

GERMAN AMERICAN BANCORP
Form SC TO-I/A
March 17, 2003

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE TO

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 3)**

German American Bancorp

(Name of Subject Company (Issuer))

German American Bancorp (Issuer)

(Name of Filing Person (identifying status as offeror, issuer or other person))

**COMMON SHARES, NO PAR VALUE
(and associated preferred share purchase rights)**

(Title of Class of Securities)

373865104

(CUSIP Number of Class of Securities)

**Mark A. Schroeder
President and Chief Executive Officer
German American Bancorp
711 Main Street
Jasper, Indiana 47546
(812) 482-1314**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

**with a copy to:
Mark B. Barnes, Esq.
Ice Miller
One American Square, Box 82001
Indianapolis, Indiana 46282
(317) 236-2456**

CALCULATION OF FILING FEE

Transaction valuation*
\$20,000,000

Amount of filing fee**
\$1,840

* Calculated solely for purposes of determining the filing fee, in accordance with Rule 0-11 of the Securities Exchange Act of 1934. This calculation assumes the purchase of 1,000,000 common shares of German American Bancorp at the tender offer purchase price of \$20.00 per share in cash.

** Previously paid.

[X] Check the box if any part of the fee is offset as provided by Rule 011(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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Amount Previously Paid: \$1,840
Form or Registration Number: Schedule TO-I
Filing Party: German American Bancorp
Date Filed: February 7, 2003

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of a tender offer:

INTRODUCTORY STATEMENT

This Amendment No. 3 to Tender Offer Statement on Schedule TO further amends and supplements the Tender Offer Statement on Schedule TO, filed on February 7, 2003, as amended on February 18, 2003, and February 24, 2003, relating to the offer of German American Bancorp, an Indiana corporation, to purchase up to 1,000,000 of its common shares, no par value, and associated preferred share purchase rights, or such lesser number of shares as are validly tendered and not properly withdrawn. German American Bancorp is offering to purchase these shares at a price of \$20.00 per share, net to the seller in cash, without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated February 7, 2003 (the *Offer to Purchase*), and in the related Letter of Transmittal (*Letter of Transmittal*), which, as each may be amended or supplemented from time to time, together constitute the tender offer (the *Offer*).

This Amendment No. 3 to Schedule TO is filed to satisfy the reporting requirements of Rule 13e-4 of the Securities Exchange Act of 1934, as amended. Copies of the Offer to Purchase and the related Letter of Transmittal were previously filed with the Schedule TO as Exhibits 99(a)(1)(i) and 99(a)(1)(ii), respectively.

The information in the Offer to Purchase and the related Letter of Transmittal is incorporated in this Amendment No. 3 to the Schedule TO by reference to all of the applicable items in the Schedule TO, except that the information in the Offer to Purchase and Letter of Transmittal is hereby amended to the extent specifically provided herein.

ITEM 11.

By press release issued on March 17, 2003, German American Bancorp publicly announced its intention to purchase approximately 1,075,000 of its common shares, including the associated preferred share purchase rights, pursuant to its tender offer that commenced February 7, 2003 and expired March 14, 2003. Such information is incorporated herein by reference to the text of such press release, which is filed as Exhibit 99(a)(5)(vii).

ITEM 12.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
99(a)(5)(vii)	Press Release of German American Bancorp, dated March 17, 2003.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 17, 2003

German American Bancorp

By: /s/ Bradley M. Rust

Bradley M. Rust,
Senior Vice President, Accounting and Finance