

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) Executive Officer Compensation.

On March 15, 2017, German American Bancorp, Inc. (the “Company”) issued the long-term incentive (LTI) awards (the “Awards”) earned by certain executive officers under the 2016 Executive Management Incentive Plan based on the performance of the Company for the three-year period ended on December 31, 2016. The Awards are a mix of cash entitlements and restricted stock as more fully described the Company’s Current Report on Form 8-K filed on March 4, 2016. The Awards are documented through an LTI Restricted Stock Award Agreement, the form of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Form of LTI Restricted Stock Award Agreement that evidences the terms of awards of restricted stock grants and related cash entitlements that were granted to executive officers during March 2017 pursuant to the Management Long-Term Incentive Plan component of the 2016 Executive Management Incentive Plan with respect to the performance period ended December 31, 2016.

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SIGNATURE

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.

GERMAN AMERICAN BANCORP, INC.

Dated: March 16, 2017

By: /s/ Mark A. Schroeder _
Mark A. Schroeder, Chairman and Chief Executive Officer

EXHIBIT INDEX

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