

Edgar Filing: FIRST MIDWEST BANCORP INC - Form FWP

FIRST MIDWEST BANCORP INC  
Form FWP  
November 18, 2011

Filed pursuant to Rule 433

Issuer Free Writing Prospectus dated November 18, 2011

Relating to Preliminary Prospectus Supplement dated November 18, 2011

Registration No. 333-157615

*Terms and Conditions 5.875% Senior Notes due 2016*

*This pricing term sheet relates only to the securities described above and should only be read together with the preliminary prospectus supplement, subject to completion, dated November 18, 2011 (together with the accompanying prospectus, the Preliminary Prospectus), relating to these securities and supersedes the information in the Preliminary Prospectus to the extent inconsistent with the information in the Preliminary Prospectus. This pricing term sheet is qualified in its entirety by reference to the Preliminary Prospectus. Capitalized terms not defined herein have the meanings assigned to them in the Preliminary Prospectus.*

|   |   |
|---|---|
| Issuer                                  | First Midwest Bancorp, Inc.   |
| Note Type                               | Senior Unsecured  |
| Ratings (Moody /S&P/Fitch)              | Baa1 / BBB- / BBB-  |
| Aggregate Principal Amount              | \$115,000,000   |
| Pricing Date                            | November 18, 2011   |
| Settlement Date                         | November 22, 2011 (T+2)   |
| Maturity Date                           | November 22, 2016   |
| Coupon                                  | 5.875%  |
| Yield to Maturity                       | 6.00%   |
| Price to the Public                     | 99.467%   |
| Market Re-offer Spread                  | +507.9bps   |
| Pricing Benchmark                       | 1.00% UST due October 31, 2016  |
| Benchmark Yield                         | 0.921%  |
| Interest Payment Dates                  | Semi-annually on the 22 <sup>nd</sup> day of May and November         |
| First Coupon Date                       | May 22, 2012  |
| Call Provisions                         | Non-callable  |
| Day Count Basis                         | 30/360  |
| Coupon Step Up                          | 25bps per rating notch per agency under investment grade (200bps max) |
| Net Proceeds to Company before Expenses | \$113,668,300   |
| Minimum Denominations                   | US\$2,000 and integral multiples of \$1,000 in excess thereof         |
| Sole Book-Running Manager               | Goldman, Sachs & Co.  |
| Co-Managers                             | Sandler O'Neill & Partners, L.P.                                      |

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Keefe, Bruyette & Woods, Inc.

CUSIP

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ISIN

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*This communication is intended for the sole use of the person to whom it is provided by us. The issuer has filed a registration statement (including the Preliminary Prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the Preliminary Prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Additionally, these documents may be obtained from Goldman, Sachs & Co., Attn: Prospectus Department, 200 West Street, New York, NY 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing [prospectus-ny@ny.email.gs.com](mailto:prospectus-ny@ny.email.gs.com).*

<sup>1</sup> A securities rating is not a recommendation to buy, sell or hold securities and should be evaluated independently of any other rating. The rating is subject to revision or withdrawal at any time by the assigning rating organization.