

GERMAN AMERICAN BANCORP, INC.

Form 8-K

November 02, 2012

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549-1004

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

October 29, 2012

Date of Report (Date of earliest event reported)

GERMAN AMERICAN BANCORP, INC.
(Exact name of registrant as specified in its charter)

Indiana	001-15877	35-1547518
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

711 Main Street Box 810 Jasper, Indiana	47546
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (812) 482-1314

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition

On October 29, 2012, German American Bancorp, Inc. (the "Company" or "German American"), issued a press release announcing its results for the quarter and nine-month periods ended September 30, 2012, and making other disclosures. The press release (including the accompanying unaudited consolidated financial statements as of and for the quarter and nine-month periods ended September 30, 2012, and other financial data) is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The information incorporated by reference herein from Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

As announced in the press release that is furnished as Exhibit 99.1 to this report, the Company's Board of Directors has declared a cash dividend of \$0.14 per share which will be payable on November 20, 2012 to shareholders of record as of November 10, 2012.

Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

Exhibits

99.1 Press release dated October 29, 2012. This exhibit shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

SIGNATURE

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, INC.

By: /s/ Mark A. Schroeder
Mark A. Schroeder, Chairman of the Board
and Chief Executive Officer

Dated: November 1, 2012

Secretary of State in May 2006 (which are filed as part of this report via incorporation by reference as Exhibit 99.2), in Article V thereof, explicitly provide that the Common Shares “shall have no par value.” Such Article V continues, however, to state that such Common Shares shall “[s]olely for the purpose of any statute or regulation imposing any tax or fee based upon the capitalization of the [Registrant]...be deemed to have a stated value of \$1.00 per share.” Accordingly, while the Common Shares have no par value, and for purposes of the Exchange Act the Registrant has therefore described its Common Shares in that fashion, it is also true that such Common Shares, solely for the limited purpose of computing taxes or fees that might be assessed against the capitalization of the Registrant, have a specified “stated value” of \$1.00 per share.

Change of Corporate Name of the Registrant

As previously reported, and pursuant to the previously filed Restatement of the Articles of Incorporation (Exhibit 99.2 to this Report), the Registrant changed its corporate name in 2006 to “German American Bancorp, Inc.” from “German American Bancorp.” Accordingly, the Common Shares are now issued by an issuer of a different name than the name of the issuer of the Common Shares at the time of the 1996 S-4 and the 2005 S-4.

Expiration of Shareholder Rights Plan in Accordance with its Terms

The 2005 S-4 updated the 1996 S-4 description of the Common Shares by describing a ten-year shareholder rights plan that had been adopted in April 2000 by the board of directors of the Registrant (the "Plan"). Under the Plan, each Common Share issued by the Registrant was accompanied by a Preferred Share Purchase Right that was not separately certificated or separately transferable. This Plan expired by its terms in April 2010 and the related Preferred Share Purchase Rights are no longer valid or exercisable, and no longer accompany the Common Shares.

Direct Registration of the Issuance, Ownership and Transfer of Common Shares

As previously reported by Registrant's Current Report on Form 8-K filed with the Commission on February 16, 2007, the Registrant's Bylaws were amended in various respects in February 2007. Included in such amendments were amendments to Article VIII of the Bylaws, entitled "Shares," which clarified that the Registrant may register the issuance, ownership and transfer of its shares either in certificated or in uncertificated (direct registration) form. These 2007 additions to the Bylaws remain in the Restated Bylaws of the Registrant, as amended and restated July 27, 2009, which are filed as Exhibit 99.3 to this report and incorporated herein by reference.

Continued Fairness of Description of the Common Shares in the 1996 S-4, as Updated

The 1996 S-4, as updated by the 2005 S-4 and as clarified and updated by this Item 8.01, together constitute the description of the Common Shares for purposes of the registration requirements of the Exchange Act in respect of such Common Shares.

Item 9.01. Financial Statements And Exhibits.

(c) Exhibits

99.1 Specimen stock certificate for Common Shares of the Registrant

99.2 Restatement of the Articles of Incorporation of the Registrant is incorporated by reference from Exhibit 3 to the Registrant's Current Report on 8-K filed May 22, 2006

99.3 Restated Bylaws of the Registrant, as amended and restated July 27, 2009 are incorporated by reference from Exhibit 3 to Registrant's Current Report on Form 8-K filed July 31, 2009.

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, INC.

Date: October 20, 2010

By: /s/ Mark A. Schroeder
Mark A. Schroeder, Chairman and CEO

INDEX TO EXHIBITS

Exhibit No.	Description
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