in Pulaski Bank's KSOP Plan</u>	33
<u>Shares held in "street name"</u>	34
<u>Revocability of proxies</u>	34
<u>Proxy solicitation</u>	34
<u>THE PULASKI PROPOSALS</u>	35

Table of Contents

	PAGE
<u>Proposal 1 Approval of the Merger Agreement</u>	35
<u>Proposal 2 Pulaski Compensation Proposal</u>	35
<u>Proposal 3 Adjournment of the Special Meeting</u>	35
<u>INFORMATION ABOUT THE SPECIAL MEETING OF FIRST BUSEY STOCKHOLDERS</u>	
	37
<u>Purpose</u>	37
<u>Record date, quorum and vote required</u>	37
<u>How to vote your shares</u>	38
<u>Shares held in "street name"</u>	38
<u>Revocability of proxies</u>	39
<u>Proxy solicitation</u>	39
<u>THE FIRST BUSEY PROPOSALS</u>	
	40
<u>Proposal 1 Approval of the Merger Agreement and the Share Issuance</u>	40
<u>Proposal 2 Adjournment of the Special Meeting</u>	40
<u>THE MERGER</u>	
	41
<u>General</u>	41
<u>Background of the merger</u>	41
<u>Pulaski's reasons for the merger and recommendation of the board of directors</u>	46
<u>Opinion of Sandler O'Neill &amp; Partners, L.P</u>	49
<u>First Busey's reasons for the merger and recommendation of the board of directors</u>	63
<u>Accounting treatment of the merger</u>	64
<u>Material U.S. federal income tax consequences of the merger</u>	65
<u>Regulatory approvals</u>	68
<u>Interests of certain persons in the merger</u>	69
<u>Merger-related compensation for Pulaski's named executive officers</u>	72
<u>Restrictions on resale of First Busey common stock</u>	73
<u>Pulaski stockholder dissenters' rights</u>	73
<u>DESCRIPTION OF THE MERGER AGREEMENT</u>	
	76
<u>General</u>	76
<u>Closing and effective time</u>	76
<u>Consideration to be received in the merger</u>	76
<u>Fractional shares</u>	77
<u>Voting and support agreement</u>	77
<u>Trust preferred securities</u>	77
<u>Treatment of Pulaski stock options and other equity awards</u>	77
<u>Exchange of certificates</u>	78
<u>Conduct of business pending the merger</u>	78
<u>Certain covenants of the parties</u>	80
<u>No solicitation of or discussions relating to an acquisition proposal</u>	81
<u>Representations and warranties</u>	81
<u>Conditions to completion of the merger</u>	82
<u>Termination</u>	84
<u>Termination fees</u>	84
<u>Management of First Busey and Pulaski after the merger</u>	85
<u>Expenses</u>	85
<u>NASDAQ stock listing</u>	85
<u>Amendment</u>	85

Table of Contents

	<b>PAGE</b>
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	<u>86</u>
<u>COMPARISON OF RIGHTS OF FIRST BUSEY STOCKHOLDERS AND PULASKI STOCKHOLDERS</u>	<u>92</u>
<u>STOCKHOLDER PROPOSALS</u>	<u>101</u>
<u>LEGAL MATTERS</u>	<u>101</u>
<u>EXPERTS</u>	<u>101</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>101</u>
<u>Appendix A: Agreement and Plan of Merger</u>	<u>A-1</u>
<u>Appendix B: Section 455 of the General and Business Corporation Law of Missouri</u>	<u>B-1</u>
<u>Appendix C: Form of Voting and Support Agreement</u>	<u>C-1</u>
<u>Appendix D: Opinion of Sandler O'Neill &amp; Partners, L.P.</u>	<u>D-1</u>

Table of Contents

**QUESTIONS AND ANSWERS ABOUT THE MERGER**

The following questions and answers are intended to briefly address some commonly asked questions regarding the merger, the merger agreement and the special meetings. We urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.

**Q: What is the proposed transaction?**

**A:** You are being asked to vote on the approval of a merger agreement that provides for the merger of Pulaski with and into First Busey, with First Busey as the surviving company. The merger is anticipated to be completed in the first half of 2016. At a date following the completion of the merger, First Busey intends to merge Pulaski Bank, National Association (which we refer to as "Pulaski Bank"), Pulaski's wholly-owned bank subsidiary, with and into Busey Bank, First Busey's wholly-owned bank subsidiary, with Busey Bank as the surviving bank (which we refer to as the "bank merger"). At such time, Pulaski Bank's banking offices will become banking offices of Busey Bank. Until the banks are merged, First Busey will own and operate Pulaski Bank and Busey Bank as separate bank subsidiaries.

**Q: What will Pulaski stockholders be entitled to receive in the merger?**

**A:** If the merger is completed, each share of Pulaski common stock issued and outstanding immediately prior to the effective time of the merger (other than shares owned by Pulaski as treasury stock or otherwise owned by Pulaski or First Busey and any dissenting shares), will be converted into the right to receive 0.79 shares of First Busey common stock. Only whole shares of First Busey common stock will be issued in the merger. As a result, cash will be paid instead of any fractional shares based on the reference price of First Busey common stock as more fully described on page 77. Shares of Pulaski common stock held by Pulaski stockholders who elect to exercise their dissenters' rights will not be converted into merger consideration.

**Q: What is the value of the per share merger consideration?**

**A:** The value of the merger consideration to be received by Pulaski stockholders will fluctuate as the market price of First Busey common stock fluctuates before the completion of the merger. This price will not be known at the time of the Pulaski special meeting and may be more or less than the current price of common stock or the price of First Busey common stock at the time of the special meeting. Based on the closing stock price of First Busey common stock on the NASDAQ Global Select Market on December 3, 2015, the trading day of the public announcement of the merger, of \$21.82, the value of the merger consideration was \$17.25. Based on the closing stock price of First Busey common stock on the NASDAQ Global Select Market on January 28, 2016, the latest practicable date before the mailing of this joint proxy statement/prospectus, of \$18.04, the value of the merger consideration was \$14.25. We urge you to obtain current market quotations for shares of First Busey common stock and Pulaski common stock.

