

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

(e) Director Compensation Arrangements in Which an Executive Officer Participates.

German American Bancorp, Inc. (the “Company”), compensates its Board of Directors (the “Board”) for their service to the Company and the Company’s subsidiaries based on a twelve-month period commencing July 1 and ending on June 30 of the following year. In connection with the annual reorganization meeting of the Board held on June 27, 2016, the Board’s Governance/Nominating Committee made a recommendation with respect to director compensation for the new twelve-month service period commencing July 1, 2016, to the Board and, as previously reported, the Board approved such recommendation at its annual reorganization meeting held on June 27, 2016. As a result of that action, the Company is compensating its directors, including Mark A. Schroeder, who is also the Company’s Chief Executive Officer (“CEO”), for their services during the current twelve-month period through annual retainers and cash fees, as described in the Company’s Current Report on Form 8-K filed June 28, 2016.

In addition, the Board determined on June 27, 2016, that the Board should consider, at its regular meeting to be held in December 2016, the award of additional retainers in the form of grants (under the Company’s 2009 Long Term Equity Incentive Plan (the “Plan”)) of restricted common stock of the Company to the directors (including the CEO) with a market value of not more than \$15,000 per director. The Board resolved that its decision to be made in December 2016 of whether to grant such additional retainers in the form of restricted stock (and if so, how much) should be determined at that time based on the Board’s perception of prevailing financial conditions (including the Company’s then-expected operating results for 2016) and such other factors as the Board may then deem relevant.

At its regular meeting held December 19, 2016, the Board considered the award of additional retainers as contemplated by the June 27, 2016 resolutions, and determined to grant \$14,949.20 in value of restricted common stock of the Company as an additional retainer to each of the current members of the Board, including Mr. Schroeder, under the Plan. Accordingly, 281 shares of common stock of the Company (restricted as to transferability and vesting under the terms of the resolutions granting the awards) were issued to each of the Company’s 12 directors (including Mr. Schroeder) effective as of the close of business on December 19, 2016, or an aggregate of 3,372 shares.

Under the terms of the award resolutions, none of the grants of restricted stock will be transferable prior to December 5, 2017, and each award will be (i) fully forfeited and all shares issued under the award will be cancelled should the holder of the award not continue in service as a director of the Company through December 5, 2017 for any reason other than death or disability, and (ii) subject to a 50% forfeiture (for any reason other than disability) should a director fail to attend in person at least 75% of the aggregate number of meetings of the Board and the other corporate, subsidiary or affiliate boards and committees on which he or she was a member during the period commencing on January 1, 2017, through December 5, 2017, or fail to attend (other than by reason of disability or illness or bona fide emergency) the Company’s annual meeting of shareholders held in 2017.

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.

GERMAN AMERICAN BANCORP, INC.

By: /s/ Mark A. Schroeder

Mark A. Schroeder, Chairman of the Board and Chief Executive Officer

Dated: December 19, 2016