

As filed with the Securities and Exchange Commission on December 29, 1999

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

AMENDMENT NO. 1  
TO  
SCHEDULE 13E-4  
ISSUER TENDER OFFER STATEMENT

(Pursuant To Section 13(e) (1) Of The Securities Exchange Act of 1934)

FIRST MERCHANTS CORPORATION  
(Name of Issuer)

FIRST MERCHANTS CORPORATION  
(Name of Person(s) Filing Statement)

COMMON STOCK, NO PAR VALUE  
(Title of Class of Securities)

320817109  
(CUSIP Number of Class of Securities)

Michael L. Cox  
Chief Executive Officer and President  
First Merchants Corporation  
200 East Jackson Street  
Muncie, Indiana 47305  
(765) 747-1500

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications on  
Behalf of the Person(s) Filing Statement)

Copies to:

David R. Prechtel, Esq.  
Bingham Summers Welsh & Spilman  
2700 Market Tower  
10 West Market Street  
Indianapolis, Indiana 46204  
(317) 635-8900

November 19, 1999  
(Date Tender Offer First Published, Sent or Given to Security Holders)

CALCULATION OF FILING FEE

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Transaction  
Valuation

Amount of Filing Fee  
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\$33,600,000 (1)

\$6,720 (2)  
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(1) For the purpose of calculating the filing fee only, this amount is based on the purchase of 1,200,000 shares of common stock of First Merchants Corporation at \$28.00 per share.

(2) The amount of the filing fee equals 1/50th of one percent of the value of the securities to be acquired.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(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.

Amount Previously Paid: \$6,720      Filing Party: First Merchants Corporation  
Form or Registration No.: Schedule 13E-4      Date Filed: November 19, 1999

This Amendment No. 1 to Schedule 13E-4 Issuer Tender Offer Statement amends the Issuer Tender Offer Statement on Schedule 13E-4, dated November 19, 1999 (the "Statement"), filed by First Merchants Corporation (the "Company"), an Indiana corporation, relating to the Company's offer to purchase up to 1,200,000 shares (or such lesser number of shares as were properly tendered) of the Company's common stock, no par value (the "Shares"), at a price of \$28.00 per Share upon the terms and conditions set forth in the Offer to Purchase and related Letter of Transmittal (which together constitute the "Offer"), copies of which are attached as Exhibits (9) (a) (1) and (9) (a) (2), respectively to the Statement.

Item 1. Security and Issuer.

The Offer expired on Friday, December 17, 1999, at 5:00 p.m., Eastern Time. Pursuant to the Offer, a total of 1,130,669 Shares were tendered and accepted. The Company will purchase all 1,130,669 Shares at a price of \$28.00 per Share.

Item 8. Additional Information.

On December 20, 1999, the Company issued a press release announcing the preliminary results of the Offer, a copy of which is attached hereto under Item 9 as Exhibit 9(a)(10) and incorporated herein by reference. On December 27, 1999, the Company issued a press release announcing the final results of the Offer, a copy of which is attached hereto under Item 9 as Exhibit 9(a)(11) and incorporated herein by reference.

Item 9. Material to be Filed as Exhibits.

Item 9 is hereby amended to include the following additional exhibits:

(a) (10) Text of Press Release issued by the Company, dated December 20, 1999.

(a) (11) Text of Press Release issued by the Company, dated December 27, 1999.

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: December 29, 1999

FIRST MERCHANTS CORPORATION

By: /s/ Michael L. Cox

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Michael L. Cox  
Chief Executive Officer and President

Index to Exhibits

(a) (10) Text of Press Release issued by the Company, dated December 20, 1999.

(a) (11) Text of Press Release issued by the Company, dated December 27, 1999.

N / E / W / S            R / E / L / E / A / S / E

December 20, 1999

FOR IMMEDIATE RELEASE

For more information, contact:

James L. Thrash, Senior Vice President/Chief Financial Officer, 765-747-1390

or

Douglas B. Harris, Vice President, Investor Services, 765-741-7278

<http://firstmerchants.com>

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SOURCE: First Merchants Corporation

First Merchants Corporation Announces Preliminary Results of  
Self Tender Offer

MUNCIE, INDIANA, December 20, 1999 -- First Merchants Corporation (NASDAQ:  
FRME) today announced the preliminary results of its self tender offer to  
purchase its common shares.

First Merchants announced that a "preliminary count" by Wilmington Trust  
Company, the Depository for the tender offer, indicates that, subject to final  
verification, approximately 1,130,000 shares of Common Stock have been tendered  
and accepted for purchase at a price of \$28.00 per share. All shares duly  
tendered pursuant to the tender offer were accepted and will be repurchased.

