

INTERNATIONAL RECTIFIER CORP /DE/

Form DEFC14A

September 29, 2008

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

SCHEDULE 14A

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF
THE SECURITIES EXCHANGE ACT OF 1934 (Amendment No. 2)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

INTERNATIONAL RECTIFIER CORPORATION
(Name of Registrant as Specified In Its Charter)

VISHAY INTERTECHNOLOGY, INC.
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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DATED SEPTEMBER 26, 2008

**PROXY STATEMENT
OF
VISHAY INTERTECHNOLOGY, INC.**

**ANNUAL MEETING OF STOCKHOLDERS
OF
INTERNATIONAL RECTIFIER CORPORATION**

This proxy statement and the accompanying **BLUE** proxy card are being furnished to you by Vishay Intertechnology, Inc., a Delaware corporation (the "Vishay"), in connection with the solicitation of proxies from you, holders of common stock, par value \$1.00 per share (the "Common Stock"), of International Rectifier Corporation, a Delaware corporation (the "Company"). Vishay intends to vote such proxies at the annual meeting of the Company's stockholders scheduled to be held on October 10, 2008 at 10 a.m. (California time) at the Marriott Hotel located at 1400 Parkview Avenue, Manhattan Beach, California, including any adjournments or postponements thereof and any special meeting that may be called in lieu thereof (the "Annual Meeting"), in order to take the following actions:

- (1) To vote **FOR** the election of Ronald M. Ruzic, William T. Vinson and Professor Yoram (Jerry) Wind (collectively, the "Nominees") to serve as the Class One directors on the board of directors of the Company (the "Board");
- (2) To vote **FOR** the amendment of Section 2 of Article II of the Amended and Restated Bylaws of the Company (the "Bylaws") to provide that the annual meeting of stockholders for the year 2008, and the election of the Class Two directors by stockholders at that meeting, shall be held not later than one month following the expiration of the third anniversary of the date on which the annual meeting of Company stockholders was held in 2005 (that is, not later than December 21, 2008);
- (3) To vote **FOR** the amendment of Section 7 of Article II of the Bylaws to provide that any adjournment of a stockholders meeting at which a quorum is present may not be made unless such adjournment is approved by at least a majority of the shares present in person or represented by proxy at that meeting;
- (4) To vote **FOR** the amendment of the Bylaws to repeal any and all new Bylaws and Bylaw amendments that are adopted by the Board after February 29, 2008 and prior to or on the date of the adoption of this resolution by the stockholders, unless and to the extent that any such new Bylaws or Bylaw amendments have been approved by holders of a majority of the outstanding common shares of the Company; and
- (5) To vote **FOR** the Company's proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended June 30, 2008.

In addition, the Company has indicated that it has received notice of the intention of a stockholder of the Company to present a proposal regarding a compensation recoupment policy, which is described in the section of this proxy statement entitled Other Matters. Unless your proxy card otherwise indicates, Vishay intends to ABSTAIN from voting on this proposal and makes no recommendation as to how to vote on this proposal.

THIS SOLICITATION IS BEING MADE BY VISHAY AND NOT ON BEHALF OF THE COMPANY S BOARD OF DIRECTORS OR MANAGEMENT.

The Company has set September 19, 2008 as the record date for determining stockholders entitled to vote at the Annual Meeting. According to information provided to Vishay by the Company, there were approximately 75,875,672 shares of Common Stock issued and outstanding as of the Record Date and entitled to vote at the Annual Meeting.

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This proxy statement and the accompanying **BLUE** proxy card are first being sent or given on or about September 29, 2008 to all holders of record of Common Stock on the record date. On the record date, Vishay beneficially owned 1,100 shares of Common Stock, or less than one percent of the outstanding Common Stock. Vishay intends to vote all of its shares at the Annual Meeting **FOR** the election of its Nominees, **FOR** the three Bylaw amendment proposals listed above and **FOR** the Company's proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended June 30, 2008. Unless your proxy card otherwise indicates, Vishay intends to abstain from voting on the stockholder proposal regarding a compensation recoupment policy.

Except as set forth above, Vishay does not know of any other business that will be presented at the Annual Meeting. If, however, other matters are properly presented and you have executed, dated and returned the enclosed **BLUE** proxy card, the persons named in the enclosed **BLUE** proxy card will vote the Common Stock represented thereby in accordance with their best judgment pursuant to the discretionary authority granted in the proxy.

Under rules of the U.S. Securities and Exchange Commission, Vishay and certain of its directors, officers and employees, along with the Nominees, may be deemed participants in the solicitation of proxies in connection with the Annual Meeting (collectively, the Participants). Information about the Participants is contained in this proxy statement under the headings Proposal 1: Election of the Nominees, Solicitation of Proxies, Certain Information Regarding Vishay, Certain Litigation and in Annex A to this proxy statement.

This proxy statement is dated September 26, 2008. You should not assume that the information contained in this proxy statement is accurate as of any date other than such date, and the mailing of this proxy statement to stockholders shall not create any implication to the contrary. All information relating to any person other than the Participants is given only to the knowledge of Vishay. You are advised to read this proxy statement and other relevant documents when they become available because they will contain important information. You may obtain a free copy of this proxy statement and other relevant documents filed by Vishay at the SEC's web site at <http://www.sec.gov> or by calling Innisfree M&A Incorporated at the address and phone numbers indicated below.

PLEASE NOTE THAT THIS PROXY STATEMENT IS NEITHER A REQUEST FOR THE TENDER OF SHARES NOR AN OFFER WITH RESPECT THERETO. AS OF THE DATE OF THIS PROXY STATEMENT, VISHAY'S PROPOSED TENDER OFFER FOR THE OUTSTANDING SHARES OF COMPANY COMMON STOCK DESCRIBED IN THIS PROXY STATEMENT HAS NOT COMMENCED. ANY OFFERS TO PURCHASE OR SOLICITATION OF OFFERS TO SELL WILL BE MADE ONLY PURSUANT TO A TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A LETTER OF TRANSMITTAL AND OTHER OFFER DOCUMENTS) FILED WITH THE SEC. COMPANY STOCKHOLDERS ARE ADVISED TO READ THOSE DOCUMENTS AND ANY OTHER DOCUMENTS RELATING TO THE PROPOSED TENDER OFFER THAT ARE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. STOCKHOLDERS MAY OBTAIN COPIES OF THESE DOCUMENTS FOR FREE, WHEN AVAILABLE, AT THE SEC'S WEBSITE AT WWW.SEC.GOV OR BY CALLING INNISFREE M&A INCORPORATED, THE INFORMATION AGENT FOR THE OFFER.

