

MERCANTILE BANK CORP

Form S-3MEF

September 18, 2003

As filed with the Securities and Exchange Commission on September 18, 2003

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Mercantile Bank Corporation

(Exact name of registrant as specified in its charter)

Michigan

*(State or other jurisdiction of
incorporation or organization)*

38-3360865

*(I.R.S. Employer
Identification Number)*

5650 Byron Center Avenue SW
Wyoming, Michigan 49509
(616) 406-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Gerald R. Johnson, Jr.
Chairman and Chief Executive Officer
5650 Byron Center Avenue SW
Wyoming, Michigan 49509
(616) 406-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of Communications to:

Jerome M. Schwartz
Dickinson Wright PLLC
500 Woodward Avenue
Suite 4000
Detroit, Michigan 48226
(313) 223-3628

Jennifer R. Evans
Vedder, Price, Kaufman & Kammholz, P.C.
222 North LaSalle Street
Suite 2600
Chicago, Illinois 60601
(312) 609-7500

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-107814.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock	224,606 shares	\$33.26	\$7,470,396	\$605

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO
GENERAL INSTRUCTION IV OF FORM S-3**

In accordance with the provisions of General Instruction IV of Form S-3, Mercantile Bank Corporation is registering the additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, and incorporates by reference the contents of its Registration Statement on Form S-3, Registration No. 333-107814 (the Incorporated Registration Statement). The Incorporated Registration Statement was declared effective by the Securities and Exchange Commission on Wednesday, September 17, 2003.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

All Exhibits filed with the Incorporated Registration Statement are incorporated by reference into this Registration Statement, except the following, which are filed with this Registration Statement.

Exhibit No.	Description
5.1	Opinion of Dickinson Wright PLLC
23.1	Consent of Crowe Chizek and Company LLC
23.2	Consent of Dickinson Wright PLLC (included in opinion filed as Exhibit 5.1 above)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wyoming, State of Michigan, on September 18, 2003.

MERCANTILE BANK CORPORATION

By /s/ GERALD R. JOHNSON, JR.

Gerald R. Johnson, Jr.
Chairman of the Board and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ BETTY S. BURTON*	Director	September 18, 2003
Betty S. Burton		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ DAVID M. CASSARD*	Director	September 18, 2003
David M. Cassard		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ CHARLES E. CHRISTMAS	Senior Vice President, Chief Financial Officer and Treasurer (principal accounting and financial officer)	September 18, 2003
Charles E. Christmas		
Edward J. Clark	Director	September 18, 2003
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ PETER A. CORDES*	Director	September 18, 2003
Peter A. Cordes		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ C. JOHN GILL*	Director	September 18, 2003
C. John Gill		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ DOYLE A. HAYES*	Director	September 18, 2003
Doyle A. Hayes		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ DAVID M. HECHT*	Director	September 18, 2003
David M. Hecht		
<hr style="border: none; border-top: 1px solid black; margin-bottom: 5px;"/> /s/ GERALD R. JOHNSON, JR.		September 18, 2003

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Gerald R. Johnson, Jr.

Chairman of the Board, Chief Executive Officer
and Director (principal executive officer)

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ SUSAN K. JONES*</u> Susan K. Jones	Director	September 18, 2003
<u>/s/ LAWRENCE W. LARSEN*</u> Lawrence W. Larsen	Director	September 18, 2003
<u>/s/ CALVIN D. MURDOCK*</u> Calvin D. Murdock	Director	September 18, 2003
<u>/s/ MICHAEL H. PRICE</u> Michael H. Price	Director	September 18, 2003
<u>/s/ DALE J. VISSER*</u> Dale J. Visser	Director	September 18, 2003
<u>Donald Williams, Sr.</u>	Director	September 18, 2003
<u>/s/ ROBERT M. WYNALDA*</u> Robert M. Wynalda	Director	September 18, 2003

* Signed pursuant to power of attorney

By: /s/ GERALD R. JOHNSON, JR.
Gerald R. Johnson, Jr.

EXHIBIT INDEX

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