

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

(d) Effective January 1, 2019, the Board of Directors (the “Board”) of German American Bancorp, Inc. (the “Company”) (i) increased its size from twelve (12) to thirteen (13) members, with the vacancy being added in the class of Directors with a term expiring at the Company’s Annual Meeting of Shareholders in 2021, and (ii) appointed Jason M. Kelly to fill the vacancy. As a result, Mr. Kelly’s term began on January 1, 2019, and will continue until the 2021 Annual Meeting of Shareholders. Effective as of January 1, 2019, Mr. Kelly was also appointed to the Finance & Asset/Liability Management Committee of the Board. A copy of the Company’s press release, dated January 3, 2019, announcing the appointment of Mr. Kelly is attached hereto as Exhibit 99.1. As noted in the press release, Lee A. Mitchell was also recently appointed to the Board. Mr. Mitchell’s appointment, which became effective as of October 29, 2018, was previously reported in the Company’s Current Report on Form 8-K filed on October 30, 2018.

For his service as a Director, Mr. Kelly will be entitled to receive his pro rata portion of the standard director cash retainer and standard meeting cash fees payable to non-employee Directors of the Company, as more fully described in the Company’s Current Report on Form 8-K filed on June 29, 2018, which description is incorporated herein by reference. Other than being eligible to receive such director compensation, Mr. Kelly did not enter into any material plan, contract, or arrangement in connection with his appointment as a director. Mr. Kelly 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.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press release, dated January 3, 2019, issued by German American Bancorp, Inc.

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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.

GERMAN AMERICAN BANCORP, INC.

Date: January 3, 2019

By: /s/ Mark A Schroeder

Mark A. Schroeder, Chairman of the Board and Chief Executive
Officer