

FIRST MIDWEST BANCORP INC

Form DEF 14A

April 04, 2019

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

First Midwest Bancorp, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Welcome to the First Midwest Bancorp, Inc.
Annual Meeting of Stockholders
April 4, 2019

Dear Fellow Stockholders:

You are cordially invited to attend the 2019 Annual Meeting of Stockholders of First Midwest Bancorp, Inc., which will be held on Wednesday, May 15, 2019 at 9:00 a.m., Central time, at The Rose Hotel Chicago O'Hare, 5200 Pearl Street, Rosemont, Illinois 60018.

The matters to be acted on at the Annual Meeting are described in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. Also enclosed is a copy of our 2018 Annual Report. Please review these materials carefully before voting.

We are pleased to offer multiple options for voting your shares. As detailed in the Proxy Summary section of the attached Proxy Statement, you may vote your shares via the Internet, by telephone or by mail. Voting in any of these ways will not prevent you from attending the Annual Meeting. You also may vote in person by written ballot at the Annual Meeting.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted.

On behalf of our Board of Directors, I would like to express our appreciation for your continued interest in First Midwest. I hope you will be able to attend the Annual Meeting.

Sincerely,

Michael L. Scudder
Chairman and Chief Executive Officer

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First Midwest Bancorp, Inc.

Notice of Annual Meeting of Stockholders

Wednesday, May 15, 2019 First Midwest Bancorp, Inc.
9:00 a.m., Central time

8750 West Bryn Mawr Avenue

Suite 1300

Chicago, Illinois 60631

Place:

The Rose Hotel
Chicago O'Hare,
5200 Pearl Street,
Rosemont, Illinois
60018

Items of Business:

To elect as directors
the twelve nominees
identified in the
attached Proxy
Statement, each to
serve for a one-year
term.

To approve an
advisory
(non-binding)
resolution regarding
the compensation paid
in 2018 to the
Company's named
executive officers.

To ratify the
appointment of
Ernst & Young LLP

as the Company's independent registered public accounting firm for the year ending December 31, 2019.

To transact such other business as may properly come before the Annual Meeting.

Record

Date: March 22, 2019

You are entitled to vote at the Annual Meeting only if you owned shares of First Midwest Bancorp, Inc. common stock at the close of business on the record date for the Annual Meeting.

Proxy Voting:

It is important that your shares be represented and voted at the Annual Meeting. You can vote your shares via the Internet, by telephone or by mail. Voting in any of these ways will not prevent you from attending or voting your shares in person at the Annual Meeting. Instructions on how to vote your shares can be found below and in the Proxy Summary section of the attached Proxy Statement.

Internet

Telephone

Mail

In Person

Visit the website
noted on your proxy
card to vote online.

Use the toll-free telephone
number noted on your proxy
card to vote by telephone.

Sign, date and return your proxy
card in the postage pre-paid
envelope provided to vote by
mail.

Cast your vote in
person at the
Annual Meeting.

By Order of the Board of Directors,

Nicholas J. Chulos
Executive Vice President, General Counsel April 4, 2019
and Corporate Secretary

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PROXY STATEMENT

PROXY SUMMARY

This Proxy Statement is being furnished in connection with a solicitation of proxies by the Board of Directors of First Midwest Bancorp, Inc., a Delaware corporation, to be used at our 2019 Annual Meeting of Stockholders. The approximate date on which this Proxy Statement, the accompanying Proxy Card and our 2018 Annual Report are first being sent or otherwise made available to stockholders is April 9, 2019. The following is a summary of items to be voted upon at the Annual Meeting.

Annual Meeting of Stockholders