

HORIZON BANCORP /IN/
Form SC 13G/A
February 14, 2017
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 5)

Horizon Bancorp
(Name of Issuer)

Common Stock, no par value
(Title of Class of Securities)

440407104
(CUSIP Number)

December 31, 2016
(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)

S Rule 13d-1(c)

Rule 13d-1(d)

1 NAME OF REPORTING PERSONS
 Financial Edge Fund,
 L.P.
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER (a) T OF A (b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 450,182

8 SOLE DISPOSITIVE POWER
 0

9 SHARED DISPOSITIVE POWER
 450,182

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 450,182

CHECK T BOX IF THE AGGREGATE AMOUNT

IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
3.0%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

2

1 NAME OF REPORTING PERSONS
 Financial Edge–Strategic Fund, L.P.
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER^(a) T OF A^(b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY
 CITIZENSHIP OR

4 PLACE OF ORGANIZATION
 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 182,839

8 SOLE DISPOSITIVE POWER
 182,839

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 182,839

10 CHECK T BOX IF THE

AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
1.2%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

3

1 NAME OF REPORTING PERSONS
 Goodbody/PL Capital,
 L.P.
 CHECK
 THE
 APPROPRIATE
 BOX IF

2 A MEMBER^(a) T
 OF A^(b)
 GROUP
 (SEE
 INSTRUCTIONS)
 Not
 Applicable

3 SEC USE ONLY
 CITIZENSHIP OR
 PLACE OF

4 ORGANIZATION
 Delaware

5 SOLE
 VOTING
 POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED
 VOTING
 POWER
 166,125

8 SOLE
 DISPOSITIVE
 POWER
 0

9 SHARED
 DISPOSITIVE
 POWER
 166,125

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 166,125
 CHECK T
 BOX IF
 THE

AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
1.1%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

4

1 NAME OF REPORTING PERSONS
 PL Capital/Focused Fund, L.P.
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER^(a) T OF A^(b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 89,998

8 SOLE DISPOSITIVE POWER
 89,998

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 89,998

10 CHECK T BOX IF THE

AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
0.6%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

5

1 NAME OF REPORTING PERSONS
 PL Capital, LLC
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER^(a) T OF A^(b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 723,017

8 SOLE DISPOSITIVE POWER
 0

9 SHARED DISPOSITIVE POWER
 723,017

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 723,017
 CHECK T BOX IF THE AGGREGATE

AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
4.9%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

6

1 NAME OF REPORTING PERSONS
 PL Capital Advisors, LLC
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER^(a) T OF A^(b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 889,142

8 SOLE DISPOSITIVE POWER
 889,142

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 889,142

10 CHECK T BOX IF THE

AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
6.0%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

7

1 NAME OF REPORTING PERSONS
 Goodbody/PL Capital, LLC
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER^(a) T OF A^(b) GROUP
 (SEE INSTRUCTIONS)
 Not Applicable

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER
 166,125

8 SOLE DISPOSITIVE POWER
 166,125

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 166,125

10 CHECK T BOX IF THE

AGGREGATE
AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
1.1%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
PN

8

1	NAME OF REPORTING PERSONS
	John W. Palmer
	CHECK THE APPROPRIATE BOX IF
2	A MEMBER ^(a) T OF A ^(b) GROUP (SEE INSTRUCTIONS)
	Not Applicable
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	USA
	5 SOLE VOTING POWER
	0
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6 SHARED VOTING POWER
	889,329
	7 SOLE DISPOSITIVE POWER
	0
	8 SHARED DISPOSITIVE POWER
	889,329
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	889,329
10	CHECK T BOX IF THE AGGREGATE

AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
6.0%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
IN

9

1	NAME OF REPORTING PERSONS Richard J. Lashley CHECK THE APPROPRIATE BOX IF A
2	MEMBER ^(a) T OF A ^(b) GROUP (SEE INSTRUCTIONS) Not Applicable
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION USA
4	
5	SOLE VOTING POWER 0
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7	SHARED VOTING POWER 889,142 SOLE DISPOSITIVE POWER 0
8	SHARED DISPOSITIVE POWER 889,142
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 889,142
10	CHECK T BOX IF THE AGGREGATE

AMOUNT
IN ROW
(9)
EXCLUDES
CERTAIN
SHARES
(SEE
INSTRUCTIONS)

11

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)
6.0%

12

TYPE OF REPORTING
PERSON (SEE
INSTRUCTIONS)
IN

10

Item 1(a). Name of Issuer:

Horizon Bancorp

Item 1(b). Address of Issuer's Principal Executive Offices:

515 Franklin Square, Michigan City, Indiana 46360.

Item 2(a). Name of Persons Filing:

The parties identified in the list below constitute the "PL Capital Group."

