

Edgar Filing: FIRST MIDWEST BANCORP INC - Form FWP

FIRST MIDWEST BANCORP INC  
Form FWP  
November 18, 2011

**Filed pursuant to Rule 433**

**Issuer Free Writing Prospectus dated November 18, 2011**

**Relating to Preliminary Prospectus Supplement dated November 18, 2011**

**Registration No. 333-157615**

*Terms and Conditions 5.875% Senior Notes due 2016*

*This pricing term sheet relates only to the securities described above and should only be read together with the preliminary prospectus supplement, subject to completion, dated November 18, 2011 (together with the accompanying prospectus, the Preliminary Prospectus), relating to these securities and supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in the Preliminary Prospectus. This pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus.*

Issuer	First Midwest Bancorp, Inc.
Note Type	Senior Unsecured
Ratings (Moody /S&P/Fitch)	Baa1 / BBB- / BBB-
Aggregate Principal Amount	\$115,000,000
Pricing Date	November 18, 2011
Settlement Date	November 22, 2011 (T+2)
Maturity Date	November 22, 2016
Coupon	5.875%
Yield to Maturity	6.00%
Price to the Public	99.467%
Market Re-offer Spread	+507.9bps
Pricing Benchmark	1.00% UST due October 31, 2016
Benchmark Yield	0.921%
Interest Payment Dates	Semi-annually on the 22 <sup>nd</sup> day of May and November
First Coupon Date	May 22, 2012
Call Provisions	Non-callable
Day Count Basis	30/360
Coupon Step Up	25bps per rating notch per agency under investment grade (200bps max)
Net Proceeds to Company before Expenses	\$113,668,300
Minimum Denominations	US\$2,000 and integral multiples of \$1,000 in excess thereof
Sole Book-Running Manager	Goldman, Sachs & Co.
Co-Managers	Sandler O'Neill & Partners, L.P.

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Keefe, Bruyette & Woods, Inc.

CUSIP

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ISIN

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*This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement (including the Preliminary Prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Additionally, these documents may be obtained from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).*

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating. The rating is subject to revision or withdrawal at any time by the assigning rating organization.