**Q: Why do Pulaski and First Busey want to engage in the merger?**

**A:** Pulaski believes that the merger will provide Pulaski stockholders with substantial benefits, and First Busey believes that the merger will further its strategic growth plans. To review the reasons for the merger in more detail, see "The Merger Pulaski's reasons for the merger and recommendation of the board of directors" on page 46 and "The Merger First Busey's reasons for the merger and recommendation of the board of directors" on page 63.

Table of Contents

**Q: In addition to approving the merger agreement, what else are Pulaski stockholders being asked to vote on?**

**A:** In addition to the merger agreement and the transactions contemplated therein, Pulaski is soliciting proxies from holders of its common stock with respect to, a proposal to approve, on an advisory (non-binding) basis, the compensation that certain executive officers of Pulaski may receive in connection with the merger proposal pursuant to existing agreements or arrangements with Pulaski (which we refer to as the "Pulaski compensation proposal"), a proposal to adjourn the Pulaski special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein. Completion of the merger is not conditioned upon approval of the Pulaski compensation proposal or the adjournment proposal.

**Q: Why are Pulaski stockholders being asked to vote on the Pulaski compensation proposal?**

**A:** The SEC, in accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (which we refer to as the "Dodd-Frank Act"), has adopted rules that require Pulaski to seek an advisory (non-binding) vote with respect to certain payments that are payable to Pulaski's named executive officers in connection with the merger.

**Q: What will happen if Pulaski's stockholders do not approve such compensation at the special meeting?**

**A:** Pulaski stockholders' approval of the compensation payable to certain of Pulaski's executive officers in connection with the merger is not a condition to completion of the merger. The vote with respect to such compensation is an advisory vote and will not be binding on Pulaski (or First Busey after the merger) regardless of whether the merger agreement is approved. Accordingly, because the compensation to be paid to certain Pulaski executive officers in connection with the merger is contractual, such compensation will be payable if the merger is completed regardless of the outcome of the advisory vote.

**Q: In addition to approving the merger agreement, what else are First Busey stockholders being asked to vote on?**

**A:** In addition to the merger agreement and the transactions contemplated therein, First Busey is soliciting proxies from holders of its common stock with respect to a proposal to adjourn the First Busey special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein. Completion of the merger is not conditioned upon approval of the adjournment proposal.

**Q: What does the Pulaski board of directors recommend?**

**A:** Pulaski's board of directors has determined that the merger agreement and the transactions contemplated therein are in the best interests of Pulaski and its stockholders. Pulaski's board of directors unanimously recommends that you vote "**FOR**" the approval of the merger agreement and the transactions contemplated therein, "**FOR**" approval of the Pulaski compensation proposal and "**FOR**" the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein. To review the reasons for the merger in more detail, see "The Merger Pulaski's reasons for the merger and recommendation of the board of directors" on page 46.

Table of Contents

**Q: What does the First Busey board of directors recommend?**

**A:** First Busey's board of directors has determined that the merger agreement and the transactions contemplated therein, including the issuance of First Busey common stock in connection with the merger, is in the best interests of First Busey and its stockholders. First Busey's board of directors unanimously recommends that you vote "**FOR**" the approval of the merger agreement and the transactions contemplated therein and "**FOR**" the approval to adjourn the special meeting to permit further solicitation in the event that an insufficient number of votes are cast to approve the merger agreement and the transactions contemplated therein. To review the reasons for the merger in more detail, see "The Merger First Busey's reasons for the merger and recommendation of the board of directors" on page 63.

**Q: What vote is required to approve each proposal at the Pulaski special meeting?**

**A:** Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of two-thirds of the outstanding shares of Pulaski common stock entitled to vote. Abstentions, shares not voted and broker non-votes will have the same effect as a vote against the merger proposal. Approval of the Pulaski compensation proposal and the proposal to adjourn the special meeting requires the affirmative vote of the majority of shares entitled to vote and represented in person or by proxy. Abstentions will have the same effect as a vote against these proposals, while broker non-votes will have no effect.

**Q: What vote is required to approve each proposal at the First Busey special meeting?**

**A:** Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of a majority of the outstanding shares of First Busey common stock entitled to vote. Abstentions, shares not voted and broker non-votes will have the same effect as a vote against the merger proposal. Approval of the proposal to adjourn the special meeting requires the affirmative vote of a majority of the votes cast for the proposal. Abstentions are deemed to be votes cast and thereby have the same effect as a vote against the adjournment proposal. Shares not voted and broker non-votes will have no effect on this proposal.

**Q: Why is my vote important?**

**A:** The merger cannot be completed unless the merger agreement is approved by both First Busey and Pulaski stockholders. If you fail to submit a proxy or vote in person at the special meeting, or vote to abstain, or you do not provide your bank, brokerage firm or other nominee with voting instructions, as applicable, this will have the same effect as a vote against the approval of the merger agreement. The First Busey board of directors and the Pulaski board of directors both unanimously recommend that their company's stockholders for "**FOR**" the proposal to approve the merger agreement.

**Q: What do I need to do now? How do I vote?**

**A:** If you are a Pulaski stockholder, you may vote at the special meeting if you own shares of Pulaski common stock of record at the close of business on the record date for the special meeting, January 29, 2016. If you are a First Busey stockholder, you may vote at the special meeting if you own shares of First Busey common stock of record at the close of business on the record date for the special meeting, January 29, 2016. After you have carefully read and considered the information contained in this joint proxy statement/prospectus, please vote by a method described on your proxy card. This will enable your shares to be represented at the special meeting. You may also vote in person at the special meeting. If you do not vote by proxy and do not vote at the special meeting, this will make it more difficult to achieve a quorum for the meeting.

