
Section 1: 8-K (8-K)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): **June 25, 2018**

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

Indiana
(State or other jurisdiction of incorporation)

001-15877
(Commission File Number)

35-1547518
(IRS Employer Identification No.)

711 Main Street
Box 810
Jasper, Indiana
(Address of Principal Executive Offices)

47546
(Zip Code)

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

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 under the Securities Act (17 CFR 230.405) or Rule 12b-2 under the Exchange Act (17 CFR 240.12b-2).

Emerging growth company

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 13(a) of the Exchange Act

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) Election of Directors.

On June 25, 2018, the Board of Directors (the “Board”) of German American Bancorp, Inc. (the “Company”) increased the size of its Board from ten (10) to eleven (11) members with the additional vacancy added in the class with a term that expires effective as of the date of the 2019 Annual Meeting of Shareholders. On June 25, 2018, the Board appointed Zachary W. Bawel to fill the vacancy, effective July 1, 2018. Mr. Bawel’s term will begin on July 1, 2018, and will continue until the 2019 Annual Meeting of Shareholders, at which time he will be considered for election for a three (3) year term. Mr. Bawel has been appointed to serve on the Compensation/Human Resources Committee of the Board. A copy of the Company’s press release, dated June 29, 2018, announcing the appointment of Mr. Bawel is attached hereto as Exhibit 99.1.

For his service as a director, Mr. Bawel will be entitled to receive compensation, as more fully described in Item 5.02(e) below, which description is incorporated herein by reference. Other than being eligible to receive such director compensation, Mr. Bawel did not enter into any material plan, contract, or arrangement in connection with his appointment as a director. Mr. Bawel is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Securities and Exchange Commission Regulation S-K.

(e) Director Compensation Arrangements in Which an Executive Officer Participates.

The Company compensates its Board for their service to the Company and the Company’s subsidiaries based on a twelve-month period commencing July 1 and ending on June 30 of the following year. The Board’s Governance/Nominating Committee made a recommendation with respect to director compensation for the new twelve-month service period to the Board and the Board approved such recommendation at its annual organizational meeting on June 25, 2018.

For services of directors during the current annual period that commences as of July 1, 2018, the Company is compensating its directors, including the Company’s Chief Executive Officer (“CEO”), through an annual retainer payable in cash of \$25,000 per director plus supplemental cash retainer fees for service by certain Committee Chairmen and by the lead independent director in the amounts described below. The cash retainers and supplemental cash retainers will be paid in a lump sum during July 2018 and will be earned immediately upon receipt by a director, regardless of the number of meetings actually held or attended during the current annual period, and regardless of committee membership or attendance.

In addition, the Company will pay an additional attendance fee of \$700 to each director (including the CEO) for each meeting of the Board that he or she attends during the current annual period.

In addition, members of the Board (not including the CEO) will receive a meeting fee for each meeting of a committee of the Board that they attend during the current annual period of \$700.

Additional annual cash retainers (earned regardless of numbers of meetings held or attended), for services during the current annual period, will be paid in July 2018, in a lump sum, to: (a) Director U. Butch Klem, as the Board’s lead independent director, including his chairmanship of the Board’s Governance/Nominating Committee (\$15,000) and (b) Directors M. Darren Root, Thomas W. Seger and Marc D. Fine, as the Chairmen of the Board’s Audit Committee, Compensation/Human Resources Committee and Credit Risk Management Committee, respectively (\$8,500 to Director Root and \$5,000 each to Directors Seger and Fine).

In addition, those members of the Board (other than the CEO) who serve on the board of directors (including any regional advisory board) of at least one of the subsidiaries will receive additional compensation for his or her service to such subsidiaries in the form of director/advisory fees for meetings actually attended of (i) \$700 per meeting of the board of directors of German American Bank (our bank subsidiary), (ii) \$700 for any meeting of a committee of the board of directors of our bank subsidiary or for any meeting of any regional advisory board of the bank subsidiary,

and (iii) an aggregate of \$700 for the meetings of (A) the board of directors of German American Investment Services, Inc. and (B) the Wealth Advisory (Trust) Oversight Committee (which meetings occur sequentially on a quarterly basis).

