

WALKER TERRY L  
Form 4  
March 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WALKER TERRY L

2. Issuer Name and Ticker or Trading Symbol  
FIRST MERCHANTS CORP  
[FRME]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
200 E JACKSON STREET  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2013

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MUNCIE, IN 47305  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	03/04/2013		P	V Amount (A) or (D) Price \$ 6.728 A 14.864	41,008.289 (1)	D	
Common Stock					551	I	Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)



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

- (a) Amount beneficially owned: 5,437,284
- (b) Percent of class: 14.02%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 2,142,746
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 5,437,284
  - (iv) Shared power to dispose or to direct the disposition of 0

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Person 3

- 1. (a) Names of Reporting Persons.  
Wells Fargo Funds Management, LLC  
  
(b) Tax ID  
94-3382001

- 
- 2. Check the Appropriate Box if a Member of a Group (See Instructions)
    - (a)
    - (b)

- 
- 3. SEC Use Only .....

- 
- 4. Citizenship or Place of Organization Delaware

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Number of  
Shares  
Beneficially  
Owned by  
Each Reporting  
Person With

5. Sole Voting Power 3,328,709

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6. Shared Voting Power 0

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7. Sole Dispositive Power 152,476

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8. Shared Dispositive Power 0

Explanation of Responses:

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9. Aggregate Amount Beneficially Owned by Each Reporting Person 3,328,709

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9) 8.59 %

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12. Type of Reporting Person (See Instructions)

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IA

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**Item 1.**

- (a) Name of Issuer  
HILL INTERNATIONAL INC
- (b) Address of Issuer's Principal Executive Offices  
303 Lippincott Centre, Marlton, NJ 08053

**Item 2.**

- (a) Name of Person Filing  
Wells Fargo Funds Management, LLC
- (b) Address of Principal Business Office or, if none, Residence  
525 Market Street, San Francisco, CA 94105
- (c) Citizenship  
Delaware
- (d) Title of Class of Securities  
COM
- (e) CUSIP Number  
431466101

**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. 78c)
- (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)(1)(ii)(G);
- (h)  A savings associations 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 accordance with 240.13d-1(b)(1)(ii)(J).

**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.

- (a) Amount beneficially owned: 3,328,709
- (b) Percent of class: 8.59%
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote 3,328,709
  - (ii) Shared power to vote or to direct the vote 0
  - (iii) Sole power to dispose or to direct the disposition of 152,476
  - (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.[ ] .

**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.**

See Exhibit B

**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 I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

**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.

January 21, 2010

Date

/s/ Jane E. Washington

Signature

Jane E. Washington, VP Trust Operations

Name/Title

**Exhibit A**

**EXPLANATORY NOTE**

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed in Exhibit B. Aggregate beneficial ownership reported by Wells Fargo & Company under Item 9 on page 2 is on a consolidated basis and includes any beneficial ownership separately reported herein by a subsidiary.

**Exhibit B**

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Capital Management Incorporated (1)

Wells Fargo Funds Management, LLC (1)

Wells Fargo Bank, N.A. (2)

Wells Fargo Advisors, LLC. (3)

Wachovia Bank, National Association (2)

(1) Classified as a registered investment advisor in accordance with Regulation 13d-1(b)(1)(ii)(E). (2) Classified

SIGNATURE

as a bank in accordance with Regulation 13d-1(b)(1)(ii)(B). (3) Classified as a broker dealer in accordance with Regulation 13d-1(b)(1)(ii)(A).

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**

3.0pt;width:82.74%;">

o

(b)

o

3.

SEC Use Only

4.

Source of Funds (See Instructions)

AF

5.

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

6.

Citizenship or Place of Organization

United States of America

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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7.

Sole Voting Power

0

8.

Shared Voting Power

4,505,120

9.

Sole Dispositive Power

0

10.

Shared Dispositive Power

4,505,120

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

4,505,120 shares of common stock comprised of: (i) a warrant to purchase 601,120 shares of the Issuer's common stock, issued in February 2006; (ii) 2,000,000 shares of the Issuer's common stock and a warrant to purchase 904,000(1) shares of the Issuer's common stock, issued in May 2006; and (iii) a warrant to purchase 1,000,000 shares of Issuer's common stock, issued March 2007.

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

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Percent of Class Represented by Amount in Row (11)

27.4%

14.

