GERMAN AMERICAN BANCORP
Form 8-K
May 02, 2006
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

April 27, 2006

German American Bancorp

(Exact Name of Registrant as Specified in Its Charter)

Indiana

(State or Other Jurisdiction of Incorporation)

0-11244	35-1547518
(Commission File Number)	(IRS Employer Identification No.)

711 Main Street

Box 810

Jasper, Indiana	47546
(Address of Principal Executive Offices)	(Zip Code)

(812) 482-1314

(Registrant s Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry Into a Material Definitive Agreement.

At its annual reorganization meeting held April 27, 2006, the Board of Directors (the Board) of German American Bancorp (the "Company") established the compensation of directors of the Company for their services during the period commencing at the reorganization meeting and ending at the annual meeting of shareholders to be held in 2007. Compensation during this period for a director s service to the Company (including the service of the Company s chief executive officer (CEO) to the Company as a director) will include annual retainers paid in cash and stock options (which are earned regardless of the number of meetings held or attended, and regardless of committee membership or attendance) and attendance fees (paid for meetings attended). In payment of the annual retainers for the current twelve-month term, the Company will on June 1, 2006, (a) award each of its directors, including the CEO, an option to purchase 1,000 Common Shares of the Company exercisable for ten years at an exercise price that is not less than the market value of the stock on the date of grant, and (b) pay each of its directors, including the CEO, a cash payment of $13,500. In addition, Company Directors will be paid $500 for each meeting of the Board that they attend. Those members of the Board who serve on the board of directors of a subsidiary (other than the CEO, who as a salaried employee is ineligible to receive this separate compensation for service to subsidiaries) will receive separate and additional compensation for his or her service in the form of fees of $500 for quarterly meetings of the subsidiary board(s) of directors that are actually attended.

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Election and Departure of Directors at Annual Meeting

In accordance with the terms of the Restated Bylaws of the Company, which state that no director may be elected to the Board after reaching the age of 69 years, and as previously reported in the Company's proxy statement for the annual meeting, Joseph F. Steurer retired from the Board of Directors of the Company, effective upon the election of directors at the annual meeting of shareholders of the Company on April 27, 2006.

At the annual meeting, the shareholders of the Company elected the nominees who were identified in the Company's proxy statement for that meeting, namely, Richard E. Forbes, U. Butch Klem, and Michael J. Voyles. Mr. Forbes was elected to fill the seat that formerly was held by Mr. Steurer.

Creation of Office of the President and Designation of Executive Officers

The Board of Directors of the Company on April 27, 2006, designated executive officers and in that connection created a new three-person Office of the President of the Company and several other new positions. The executive officers of the Company and their current positions with the Company are as follows:

Mark A. Schroeder	President, Chief Executive Officer
Clay W. Ewing	President Retail Financial Services / Chief Operations Officer
Kenneth L. Sendelweck	President Commercial Financial Services / Secretary
Stan J. Ruhe	Executive Vice President, Chief Credit Officer
Bradley M. Rust	Senior Vice President, Chief Financial Officer / Treasurer

Each of these individuals was previously an executive officer of the Company. Therefore, to the extent (if any) that information regarding the designation of these executive officers (including the creation of the Office of the President and the appointment of officers to the Office of the President) is required to be reported under this Item 5.02, the required information (to the extent not disclosed in this Report) concerning each of these executive officers has been previously reported in the Company's proxy statement for its annual meeting of shareholders held April 27, 2006 or in its annual report on Form 10-K for its fiscal year ended December 31, 2005.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

GERMAN AMERICAN BANCORP

Date: May 2, 2006

By: /s/ Mark A. Schroeder

Mark A. Schroeder, President

">Net cash used in financing activities

$
(286,235
)

$
208,482

$
(523,802
)

$
(248,217
)
Free Cash Flow

Net cash provided by operating activities
$
340,682

$
273,106

$
592,072

$
442,021

Additions to property and equipment	(29,816)	(36,546)	(58,417)	(62,980)
Return of capital from investment in unconsolidated entity	24,178	—	24,178	—
Free cash flow	$ 335,044	$ 236,560	$ 557,833	$ 379,041

New vehicle consumer conversion rate - is defined as the percentage of owners and lessees of new vehicles that receive our satellite radio service and convert to become self-paying subscribers after the initial promotion period. At the time satellite radio enabled vehicles are sold or leased, the owners or lessees generally receive trial subscriptions ranging from three to twelve months. We measure conversion rate three months after the period in which the trial service ends. The metric excludes rental and fleet vehicles.