Please vote by telephone or via the Internet today (instructions are on your **BLUE** proxy card) or by signing, dating and mailing the enclosed **BLUE** proxy card in the postage-paid envelope provided.

Vishay has retained Innisfree M&A Incorporated to assist in this solicitation of proxies. If you have any questions or need assistance voting your shares, please contact our proxy solicitor:

INNISFREE M&A INCORPORATED

**501 Madison Avenue, 20th Floor
New York, NY 10022**

Stockholders Call Toll-Free: (877) 456-3402

Banks and Brokers Call Collect: (212) 750-5833

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QUESTIONS AND ANSWERS RELATING TO THIS PROXY SOLICITATION

The following are some of the questions you may have as a stockholder of the Company, as well as the answers to those questions. The following is not a substitute for the information contained in this proxy statement, and the information contained below is qualified in its entirety by the more detailed descriptions and explanations contained elsewhere in this proxy statement. We urge you to read this proxy statement carefully and in its entirety.

Who is making this solicitation?

Vishay Intertechnology, Inc. is a Delaware corporation with principal executive offices located at 63 Lancaster Avenue, Malvern, Pennsylvania, 19355-2143. Vishay is one of the world's largest manufacturers of discrete semiconductors and passive electronic components. These components are used in virtually all types of electronic devices and equipment in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, and medical markets.

What is Vishay asking you to vote for?

Vishay is asking you to vote **FOR** the following actions:

- (1) the election of Ronald M. Ruzic, William T. Vinson and Professor Yoram (Jerry) Wind to serve as the Class One directors on the board of directors of the Company;
- (2) the amendment of Section 2 of Article II of the Company's Bylaws to provide that the annual meeting of stockholders for the year 2008, and the election of the Class Two directors by stockholders at such meeting, shall be held not later than one month following the expiration of the third anniversary of the date on which the annual meeting of Company stockholders was held in 2005 (that is, not later than December 21, 2008);
- (3) the amendment of Section 7 of Article II of the Bylaws to provide that any adjournment of a stockholders meeting at which a quorum is present may not be made unless such adjournment is approved by at least a majority of the shares present in person or represented by proxy at such meeting;
- (4) the amendment of the Bylaws to repeal any and all new Bylaws and Bylaw amendments that are adopted by the Board after February 29, 2008 and prior to or on the date of the adoption of this resolution by the stockholders, unless and to the extent that any such new Bylaws or Bylaw amendments have been approved by holders of a majority of the outstanding common shares of the Company; and
- (5) the Company's proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended June 30, 2008.

In addition, the Company has indicated that it has received notice of the intention of a stockholder of the Company to present a proposal regarding a compensation recoupment policy, which is described in the section of this proxy statement entitled "Other Matters." Unless your proxy card otherwise indicates, Vishay intends to ABSTAIN from voting on this proposal and makes no recommendation as to how to vote on this proposal.

Why are we soliciting your vote?

Vishay is soliciting your vote because Vishay believes that the current directors of the Company are not acting, and will not act, in what Vishay believes to be your best interests with respect to Vishay's offer to acquire all of the outstanding shares of the Company's common stock for \$23.00 in cash per share (the Offer). This offer price represents a premium of 22% to the Company's closing stock price on August 14, 2008, the last trading day prior to public disclosure of our original acquisition proposal, and a 30% premium over the Company's average closing price for the 30 trading days preceding that announcement. The Board has, however, rejected the Offer and refused to meet with Vishay to discuss a potential acquisition transaction.

We are not seeking control of the Board at the Annual Meeting, and there can be no assurance that, if the Nominees are elected, they would cause the Board to approve the Offer or a business combination with

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Vishay. However, Vishay believes that the election of the Nominees will send a strong signal to the Company that the stockholders would like the Board to undertake, subject to and in accordance with its fiduciary duties, a complete and comprehensive evaluation of Vishay's acquisition proposal. Such an evaluation could allow Vishay to enter into negotiations with the Company and conduct any necessary due diligence on the Company which might facilitate the consummation of the Offer.

In addition, we anticipate that if the Nominees are elected, they would seek to maximize stockholder value and, in reviewing the Offer, would act in the best interests of the Company's stockholders in accordance with their fiduciary duties. Such efforts could include taking steps to try to persuade the other Board members to support and facilitate the Offer and to take actions to satisfy the conditions and eliminate the impediments to consummation of the Offer. In short, we believe they will do a better job of ensuring that your best interests are being served.

We are submitting the proposed Bylaw amendments for your consideration because the Company has indicated that it intends to delay the 2008 annual meeting and the election of the Class Two directors, whose three-year terms expire on November 21, 2008, until sometime in early 2009. If adopted, our proposed Bylaw amendments will require the Company to hold the 2008 annual meeting and the election of Class Two directors no later than December 21, 2008. In addition, our proposed Bylaw amendments will limit the Board's ability to adjourn a stockholders meeting if a quorum is present, unless the adjournment is approved by the stockholders.

If you elect our Nominees, are you agreeing to an acquisition of the Company by Vishay or agreeing to tender your shares to Vishay?

No. Although the election of our Nominees to the Board is an important step toward exploring a potential business combination with Vishay, we are not asking the Company's stockholders to tender their shares of Common Stock by means of this proxy solicitation or to consent to or vote on a merger with Vishay at this time. Even if all three of our Nominees are elected at the delayed 2007 annual meeting, they will still only constitute a minority of the Board. We believe, however, that electing the Nominees will send a strong signal to the Company that the stockholders would like the Board to undertake, subject to and in accordance with its fiduciary duties, a complete and comprehensive evaluation of Vishay's acquisition proposal. If our Nominees are elected at the delayed 2007 annual meeting, and the Board continues to refuse to explore the merits of a transaction with Vishay, it is our present intention to nominate candidates for election to the Board at the 2008 annual meeting.

Who are Vishay's director nominees?

We are proposing that Ronald M. Ruzic, William T. Vinson and Professor Yoram (Jerry) Wind be elected as Class One directors of the Company. The Company's Board currently consists of eight directors who are divided into three classes, with the three members of Class One to be elected at the Annual Meeting.