Table of Contents

**Q: How do I vote if I own shares through the Pulaski Bank Savings and Ownership Plan?**

**A:** If you hold Pulaski common stock through the Pulaski Bank Savings and Ownership Plan (which we refer to as the "KSOP"), you will receive a voting instruction card to reflect all of the shares that you may direct the trustee to vote on your behalf under the plan. Under the terms of the KSOP, all shares held by the KSOP are voted by the KSOP trustee, but each participant in the KSOP may direct the trustee how to vote the shares of Pulaski common stock allocated to his or her account. Allocated shares for which no timely voting instructions are received will be voted by the KSOP trustee in the same proportion as shares for which the trustee has received voting instructions, subject to the exercise of its fiduciary duties.

**Q: If my shares of common stock are held in "street name" by my bank, broker or other fiduciary, will my bank, broker or other fiduciary automatically vote my shares for me?**

**A:** No. Your bank, broker or other fiduciary cannot vote your shares without instructions from you. If your shares are held in "street name" through a bank, broker or other fiduciary, you must provide the record holder of your shares with instructions on how to vote the shares. Please follow the voting instructions provided by the bank, broker or other fiduciary. You may not vote shares held in street name by returning a proxy card directly to First Busey or Pulaski, or by voting in person at the First Busey special meeting or the Pulaski special meeting, unless you provide a "legal proxy," which you must obtain from your broker, bank or other fiduciary. Further, banks, brokers or other fiduciaries who hold shares of First Busey common stock or Pulaski common stock on behalf of their customers may not give a proxy to First Busey or Pulaski to vote those shares with respect to any of the proposals without specific instructions from their customers, as brokers, banks and other fiduciaries do not have discretionary voting power on these matters. Failure to instruct your bank, broker or other fiduciary how to vote will have the same effect as a vote against adoption of the merger agreement.

**Q: How will my proxy be voted?**

**A:** If you complete, sign, date and mail your proxy form, your proxy will be voted in accordance with your instructions. If you sign, date and send in your proxy form, but you do not indicate how you want to vote, your proxy will be voted "**FOR**" approval of the merger agreement and the other proposals in the notice.

**Q: Can I revoke my proxy and change my vote?**

**A:** You may change your vote or revoke your proxy prior to the special meeting by filing with the corporate secretary of Pulaski or First Busey, as appropriate, a duly executed revocation of proxy or submitting a new proxy with a later date. You may also revoke a prior proxy by voting in person at the applicable special meeting.

**Q: Are there risks I should consider in deciding to vote on the approval of the merger agreement?**

**A:** Yes, in evaluating the merger agreement and the transactions contemplated therein, you should read this joint proxy statement/prospectus carefully, including the factors discussed in the section titled "Risk Factors" beginning on page 23.

**Q: What if I oppose the merger? Do I have dissenters' rights?**

**A:** Pulaski stockholders who do not vote in favor of approval of the merger agreement and otherwise comply with all of the procedures of the General and Business Corporation Law of Missouri, will be entitled to receive payment in cash of the fair value of their shares of Pulaski common stock as ultimately determined under the statutory process. A copy of the applicable section of the General





Table of Contents

and Business Corporation Law of Missouri is attached as *Appendix B* to this document. This "fair value" could be more than the merger consideration but could also be less. First Busey stockholders are not entitled to dissenters' rights with respect to approval of the merger agreement.

**Q:**

**What are the tax consequences of the merger to me?**

We expect that Pulaski stockholders will not recognize any gain or loss for U.S. federal income tax purposes as a result of the merger, except to the extent of any cash received in lieu of fractional shares. **You should consult with your tax adviser for the specific tax consequences of the merger to you.** See "The Merger Material U.S. federal income tax consequences of the merger" on page 65.

**Q:**

**When and where are the special meetings?**

**A:**

The Pulaski special meeting will take place on March 29, 2016, at 2:00 p.m. local time, at Sheraton Westport Chalet Hotel St. Louis, 191 Westport Plaza Drive, St. Louis, Missouri 63146. The First Busey special meeting will take place on March 29, 2016, at 6:30 p.m. local time, at Busey Bank, 100 W. University Avenue, Champaign, Illinois 61820.

**Q:**

**Who may attend the Pulaski special meeting?**

**A:**

Only Pulaski stockholders on the record date may attend the special meeting. If you are a stockholder of record, you will need to present the proxy card that you received or another proof of identification in order to be admitted into the meeting.

**Q:**

**Who may attend the First Busey special meeting?**

**A:**

Only First Busey stockholders on the record date may attend the special meeting. If you are a stockholder of record, you will need to present the proxy card that you received or another proof of identification in order to be admitted into the meeting.

**Q:**

**Should I send in my Pulaski stock certificates now?**

**A:**

No. Either at the time of closing or shortly after the merger is completed, the exchange agent for the merger, Computershare Trust Company, N.A., will send you a letter of transmittal with instructions informing you how to send in your stock certificates to the exchange agent. You should use the letter of transmittal to exchange your Pulaski stock certificates for the merger consideration. ***Do not send in your stock certificates with your proxy form.***

**Q:**

**Whom may I contact if I cannot locate my Pulaski stock certificate(s)?**

**A:**

If you are unable to locate your original Pulaski stock certificate(s), you should contact Computershare Trust Company, N.A., Pulaski's transfer agent, at (800) 368-5948.

**Q:**

**What should I do if I hold my shares of Pulaski common stock in book-entry form?**

**A:**

You are not required to take any special additional actions if your shares of Pulaski common stock are held in book-entry form. After the completion of the merger, shares of Pulaski common stock held in book-entry form automatically will be exchanged for book-entry shares of First Busey common stock, plus cash in lieu of any fractional shares.

