

RUH WILLIAM J
Form SC 13G
December 14, 2011

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

First Merchants Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

320817109

(CUSIP Number)

December 8, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 42724R107

13G

1. Name of Reporting Persons:
Castle Creek Capital Partners IV, LP
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization:
Delaware
5. Sole Voting Power:
1,479,400
6. Shared Voting Power:
0
7. Sole Dispositive Power:
1,479,400
8. Shared Dispositive Power:
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,479,400
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):
5.2%
12. Type of Reporting Person (See Instructions):
PN (Limited Partnership)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 42724R107

13G

1. Name of Reporting Persons:
Castle Creek Capital IV LLC
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization:
Delaware
5. Sole Voting Power:
1,479,400
6. Shared Voting Power:
0
7. Sole Dispositive Power:
1,479,400
8. Shared Dispositive Power:
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,479,400
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):
5.2%
12. Type of Reporting Person (See Instructions):
OO (Limited Liability Company)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 42724R107

13G

1. Name of Reporting Persons:
John M. Eggemeyer III
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization:
U.S.A.
5. Sole Voting Power:
0
6. Shared Voting Power:
1,479,400
7. Sole Dispositive Power:
0
8. Shared Dispositive Power:
1,479,400
9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,479,400
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):
5.2%
12. Type of Reporting Person (See Instructions):
IN (Individual)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 42724R107

13G

1. Name of Reporting Persons:
William J. Ruh
2. Check the Appropriate Box if a Member of a Group
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization:
U.S.A.
5. Sole Voting Power:
0
6. Shared Voting Power:
1,479,400
7. Sole Dispositive Power:
0
8. Shared Dispositive Power:
1,479,400
9. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,479,400
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):
5.2%
12. Type of Reporting Person (See Instructions):
IN (Individual)

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Item 1.

- (a). Name of Issuer
First Merchants Corporation
- (b). Address of Issuer's Principal Executive Offices:
200 East Jackson Street
Muncie, IN 47305

Item 2(a).

Name of Person Filing

Item 2(b).

Address of Principal Business Office

Item 2(c).

Citizenship

(i) Castle Creek Capital Partners IV, LP

c/o Castle Creek Capital LLC

6110 El Tordo

Rancho Santa Fe, CA 92067

Citizenship: State of Delaware

(ii) Castle Creek Capital IV LLC

c/o Castle Creek Capital LLC

6110 El Tordo

Rancho Santa Fe, CA 92067

Citizenship: State of Delaware

(iii) John M. Eggemeyer III

c/o Castle Creek Capital LLC

6110 El Tordo

Rancho Santa Fe, CA 92067

Citizenship: U.S.A.

(iv) William J. Ruh

c/o Castle Creek Capital LLC

6110 El Tordo

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Rancho Santa Fe, CA 92067

Citizenship: U.S.A.

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

Item 2(d).

Title of Class of Securities:

Common Stock, no par value (the Common Shares)

Item 2(e).

CUSIP Number:

320817109

Item 3.

If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

As of the date hereof, each of the Reporting Persons may be deemed to be the beneficial owner of the 1,479,400 Common Shares held directly by Castle Creek Capital Partners IV, LP. Mr. Eggemeyer shares voting and dispositive power over the 1,479,400 Common Shares beneficially owned by Castle Creek Capital Partners IV, LP with Mr. Ruh, as each is a managing principal of Castle Creek Capital IV LLC, the sole general partner of Castle Creek Capital Partners IV, LP. Castle Creek Capital IV LLC, Mr. Eggemeyer and Mr. Ruh each disclaim beneficial ownership of the Common Shares, except to the extent of their respective pecuniary interest in Castle Creek Capital Partners IV, LP.

(b) Percent of class:

Based on the Quarterly Report on Form 10-Q filed by the Company on November 9, 2011, there were 28,539,514 outstanding Common Shares as of October 31, 2011. Based on this number of outstanding Common Shares, each of the Reporting Persons may be deemed to be the beneficial owner of approximately 5.2% of the total number of outstanding Common Shares.

(c) Number of shares as to which the Reporting person has:

Castle Creek Capital Partners IV, LP

- (i) Sole power to vote or to direct the vote:
1,479,400
- (ii) Shared power to vote or to direct the vote:
0
- (iii) Sole power to dispose or to direct the disposition of:
1,479,400
- (iv) Shared power to dispose or to direct the disposition of:
0

Castle Creek Capital IV LLC

- (i) Sole power to vote or to direct the vote:
1,479,400
- (ii) Shared power to vote or to direct the vote:
0
- (iii) Sole power to dispose or to direct the disposition of:
1,479,400
- (iv) Shared power to dispose or to direct the disposition of:
0

John M. Eggemeyer III

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
1,479,400
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:

1,479,400

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William J. Ruh

- | | |
|-------|--|
| (i) | Sole power to vote or to direct the vote: |
| | 0 |
| (ii) | Shared power to vote or to direct the vote: |
| | 1,479,400 |
| (iii) | Sole power to dispose or to direct the disposition of: |
| | 0 |
| (iv) | Shared power to dispose or to direct the disposition of: |
| | 1,479,400 |

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Each of the Reporting Persons hereby makes the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 14, 2011

CASTLE CREEK CAPITAL PARTNERS IV, LP

By: /s/ William J. Ruh
Name: William J. Ruh
Title: Managing Principal

CASTLE CREEK CAPITAL IV LLC

By: /s/ William J. Ruh
Name: William J. Ruh
Title: Managing Principal

JOHN M. EGGEMEYER III

By: /s/ John M. Eggemeyer III
Name: John M. Eggemeyer III

WILLIAM J. RUH

By: /s/ William J. Ruh
Name: William J. Ruh

EXHIBIT LIST

Exhibit 1 Joint Filing Agreement, dated as of December 14, 2011 by and among Castle Creek Capital Partners IV, LP, Castle Creek Capital IV LLC, John M. Eggemeyer III and William J. Ruh.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to Common Shares of First Merchants Corporation and that this Joint Filing Agreement shall be included as an Exhibit to such filing.

The Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to constitute one and the same agreement.

IN WITNESS WHEREOF, each of the undersigned hereby executes this Agreement as of December 14, 2011.

CASTLE CREEK CAPITAL PARTNERS IV, LP

By: /s/ William J. Ruh
Name: William J. Ruh
Title: Managing Principal

CASTLE CREEK CAPITAL IV LLC

By: /s/ William J. Ruh
Name: William J. Ruh
Title: Managing Principal

JOHN M. EGGEMEYER III

By: /s/ John M. Eggemeyer III
Name: John M. Eggemeyer III

WILLIAM J. RUH

By: /s/ William J. Ruh
Name: William J. Ruh