Vishay believes the Nominees are highly qualified to serve as directors on the Board and are independent within the meaning of the New York Stock Exchange corporate governance standards. We do not believe the payment of a customary nominee fee of \$50,000 by Vishay to each of the Nominees provides a basis for concluding they would not, if elected, qualify as independent under these standards. None of the Nominees is affiliated with Vishay or any subsidiary of Vishay or has any relationship with Vishay (except for his agreement to serve as a Nominee, as described in this proxy statement). The principal occupation and business experience of each Nominee is set forth in this proxy statement under the section entitled "Proposal 1: Election of the Nominees," which we urge you to read.

Who can vote at the Annual Meeting?

If you owned shares of Common Stock at the close of business on September 19, 2008, the record date, you are entitled to vote at the Annual Meeting to elect our Nominees and to approve the other proposals described in this proxy statement.

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How many shares must be voted in favor of Vishay's nominees to elect them?

Directors of the Company are elected by a plurality of the votes cast with a quorum present. For this purpose, plurality means that the individuals receiving the largest number of votes are elected as directors, up to the maximum number of directors to be elected. Accordingly, at the Annual Meeting, the three persons who receive the greatest number of votes of the Company stockholders represented in person or by proxy at the Annual Meeting will be elected as directors.

How many shares must be voted in favor of the other proposals described in this proxy statement?

Each of Proposals 2, 3 and 4 described in this proxy statement, which relate to amendments to the Company's Bylaws, requires the affirmative vote of a majority of the shares of Common Stock issued and outstanding and entitled to vote on the proposals at the Annual Meeting. Proposal 5 (ratification of the Company's independent public accountants), and the stockholder proposal noted below in the section entitled "Other Matters," each require the approval of a majority of the shares present, in person or by proxy, and entitled to vote on such proposals.

How do proxies work?

Vishay is asking you to appoint Larry W. Miller and Peter J. Walsh as your proxy holders to vote your shares of Common Stock at the Annual Meeting. You may make this appointment by using one of the voting methods described below. Giving us your proxy means that you authorize the proxy holders to vote your shares at the Annual Meeting according to the directions you provide on the proxy card. You may vote for all, some or none of Vishay's director candidates. You may also vote for or against the other proposals described in this proxy statement, or abstain from voting.

What should you do in order to vote for Vishay's director nominees and the other proposals?

Please vote by telephone or via the Internet today (instructions are on your **BLUE** proxy card) or by signing, dating and mailing the enclosed **BLUE** proxy card in the postage-paid envelope provided.

What happens if you return a signed proxy without voting instructions?

If you return a signed **BLUE** proxy card without providing voting instructions, your shares of Common Stock will be voted: (1) **FOR** the election of each of Vishay's Nominees as a Class One director, (2) **FOR** Vishay's three proposals to amend the Company's Bylaws, as described above, and (3) **FOR** the Company's proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2008. In addition, you will be deemed to have given a direction to **ABSTAIN** from voting on the stockholder proposal regarding a compensation recoupment policy that is described in the section of this proxy statement entitled "Other Matters."

Will any other matters be considered at the Annual Meeting?

Vishay does not know of any other matters to be presented for approval by the Company's stockholders at the Annual Meeting. If, however, other matters are properly presented, the persons named in the enclosed **BLUE** proxy card will vote the shares represented thereby in accordance with their best judgment pursuant to the discretionary authority granted in the proxy.

What is the deadline for submitting proxies?

Proxies can be submitted until action on the director nominations and other proposals is taken at the Annual Meeting. However, to be sure that Vishay receives your proxy in time to utilize it, we request that you provide your proxy to us as early as possible.

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Can you revoke your proxy?

You may revoke a proxy that you have given to either the Company or to Vishay at any time before it is exercised at the Annual Meeting by executing a proxy bearing a later date, by submitting a written revocation to the Secretary of the Company at 101 N. Sepulveda Blvd, El Segundo, California 90245, prior to the commencement of the Annual Meeting, or by voting in person at the Annual Meeting. Stockholders whose shares are held in street name should consult with their broker or nominee concerning the method for revoking their proxy.

Do you have any appraisal or similar dissenter's rights?

Stockholders of the Company will not have rights of appraisal or similar dissenter's rights with respect to any of the matters identified in this proxy statement to be acted upon at the Annual Meeting.

Whom should you call if you have any questions about the solicitation?

If you have any questions, or need assistance in voting your shares, please call our proxy solicitor, Innisfree M&A Incorporated, toll free at (877) 456-3402 (from the U.S. and Canada). Banks and brokers and callers from other countries may call collect at (212) 750-5833.

PROPOSAL 1: ELECTION OF THE NOMINEES

Vishay proposes that the Company's stockholders elect Ronald M. Ruzic, William T. Vinson and Professor Yoram (Jerry) Wind as the Class One directors of the Company at the Annual Meeting. According to publicly available information, the Company's Board currently consists of eight directors who are divided into three classes, with each class to be elected for a three-year term on a staggered basis. The three members of Class One are up for election at the Annual Meeting. Each of Vishay's Nominees, if elected at the Annual Meeting, would hold office until the annual meeting of Company stockholders for the year 2010, or until their respective successors have been elected and qualified. Each of the Nominees has consented to being named as a nominee and, if elected, to serving as a Company director.

Directors of the Company are elected by a plurality of the votes cast with a quorum present. At the Annual Meeting, the three persons who receive the greatest number of votes of the Company stockholders represented in person or by proxy at the Annual Meeting will be elected as directors. Stockholders may not vote their shares cumulatively for the election of directors. Abstentions are considered in determining the presence of a quorum, but will not affect the plurality vote required for the election of directors. If the three Nominees are elected to the Board, they will replace the incumbent Class One directors Mary B. Cranston, Dr. Jack O. Vance and Tom Lacey. The Company has indicated that it is soliciting proxies to elect Ms. Cranston and Messrs. Vance and Lacey to the Board at the Annual Meeting to a three-year term.

Vishay believes the Nominees are highly qualified to serve as directors on the Board and are independent within the meaning of the New York Stock Exchange corporate governance standards. None of the Nominees is affiliated with Vishay or any subsidiary of Vishay or has any relationship with Vishay (except for his agreement to serve as a Nominee, as described in this proxy statement).