**Q:**

**What should I do if I receive more than one set of voting materials?**

**A:**

Pulaski stockholders and First Busey stockholders may receive more than one set of voting materials, including multiple copies of this joint proxy statement/prospectus and multiple proxy

Table of Contents

cards or voting instruction cards. For example, if you hold shares of Pulaski and/or First Busey common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold such shares. If you are a holder of record of Pulaski common stock or First Busey common stock and your shares are registered in more than one name, you will receive more than one proxy card. In addition, if you are a holder of both Pulaski common stock and First Busey common stock, you will receive one or more separate proxy cards or voting instruction cards for each company. Please complete, sign, date and return each proxy card and voting instruction card that you receive or otherwise follow the voting instructions set forth in this joint proxy statement/prospectus to ensure that you vote every share of Pulaski common stock and/or First Busey common stock that you own.

**Q:**  
**When is the merger expected to be completed?**

**A:**  
We will try to complete the merger as soon as reasonably possible. Before that happens, the merger agreement must be approved by stockholders of both First Busey and Pulaski, and we must obtain the necessary regulatory approvals. Assuming First Busey and Pulaski stockholders vote to approve the merger and adopt the merger agreement and we obtain the other necessary approvals and satisfaction or waiver of the other conditions to the closing described in the merger agreement, we expect to complete the merger in the first half of 2016. See "Description of the Merger Agreement Conditions to completion of the merger" on page 82.

**Q:**  
**Is completion of the merger subject to any conditions besides stockholder approval?**

**A:**  
Yes. The transaction must receive the required regulatory approvals, and there are other standard closing conditions that must be satisfied. See "Description of the Merger Agreement Conditions to completion of the merger" on page 82.

**Q:**  
**What happens if the merger is not completed?**

**A:**  
Pulaski and First Busey expect to complete the merger in the first half of 2016. However, neither Pulaski nor First Busey can assure you of when or if the merger will be completed. Pulaski and First Busey must first obtain the approval of Pulaski stockholders and First Busey stockholders for the merger, as well as obtain necessary regulatory approvals and satisfy certain other standard closing conditions.

**Q:**  
**Who can answer my other questions?**

**A:**  
If you have more questions about the merger or how to submit your proxy, or if you need additional copies of this joint proxy statement/prospectus or the enclosed proxy form, you should contact:

For Pulaski stockholders: Laurel Hill Advisory Group, Pulaski's proxy solicitor, telephone: (888) 742-1305. Banks and brokers may contact Laurel Hill Advisory Group at (516) 933-3100.

For First Busey stockholders: Mary E. Lakey, Corporate Secretary, First Busey Corporation, 100 W. University Avenue, Champaign, Illinois 61820, telephone: (217) 365-4556.

Table of Contents

**SUMMARY**

*This summary highlights selected information in this joint proxy statement/prospectus and may not contain all of the information that is important to you. To understand the merger more fully, you should read this entire joint proxy statement/prospectus carefully, including the Appendixes and the documents referred to or incorporated in this joint proxy statement/prospectus. A copy of the merger agreement is attached as Appendix A to this joint proxy statement/prospectus and is incorporated by reference herein. See "Where You Can Find More Information" beginning on page 101.*

**Information about First Busey and Pulaski**

***First Busey Corporation***  
100 W. University Ave.  
Champaign, Illinois 61820  
(217) 365-4500

First Busey Corporation is a Nevada corporation and registered financial holding company for Busey Bank, an Illinois-chartered commercial bank headquartered in Champaign, Illinois. Busey Bank has twenty-eight banking centers serving Illinois, a banking center in Indianapolis, Indiana, and six banking centers serving southwest Florida. Trevett Capital Partners, a wealth management division of Busey Bank, provides asset management, investment and fiduciary services to high net worth clients in southwest Florida.

As of September 30, 2015, First Busey had total assets of approximately \$3.9 billion, total gross loans, including held for sale, of approximately \$2.6 billion, total deposits of approximately \$3.1 billion and total stockholders' equity of approximately \$444.2 million.

First Busey common stock is traded on the NASDAQ Global Select Market under the ticker symbol "BUSE."

***Pulaski Financial Corp.***  
12300 Olive Boulevard  
St. Louis, Missouri 63141  
(314) 878-2210

Pulaski Financial Corp. is a Missouri corporation and registered bank holding company for Pulaski Bank, National Association, a national banking association headquartered in Creve Coeur, Missouri. Pulaski Bank provides an array of financial products and services for businesses and retail customers primarily through its thirteen full-service offices in the St. Louis metropolitan area and residential mortgage loan production offices in the St. Louis, Kansas City, Chicago and Omaha-Council Bluffs metropolitan areas, mid-Missouri, southwestern Missouri, eastern Kansas, and Lincoln, Nebraska. Pulaski Bank is primarily engaged in attracting deposits from individuals and businesses and using these deposits, together with borrowed funds, to originate and retain commercial real estate and commercial and industrial loans principally within its St. Louis lending market and one-to-four-family residential mortgage loans principally within its St. Louis, Kansas City and Omaha-Council Bluffs lending markets. In addition, Pulaski Bank originates one- to four-family residential mortgage loans primarily for sale in the secondary market in the other markets identified above.

As of September 30, 2015, Pulaski had consolidated total assets of approximately \$1.5 billion, total loans of approximately \$1.2 billion, total deposits of approximately \$1.1 billion and total stockholders' equity of approximately \$121.5 million.

Pulaski common stock is traded on the NASDAQ Global Select Market under the ticker symbol "PULB."

