

HORIZON BANCORP /IN/
Form S-4
July 14, 2017
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As filed with the Securities and Exchange Commission on July 14, 2017

Registration No. 333-

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

FORM S-4
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Horizon Bancorp

(Exact name of registrant as specified in its charter)

Indiana	6022	35-1562417
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)
515 FRANKLIN SQUARE, MICHIGAN CITY, INDIANA 46360 (219) 874-0211		

(Address, including zip code and telephone number, including area code, of principal executive offices)

Todd Etzler

Vice President, General Counsel

Horizon Bancorp

515 Franklin Square

Michigan City, Indiana 46360

(219) 879-0211

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Indianapolis, Indiana 46204

(317) 236-1313

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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this Registration Statement becomes effective and upon the effective time of the merger of Lafayette Community Bancorp with and into the Registrant pursuant to the Agreement and Plan of Merger described in the proxy statement/prospectus included in Part I of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

<p>Large accelerated filer</p> <p>Non-accelerated filer (Do not check if a smaller reporting company)</p>	<p>Accelerated filer</p> <p>Smaller reporting company</p> <p>Emerging growth company</p>
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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

CALCULATION OF REGISTRATION FEE

	Proposed Maximum	Proposed Maximum		
Title of Each Class of Securities	Amount to be	Offering Price	Aggregate	Amount of
to be Registered	Registered ⁽¹⁾	Per Share	Offering Price ⁽²⁾	Registration Fee
Common Stock, no par value	1,091,795	N/A	\$28,009,984	\$3,247

(1) Represents the maximum number of shares of common stock of the Registrant, Horizon Bancorp (NASDAQ GS: HBNC), that is expected to be issued in connection with the merger of Lafayette Community Bancorp into the Registrant.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(f), based on \$16.81 per share, the average of the high and low prices of a share of Lafayette Community Bancorp common stock on July 10, 2017 (which date is within five business days prior to the date of the filing of this Registration Statement), multiplied by 1,857,426 shares of Lafayette Community Bancorp common stock that may be received by the Registrant and/or cancelled upon consummation of the merger, less \$3,213,347, which is the estimated aggregate amount of cash expected to be paid by the Registrant in exchange for shares of Lafayette Community Bancorp common stock.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT IS EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PRELIMINARY PROXY STATEMENT/PROSPECTUS

SUBJECT TO COMPLETION, DATED JULY 14, 2017

**PROXY STATEMENT FOR THE SPECIAL MEETING OF
SHAREHOLDERS OF LAFAYETTE COMMUNITY BANCORP**

and

PROSPECTUS OF

HORIZON BANCORP

The boards of directors of Lafayette Community Bancorp (LFCB) and Horizon Bancorp (Horizon) have approved an Agreement and Plan of Merger (which is referred to herein as the Merger Agreement) that provides for LFCB to merge with and into Horizon. If the merger is approved by LFCB s shareholders and all other closing conditions are satisfied, each outstanding share of LFCB common stock (other than shares then held of record by Horizon, shares held as treasury shares of LFCB, or dissenting shares) owned by shareholders owning of record and/or beneficially at least 100 shares of LFCB common stock shall be converted into the right to receive 0.5878 shares of Horizon common stock (subject to certain adjustments as described in the Merger Agreement) and \$1.73 in cash. Shareholders of LFCB who own of record and/or beneficially fewer than 100 shares of LFCB common stock will be entitled to receive only fixed consideration of \$17.25 per share in cash and will not be entitled to receive any shares of Horizon common stock. Each LFCB shareholder also will receive cash in lieu of any fractional shares of Horizon common stock that such shareholder would otherwise receive in the merger, with the amount of cash based on the market value of one share of Horizon common stock determined shortly before the closing of the merger. Additionally, LFCB has the right to terminate the Merger Agreement during the five-day period following the date on which all regulatory approvals and other approvals required for the merger are received if Horizon s average common stock closing price is below \$21.57 per share, and the percentage decrease in Horizon s stock price from its average closing price for the 15-day trading period ended immediately prior to the date of the Merger Agreement is more than 15% greater than the percentage decrease in the SNL Small Cap U.S. Bank and Thrift Index during the same period. If LFCB elects to exercise its termination rights, Horizon has the right to prevent LFCB s termination under those circumstances, however, by agreeing to increase the exchange ratio pursuant to a formula set forth in the Merger Agreement.