Members of the Board who attend sessions of the Board of the Company or of the Board's committees that are held concurrently with sessions of the board of directors of the bank subsidiary (German American Bank) or of committees of that subsidiary's board of directors will receive a single meeting fee of \$700 for the combination of the two concurrent meetings.

Additionally, those directors who travel from their primary residence or principal place of business, which is located outside of Dubois County, Indiana or the Indiana counties immediately adjacent to Dubois County, will be paid a \$50 travel allowance in connection with his/her in-person attendance at board or assigned committee meetings.

In addition, the Board determined on June 25, 2018, that the Board should consider, at its regular meeting to be held in December 2018, the award of additional retainers in the form of grants (under the Company's 2009 Long Term Equity Incentive Plan) of restricted common stock of the Company to the directors (including the CEO) with a market value of not more than \$20,000 per director. The Board resolved that its decision to be made in December 2018 of whether to grant such additional retainers in the form of restricted stock (and if so, how much) should be determined at that time based on the Board's perception of prevailing financial conditions (including the Company's then-expected operating results for 2018) and such other factors as the Board may then deem relevant. Except for in the case of Director Lonnie D. Collins (as described below), each grant of restricted stock, if and when granted and issued, would not be transferable prior to December 5, 2019, and would be fully forfeited were a director not to continue in service as a director of the Company through December 5, 2019, for any reason other than death or disability, and would be subject to a 50% forfeiture (for any reason other than disability) should a director fail to attend in person a certain percentage of meetings of the boards and committees on which he or she was a member during the period commencing on January 1, 2019 to December 5, 2019, or fail to attend (other than by reason of disability or illness or bona fide emergency) the Company's Annual Meeting of Shareholders held in 2019.

In the case of Mr. Collins (who will be ineligible to stand for re-election in 2019 as a result of his reaching the retirement age set forth in the Company's Bylaws), the award resolution, if any, will specify (in lieu of the December 5, 2019 measurement date specified above) the date of the 2019 Annual Meeting of Shareholders, as the date for measuring vesting of the restricted stock award.

All actions described above will become effective July 1, 2018.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated June 29, 2018, issued by German American Bancorp, Inc.

* * * * *

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.

By: /s/ Mark A. Schroeder

Dated: June 29, 2018

Mark A. Schroeder, Chairman and Chief Executive Officer

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Section 2: EX-99.1 (EXHIBIT 99.1)

GERMAN AMERICAN BANCORP, INC.

NEWS RELEASE

For additional information, contact:

Mark A Schroeder, *Chief Executive Officer of German American Bancorp, Inc.*
Bradley M Rust, *Executive Vice President/CFO of German American Bancorp, Inc.*
(812) 482-1314

GERMAN AMERICAN ANNOUNCES APPOINTMENT OF ZACHARY W. BAWEL TO ITS BOARD OF DIRECTORS

Jasper, Indiana, June 29, 2018 - German American Bancorp, Inc. (NASDAQ:GABC) today announced that Zachary W. Bawel has been appointed to its Board of Directors, effective July 1, 2018. Mr. Bawel has also been appointed to the Compensation Committee of the Board of Directors, and to the board of directors of the Company's bank subsidiary, German American Bank.

Mr. Bawel, who holds a bachelor's degree in finance from Indiana University School of Business, is President & COO of Jasper Engines & Transmissions, a 100% Associate-Owned, 75 year-old Jasper, Indiana based company with over 3,000 employees nationwide. He has over 30 years of sales, distribution and management experience with the company, having served as President since 2011.

Bawel currently also serves on the executive committee and on the board of directors of Jasper Engines and is a member of the advisory board of WireCrafters LLC, the nation's leading manufacturer of woven and welded wire partitions and other related material handling products.

U. Butch Klem, Lead Director and Chair of the Governance/Nominating Committee of the German American Board of Directors,

commented on the appointment, “Our entire Board of Directors is pleased to add someone of Zach’s caliber and experience to our Board. We strive to fill our Board with independent, outside members, who operate successful businesses within our market area and who are exceedingly knowledgeable about and well -connected within their industry and their local community. Zach meets and exceeds all of these qualifications. We welcome Zach to the Corporate Board of Directors and are looking forward to his contribution to our Board’s ongoing effort to maximize shareholder value.”