Table of Contents

**The merger and the merger agreement** (See page 76)

First Busey's acquisition of Pulaski is governed by a merger agreement. The merger agreement provides that, if all of the conditions set forth in the merger agreement are satisfied or waived, Pulaski will be merged with and into First Busey. After the consummation of the merger, Pulaski Bank will be a wholly-owned subsidiary of First Busey. The merger is anticipated to be completed in the first half of 2016. At a date following the completion of the merger, First Busey intends to merge Pulaski Bank with and into Busey Bank, with Busey Bank as the surviving bank. At such time, Pulaski Bank's banking offices will become banking offices of Busey Bank. Until the banks are merged, First Busey will own and operate Pulaski Bank and Busey Bank as separate bank subsidiaries.

The merger agreement is included as *Appendix A* to this joint proxy statement/prospectus and is incorporated by reference herein. We urge you to read the merger agreement carefully and fully, as it is the legal document that governs the merger.

**What Pulaski stockholders will receive** (See page 76)

If the merger is completed, each share of Pulaski common stock issued and outstanding immediately prior to the effective time of the merger (other than shares owned by Pulaski as treasury stock or otherwise owned by Pulaski or First Busey and any dissenting shares), will be converted into the right to receive 0.79 shares of First Busey common stock. Only whole shares of First Busey common stock will be issued in the merger. As a result, cash will be paid instead of any fractional shares based on the reference price of First Busey common stock. Shares of Pulaski common stock held by Pulaski stockholders who elect to exercise their dissenters' rights will not be converted into merger consideration.

**Material U.S. federal income tax consequences of the merger** (See page 65)

We expect that Pulaski stockholders will not recognize any gain or loss for U.S. federal income tax purposes as a result of the merger, except to the extent of any cash received in lieu of fractional shares. The completion of the merger is conditioned on receipt of a tax opinion from each of Barack Ferrazzano Kirschbaum & Nagelberg LLP and Kilpatrick Townsend & Stockton LLP that the merger qualifies as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986, as amended (which we refer to as the "Internal Revenue Code") and that Pulaski stockholders will not recognize any gain or loss in connection with the exchange of their shares (except with respect to any cash received). The opinion will not bind the Internal Revenue Service, which could take a different view.

See "The Merger-Material U.S. Federal Income Tax Consequences of the Merger" for a more detailed discussion of the tax consequences of the merger.

Determining the actual tax consequences of the merger to you as an individual taxpayer can be complicated. The tax treatment will depend on your specific situation and many variables not within our control. For these reasons, we recommend that you consult your tax advisor concerning the federal and any applicable state, local or other tax consequences of the merger to you.

**Pulaski's reasons for the merger; Board recommendation to Pulaski's stockholders** (See page 46)

The Pulaski board of directors believes that the merger agreement and the transactions contemplated therein are in the best interests of Pulaski and its stockholders. Pulaski's board of directors unanimously recommends that Pulaski stockholders vote "**FOR**" the proposal to approve the merger agreement, "**FOR**" the approval, by advisory (non-binding) vote, of certain compensation arrangements for Pulaski's named executive officers in connection with the merger, and "**FOR**" adjournment of the Pulaski special meeting, if necessary or appropriate, to solicit additional proxies if

Table of Contents

there are insufficient votes at the time of the special meeting to approve the merger agreement. See the section entitled "The Merger Pulaski's reasons for the merger and recommendation of the board of directors" beginning on page 46 of this joint proxy statement/prospectus.

**First Busey's reasons for the merger; Board recommendation to First Busey's stockholders** (See page 63)

First Busey's board of directors believes that the merger agreement and the transactions contemplated therein, including the issuance of First Busey stock in connection with the merger, is in the best interests of First Busey and its stockholders. First Busey's board of directors unanimously recommends that you vote "**FOR**" the proposal to approve the merger agreement and "**FOR**" adjournment of the First Busey special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the special meeting to approve the merger agreement. See the section entitled "The Merger First Busey's reasons for the merger and recommendation of the board of directors" beginning on page 63 of this joint proxy statement/prospectus.

**Interests of officers and directors of Pulaski in the merger may be different from, or in addition to, yours** (See page 69)

When you consider the Pulaski board of directors' recommendation to vote in favor of approval of the merger agreement, you should be aware that some of Pulaski's directors and officers may have interests in the merger that are different from, or in addition to, your interests as stockholders. These interests include, among others, retention and employment agreements with First Busey, the treatment of outstanding equity awards pursuant to the merger agreement, certain payments and benefits payable under the employment agreement entered into with Pulaski's chief executive officer, and rights to ongoing indemnification and insurance coverage by the surviving corporation for acts or omissions occurring prior to the merger. These interests also include First Busey's agreement to appoint one member of the Pulaski board of directors to serve as a member of the First Busey board of directors following completion of the merger. The Pulaski board of directors was aware of these interests and took them into account in reaching its decisions to approve and adopt the merger agreement and to recommend the approval of the merger agreement to Pulaski stockholders.

**Treatment of Pulaski stock options and other equity awards** (see page 77)

*Pulaski Stock Options.* At the effective time of the merger, each outstanding and unexercised option to purchase shares of Pulaski common stock, whether vested or unvested, will be converted into an option to purchase First Busey common stock equal to the number of shares of Pulaski common stock subject to such Pulaski stock option multiplied by the exchange ratio, 0.79 (rounded down to the nearest whole share), at an exercise price per share equal to the exercise price for each share of Pulaski common stock subject to such Pulaski stock option divided by the exchange ratio, 0.79 (rounded up to the nearest whole cent).

*Pulaski Restricted Stock Awards.* At the effective time of the merger, each restricted stock award in respect of a share of Pulaski common stock, subject solely to service vesting, which is outstanding immediately prior to the effective time shall be fully vested and each holder thereof shall become a holder of Pulaski common stock immediately prior to the effective time.

*Pulaski Performance Stock Awards.* At the effective time of the merger, each Pulaski equity award that is subject to a performance vesting condition that is outstanding immediately prior to the effective time shall be deemed earned at target performance and be converted into a service based restricted stock or restricted stock unit award of First Busey common stock that is equal to the number of shares of Pulaski common stock subject to such Pulaski performance stock award multiplied by the exchange ratio, 0.79 (rounded down to the nearest whole share).