Subject to the adjustments described in the Merger Agreement and based on Horizon s closing stock price of \$26.68 on July 13, 2017, the value of the aggregate consideration that LFCB s shareholders will receive in the merger is approximately \$32.3 million. The boards of directors of both LFCB and Horizon believe that the merger is in the best interests of each of their respective companies and shareholders.

Your vote is very important. We cannot complete the merger unless the shareholders of LFCB approve the Merger Agreement and the merger. This document is a proxy statement that LFCB is using to solicit proxies for use at its special meeting of shareholders to be held on [], 2017 to vote on the Merger Agreement and the merger. This document also serves as a prospectus relating to Horizon's issuance of up to 1,091,795 shares of Horizon common stock in connection with the merger. This proxy statement/prospectus describes the LFCB special meeting, the merger proposal, and other related matters.

LFCB's board of directors unanimously recommends that LFCB's shareholders vote FOR approval of the Merger Agreement and the merger.

Horizon's common stock is traded on the NASDAQ Global Select Market under the trading symbol HBNC. On May 22, 2017, the last day prior to the public announcement of the merger, the closing price of a share of Horizon common stock was \$25.38. On [], 2017, the latest practicable date before the date of this document, the closing price of a share of Horizon common stock was \$[]. LFCB's common stock is not listed on any national securities exchange, but rather is quoted on the OTC Pink Marketplace, which is maintained by OTC Markets Group Inc., under the symbol LFYC. On May 22, 2017, the closing price of a share of LFCB common stock was \$16.40. On [], 2017, the closing price of a share of LFCB common stock was \$[]. **Please see *Risk Factors* beginning on page [] for a discussion of certain risks relating to the merger.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this 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, the Deposit Insurance Fund, or any other governmental agency.

This proxy statement/prospectus is dated [], 2017, and it

is first being mailed to LFCB's shareholders on or about [], 2017.

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AVAILABLE INFORMATION

As permitted by Securities and Exchange Commission rules, this document incorporates certain important business and financial information about Horizon from other documents that are not included in or delivered with this document. These documents are available to you without charge upon your written or oral request. Your requests for these documents should be directed to the following:

Horizon Bancorp

515 Franklin Square

Michigan City, Indiana 46360

Attn: Dona Lucker, Shareholder Relations Officer

(219) 874-9272

In order to ensure timely delivery of these documents, you should make your request no later than five business days before the special meeting date, or by [], 2017.

You also can obtain documents incorporated by reference in this document through the SEC's website at www.sec.gov. See *Where You Can Find More Information*.

In addition, if you are an LFCB shareholder and have questions about the merger or the LFCB special meeting, need additional copies of this proxy statement/prospectus, or need to obtain proxy cards or other information related to the proxy solicitation, you may contact the following:

Lafayette Community Bancorp

301 South Street

Lafayette, Indiana 47901

Attn: Bradley W. Marley, President and Chief Executive Officer

(765) 429-7200

In order to ensure timely delivery of these documents, you should make your request no later than five business days before the special meeting date, or by [], 2017.

LFCB does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, and accordingly does not file documents or reports with the SEC.

All information in this proxy statement/prospectus concerning Horizon and its subsidiaries has been furnished by Horizon, and all information in this proxy statement/prospectus concerning LFCB and its subsidiaries has been furnished by LFCB. You should rely only on the information contained or incorporated by reference in this proxy statement/prospectus to vote on the proposals to LFCB's shareholders in connection with the merger. We have not

authorized anyone to provide you with information that is different from what is contained in this proxy statement/prospectus.