In addition, the Nominees understand that, if elected as directors of the Company, each of them will have an obligation under Delaware law to discharge his duties as a director in good faith, consistent with his fiduciary duties to the Company and its stockholders. The only commitment given to Vishay by the Nominees with respect to their service on the Board, if elected, and the only such commitment Vishay has sought from the Nominees, is that they will exercise their independent judgment in all matters before the Board in accordance with their fiduciary duties.

Vishay is not seeking control of the Board at the Annual Meeting, and there can be no assurance that, if the Nominees are elected, they would cause the Board to approve the Offer or a business combination with Vishay. The Nominees, if elected, will serve with the Company's other five directors and thus will not constitute a majority of the Board members. However, Vishay believes that the election of the Nominees will

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send a strong signal to the Company that the stockholders would like the Board to undertake, subject to and in accordance with its fiduciary duties, a complete and comprehensive evaluation of Vishay's acquisition proposal. Such an evaluation could allow Vishay to enter into negotiations with the Company and conduct any necessary due diligence on the Company that might facilitate the consummation of the Offer.

In addition, we anticipate that if the Nominees are elected, they would seek to maximize stockholder value and, in reviewing the Offer, would act in the best interests of the Company's stockholders in accordance with their fiduciary duties. Such efforts could include taking steps to try to persuade the other Board members to support and facilitate the Offer and to take actions to satisfy the conditions and eliminate the impediments to consummation of the Offer. In short, we believe they will do a better job of ensuring that your best interests are being served.

Information Regarding the Nominees

The following table sets forth the name, age, business address, present principal occupation and business experience for the past five years and certain other information with respect to each of the Nominees. This information has been furnished to Vishay by the Nominees.

**Name, Age and
Business Address**

Present Principal Occupation and Employment History

Ronald M. Ruzic
Age: 69

Business Address:
1 Wexford Club
Dr., Hilton Head
Island, SC 29928

Mr. Ruzic is retired. Prior to retiring in 2003, Mr. Ruzic was Executive Vice President of BorgWarner Inc. since 1992 and Group President of BorgWarner Automotive Inc. since 1989. He also held positions with BorgWarner as President and General Manager of Morse TEC Inc., Vice President Operations of Morse Automotive, Vice President International of Morse Automotive, and various other positions with entities within the BorgWarner family of companies. After joining BorgWarner in 1968 as a senior manufacturing engineer for its subsidiary Morse Chain, Mr. Ruzic progressed through engineering and management positions and managed various BorgWarner operations in Italy, Mexico, Germany and the United States.

The BorgWarner group of companies is a leading global supplier of highly engineered systems and components, primarily for powertrain applications. While at BorgWarner, Mr. Ruzic led the growth in engine timing systems, chain driven transmissions and transfer cases that transformed Morse TEC into a successful global business. In addition, he led the acquisition, formation and consolidation of BW Turbo System Unit, which became the largest business unit at BorgWarner.

A native of Trieste, Italy, Mr. Ruzic received a bachelor's degree in engineering from the Merchant Marine Academy in 1959, and a degree from the Kellogg Graduate School Executive Program at Northwestern University. He is a member of the Society of Automotive Engineers and the Society of Manufacturing Engineers.

Mr. Ruzic formerly served on the boards of directors of Guilford Mills Inc., AG Kuhne Kopp & Kausch, Magneti Marelli S.p.A. and Citation Corporation.

William T. Vinson
Age: 65

Mr. Vinson is an attorney and is currently a Director and the Chairman of Siemens Government Services, Inc., a company that provides products and services to the United States government to improve national security. He is also a Director and the Chairman

Business Address: of SAP Government Support and Services, Inc., a company that supplies information technology products, services and maintenance products. He serves on the Government Security, Audit and Compensation committees of each of these companies. In addition, Mr. Vinson is a Director and the Chairman of the Westminster Free Clinic, Inc., a non-profit corporation that provides free medical services to the homeless and working poor.

5560 E. Napoleon Avenue,
Oak Park,
CA 91377

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**Name, Age and
Business Address**

Present Principal Occupation and Employment History

Prior to his retirement in 1998, Mr. Vinson served as Vice President and Chief Counsel of Lockheed Martin Corporation, a major defense contractor and advanced technology company. From 1992 to 1995, he served as Vice President and General Counsel of Lockheed Corporation and from 1990 to 1992, he was Vice President-Secretary and Assistant General Counsel. He joined Lockheed in 1975 as an attorney and served as counsel on various major domestic and international programs.

Before joining Lockheed, Mr. Vinson was a trial attorney for Phillips Petroleum Company and prior to that was a member of the Air Force Judge Advocate General (JAG).

Mr. Vinson holds a Bachelor of Science degree from the United States Air Force Academy (1965) and received his Doctor of Jurisprudence degree from the University of California, Los Angeles in 1969. He was admitted to the State Bar of California in 1970.

Yoram (Jerry) Wind
Age: 70

Mr. Wind is the Lauder Professor, Professor of Marketing and Director of SEI Center for Advanced Studies in Management at The Wharton School, the business school of the University of Pennsylvania. He is also the founding academic Director of The Wharton Fellows Program, an executive education program, and is the founding editor of Wharton School Publishing.

Business Address:
3730 Walnut Street, 700
Jon M. Huntsman Hall,
Philadelphia, PA 19104

Mr. Wind's research and teaching areas include global marketing and business strategy, new product, market and business development and creativity and growth strategies.

In addition, Mr. Wind founded Wind Associates, a consulting firm that advises on both overall global corporate and business strategy and transformation as well as marketing strategy and development of new businesses.

Mr. Wind is also an advisor to the Chief Executive Officer and members of the executive committee of SEI Investments Company, a financial services firm.

He currently serves on the board of directors of American Friends of IDC, a non-profit entity, and until August 2008 was a board member of IDT International Ltd. (Hong Kong), a consumer electronics company. He sits on the advisory boards of Arshiya International Ltd., an Indian logistics company, Mutual Art, a company that offers financial products related to art, and the International Advisory Board of the Government of Catalonia. Mr. Wind is a trustee of the Philadelphia Museum of Art.