Subscriber acquisition cost, per installation - or SAC, per installation, is derived from subscriber acquisition costs and margins from the sale of radios and accessories, excluding purchase price accounting adjustments, divided by the number of satellite radio installations in new vehicles and shipments of aftermarket radios for the period. Purchase price accounting adjustments associated with the Merger include the elimination of the benefit of amortization of deferred credits on executory contracts recognized at the Merger date attributable to an OEM. SAC, per installation, is calculated as follows (in thousands, except for installation amounts):

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	Unaudited			
	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2014	2013	2014	2013
Subscriber acquisition costs (GAAP)	$124,407	$129,992	$247,429	$246,103
Less: margin from direct sales of radios and accessories (GAAP)	(15,586)	(13,001)	(31,760)	(24,130)
Add: purchase price accounting adjustments	—	22,017	—	44,022
	$108,821	$139,008	$215,669	$265,995
Installations	3,279,564	2,973,267	6,358,074	5,684,160
SAC, per installation	$33	$47	$34	$47

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISKS

As of June 30, 2014, we did not hold or issue any free-standing derivatives. We hold investments in marketable securities consisting of money market funds, certificates of deposit and investments in debt and equity securities of other entities. We classify our investments in marketable securities as available-for-sale. These securities are consistent with the objectives contained within our investment policy. The basic objectives of our investment policy are the preservation of capital, maintaining sufficient liquidity to meet operating requirements and maximizing yield. Our debt includes fixed rate instruments and the fair market value of our debt is sensitive to changes in interest rates. Sirius XM's borrowings under the Credit Facility carry a variable interest rate based on LIBOR plus an applicable rate based on its debt to operating cash flow ratio. Under our current policies, we do not use interest rate derivative instruments to manage our exposure to interest rate fluctuations.

ITEM 4. CONTROLS AND PROCEDURES

Controls and Procedures

We maintain a set of disclosure controls and procedures designed to ensure that information required to be disclosed in reports that we file or submit under the Exchange Act of 1934, is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms. The design of any disclosure controls and procedures is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute, assurance of achieving the desired control objectives.

As of June 30, 2014, an evaluation was performed under the supervision and with the participation of our management, including James E. Meyer, our Chief Executive Officer, and David J. Frear, our Executive Vice President and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as that term is defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on that evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that our disclosure controls and procedures were effective as of June 30, 2014.

There has been no change in our internal control over financial reporting (as that term is defined in Rule 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934) during the quarter ended June 30, 2014 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION
ITEM 1. LEGAL PROCEEDINGS

In the ordinary course of business, we are a defendant or party to various claims and lawsuits, including those discussed below. These claims are at various stages of arbitration or adjudication.
State Consumer Investigations. A Multistate Working Group of 32 State Attorneys General, led by the Attorney General of the State of Ohio, is investigating certain of our consumer practices. The investigation focuses on practices relating to the cancellation of subscriptions; automatic renewal of subscriptions; charging, billing, collecting, and refunding or crediting of payments from consumers; and soliciting customers.
A separate investigation into our consumer practices is being conducted by the Attorneys General of the State of Florida and the State of New York. We are cooperating with these investigations and believe our consumer practices comply with all applicable federal and state laws and regulations.