This proxy statement/prospectus is dated [], 2017. You should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than such date, and neither the mailing of this proxy statement/prospectus to shareholders nor the issuance of Horizon shares as contemplated by the Merger Agreement shall create any implication to the contrary.

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301 South Street

Lafayette, Indiana 47901

(765) 429-7200

Notice of Special Meeting of Shareholders

To Be Held on [], 2017

To the Shareholders of Lafayette Community Bancorp:

We are pleased to notify you of and invite you to a special meeting of the shareholders of Lafayette Community Bancorp (LFCB) to be held on [], [], 2017, at [] [a.m./p.m.], local time, at the main office of LFCB, located at 301 South Street, Lafayette, Indiana 47901, to consider and vote upon the following matters:

1. *Merger Proposal.* To approve the Agreement and Plan of Merger dated May 23, 2017 (which we refer to as the Merger Agreement) by and between Horizon Bancorp (Horizon) and LFCB, pursuant to which LFCB will merge with and into Horizon. Immediately after the effective time of the merger, Lafayette Community Bank, the wholly-owned Indiana state chartered bank subsidiary of LFCB, will merge with and into Horizon Bank, the wholly-owned Indiana state-chartered commercial bank subsidiary of Horizon. In connection with the merger, you will receive in exchange for each of your shares of LFCB common stock:

0.5878 shares of Horizon common stock (subject to certain adjustments as provided in the Merger Agreement), which we refer to as the exchange ratio, and \$1.73 in cash, which we refer to as the cash consideration; *provided, however, that*, if you own beneficially and/or of record fewer than 100 shares of LFCB common stock, you will be entitled to receive only fixed consideration of \$17.25 per share in cash and will not be entitled to receive any shares of Horizon common stock; and

in lieu of any fractional shares of Horizon common stock, an amount of cash equal to such fraction multiplied by the average of the daily closing sales price of a share of Horizon common stock as quoted on the NASDAQ Global Select Market during the 15 consecutive trading days immediately preceding the second business day prior to the closing of the merger on which such shares were actually traded.

2. *Adjournment.* To approve a proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes present at the special meeting in person or by proxy to approve the merger.

3. *Other Matters.* To vote upon such other matters as may properly come before the meeting or any adjournment thereof. The board of directors is not aware of any such other matters.

The enclosed proxy statement/prospectus describes the Merger Agreement and the proposed merger in detail and includes, as Appendix A, the complete text of the Merger Agreement. We urge you to read these materials for a description of the Merger Agreement and the proposed merger. In particular, you should carefully read the section captioned *Risk Factors* beginning on page [] of the enclosed proxy statement/prospectus for a discussion of certain risk factors relating to the Merger Agreement and the merger.

The board of directors of LFCB recommends that LFCB s shareholders vote FOR the approval and adoption of the Merger Agreement and the merger, and FOR adjournment of the special meeting, if necessary.

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The board of directors of LFCB has fixed the close of business on [], 2017, as the record date for determining the shareholders entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

YOUR VOTE IS VERY IMPORTANT. The Merger Agreement must be adopted by the affirmative vote of holders of a majority of the issued and outstanding shares of LFCB common stock in order for the proposed merger to be consummated. **IF YOU DO NOT RETURN YOUR PROXY CARD OR DO NOT VOTE IN PERSON AT THE SPECIAL MEETING, THE EFFECT WILL BE A VOTE AGAINST THE PROPOSED MERGER.** Whether or not you plan to attend the special meeting in person, we urge you to date, sign, and return promptly the enclosed proxy card in the accompanying envelope. You may revoke your proxy at any time before the special meeting or by attending the special meeting and voting in person.

