

FIRST MID ILLINOIS BANCSHARES INC

Form 8-K

July 01, 2016

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 30, 2016

FIRST MID-ILLINOIS BANCSHARES, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware	0-13368	37-1103704
	(Commission	
(State of Other Jurisdiction	File	(IRS Employer
	Number)	
of Incorporation)		Identification No.)
1421 CHARLESTON AVENUE		
MATTOON, IL	61938	
(Address of Principal Executive	(Zip Code)	
Offices)		

(217) 234-7454
(Registrant's Telephone Number, including Area Code)

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

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 16, 2016, First Mid-Illinois Bancshares, Inc. (the "Company") completed the mandatory conversion of all of the Company's issued and outstanding shares of Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock (the "Preferred Stock") into shares of the Company's common stock. As a result of the mandatory conversion, there are no longer any issued and outstanding shares of the Preferred Stock. On June 30, 2016, the Company filed a Certificate of Elimination of the Preferred Stock (the "Certificate of Elimination") with the Secretary of State of the State of Delaware to eliminate the Preferred Stock.

The Certificate of Elimination, effective upon filing, had the effect of eliminating from the Company's Restated Certificate of Incorporation, as amended, all provisions relating to the terms of the Preferred Stock, which were initially set forth in a Certificate of Designation, Preferences and Rights filed February 11, 2011.

The foregoing is a summary of the Certificate of Elimination. The summary does not purport to be complete and is qualified in its entirety by references to the Certificate of Elimination, a copy of which is attached as Exhibit 3.1 and incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 Certificate of Elimination of Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock of First Mid-Illinois Bancshares, Inc., effective June 30, 2016

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.

FIRST MID-ILLINOIS BANCSHARES, INC.

Dated: July 1, 2016

By:

Joseph R. Dively
Chairman and Chief Executive Officer

INDEX TO EXHIBITS

Exhibit Number	Description
3.1	Certificate of Elimination of Series C 8% Non-Cumulative Perpetual Convertible Preferred Stock of First Mid-Illinois Bancshares, Inc., effective June 30, 2016

IGN="bottom" COLSPAN="5">Common Stock

2(e)

CUSIP Number: **15189T107**

Item 3.

If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a: (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E); (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F); (g) A parent holding company or control person in accordance with §240.13d-1(b)(ii)(G); (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813); (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3); (j) Group, in a accordance with §240.13d-1(b)(1)(ii)(J).

Item 4

Ownership:	4(a) Amount beneficially owned:	33,200,420 shares	4(b) Percent of Class:	10.71%	4(c) Number of shares
as to which person has:	(i) Sole power to vote or to direct the vote:				2,349,020 shares

(ii) Shared power to vote or to direct the vote:

30,851,400 shares

(iii) Sole power to dispose or to direct the disposition of:

33,200,420 shares

(iv) Shared power to dispose or to direct the disposition of:

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

The right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the common stock is held by certain clients of the reporting person, none of which has such right or power with respect to five percent or more of the common stock.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

BARROW, HANLEY, MEWHINNEY & STRAUSS,
INC.

By: /s/ James P. Barrow
Name: James P. Barrow
Title: President

February 7, 2006