The final number of shares will be determined within approximately the next  
three business days. The final determination is subject to final confirmation  
of the proper delivery of all shares tendered and not withdrawn. Payment for  
the shares properly tendered will be made as promptly as practicable subject to  
proper delivery of shares in accordance with the terms of the tender offer.

First Merchants had announced in November its Board's authorization to buy back  
up to 1.2 million of its common shares. The tender offer commenced November 19,  
1999, and was offering to buy up to 1.2 million shares at a price of \$28.00 per  
share. The offer expired at 5:00 p.m., Eastern Time, on December 17, 1999.  
Prior to the tender offer, First Merchants had 12,057,677 shares of Common Stock  
outstanding. Following the purchase of shares tendered in the tender offer,  
First Merchants will have approximately 10,927,677 shares of Common Stock  
outstanding.

First Merchants Corporation is an east central Indiana bank holding company.  
Its subsidiaries include First Merchants Bank in Delaware County, the Madison  
Community Bank in Madison County, First United Bank in Henry County, Union  
County National Bank, the Randolph County Bank, the First National Bank of  
Portland in Jay County, and First Merchants Insurance Services.

First Merchants Corporation Common Stock is traded over-the-counter on the  
NASDAQ National Market System under the symbol FRME and is rated A+ by Standard  
and Poors Corporation. Quotations are carried in daily newspapers and can be  
found on the company's Internet web page (<http://firstmerchants.com>). Eight  
brokerage firms make a market in First Merchants Corporation stock: Robert W.  
Baird & Co., Inc.; Herzog, Heine, Geduld, Inc.; Howe, Barnes & Johnson, Inc.;  
Keefe, Bruyette & Woods, Inc.; Knight Securities, L.P.; McDonald Investments  
Inc.; NatCity Investments, Inc.; and Spear, Leads, and Kellog.

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N / E / W / S      R / E / L / E / A / S / E

December 27, 1999

FOR IMMEDIATE RELEASE

For more information, contact:

James L. Thrash, Senior Vice President/Chief Financial Officer, 765-747-1390

or

Douglas B. Harris, Vice President, Investor Services, 765-741-7278

<http://firstmerchants.com>

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SOURCE: First Merchants Corporation

First Merchants Corporation Announces Final Results of  
Self Tender Offer

MUNCIE, INDIANA, December 27, 1999 -- First Merchants Corporation (NASDAQ: FRME) today announced the final results of its self tender offer to purchase its common shares. The tender offer expired at 5:00 p.m., Eastern time, on December 17, 1999.

First Merchants announced that the final results indicate that 1,130,669 shares of Common Stock have been tendered and accepted for purchase at a price of \$28.00 per share. All shares have been duly tendered pursuant to the tender offer and were accepted and will be repurchased. Payment for the shares properly tendered will be made as promptly as practicable, in accordance with the terms of the tender offer.

The Corporation had announced in November its Board's authorization to buy back up to 1,200,000 of its common shares. Pursuant to the tender offer commenced on November 19, the Corporation offered to repurchase up to 1,200,000 shares of its common stock at a price of \$28.00 per share. The offer expired at 5:00 p.m. Eastern time, on December 17, 1999. On November 15, 1999, prior to reflecting the impact of the tender offer, First Merchants had 12,051,974 shares of Common Stock outstanding. Immediately following the purchase of shares tendered in the tender offer, First Merchants had 10,930,616 shares of Common Stock outstanding.

Michael L. Cox, President and CEO commented that, "In its strategic planning role, management and the Board of Directors concluded that stock repurchase in the form of a fixed price tender was an excellent use of "surplus capital". As stated in the offering memorandum, this transaction will have a positive effect on both earnings per share and return on equity." Cox added that, "it is likely that a strategy of open market purchases will be employed in the future."

First Merchants Corporation is an east central Indiana bank holding company. Its subsidiaries include First Merchants Bank in Delaware County, the Madison Community Bank in Madison County, First United Bank in Henry County, Union County National Bank, the Randolph County Bank, the First National Bank of Portland in Jay County, and First Merchants Insurance Services.

First Merchants Corporation Common Stock is traded over-the-counter on the NASDAQ National Market System under the symbol FRME and is rated A+ by Standard and Poors Corporation. Quotations are carried in daily newspapers and can be found on the company's Internet web page (<http://firstmerchants.com>). Eight brokerage firms make a market in First Merchants Corporation stock: Robert W. Baird & Co., Inc.; Herzog, Heine, Geduld, Inc.; Howe, Barnes & Johnson, Inc.; Keefe, Bruyette & Woods, Inc.; Knight Securities, L.P.; McDonald Investments Inc.; NatCity Investments, Inc.; and Spear, Leads, and Kellog.

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