As required by Indiana Code 23-1-44-10, LFCB is notifying all shareholders entitled to vote on the merger that you are or may be entitled to assert dissenters' rights under the dissenters' rights chapter of the Indiana Business Corporation Law. A copy of the dissenters' rights chapter is included with the accompanying proxy statement/prospectus as Appendix D. See also *Dissenters' Rights* beginning on page [] in the accompanying proxy statement/prospectus.

By Order of the Board of Directors,

Richard D. Murray

Senior Vice President, Chief Operating Officer,

and Corporate Secretary

Lafayette, Indiana

[], 2017

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING

Q: Why do LFCB and Horizon want to merge?

A: We believe that combining LFCB and Horizon will create a stronger Indiana banking franchise. The merger will give the combined company greater scale, not only for serving existing customers more efficiently but also for future expansion. We have similar, community-oriented philosophies, and the merger is expected to give us a stronger presence in current and new markets. We also believe the locations of LFCB's banking offices are consistent with Horizon's strategic expansion plan in the Northern Indiana market.

For additional information regarding each company's reasons for the merger, see *The Merger LFCB's Reasons for the Merger; Board Recommendation* beginning on page [], and *The Merger Horizon's Reasons for the Merger* beginning on page [].

Q: What will LFCB's shareholders receive in the merger?

A: If the merger is completed, each share of LFCB common stock held by an LFCB shareholder owning 100 or more shares will be converted into the right to receive (i) 0.5878 shares of Horizon common stock (subject to certain adjustments as described in the Merger Agreement) (which we refer to as the exchange ratio), and (ii) \$1.73 in cash (which we refer to as the cash consideration). We refer to the cash consideration and the exchange ratio, as adjusted, collectively as the merger consideration. The cash consideration and exchange ratio are subject to adjustment as described below. Because the exchange ratio for the stock consideration is fixed, the value of the stock consideration will fluctuate with the market price of Horizon's common stock. Accordingly, any change in the market price of Horizon's common stock prior to the completion of the merger will affect the amount and the market value of the merger consideration ultimately received by LFCB's shareholders at the time of the merger. If the merger is completed, each share of LFCB common stock held by an LFCB shareholder who owns of record and/or beneficially fewer than 100 shares will receive fixed consideration in the amount of \$17.25 per share in cash and will not be entitled to receive any shares of Horizon common stock.

For those LFCB shareholders who are entitled to receive the cash consideration, Horizon will be entitled to reduce the amount of the cash consideration if the estimated environmental clean-up costs with respect to the real property owned or leased by LFCB exceed \$50,000, or exceed \$350,000 and Horizon elects not to terminate the Merger Agreement. For more details, see *The Merger Agreement Environmental Inspections* beginning on page [].

For those LFCB shareholders who are entitled to receive shares of Horizon common stock as part of the merger consideration, the exchange ratio is subject to adjustment as follows:

if prior to the effective time of the merger, Horizon changes the number of shares of Horizon common stock outstanding by way of a stock split, stock dividend, or similar transaction, or if Horizon establishes a record date for such a change, the exchange ratio will be adjusted so that the holders of LFCB common stock receive at the effective time, in the aggregate, the number of shares of Horizon common stock representing the same percentage of the outstanding shares of

Horizon common stock that they would have received if such change had not occurred; or

if LFCB elects to terminate the Merger Agreement because the average closing price of Horizon's common stock is less than \$21.57 for the fifteen consecutive trading days before the date of the receipt of the approvals and consents necessary to consummate the merger (including any waiting periods applicable to regulatory applications), and if the decline in Horizon's share price is more than 15% greater than the corresponding price decline in the SNL Small Cap U.S. Bank and Thrift Index, Horizon may elect to negate LFCB's termination by exercising Horizon's option to increase the exchange ratio pursuant to the formula specified in the Merger Agreement. See *The Merger Agreement - Merger Consideration* beginning on page [].

In lieu of any fractional shares of Horizon common stock, Horizon will distribute an amount in cash equal to such fraction multiplied by the average per share closing price of a share of Horizon common stock as

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quoted on the NASDAQ Global Select Market during the fifteen consecutive trading days preceding the second business day prior to the closing of the merger on which such shares were actually traded.

