

FIRST MIDWEST BANCORP INC
Form SC 13G/A
March 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)*
UNDER THE SECURITIES EXCHANGE ACT OF 1934

First Midwest Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

320867104

(CUSIP Number)

March 10, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 320867104

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trident SBI Holdings, L.P.
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF **5** SOLE VOTING POWER
SHARES

BENEFICIALLY

OWNED BY **6** SHARED VOTING POWER

EACH

REPORTING **7** SOLE DISPOSITIVE POWER
PERSON

WITH

8 SHARED DISPOSITIVE POWER

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING PERSON

PN

CUSIP No. 320867104

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Trident SBI GP Holdings, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware
NUMBER OF **5** SOLE VOTING POWER
SHARES

BENEFICIALLY

OWNED BY **6** 0 SHARED VOTING POWER

EACH

REPORTING **7** 0 SOLE DISPOSITIVE POWER
PERSON

WITH

8 0 SHARED DISPOSITIVE POWER

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING PERSON

OO

CUSIP No. 320867104

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Trident V, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF
SHARES 0
6 SHARED VOTING POWER
BENEFICIALLY

OWNED BY
EACH 0
7 SOLE DISPOSITIVE POWER

REPORTING
PERSON 0
8 SHARED DISPOSITIVE POWER
WITH

0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0%
12 TYPE OF REPORTING PERSON

PN

CUSIP No. 320867104

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Stone Point Capital LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF **5** SOLE VOTING POWER
SHARES

BENEFICIALLY

6 0 SHARED VOTING POWER
OWNED BY

EACH

REPORTING **7** 0 SOLE DISPOSITIVE POWER
PERSON

WITH

8 0 SHARED DISPOSITIVE POWER

- 0
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 0
10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
- 11** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 0%
12 TYPE OF REPORTING PERSON
- OO

CUSIP No. 320867104

ITEM 1(a) NAME OF ISSUER:
First Midwest Bancorp, Inc. (the Company)

ITEM 1(b) ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:
One Pierce Place

Suite 1500

Itasca, IL 60143

ITEM 2(a) NAME OF PERSON FILING:
Trident SBI Holdings, L.P.

Trident SBI GP Holdings, LLC

Trident V, L.P.

Stone Point Capital LLC

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
For:

Trident SBI Holdings, L.P.

Trident SBI GP Holdings, LLC

Trident V, L.P.

c/o Stone Point Capital LLC

20 Horseneck Lane

Greenwich, CT 06830

For:

Stone Point Capital LLC

20 Horseneck Lane

Greenwich, CT 06830

ITEM 2(c) CITIZENSHIP:

Trident SBI Holdings, L.P. United States

Trident SBI GP Holdings, LLC United States

Trident V, L.P. Cayman Islands

Stone Point Capital LLC United States

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Shares

CUSIP No. 320867104

ITEM 2(e) CUSIP NO.:
320867104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Trident SBI Holdings, L.P.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

Trident SBI GP Holdings, LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 0

Trident V, L.P.

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

Stone Point Capital LLC

- (a) Amount beneficially owned: 0
- (b) Percent of class: 0.0%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 0
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 0

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not applicable.

ITEM 7.

IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

CUSIP No. 320867104

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

(a) Not applicable.

(b) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

CUSIP No. 320867104

SIGNATURE

After reasonable 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 13, 2017

TRIDENT SBI HOLDINGS, L.P.

By: Trident SBI GP Holdings, LLC, its sole
general partner

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT SBI GP HOLDINGS, LLC

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT V, L.P.

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

STONE POINT CAPITAL LLC

By: /s/ Jacqueline M. Giammarco
Name: Jacqueline M. Giammarco
Title: Senior Vice President, Counsel