Table of Contents

**Pulaski stockholders will have dissenters' rights in connection with the merger** (See page 73)

Pulaski stockholders may assert dissenters' rights in connection with the merger and, upon complying with the requirements of the General and Business Corporation Law of Missouri, receive cash in the amount of the fair value of their shares instead of the merger consideration.

A copy of the section of the General and Business Corporation Law of Missouri pertaining to dissenters' rights is attached as *Appendix B* to this joint proxy statement/prospectus. You should read the statute carefully and consult with your legal counsel if you intend to exercise these rights.

**The merger and the performance of the combined company are subject to a number of risks** (See page 23)

There are a number of risks relating to the merger and to the businesses of First Busey, Pulaski and the combined company following the merger. See the "Risk Factors" beginning on page 23 of this joint proxy statement/prospectus for a discussion of these and other risks relating to the merger. You should also consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See the section of this joint proxy statement/prospectus entitled "Where You Can Find More Information" beginning on page 101.

**Stockholder approval will be required to complete the merger and approve the other proposals set forth in the notice** (See pages 32 and 37)

*Pulaski.* Approval by Pulaski's stockholders at Pulaski's special meeting of stockholders on March 29, 2016 is required to complete the merger. The presence, in person or by proxy, of a majority of the shares of Pulaski common stock entitled to vote on the merger agreement is necessary to constitute a quorum at the meeting. Each share of Pulaski common stock outstanding on the record date entitles its holder to one vote on the merger agreement and any other proposal listed in the notice. Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of two-thirds of the outstanding shares of Pulaski common stock entitled to vote. Abstentions, shares not voted and broker non-votes will have the same effect as a vote against the merger proposal. Approval of the Pulaski compensation proposal and the proposal to adjourn the special meeting requires the affirmative vote of the majority of shares entitled to vote and represented in person or by proxy. Abstentions will have the same effect as a vote against these proposals, while broker non-votes will have no effect.

*First Busey.* Approval by First Busey's stockholders at First Busey's special meeting of stockholders on March 29, 2016 is required to complete the merger. The presence, in person or by proxy, of a majority of the shares of First Busey common stock entitled to vote on the merger agreement is necessary to constitute a quorum at the meeting. Each share of First Busey common stock outstanding on the record date entitles its holder to one vote on the merger agreement and any other proposal listed in the notice. Approval of the merger agreement and the transactions contemplated therein requires the affirmative vote of the holders of a majority of the outstanding shares of First Busey common stock entitled to vote. Abstentions, shares not voted and broker non-votes will have the same effect as a vote against the merger proposal. Approval of the proposal to adjourn the special meeting requires the affirmative vote of a majority of the votes cast for the proposal. Abstentions are deemed to be votes cast and thereby have the same effect as a vote against the adjournment proposal. Shares not voted and broker non-votes will have no effect on this proposal.

**Completion of the merger is subject to regulatory approvals** (See page 68)

The merger cannot proceed without obtaining all requisite regulatory approvals. First Busey and Pulaski have agreed to take all appropriate actions necessary to obtain the required approvals. The

Table of Contents

merger of First Busey and Pulaski is subject to prior approval of the Federal Reserve. First Busey submitted an application with the Federal Reserve Bank of Chicago on January 8, 2016 seeking the necessary approvals. The merger may not be consummated until 15 days after receipt of Federal Reserve approval, during which time the United States Department of Justice may challenge the merger on antitrust grounds. The commencement of an antitrust action would stay the effectiveness of the Federal Reserve's approval, unless a court specifically orders otherwise.

At a date following the completion of the merger, First Busey intends to merge Pulaski Bank with and into Busey Bank, with Busey Bank as the surviving bank. The bank merger will be subject to approval by the Illinois Department of Financial and Professional Regulation (which we refer to as the "IDFPR"). Busey Bank intends to file an application with the IDFPR seeking this approval in the near future.

While First Busey knows of no reason why the approval of any of the applications would be denied or unduly delayed, it cannot assure you that all regulatory approvals required to consummate the merger and the bank merger will be obtained or obtained in a timely manner.

**Conditions to the merger** (See page 82)

*Closing Conditions for the Benefit of First Busey.* First Busey's obligations to close the merger are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of Pulaski in the merger agreement as of the closing date, except as otherwise set forth in the merger agreement;

performance by Pulaski in all material respects of its obligations under the merger agreement;

approval of the merger agreement and the transactions contemplated therein (i) at the meeting of Pulaski stockholders and (ii) at the meeting of First Busey stockholders;

no order, injunction, decree, statute, rule, regulation or other legal restraint or prohibition preventing or making illegal the consummation of the merger or any of the other transactions contemplated by the merger agreement;

receipt of all necessary regulatory approvals;

the registration statement, of which this joint proxy statement/prospectus is a part, concerning First Busey common stock issuable pursuant to the merger agreement having been declared effective by the SEC and continuing to be effective as of the effective time of the merger;

receipt of a certificate signed on behalf of Pulaski certifying (i) the accuracy of the representations and warranties of Pulaski in the merger agreement and (ii) performance by Pulaski in all material respects of its obligations under the merger agreement;

receipt of a tax opinion from its tax advisor that (i) the merger constitutes a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code and (ii) each of First Busey and Pulaski will be a party to such reorganization within the meaning of Section 368(b) of the Internal Revenue Code;

approval of the listing of the shares of First Busey common stock issuable pursuant to the merger agreement on the NASDAQ Global Select Market; and

no material adverse change in Pulaski since December 3, 2015.