· Financial Edge Fund, L.P., a Delaware limited partnership ("Financial Edge Fund").

· Financial Edge-Strategic Fund, L.P., a Delaware limited partnership ("Financial Edge Strategic").

· PL Capital/Focused Fund, L.P., a Delaware limited partnership ("Focused Fund").

PL Capital, LLC, a Delaware limited liability company and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund ("PL Capital").

PL Capital Advisors, LLC, a Delaware limited liability company and investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL Capital, L.P. ("PL Capital Advisors").

· Goodbody/PL Capital, L.P., a Delaware limited partnership ("Goodbody/PL LP").

Goodbody/PL Capital, LLC, a Delaware limited liability company and General Partner of Goodbody/PL LP ("Goodbody/PL LLC").

John W. Palmer and Richard J. Lashley, Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

The joint filing agreement of the members of the PL Capital Group is attached as Exhibit 1 to Amendment No. 1 to the Amended Schedule 13G filed on February 12, 2013.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 328, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP and Goodbody/PL LLC are engaged in various interests, including investments.

Item 2(c). Citizenship:

All of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

440407104

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership:

The following list sets forth the aggregate number and percentage (based on 14,781,402 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q, as filed on November 9, 2016) of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2(a):

Name	Shares of Common Stock Beneficially Owned (Shared Voting and Investment Power for all Shares)	Percentage of Shares of Common Stock Beneficially Owned
Financial Edge Fund	450,180	3.0%
Financial Edge Strategic Focused Fund	182,839	1.2%
PL Capital	89,998	0.6%
	723,017	4.9%
		(indirect beneficial ownership as general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund)
		6.0%
PL Capital Advisors	889,142	(indirect beneficial ownership as investment adviser to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP)
Goodbody/PL LP	166,125	1.1%
Goodbody/PL LLC	166,125	1.1%
		(indirect beneficial ownership as general partner of Goodbody/PL LP)
		6.0%
John W. Palmer	889,267	(indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC as well as shares held in his IRA)
		6.0%
Richard J. Lashley	889,142	(indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)

PL Capital is the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Mr. Palmer and Mr. Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Mr. Palmer and Mr. Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and dispositive power with regard to the shares of Common Stock held by Goodbody/PL LP.

PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL LP and Focused Fund. Because Mr. Palmer and Mr. Lashley are the Managing Members of PL Capital Advisors, they have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Goodbody/PL LP, and Focused Fund.

Mr. Palmer has full voting and investment power over the 187 shares owned in his IRA. The amount of funds expended by Mr. Palmer to acquire 187 shares of Common Stock he holds in his name is \$3,144. Such funds were provided from available funds in Mr. Palmer's IRA.

Item 5. Ownership of Five Percent or Less of a Class:

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N/A

Item 8. Identification and Classification of Members of the Group:

See Item 2(a) above.

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

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, other than activities solely in connection with a nomination under Rule 14a-11.

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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.

Date: December 31, 2016

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
John W. Palmer
Managing Member

By: /s/ Richard J. Lashley
Richard J. Lashley
Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
John W. Palmer
Managing Member

By: /s/ Richard J. Lashley
Richard J. Lashley
Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

By: /s/ John W. Palmer
John W. Palmer
Managing Member

By: /s/ Richard J. Lashley
Richard J. Lashley
Managing Member

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC

General Partner

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

GOODBODY/PL CAPITAL, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

PL CAPITAL, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

PL CAPITAL ADVISORS, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

/s/ John W. Palmer

John W. Palmer

/s/ Richard J. Lashley

Richard J. Lashley