In our opinion, the result of these investigations, including a possible settlement, will likely not have a material adverse effect on our business, financial condition or results of operations.
Other Matters. In the ordinary course of business, we are a defendant in various other lawsuits and arbitration proceedings, including derivative actions; actions filed by subscribers, both on behalf of themselves and on a class action basis; former employees; parties to contracts or leases; and owners of patents, trademarks, copyrights or other intellectual property. None of these matters, in our opinion, is likely to have a material adverse effect on our business, financial condition or results of operations.
ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors previously disclosed in response to Part 1, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2013.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

As of June 30, 2014, our board of directors had approved $4.0 billion for repurchases of our common stock. In July 2014, our board of directors approved an additional $2.0 billion for repurchases of our common stock. Our board of directors did not establish an end date for this stock repurchase program. Shares of our common stock may be purchased from time to time on the open market and in privately negotiated transactions, including in transactions with Liberty Media and its affiliates. The size and timing of these purchases will be based on a number of factors, including price and business and market conditions.

The following table provides information about our purchases of equity securities registered pursuant to Section 12 of the Securities Exchange Act of 1934, as amended, during the quarter ended June 30, 2014:

Period	Total Number of Shares Purchased	Average Price Paid Per Share (a)	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (a)
April 1, 2014 - April 30, 2014	131,135,903	$3.52	131,135,903	$1,647,493,714
May 1, 2014 - May 31, 2014	180,672,242	(b)	180,672,242	$828,517,531
June 1, 2014 - June 30, 2014	42,500,000	$3.38	42,500,000	$684,736,881
Total	354,308,145	(b)	354,308,145	

(a) These amounts include fees and commissions associated with the shares repurchased.
(b)

In May 2014, we paid $600 million under an ASR agreement and received an initial delivery of 112.5 million shares of our common stock. The ASR agreement is expected to mature no later than August 1, 2014 and will settle following maturity. See Note 14 to the consolidated financial statements included in this report. In addition, during May 2014 we purchased 68.2 million shares of our common stock on the open market at an average price of $3.21 per share.

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ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

See Exhibit Index attached hereto.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 29th day of July 2014.

SIRIUS XM HOLDINGS INC.

By: /s/ DAVID J. FREAR
David J. Frear
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer and Authorized Signatory)

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EXHIBIT INDEX

Exhibit	Description
4.1	Supplemental Indenture, dated as of April 10, 2014, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 5.25% Senior Notes due 2022 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 10, 2014).
4.2	Indenture, dated as of May 6, 2014, among Sirius XM Radio Inc., the guarantors named therein and U.S. Bank National Association, as trustee, relating to the 6.00% Senior Notes due 2024 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 7, 2014).
10.1	Amendment No. 1, dated as of April 22, 2014, to the Credit Agreement, dated as of December 5, 2012, among Sirius XM Radio Inc., the Lenders party thereto and JPMorgan Chase Bank, N.A. as administrative agent for the Lenders, as collateral agent for the Secured Parties and as an Issuing Bank (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on April 22, 2014).
31.1	Certificate of James E. Meyer, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certificate of David J. Frear, Executive Vice President and Chief Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certificate of James E. Meyer, Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.2	Certificate of David J. Frear, Executive Vice President and Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
101.1	The following financial information from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Statements of Comprehensive Income (Unaudited) for the three and six months ended June 30, 2014 and 2013; (ii) Consolidated Balance Sheets as of June 30, 2014 (Unaudited) and December 31, 2013; (iii) Consolidated Statements of Stockholders’ Equity for the six months ended June 30, 2014 (Unaudited); (iv) Consolidated Statements of Cash Flows (Unaudited) for the six months ended June 30, 2014 and 2013; and (v) Notes to Consolidated Financial Statements (Unaudited).

The agreements and other documents filed as exhibits to this report are not intended to provide factual information or other disclosure other than with respect to the terms of the agreements or other documents themselves, and you should not rely on them for that purpose. In particular, any representations and warranties made by us in these agreements or other documents were made solely within the specific context of the relevant agreement or document and may not describe the actual state of affairs as of the date they were made or at any other time.