Table of Contents

*Closing Conditions for the Benefit of Pulaski.* Pulaski's obligations to close the merger are subject to fulfillment of certain conditions, including:

accuracy of representations and warranties of First Busey in the merger agreement as of the closing date, except as otherwise set forth in the merger agreement;

performance by First Busey in all material respects of its obligations under the merger agreement;

approval of the merger agreement and the transactions contemplated therein (i) at the meeting of Pulaski stockholders and (ii) at the meeting of First Busey stockholders;

no order, injunction, decree, statute, rule, regulation or other legal restraint or prohibition preventing or making illegal the consummation of the merger or any of the other transactions contemplated by the merger agreement;

receipt of all necessary regulatory approvals;

the registration statement, of which this joint proxy statement/prospectus is a part, concerning First Busey common stock issuable pursuant to the merger agreement having been declared effective by the SEC and continuing to be effective as of the effective time of the merger;

receipt of a certificate signed on behalf of First Busey certifying (i) the accuracy of the representations and warranties of First Busey in the merger agreement and (ii) performance by First Busey in all material respects of its obligations under the merger agreement;

receipt of a tax opinion from its tax advisor that (i) the merger constitutes a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code and (ii) each of First Busey and Pulaski will be a party to such reorganization within the meaning of Section 368(b) of the Internal Revenue Code;

approval of the listing of the shares of First Busey common stock issuable pursuant to the merger agreement on the NASDAQ Global Select Market; and

no material adverse change in First Busey since December 3, 2015.

**How the merger agreement may be terminated by First Busey and Pulaski** (See page 84)

First Busey and Pulaski may mutually agree to terminate the merger agreement and abandon the merger at any time. Subject to conditions and circumstances described in the merger agreement, either First Busey or Pulaski may terminate the merger agreement as follows:

the other party has breached or failed to perform its obligations under the merger agreement, which breach or failure to perform would result in the failure of any of the closing conditions and such breach or failure cannot be cured within 30 days, provided its inability to satisfy the condition was not caused by the non-breaching party's failure to comply in all material respects with any of its obligations under the merger agreement;

any regulatory authority has denied approval of any of the transactions contemplated by the merger agreement or any application for a necessary regulatory approval has been withdrawn at the request of a regulatory authority, provided that

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such right to terminate is not available to a party whose failure to fulfill any of its obligations under the merger agreement has been the cause of the denial or withdrawal of regulatory approval;

any stockholder approval necessary for the merger is not obtained;

Table of Contents

the merger is not completed by November 30, 2016, provided that such right to terminate is not available to a party whose failure to fulfill any of its obligations under the merger agreement has resulted in the failure of the merger to be completed before such date; or

a court or regulatory authority has enjoined or prohibited any of the transactions contemplated in the merger agreement.

In addition, a particular party may terminate the merger agreement as follows:

First Busey may terminate if Pulaski materially breaches any of its obligations with respect to soliciting alternative acquisition proposals or holding a meeting of its stockholders to approve the merger agreement;

Pulaski may terminate if First Busey material beaches any of its obligations with respect to holding a meeting of its stockholders to approve the merger agreement;

Pulaski may terminate, prior to its meeting of stockholders, in order to enter into an agreement with respect to an unsolicited superior proposal from a third party;

First Busey may terminate if Pulaski's board of directors makes an adverse recommendation to Pulaski's stockholders; or

Pulaski may terminate if First Busey's board of directors makes an adverse recommendation to First Busey's stockholders.

**Termination fees and expenses may be payable under some circumstances** (See page 84)

*Termination Fees Payable by Pulaski.* Pulaski has agreed to pay First Busey a termination fee of \$9.0 million if the merger agreement is terminated under the following circumstances:

First Busey terminates the merger agreement because Pulaski breaches its covenant not to solicit an acquisition proposal from a third party or its obligations related to holding a stockholder meeting to approve the merger agreement;

Pulaski terminates the merger agreement in order to enter into an agreement with respect to an unsolicited superior proposal; or

If, prior to termination, another acquisition proposal is known to Pulaski, its stockholders or is publically announced and thereafter the merger agreement is terminated (i) by First Busey upon Pulaski's willful breach of its obligations under the merger agreement or (ii) by First Busey or Pulaski if the acquisition has not closed by November 30, 2016, Pulaski's stockholders have not approved the merger agreement and within twelve months after such termination Pulaski enters in a definitive agreement with a third party.

*Termination Fees Payable by First Busey.* First Busey has agreed to pay to Pulaski a termination fee of \$9.0 million if the merger agreement is terminated by Pulaski because First Busey breaches its obligations related to holding a stockholder meeting to approve the merger agreement.

**Voting and support agreement** (See page 77)

On December 3, 2015, certain of the directors of Pulaski agreed to vote all of their shares of Pulaski common stock in favor of the merger agreement at the special meeting. The voting and support agreement covers approximately 8.7% of Pulaski's outstanding shares of common stock as of January 29, 2016. This voting and support agreement terminates if the merger agreement is terminated in accordance with its terms.

A copy of the form of voting and support agreement is attached to this joint proxy statement/prospectus as *Appendix C*.

Table of Contents

**Accounting treatment of the merger** (See page 64)

For accounting and financial reporting purposes, the merger will be accounted for under the acquisition method of accounting for business combinations in accordance with accounting principles generally accepted in the United States (which we refer to as "GAAP").

**Certain differences in First Busey stockholder rights and Pulaski stockholder rights** (See page 92)

Because they will receive First Busey common stock, Pulaski stockholders will become First Busey stockholders as a result of the merger. Their rights as stockholders after the merger will be governed by First Busey's articles of incorporation and bylaws. The rights of First Busey stockholders are different in certain respects from the rights of Pulaski's stockholders. The material differences are described later in this joint proxy statement/prospectus.

**First Busey shares will be listed on NASDAQ** (See page 85)

The shares of First Busey common stock to be issued pursuant to the merger will be listed on the NASDAQ Global Select Market under the symbol "BUSE."