Arrangements between Vishay and the Nominees

Each Nominee is a party to an agreement with Vishay (a Nominee Agreement), pursuant to which each Nominee has agreed to serve as a nominee for election to the Board and, if elected or appointed, to serve as a director of the Company. Vishay has agreed to pay the costs of soliciting proxies in support of the election of each Nominee to the Board and to indemnify each Nominee with respect to certain costs and other liabilities that may be incurred by the Nominee in connection with the proxy contest relating to the Annual Meeting. Each Nominee Agreement also

provides that Vishay will pay the Nominee a fee of \$50,000 in cash for agreeing to serve as a nominee and for agreeing to serve as a director of the Company if elected. Except as set forth in the Nominee Agreements, the Nominees will not receive any compensation from Vishay or its affiliates for serving as nominees or for their services as directors of the Company if elected.

Interests of the Nominees

If elected, Vishay expects that the Nominees will be entitled to such compensation from and indemnification by the Company as is consistent with the Company's past practices for service of non-employee

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directors. The Nominees may be deemed to have an interest in their election to the Board by virtue of the compensation and indemnification they will receive from the Company as directors if elected.

The Nominees have furnished additional information located in Annex A of this proxy statement as required by the SEC.

WE STRONGLY URGE YOU TO USE THE BLUE PROXY CARD TO VOTE FOR THE ELECTION OF RONALD M. RUZIC, WILLIAM T. VINSON AND YORAM (JERRY) WIND TO SERVE AS THE THREE CLASS ONE DIRECTORS ON THE COMPANY S BOARD.

PROPOSAL 2: BYLAW AMENDMENT TO REQUIRE THE COMPANY TO HOLD THE 2008 ANNUAL MEETING NO LATER THAN DECEMBER 21, 2008

Vishay is submitting for adoption by the stockholders a proposed Bylaw amendment that will require the Company to hold the 2008 annual meeting and the election of the Class Two directors in accordance with the schedule set forth in the Company s Bylaws (which provides for classes of directors to serve for three-year terms) or within one month thereafter, rather than at some non-specific time which will result in extending the Class Two directors terms by an unspecified duration to be determined by the directors themselves. The Company has publicly stated its intention to delay the 2008 annual meeting until sometime in early 2009, without citing any reason for such delay, and thereby allow the Class Two directors to remain on the board for a term that is longer than the three-year term provided for in the Bylaws. As a result, Vishay believes it is important for the stockholders to adopt this proposed Bylaw amendment in order to send a strong message to the Board that it must timely hold the 2008 annual meeting and allow stockholders to exercise their voting rights.

The language of the Proposal 2 stockholder resolution and Bylaw amendment is as follows:

RESOLVED, that Section 2 of Article II of the Amended and Restated Bylaws of the Corporation be and hereby is amended to state as follows:

SECTION 2. ANNUAL MEETINGS. The annual meetings of stockholders shall be held on the third Friday in November of each year at 10:00 a.m. (if not a legal holiday) and if a legal holiday, then on the next Friday thereafter ensuing which is a full business day or on such date and time as may be fixed by the Board; provided that the annual meeting of stockholders of the Company for the year 2008, and the election of the Class Two directors by the stockholders at such meeting, shall be held not later than one month following the third anniversary of the date on which the annual meeting of Company stockholders was held in 2005 (that is, December 21, 2008). At such meetings, directors shall be elected and any other proper business may be transacted.

WE STRONGLY URGE YOU TO USE THE BLUE PROXY CARD TO VOTE FOR PROPOSAL 2.

PROPOSAL 3: BYLAW AMENDMENT TO REQUIRE STOCKHOLDER APPROVAL FOR ADJOURNMENT OF A STOCKHOLDERS MEETING AT WHICH A QUORUM IS PRESENT

Vishay is submitting for adoption by the stockholders a proposed Bylaw amendment that will require stockholder approval in order for the Board to adjourn a stockholders meeting at which a quorum is present. Vishay believes this amendment will help to ensure that the Company cannot frustrate the voting rights of stockholders by adjourning the Annual Meeting if a quorum is present, unless such adjournment is approved by holders of shares entitled to a majority of the votes which are present in person or represented by proxy at such meeting.

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The language of the Proposal 3 stockholder resolution and Bylaw amendment is as follows:

RESOLVED, that Section 7 of Article II of the Amended and Restated Bylaws of the Corporation be and hereby is amended to include the following sentence at the end of such Section 7:

Notwithstanding the foregoing provisions of this Section 7 of Article II, a stockholders meeting at which a quorum is present may not be adjourned unless such adjournment is approved by at least a majority of the shares present in person or represented by proxy at such meeting.

WE STRONGLY URGE YOU TO USE THE BLUE PROXY CARD TO VOTE FOR PROPOSAL 3.

**PROPOSAL 4: REPEAL OF CERTAIN BYLAW AMENDMENTS
ADOPTED BY THE BOARD WITHOUT STOCKHOLDER APPROVAL**

Article IX of the Bylaws provides that, with certain limited exceptions, the Bylaws may be amended by the Board, subject to the ability of the stockholders to change such action. Vishay believes that in order to ensure that the will of the Company's stockholders with respect to this proxy solicitation is upheld, the stockholders should repeal any new Bylaw or amendment to the Bylaws which was adopted by the Board, without stockholder approval after February 29, 2008 (which is the date of the last publicly disclosed amendment to the Bylaws) and prior to or on the date of the adoption of this proposal by the stockholders of the Company.

We are not currently aware of any specific Bylaw provisions that would be repealed by the adoption of this Proposal. However, it is possible that prior to the date of the Annual Meeting, the Board has the ability to adopt Bylaw amendments which could impede the effectiveness of Vishay's nomination of the Nominees, negatively impact Vishay's ability to solicit and/or obtain proxies from stockholders, undermine the will of the stockholders expressed in those proxies or modify the Company's corporate governance regime.

Although the adoption of this Proposal could have the effect of repealing previously undisclosed Bylaw amendments without considering the beneficial nature, if any, of such amendments to the stockholders, it would not repeal any such amendments that were approved by the stockholders.

WE STRONGLY URGE YOU TO USE THE BLUE PROXY CARD TO VOTE FOR PROPOSAL 4.

**PROPOSAL 5: RATIFICATION OF SELECTION OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Company has proposed that stockholders ratify the selection by the Company's Audit Committee of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended June 30, 2008. Vishay does not object to the ratification of the Audit Committee's selection of PricewaterhouseCoopers LLP and recommends that you vote **FOR** this proposal. Additional information regarding this proposal is contained in the Company's proxy statement.