Q: How do I vote shares held in the Lafayette Community Bank 401(k) Plan?

A: Each participant in LFCB's 401(k) Plan is entitled to direct the 401(k) plan trustee as to the shares held in the plan which are allocated to the participant's account. The 401(k) plan trustee will vote all shares for which no directions are given or for which instructions were not timely received in the same proportion as shares for which the 401(k) plan trustee received voting instructions. Participants in the 401(k) plan will need to vote by mail (by completing and signing the instruction card that accompanies this proxy statement/prospectus). Participants must return their instruction cards to the 401(k) plan trustee by 11:59 p.m. on [], 2017 in order to instruct the trustee how to vote such LFCB shares.

If a participant properly executes the instruction card distributed by the trustee, the trustee will vote such participant's shares in accordance with the participant's instructions. Where properly executed instruction cards are returned to the trustee with no specific instruction as to how to vote at the Special Meeting, the trustee will vote shares FOR the adoption and approval of the Merger Agreement, and FOR the proposal to adjourn the Special Meeting, if necessary, to solicit additional proxies.

Q: Will Horizon's shareholders receive any shares or cash as a result of the merger?

A: No, Horizon's shareholders will not receive any cash or shares in the merger.

Q: What risks should LFCB's shareholders consider before voting on the Merger Agreement?

A: You should review *Risk Factors* beginning on page [].

Q: What are the tax consequences of the merger to LFCB's shareholders?

A: The merger has been structured so that Horizon, LFCB, and their respective shareholders generally will not recognize any gain or loss for federal income tax purposes on the exchange of LFCB shares for Horizon shares in the merger. Taxable income will result, however, to the extent an LFCB shareholder receives cash (including cash received in lieu of a fractional share of Horizon common stock) and the cash received exceeds the shareholder's adjusted basis in the surrendered stock. The tax treatment of any gain or loss will depend upon the shareholder's individual circumstances. At the closing, Horizon and LFCB are to receive an opinion confirming these tax consequences. See *Material Federal Income Tax Consequences* beginning on page [].

Your tax consequences will depend on your personal situation. You should consult your tax advisor for a full understanding of the tax consequences of the merger to you.

Q: What will LFCB's shareholders be voting on at the special shareholders meeting?

A: At the Special Meeting of Shareholders of LFCB (the Special Meeting), LFCB's shareholders will be asked to approve the Merger Agreement, as well as any proposal of the LFCB board of directors to adjourn or postpone the Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes, in person or by proxy, to approve any of these items. The LFCB board of directors unanimously recommends that LFCB's shareholders vote **FOR** approval of the Merger Agreement, and **FOR** any proposal of the LFCB board of directors to adjourn or postpone the Special Meeting, if necessary.

Q: What are the vote requirements to approve the matters that will be considered at the Special Meeting?

A: At the Special Meeting, the affirmative vote of holders of a majority of the issued and outstanding shares of LFCB common stock is required to approve the Merger Agreement. Approval of the proposal to adjourn the Special Meeting to allow extra time to solicit proxies requires more votes to be cast in favor of the proposal than are cast against it.

Q: What do I need to do now?

A: After you have carefully read this proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly. If you hold stock in your name as a shareholder of record, you

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must complete, sign, date, and mail your proxy card in the enclosed return envelope as soon as possible. If you hold your stock through a bank or broker (commonly referred to as held in street name), you may direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker.

Submitting your proxy card or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at the [], 2017 LFCB Special Meeting.

Q: Why is my vote important?