**Risk Factors** (See page 23)

You should consider all the information contained or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented. In particular, you should consider the factors described under "Risk Factors."

Table of Contents

**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF FIRST BUSEY**

The following table summarizes selected historical consolidated financial data of First Busey for the periods and as of the dates indicated. This information has been derived from First Busey's consolidated financial statements filed with the SEC. Historical financial data as of and for the nine months ended September 30, 2015 and September 30, 2014 are unaudited and include, in management's opinion, all normal recurring adjustments considered necessary to present fairly the results of operations and financial condition of First Busey. You should not assume the results of operations for past periods and for the nine months ended September 30, 2015 and September 30, 2014 indicate results for any future period.

You should read this information in conjunction with First Busey's consolidated financial statements and related notes thereto included in First Busey's Annual Report on Form 10-K as of and for the year ended December 31, 2014, and in First Busey's Quarterly Report on Form 10-Q as of and for the nine months ended September 30, 2015, which are incorporated by reference into this joint proxy statement/prospectus. The per common share data provided below has been adjusted to reflect First Busey's one-for-three reverse stock split, which became effective on September 8, 2015. First Busey's periodic reports filed prior to the reverse stock split have not been revised to reflect the reverse stock split. See "Where You Can Find More Information" beginning on page 101 of this joint proxy statement/prospectus.

Table of Contents

	As of or for the nine months ended September 30,		As of or for the years ended December 31,				
	2015	2014	2014	2013	2012	2011	2010
(dollars in thousands, except per share information)							
<b>Results of Operations</b>							
Interest income	\$ 86,903	\$ 80,418	\$ 108,075	\$ 108,696	\$ 116,916	\$ 132,819	\$ 156,183
Interest expense	4,687	4,929	6,499	8,631	14,770	22,426	39,032
Net interest income	82,216	75,489	101,576	100,065	102,146	110,393	117,151
Provision for loan losses	600	2,000	2,000	7,500	16,500	20,000	42,000
Net interest income after provision for loan losses	81,616	73,489	99,576	92,565	85,646	90,393	75,151
Other income	48,477	44,202	58,941	62,583	66,852	59,015	62,753
Other expense	86,942	79,739	108,209	112,311	119,644	104,565	105,210
Income before income taxes	43,151	37,952	50,308	42,837	32,854	44,843	32,694
Income taxes	14,828	12,771	17,534	14,111	10,497	14,970	9,464
Net income	28,323	25,181	32,774	28,726	22,357	29,873	23,230
Preferred stock dividends	545	545	727	3,633	3,633	5,342	5,170
Net income available to common stockholders	27,778	24,636	32,047	25,093	18,724	24,531	18,060
<b>Balance Sheet Items</b>							
Total assets	\$ 3,863,565	\$ 3,520,917	\$ 3,665,607	\$ 3,539,575	\$ 3,618,056	\$ 3,402,122	\$ 3,605,003
Total gross loans, including loans held for sale	2,581,014	2,379,915	2,415,690	2,295,300	2,073,110	2,051,344	2,368,777
Deposits	3,110,530	2,825,394	2,900,848	2,869,138	2,980,292	2,763,454	2,916,366
Total liabilities	3,419,337	3,090,889	3,231,968	3,124,211	3,209,259	2,992,855	3,184,498
Stockholders' equity	444,228	430,028	433,639	415,364	408,797	409,267	420,505
<b>Per Common Share Data</b>							
Basic earnings per common shares	\$ 0.96	\$ 0.85	\$ 1.11	\$ 0.87	\$ 0.65	\$ 0.86	\$ 0.82
Diluted earnings per common shares	0.95	0.85	1.10	0.86	0.65	0.86	0.82
Common dividends declared	0.45	0.42	0.57	0.36	0.72	0.48	0.48
Tangible book value(1)	11.77	11.38	11.52	10.80	10.48	10.39	9.42
<b>Performance Ratios</b>							
Return on average assets	0.95%	0.94%	0.91%	0.71%	0.53%	0.71%	0.49%
Return on average common equity	10.12%	9.43%	9.11%	7.39%	5.49%	7.66%	7.75%
Net interest margin	3.06%	3.15%	3.15%	3.15%	3.24%	3.52%	3.58%

(1) Total common equity less goodwill and intangible assets divided by shares outstanding as of period end.



Table of Contents**SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PULASKI**

The following table summarizes selected historical consolidated financial data of Pulaski for the periods and as of the dates indicated. This information has been derived from Pulaski's consolidated financial statements filed with the SEC. You should not assume the results of operations for past periods indicate results for any future period.

You should read this information in conjunction with Pulaski's consolidated financial statements and related notes thereto included in Pulaski's Annual Report on Form 10-K as of and for the year ended September 30, 2015, which is incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" beginning on page 101 of this joint proxy statement/prospectus.

	As of or for the years ended September 30,				
	2015	2014	2013	2012	2011
<b>Results of Operations</b>					
Interest income	\$ 50,031	\$ 47,427	\$ 51,614	\$ 55,708	\$ 60,253
Interest expense	5,653	5,230	6,445	8,678	12,951
Net interest income	44,378	42,197	45,169	47,030	47,302
Provision for loan losses	2,000	1,210	12,090	14,450	14,800
Net interest income after provision for loan losses	42,378	40,987	33,079	32,580	32,502
Total non-interest income	17,943	9,542	18,770	15,704	12,998
Total non-interest expense	39,246	34,263	37,243	34,191	34,285
Income before income taxes	21,075	16,266	14,606	14,093	11,215
Income taxes	6,948	5,233	4,797	4,263	3,150
Net income	14,127	11,033	9,809	9,830	8,065
(Premium) benefit from repurchase of preferred stock		(27)	22	364	
Preferred stock dividends		783	1,542	2,048	2,066
Net income available to common stockholders	14,127	10,223			