Type of Reporting Person (See Instructions)

IN

4

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CUSIP No. **09060J106**

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Argeris Karabelas
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
United States of America
7. Sole Voting Power  
0
8. Shared Voting Power  
4,505,120
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
4,505,120
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,505,120 shares of common stock comprised of: (i) a warrant to purchase 601,120 shares of the Issuer's common stock, issued in February 2006; (ii) 2,000,000 shares of the Issuer's common stock and a warrant to purchase 904,000(1) shares of the Issuer's common stock, issued in May 2006; and (iii) a warrant to purchase 1,000,000 shares of Issuer's common stock, issued March 2007.
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
27.4%
14. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

5

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SIGNATURE

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CUSIP No. 09060J106

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only)  
Jan Leschly
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)   
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)  
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
United States of America
7. Sole Voting Power  
0
8. Shared Voting Power  
4,505,120
9. Sole Dispositive Power  
0
10. Shared Dispositive Power  
4,505,120
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,505,120 shares of common stock comprised of: (i) a warrant to purchase 601,120 shares of the Issuer's common stock, issued in February 2006; (ii) 2,000,000 shares of the Issuer's common stock and a warrant to purchase 904,000(1) shares of the Issuer's common stock, issued in May 2006; and (iii) a warrant to purchase 1,000,000 shares of Issuer's common stock, issued March 2007.
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)  
27.4%
14. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

6

SIGNATURE

11

**EXPLANATORY NOTE**

This Amendment No. 3 to the Schedule 13D amends and supplements Items 3, 4, 5, 6 and 7 of the Schedule 13D, filed June 12, 2006, by CDC IV, LLC, a Delaware limited liability company ( CDC IV ) relating to the common stock, \$0.001 par value per share (the Common Stock ), of BioDelivery Sciences International, Inc., a Delaware corporation (the Issuer ); Amendment No. 1 to the Schedule 13D, filed August 22, 2006, by CDC IV relating to the Common Stock of Issuer and Amendment No. 2 to the Schedule 13D, filed September 1, 2006, by CDC IV relating to the Common Stock of Issuer.

**Item 3. Source and Amount of Funds or Other Consideration**

On March 12, 2007, CDC IV, as successor in interest to Clinical Development Capital LLC, entered into an amendment (the Amendment ) to that certain Clinical Development and License Agreement, as amended, with Issuer, Arius Pharmaceuticals, Inc. and Arius Two, Inc. (the Clinical Development and License Agreement ) and Dispute Resolution Agreement with Issuer (the DRA ). In connection therewith, on March 12, 2007 CDC IV also entered into a Subscription Agreement (the Subscription Agreement ), with Issuer for the purchase of (i) an unsecured promissory note in the amount of \$1,900,000 with an interest rate of 10.25% (the Note ); and (ii) a warrant to purchase 1,000,000 shares of the Issuer s Common Stock of Issuer at a price per share of \$3.80 (the Warrant ). CDC IV paid \$1,900,000 as consideration for the Note and Warrant, per the terms of the Subscription Agreement. Although the Subscription Agreement, and related transaction documents, were executed March 12, 2007, the transaction closed March 13, 2007.

**Item 4. Purpose of Transaction**

CDC IV acquired the Note and Warrant referenced in Item 3 above in connection with the execution of the Amendment and DRA and solely for investment purposes. Such investment is subject to the terms and conditions of the Subscription Agreement, the Note, the Warrant and the Registration Rights Agreement, dated as of March 12, 2007, by and between CDC IV and Issuer (the Registration Rights Agreement ), which are each attached hereto as Exhibits I, Exhibit J, Exhibit K and Exhibit L, respectively, and are incorporated herein by reference.

**Item 5. Interest in Securities**

a) As more fully described in Items 3 and 4 above, CDC IV is the beneficial owner of 4,505,120 shares of the Issuer s common stock, consisting of (i) a warrant to purchase 601,120 shares of the Issuer s Common Stock, issued in February 2006; (ii) 2,000,000 shares of the Issuer s Common Stock and a warrant to purchase 904,000<sup>(1)</sup> shares of the Issuer s Common Stock, issued in May 2006; and (iii) a warrant to purchase 1,000,000 shares of Issuer s Common Stock, issued March 2007, representing 27.4% of the Issuer s shares of Common Stock outstanding (based upon 13,938,146 shares of Common Stock outstanding, as reported in the Issuer s Quarterly Report on Form 10-QSB for the quarterly period ended September 30, 2006). As the manager of CDC IV, CDC Operations and David R. Ramsay, Argeris Karabelas and Jan Leschly, the Partners of CDC Operations, may be deemed the beneficial owner of the shares of the Issuer s common stock held by CDC IV. CDC Operations and Messrs. Ramsay, Karabelas and Leschly each disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any