A: If you do not vote by proxy or in person at the Special Meeting, it will be more difficult for LFCB to obtain the necessary quorum to hold the Special Meeting. In addition, if you fail to vote, by proxy or in person, it will have the same effect as a vote AGAINST the approval of the Merger Agreement. The Merger Agreement must be approved by the holders of a majority of the issued and outstanding shares of LFCB common stock entitled to vote at the Special Meeting.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: If you hold LFCB shares in street name with a broker, your broker will not be able to vote your shares without instructions from you on the proposal to approve the Merger Agreement or the proposal to adjourn the Special Meeting. You should contact your broker and ask what directions your broker will need from you. If you hold LFCB shares in street name with a broker and you do not provide instructions to your broker on how to vote on the merger, your broker will not be able to vote your shares on that proposal, and this will have the effect of a vote AGAINST the merger.

Q: Can I attend the Special Meeting and vote my shares in person?

A: Yes. All LFCB shareholders are invited to attend the Special Meeting. If you are an LFCB shareholder of record, you can vote in person at the Special Meeting. If you hold LFCB shares in street name through a bank, broker, or other nominee, then you must obtain a legal proxy from the holder of record by contacting your bank, broker, or other nominee to vote your shares in person at the Special Meeting. However, we would prefer that you vote by proxy, even if you plan to attend the meeting. As noted below, you still will have a right to change your vote at the meeting, should you so choose.

Q: What happens if I do not vote?

A: Because the required vote of LFCB's shareholders to approve the Merger Agreement is based upon the number of issued and outstanding shares of LFCB common stock entitled to vote rather than upon the number of shares actually voted, abstentions from voting and broker non-votes will have the same practical effect as a vote AGAINST the merger. If you return a properly signed proxy card but do not indicate how you want to vote, your proxy will be counted as a vote FOR the approval and adoption of the Merger Agreement and the merger.

Q: Can I change my vote before the Special Meeting?

A: Yes. If you are an LFCB shareholder of record, there are three ways for you to revoke your proxy and change your vote. First, you may send written notice to LFCB's Corporate Secretary before the Special Meeting stating that you would like to revoke your proxy. Second, you may complete and submit a new proxy card before the Special Meeting that is dated later than the date of your prior proxy card. Third, you may vote in person at the Special Meeting. Merely being present at the Special Meeting, without voting at the meeting, will not constitute a revocation of a previously given proxy. If you hold your shares in street name with a bank or broker, you must follow the directions you receive from your bank or broker to change your vote.

Q: When do you currently expect to complete the merger?

A: We expect to complete the merger in the third quarter of 2017. However, we cannot assure you when or if the merger will occur. The approval of LFCB's shareholders on the Merger Agreement, among other things, must first be obtained before we are able to close the merger.

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Q: Do LFCB s shareholders have dissenters rights?

A: Dissenters rights are available to LFCB s shareholders under Indiana law, but you will only be able to dissent from the proposed merger by complying with the applicable provisions of the Indiana Business Corporation Law (IBCL). To claim dissenters rights under the IBCL, you must (i) before the vote on the merger is taken at the Special Meeting, deliver to LFCB written notice of your intent to demand payment for your shares if the merger is effectuated, and (ii) not vote in favor of the merger in person or by proxy at the Special Meeting. Your written notice to demand payment for your shares must be delivered to: Lafayette Community Bancorp, 301 South Street, Lafayette, Indiana 47901, Attention: Richard D. Murray, Corporate Secretary. If the merger is approved at the Special Meeting, LFCB will send any dissenting shareholders a notice of dissenters rights within 10 days after the Special Meeting date which will state the procedures such shareholders must follow to further exercise their dissenters rights in accordance with the IBCL. If an LFCB shareholder executes and returns a proxy card but does not specify a choice on the merger, such shareholder will be deemed to have voted FOR the merger and to have waived such shareholder s dissenters rights, unless the shareholder revokes his or her proxy prior to its being voted. See *Dissenters Rights* beginning on page [] for a further description of the dissenters rights available to LFCB s shareholders. See also Appendix D for the relevant section of the IBCL concerning dissenters rights.

Q: Should I send in my LFCB stock certificates now?