OTHER MATTERS

The Company has indicated that it has received notice of the intention of a stockholder of the Company to present the following proposal for voting at the Annual Meeting:

RESOLVED: The shareholders of International Rectifier Corporation (the Company) request the board of directors to adopt a policy whereby, in the event of a restatement of financial results, the board will review all bonuses and other awards that were made to senior executives on the basis of having met or exceeded performance goals during the period covered by a restatement and will, to the extent feasible, recoup for the company s benefit such bonuses or awards to the extent that performance goals were not achieved.

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The Company's Board has recommended that stockholders vote AGAINST this proposal. Unless your proxy card otherwise indicates, Vishay intends to ABSTAIN from voting on this proposal and makes no recommendation as to how to vote on this proposal. The accompanying BLUE proxy card will be voted in accordance with your instruction on such card. Additional information regarding this proposal is contained in the Company's proxy statement.

Except for the matters discussed above and in the foregoing sections of this proxy statement, the Participants know of no other matters to be presented for approval by the Company's stockholders at the Annual Meeting. If, however, other matters are properly presented, the persons named in the enclosed BLUE proxy card will vote the shares represented thereby in accordance with their best judgment pursuant to the discretionary authority granted in the proxy. The persons named in the enclosed proxy card may exercise discretionary authority only as to matters unknown to the Participants a reasonable time before the date of this proxy statement.

VOTING AND PROXY PROCEDURES

Eligibility to Vote

According to publicly available information, the shares of Common Stock constitute the Company's only class of outstanding voting securities. Each stockholder is entitled to one vote, in person or by proxy, for each share of Common Stock standing in his or her name on the books of the Company at the close of business on the record date on any matter submitted to the stockholders at the Annual Meeting. The Company's Certificate of Incorporation or Bylaws do not authorize cumulative voting in the election of directors.

Quorum Requirements

The Company's Bylaws provide that a majority of the shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting, present in person or by proxy, will constitute a quorum for the conduct of business at the Annual Meeting. Votes withheld, abstentions and broker non-votes will be counted for purposes of determining the presence of a quorum.

Vote Requirements

Directors of the Company are elected by a plurality of the votes cast with a quorum present. For this purpose, plurality means that the individuals receiving the largest number of votes are elected as directors, up to the maximum number of directors to be elected. Accordingly, at the Annual Meeting, the three persons who receive the greatest number of votes of the Company stockholders represented in person or by proxy at the Annual Meeting will be elected as directors. Shares which are not voted, including broker non-votes and shares voted to abstain from such vote will not be taken into account in determining the outcome of the election of directors.

Each of Proposals 2, 3 and 4 described in this proxy statement, which relate to amendments to the Company's Bylaws, requires the affirmative vote of a majority of the shares of Common Stock issued and outstanding and entitled to vote on the proposal at the Annual Meeting.

An abstention or broker non-vote with respect to any of Proposals 2, 3 or 4 will be included in the number of votes present and entitled to vote on that proposal and, accordingly, will have the effect of a vote cast AGAINST the proposal.

Proposal 5 (ratification of the Company's independent public accountants), and the stockholder proposal noted above in the section entitled Other Matters, each require the approval of a majority of the shares present, in person or by

proxy, and entitled to vote on such proposals. Accordingly, an abstention will be included in the number of votes present and entitled to vote on those proposals and, accordingly, will have the effect of a vote cast AGAINST those proposals. However, broker non-votes with respect to those proposals will not be included in the number of shares counted as being present for the purpose of voting on those proposals and, accordingly, will have the effect of reducing the number of affirmative votes required to

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approve the proposals and may affect whether the total votes cast on the proposals constitutes a majority of the shares entitled to vote on such matters.

Voting by Proxy

Please vote by telephone or via the Internet today (instructions are on your **BLUE** proxy card) or by signing, dating and mailing the enclosed **BLUE** proxy card in the postage-paid envelope provided.

If you return a signed **BLUE** proxy card without providing voting instructions, your shares of Common Stock will be voted: (1) **FOR** the election of each of Vishay's Nominees as a Class One director, (2) **FOR** Vishay's three proposals to amend the Company's Bylaws, as described above, and (3) **FOR** the Company's proposal to ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2008. In addition, unless your proxy card otherwise indicates, you will be deemed to have given a direction to **ABSTAIN** from voting on the stockholder proposal regarding a compensation recoupment policy that is described in the section of this proxy statement entitled "Other Matters."

Vishay does not know of any other matters to be presented for approval by the Company's stockholders at the Annual Meeting. If, however, other matters are properly presented, the persons named in the enclosed **BLUE** proxy card will vote the shares represented thereby in accordance with their best judgment pursuant to the discretionary authority granted in the proxy.

Revocation of Proxies

You may revoke a proxy that you have given to either the Company or to Vishay at any time before it is exercised at the Meeting by submitting a written revocation, or a duly executed proxy bearing a later date, to the Secretary of the Company at 101 N. Sepulveda Blvd, El Segundo, California 90245, prior to the commencement of the Annual Meeting, or by voting in person at the Annual Meeting. Stockholders whose shares are held in "street name" should consult with their broker or nominee concerning the method for revoking their proxy.

SOLICITATION OF PROXIES

This proxy solicitation is being made by Vishay. Proxies may be solicited by mail, facsimile, telephone, telegraph, electronic mail, in person and by advertisements. Solicitations may be made by certain directors, officers and employees of Vishay listed on Annex A as well as by the Nominees (collectively, the Participants). Except with respect to the Nominees as described elsewhere in this proxy statement, none of the Participants will receive additional compensation for such solicitation. Additional information regarding the Participants is set forth in Annex A of this proxy statement.

Vishay has retained Innisfree M&A Incorporated (Innisfree) for solicitation and advisory services in connection with the solicitation, for which Innisfree is to receive a fee of up to \$350,000. In addition, Innisfree will be reimbursed for its reasonable out-of-pocket expenses, and will be indemnified against certain liabilities and expenses. Innisfree will solicit proxies from individuals, brokers, banks, bank nominees and other institutional holders. It is anticipated that Innisfree will employ approximately 50 persons to solicit the Company's stockholders for the Annual Meeting. None of the other Participants has individually retained any person to provide proxy solicitation or advisory services in connection with the solicitation.

