

GERMAN AMERICAN BANCORP  
Form S-8 POS  
December 30, 2003

Registration No. 333-81839

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

GERMAN AMERICAN BANCORP  
(Exact Name of Registrant as Specified in Its Charter)

Indiana  
(State or Other Jurisdiction  
of Incorporation or Organization)

35-1547518  
(I.R.S. Employer  
Identification Number)

711 Main Street  
Jasper, Indiana 47546-3042  
(Address of Principal Executive Offices)

GERMAN AMERICAN BANCORP EMPLOYEES' PROFIT SHARING PLAN  
(Full Title of the Plan)

Mark A. Schroeder  
President and Chief Executive Officer  
711 Main Street  
Jasper, Indiana 47546-3042  
(812) 482-1314

Copy to: Mark B. Barnes  
Ice Miller  
One American Square, Box 82001  
Indianapolis, Indiana 46282-0002  
(317) 236-2100

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(Name, address and telephone number,  
including area code, of Agent for Service)

The purpose of this Post-Effective Amendment No. 1 is to deregister all securities under this Registration Statement that remained unsold at the close of business on December 31, 2002, the date of termination of the offering of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jasper, Indiana, on this 30th day of December, 2003.

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GERMAN AMERICAN BANCORP

By: /s/ Mark A. Schroeder

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Mark A. Schroeder  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to this Registration Statement has been signed by the following persons in the capacities indicated on this 30th day of December, 2003.

Signature and Title

/s/ Mark A. Schroeder

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Mark A. Schroeder, President and Director  
(Chief Executive Officer)

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Robert L. Ruckriegel, Director

George W. Astrike\*

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George W. Astrike, Director

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Larry J. Seger\*

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Larry J. Seger, Director

David G. Buehler\*

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David G. Buehler, Director

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Joseph F. Steurer\*

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Joseph F. Steurer, Director

William R. Hoffman\*

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William R. Hoffman, Director

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Chet L. Thompson, Director

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Michael J. Voyles\*

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J. David Lett, Director

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Michael J. Voyles, Director

Gene C. Mehne\*

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Gene C. Mehne, Director

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/s/ Bradley M. Rust

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Bradley M. Rust, Principal Financial Officer  
and Principal Accounting Officer

\*By: /s/ Mark A. Schroeder

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Mark A. Schroeder, as attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, German American Bancorp, acting as the Plan Administrator of the German American Bancorp Employees Profit Sharing Plan, has duly caused this Post-Effective Amendment No. 1 to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Jasper, Indiana, on this 30th day of December, 2003.

GERMAN AMERICAN BANCORP  
EMPLOYEES' PROFIT SHARING PLAN

By: GERMAN AMERICAN BANCORP,  
Plan Administrator

By: /s/ Mark A. Schroeder

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Mark A. Schroeder  
President and Chief Executive Officer