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(1) This warrant was previously reported incorrectly by CDC IV, LLC as a warrant to purchase 940,000 shares of Issuer s Common Stock.

of Messrs. Ramsay, Karabelas and Leschly or CDC Operations is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

(b) By virtue of its status as manager of CDC IV, CDC Operations and David R. Ramsay, Argeris Karabelos and Jan Leschly, as Partners of CDC Operations and the individuals with voting and dispositive power of the securities held by CDC IV, may be deemed to share voting and dispositive power with CDC IV with respect to the 4,505,120 shares of Issuer's Common Stock held by CDC IV. CDC Operations and Messrs. Ramsay, Karabelas and Leschly each disclaims beneficial ownership of the securities and this report shall not be deemed an admission that any of Messrs. Ramsay, Karabelas and Leschly or CDC Operations is the beneficial owner of such securities for purposes of Section 16 or for any other purpose, except to the extent of their pecuniary interest therein.

(c) During the past sixty days prior to the date hereof, neither CDC IV, CDC Operations, David R. Ramsay, Argeris Karabelas nor Jan Leschly, or, to the knowledge of each of the above, any executive officer, director or managing member of CDC IV or CDC Operating, has engaged in any transaction in the Issuer's common stock.

(d) No person, other than CDC IV, CDC Operations, David R. Ramsay, Argeris Karabelas and Jan Leschly, is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the shares of common stock beneficially owned by CDC IV.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

See Items 3 and 4 above. Additionally, the following agreements are attached hereto and incorporated by reference:

A copy of the Subscription Agreement, dated as March 12, 2007, between the CDC IV and Issuer is attached hereto as Exhibit I.

A copy of the Promissory Note of Issuer in favor of CDC IV, dated as of March 12, 2007, is attached hereto as Exhibit J.

A copy of the Warrant made by Issuer in favor of CDC IV, dated March 12, 2007 is attached hereto as Exhibit K.

A copy of the Registration Rights Agreement, dated as of March 12, 2007, between Issuer and CDC IV is attached hereto as Exhibit L.

A copy of the Amendment to Clinical Development and License Agreement, dated as of March 12, 2007, among Issuer, CDC IV, Arius Pharmaceuticals, Inc. and Arius Two, Inc. is attached hereto as Exhibit M.

A copy of the Dispute Resolution Agreement, dated as of March 12, 2007, between Issuer and CDC IV is attached hereto as Exhibit N.

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**Item 7. Material to Be Filed as Exhibits**

Exhibit	Name
I	Subscription Agreement, dated as of March 12, 2007, by and between CDC IV and Issuer.
J	Promissory Note of Issuer in favor of CDC IV, dated as of March 12, 2007.
K	Warrant made by the Issuer in favor of CDC IV, dated as of March 12, 2007.
L	Registration Rights Agreement, dated as of March 12, 2007, by and between CDC IV and Issuer.
M	Amendment to Clinical Development License Agreement, dated as of March 12, 2007, by and among CDC IV, Issuer, Arius Pharmaceuticals, Inc. and Arius Two, Inc.
N	Dispute Resolution Agreement, dated as of March 12, 2007, by and between CDC IV and Issuer.

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**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. The undersigned hereby express our agreement that this Schedule 13D/A is filed on behalf of each of us pursuant to Rule 13d-1(k) under the Securities Exchange Act.

Dated: March 16, 2007

CDC IV, LLC

By: /s/ David R. Ramsay  
Name: David R. Ramsay  
Title: Authorized Signatory

Dated: March 16, 2007

CDC OPERATIONS LLC

By: /s/ David R. Ramsay  
Name: David R. Ramsay  
Title: Authorized Signatory

Dated: March 16, 2007

/s/ David R. Ramsay  
David R. Ramsay

Dated: March 16, 2007

/s/ Argeris Karabelas  
Argeris Karabelas

Dated: March 16, 2007

/s/ Jan Leschly  
Jan Leschly

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations  
(See 18 U.S.C. 1001)**