Vishay will request banks, brokerage houses and other custodians, nominees and fiduciaries to forward all solicitation materials to the beneficial owners of the shares of Common Stock they hold of record. Vishay, or Innisfree acting on Vishay's behalf, intends to reimburse these record holders for their reasonable out-of-pocket expenses in so doing.

The entire expense of soliciting proxies is being borne by Vishay. Vishay intends to seek reimbursement for the costs of this solicitation from the Company and does not expect to submit such reimbursement to a vote of Company's stockholders. The costs of this solicitation of proxies, and other costs specifically related to

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this solicitation, are currently estimated to be approximately \$2,000,000. Vishay estimates that through the date hereof, its total expenditures to date for, in furtherance of, or in connection with, this solicitation are approximately \$500,000.

Banc of America Securities LLC (Banc of America Securities) and Morgan Stanley & Co. Incorporated (Morgan Stanley) are acting as financial advisors to Vishay in connection with the proposed acquisition of the Company, for which services Banc of America Securities and Morgan Stanley will receive customary compensation. Vishay also has agreed to reimburse Banc of America Securities and Morgan Stanley for reasonable expenses (including reasonable fees and disbursements of counsel) incurred in connection with their engagement, and to indemnify Banc of America Securities and Morgan Stanley, any controlling person of Banc of America Securities or Morgan Stanley, as the case may be, and each of their respective directors, officers, employees, agents and affiliates against specified liabilities, including liabilities under the federal securities laws.

Banc of America Securities and its affiliates comprise a full service securities firm and commercial bank engaged in securities trading and brokerage activities and principal investing as well as providing investment, corporate and private banking, asset and investment management, financing and financial advisory services and other commercial services and products to a wide range of corporations and individuals. In the ordinary course of business, Banc of America Securities and its affiliates may actively trade debt, equity or other securities or financial instruments (including bank loans or other obligations) of Vishay, the Company and certain of their respective affiliates for Banc of America Securities and its affiliates own accounts or for the accounts of customers and, accordingly, Banc of America Securities or its affiliates may at any time hold long or short positions in such securities or financial instruments.

Morgan Stanley is a global financial services firm engaged in the securities, investment management and individual wealth management businesses. Its securities business is engaged in securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trading, prime brokerage, as well as providing investment banking, financing and financial advisory services. Morgan Stanley, its affiliates, directors and officers may at any time invest on a principal basis or manage funds that invest, hold long or short positions, finance positions, and may trade or otherwise structure and effect transactions, for their own account or the accounts of its customers, in debt or equity securities or loans of Vishay, the Company or any other company, or any currency or commodity, that may be involved in the proposed acquisition of the Company, or any related derivative instrument.

Neither Banc of America Securities nor Morgan Stanley admits that it, any controlling person of Banc of America Securities or Morgan Stanley, as the case may be, or any of their respective directors, officers, employees, agents or affiliates is a participant, as defined in Schedule 14A promulgated under the Exchange Act, in the solicitation of proxies for the Annual Meeting, or that Schedule 14A requires the disclosure of certain information concerning them. None of Banc of America Securities, Morgan Stanley or any of the foregoing persons will receive any fee for, or in connection with, any solicitation activities in addition to fees each of Banc of America Securities and Morgan Stanley is otherwise entitled to receive under its engagement as financial advisor.

CERTAIN INFORMATION REGARDING VISHAY

Vishay Intertechnology, Inc. is a Delaware corporation with principal executive offices located at 63 Lancaster Avenue, Malvern, Pennsylvania, 19355-2143. The telephone number of Vishay's executive offices is (610) 644-1300. Vishay is one of the world's largest manufacturers of discrete semiconductors and passive electronic components. These components are used in virtually all types of electronic devices and equipment in the industrial, computing, automotive, consumer, telecommunications, military, aerospace, and medical markets.

Vishay may engage in commercial transactions with the Company in the ordinary course of business and in connection with certain post-closing and transitional arrangements following the Company's sale of its Power Control Systems business to Vishay on April 1, 2007.

Additional information regarding Vishay is set forth in Annex A.

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CERTAIN LITIGATION

On September 10, 2008, Vishay filed a complaint in the Court of Chancery of the State of Delaware, captioned *Vishay Intertechnology, Inc. v. International Rectifier Corporation, et al.*, C.A. No. 4022, naming as defendants the Company and its eight directors. The complaint alleges that the Company and its directors have violated Delaware law and breached their fiduciary duties in delaying the vote on a majority of the Company's board seats until 2009. For relief, the complaint seeks an order directing the Company to hold its 2007 annual meeting on October 10, 2008 as currently scheduled, and to hold its 2008 annual meeting not later than December 21, 2008, at a time and place to be designated by the Court. The complaint seeks a further order that the shares of stock represented at the annual meetings shall constitute a quorum for the annual meetings. The complaint also seeks a declaration that Vishay's proposed bylaws conform to Delaware law and the Company's Certificate of Incorporation, and an order requiring the Company to present Vishay's proposed Bylaw amendments at the October 10, 2008 stockholder meeting.

As disclosed in documents publicly filed with the Securities and Exchange Commission by the Company and by Vishay, Vishay and the Company have been disputing certain matters in connection with the sale of the Company's Power Control Systems (PCS) business to Vishay on April 1, 2007, and Vishay has submitted certain claims to the Company in connection therewith. However, Vishay does not intend or believe that its interests with respect to the PCS dispute will be furthered by Vishay's nomination of the Nominees or the business proposals set forth herein that Vishay proposes to be considered by the Company's stockholders at the Annual Meeting. Vishay fully expects that the Nominees will, if elected, act to further the best interests of the Company in accordance with their fiduciary duties with respect to all matters to be considered by the Board, including, if applicable, any claims made by Vishay in connection with the PCS dispute or any other matters involving Vishay.