In making the announcement, Mark A. Schroeder, Chairman & CEO, stated, “German American has been fortunate to have had the benefit of Zach’s counsel as a regional advisory board member for the past five years. Therefore, in addition to his strong business acumen, Zach also comes to our Corporate Board with a solid base of understanding of the banking industry and German American’s unique customer-centric, community-focused business model and culture. We expect the value of his counsel will only be enhanced in his new capacity as a Corporate Board member.”

Mr. Bawel stated, “As German American has expanded its footprint throughout Southern Indiana over the course of the past 25 years, and, as previously announced, with planned expansion into South Central and Western, Kentucky, they have earned a reputation as a relationship-oriented, community-based financial institution with the size and sophistication to serve both businesses and consumers. German American has a proven business model and strategy focused on taking care of clients, which has greatly enhanced shareholder value. I look forward to continuing to serve the Company’s shareholders, clients, and local communities as a Corporate Board member.”

Mr. Bawel has served since July 2013 on German American's regional advisory board for the Dubois, Perry, and Spencer County markets.

ABOUT GERMAN AMERICAN

German American Bancorp, Inc. is a NASDAQ-traded (symbol: GABC) \$3.1 billion bank holding company headquartered in Jasper, Indiana. German American, through its banking subsidiary German American Bank, operates 58 retail banking offices in 20 contiguous southern Indiana counties and one adjacent county in Kentucky. The Company also owns an investment brokerage subsidiary (German American Investment Services, Inc.) and a full line property and casualty insurance agency (German American Insurance, Inc.).

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this press release may be deemed "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned that, by their nature, forward-looking statements are based on assumptions and are subject to risks, uncertainties, and other factors. Actual results and experience could differ materially from the anticipated results or other expectations expressed or implied by these forward-looking statements as a result of a number of factors, including but not limited to, those discussed in this press release. Factors that could cause actual experience to differ from the expectations expressed or implied in this press release include the unknown future direction of interest rates and the timing and magnitude of any changes in interest rates; changes in competitive conditions; the introduction, withdrawal, success and timing of asset/liability management strategies or of mergers and acquisitions and other business initiatives and strategies; changes in customer borrowing, repayment, investment and deposit practices; changes in fiscal, monetary and tax policies; changes in financial and capital markets; potential deterioration in general economic conditions, either nationally or locally, resulting in, among other things, credit quality deterioration; capital management activities, including possible future sales of new securities, or possible repurchases or redemptions by the Company of outstanding debt or equity securities; risks of expansion through acquisitions and mergers, such as unexpected credit quality problems of the acquired loans or other assets, unexpected attrition of the customer base of the acquired institution or branches, and difficulties in integration of the acquired operations; factors driving impairment charges on investments; the impact, extent and timing of technological changes; potential cyber-attacks, information security breaches and other criminal activities; litigation liabilities, including related costs, expenses, settlements and judgments, or the outcome of matters before regulatory agencies, whether pending or commencing in the future; actions of the Federal Reserve Board; changes in accounting principles and interpretations; the expected impact of U.S. tax regulations passed in December 2017; potential increases of federal deposit insurance premium expense, and possible future special assessments of FDIC premiums, either industry wide or specific to the Company's banking subsidiary; actions of the regulatory authorities under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") and the Federal Deposit Insurance Act and other possible legislative and regulatory actions and reforms; impacts resulting from possible amendments or revisions to the Dodd-Frank Act and the regulations promulgated thereunder, or to Consumer Financial Protection Bureau rules and regulations; the continued availability of earnings and excess capital sufficient for the lawful and prudent declaration and payment of cash dividends; and other risk factors expressly identified in the Company's filings with the United States Securities and Exchange Commission. Such statements reflect our views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the operations, results of operations, growth strategy and liquidity of the Company. Readers are cautioned not to place undue reliance on these forward-looking statements. It

is intended that these forward-looking statements speak only as of the date they are made. We do not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect future events or circumstances or to reflect the occurrence of unanticipated events.

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