

FIRST MIDWEST BANCORP INC  
Form 8-K  
November 18, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 15, 2015

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of Incorporation) | 0-10967<br>(Commission<br>File Number) | 36-3161078<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| One Pierce Place, Suite 1500, Itasca, Illinois<br>(Address of principal executive offices) | 60143<br>(Zip Code) |
|--|---------------------|

(630) 875-7450  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.03 Material Modification to Rights of Security Holders

On November 15, 2015, the Amended and Restated Rights Agreement (the “Rights Agreement”), dated November 15, 1995, between First Midwest Bancorp, Inc. (the “Company”) and First Midwest Bank (formerly First Midwest Trust Company) as Rights Agent, as amended, expired in accordance with its terms. The Preferred Share Purchase Rights (the “Rights”) that were issued pursuant to the Rights Agreement provided holders of the Rights with the right to purchase one one-thousandth of a share of the Company’s Participating Preferred Stock, subject to the terms of the Rights Agreement. As a result of the expiration of the Rights Agreement, the Rights are no longer outstanding and are not exercisable, and the Rights Agreement and the Company's stockholder rights plan are of no further force or effect.

**SIGNATURES**

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.

First Midwest Bancorp, Inc.  
(Registrant)

Date: November 18, 2015

/s/ NICHOLAS J. CHULOS  
By: Nicholas J. Chulos  
Executive Vice President, Corporate Secretary, and  
General Counsel