

GERMAN AMERICAN BANCORP
Form SC TO-I/A
February 18, 2003

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) or 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)

German American Bancorp

(Name of Subject Company (Issuer))

German American Bancorp (Issuer)

(Name of Filing Person (identifying status as offeror, issuer or other person))

COMMON SHARES, NO PAR VALUE
(and associated preferred share purchase rights)
(Title of Class of Securities)

373865104

(CUSIP Number of Class of Securities)

Mark A. Schroeder
President and Chief Executive Officer
German American Bancorp
711 Main Street
Jasper, Indiana 47546
(812) 482-1314

(Name, address and telephone number of person authorized to receive
notices and communications on behalf of filing person)

with a copy to:
Mark B. Barnes, Esq.
Ice Miller
One American
Square, Box 82001
Indianapolis, Indiana 46282
(317) 236-2456

CALCULATION OF FILING FEE

| Transaction valuation* | Amount of filing fee** |
|------------------------|------------------------|
| \$20,000,000 | \$1,840 |

* Calculated solely for purposes of determining the filing fee, in accordance with Rule 0-11 of the Securities Exchange Act of 1934. This calculation assumes the purchase of 1,000,000 common shares of German American Bancorp at the tender offer purchase price of \$20.00 per share in cash.

** Previously paid.

[X] Check the box if any part of the fee is offset as provided by Rule 011(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Mark A. Schroeder
President and Chief Executive Officer