The Company has previously disclosed that, on August 15, 2008, shortly after Vishay made its initial \$21.22 per share cash offer, a purported class action complaint captioned *Hui Zhao v. International Rectifier Corporation*, No. BC396461, was filed in the Superior Court of the State of California for the County of Los Angeles. The complaint names as defendants the Company and all current directors and alleges that the Vishay proposal is unfair and that the Company's directors breached their fiduciary duties in connection with the proposed acquisition by failing to properly value the Company and, if they accept the offer, by failing to maximize the Company's value through steps such as the solicitation of alternate offers. The action seeks to enjoin defendants from agreeing to the Vishay proposal or, alternatively, to rescind a merger with Vishay if it were ultimately consummated, as well as an award of attorneys fees and costs. Five other substantively identical complaints seeking the same relief also have been filed in the same court: *United Union of Roofers, Waterproofers & Allied Workers Local Union No. 8 v. International Rectifier Corp.*, No. BC396490 (filed Aug. 19, 2008); *Gerber v. International Rectifier Corporation*, No. BC 396678 (filed Aug. 20, 2008); *Hay Ly v. International Rectifier Corporation*, No. BC 396679 (filed Aug. 20, 2008); *Soyugenc v. International Rectifier Corp.*, No. BC396855 (filed Aug. 22, 2008); and *Guttman v. International Rectifier Corp.*, No. BC396818 (filed Aug. 22, 2008). Vishay is not a party to this litigation.

The Company has previously disclosed that, on August 29, 2008, a partial derivative complaint captioned *City of Sterling Heights Police Fire Retirement System v. Dahl*, No. BC397326, was filed in the Superior Court of the State of California for the County of Los Angeles. The complaint names as defendants all of the Company's current directors and alleges that they breached their fiduciary duties by rejecting the initial August 15, 2008 Vishay offer and by failing to negotiate a higher price in connection with that offer. In addition to the claim for breach of fiduciary duty, which plaintiff brings both derivatively and purportedly on behalf of a class of investors, plaintiff also alleges derivative claims for abuse of control, gross mismanagement, and waste. The complaint seeks an injunction requiring the Company's board of directors to appoint a committee of independent directors to consider strategic alternatives for the Company and invalidating any defensive measures the board of directors might take in connection with the Vishay

offer or any other offer. Vishay is not a party to this litigation.

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STOCKHOLDER PROPOSALS FOR THE 2008 ANNUAL MEETING

According to the Company's proxy statement, any stockholder proposal intended to be presented for consideration at the 2008 annual meeting and to be included in the Company's proxy statement for that meeting must be received by the Secretary of the Company at the Company's office at 101 North Sepulveda, El Segundo, California 90245 a reasonable time before the Company begins to print and mail the proxy statement for the 2008 annual meeting.

In addition, the Bylaws establish advance notice procedures for eligible stockholders to propose business to be transacted or nominate directors for election at an annual meeting. Under the Bylaws, a stockholder who wishes to submit proposals for business or nominate directors for election at the 2008 annual meeting must ensure that the same are delivered to or mailed and received at the principal executive office of the Company not less than 30 and no more than 90 days prior to the 2008 annual meeting; provided that, if the Company has given less than 40 days' notice of the date of the 2008 annual meeting, proposals for business and director nominations will be timely if received by the Company no later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or otherwise given. Such notice must include certain information specified in the Bylaws.

CERTAIN ADDITIONAL INFORMATION

The information concerning the Company contained in this proxy statement and Annex B attached hereto has been taken from, or is based upon, publicly available information. Although Vishay does not have any information that would indicate that any information contained in this proxy statement concerning the Company is inaccurate or incomplete, Vishay is not responsible for the accuracy or completeness of such publicly available information.

The Company's most recent proxy statement and annual report filed with the SEC contain certain additional information and disclosure required to be made by the Company in accordance with applicable law. This information and disclosure is expected to include, among other things, certain biographical information on the Company's directors and executive officers, information concerning all matters requiring the approval of the Company's stockholders, information concerning executive compensation, information concerning the Company's procedures for nominating directors, and information concerning the committees of the Board and other information concerning the Board.

The principal executive offices of the Company are located at 233 Kansas Street, El Segundo, California 90245.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement contains certain forward-looking statements including statements which are, except in connection with Vishay's proposed tender offer to acquire the outstanding shares of the Company, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act. In some cases, such forward-looking statements may be identified by terminology such as may, will, could, should, expects, intend, believes or the negative of such terms or other comparable terminology. The safe harbors intended to be created by Sections 27A and 21E are not available to statements made in connection with a tender offer and Vishay is not aware of any judicial determination as to the applicability of such safe harbors to forward-looking statements made in solicitation materials when there is a simultaneous tender offer. However, stockholders should be aware that any such forward-looking statements are only predictions, subject to risks and uncertainties that exist in the business environment which could render actual outcomes and results materially different than predicted. These risks and uncertainties include, among others, the ability to successfully solicit sufficient proxies to elect the Nominees to the Company's board of directors, the ability of the Nominees to influence the Company's directors and the management of the Company, and risk factors associated with the business of the Company, as described in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2008, and in other periodic reports of the Company, which are available at no charge at the website of the Securities and Exchange Commission at <http://www.sec.gov>. Accordingly, you should not rely upon forward-looking statements as a prediction of actual results.

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**ANNEX A ADDITIONAL INFORMATION
REGARDING PARTICIPANTS IN THE SOLICITATION**

Additional Information Regarding the Vishay Participants

Under SEC rules, Vishay and certain of its directors, officers and employees may be deemed participants in the solicitation of proxies in connection with the Annual Meeting (collectively, the Vishay Participants). Each of the Vishay Participants (other than Vishay) is listed below along with their present principal occupation or employment. Unless otherwise indicated below, the current business address of each Vishay Participant is c/o Vishay Intertechnology, Inc., 63 Lancaster Avenue, Malvern, Pennsylvania 19355-2143, the current business telephone of each is (610) 644-1300, and each occupation set forth opposite an individual's name below refers to employment with Vishay.

Name	Present Principal Occupation or Employment
Felix Zandman	Founder and Executive Chairman of the Board, Chief Technical Officer and Chief Business Development Officer
Gerald Paul	President and Chief Executive Officer
Lior Yahalomi	Executive Vice President and Chief Financial Officer
King Owyang	Executive Vice President, Business Head, Siliconix
Lori Lipcaman	Executive Vice President, Chief Accounting Officer
William M. Clancy	Senior Vice President, Corporate Controller and Corporate Secretary
Peter G. Henrici	Senior Vice President, Corporate Communications

Vishay is the beneficial and record holder of 1,100 shares of Common Stock, all of which were acquired in ordinary brokerage transactions: 100 shares of Common Stock were purchased on September 8, 2008 at a price of \$21.87 per share, and 1,000 shares of Common Stock were purchased on August 27, 2008 at a price of \$22.25 per share. No part of the purchase price or market value of these shares was represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such shares.

Other than as described in the foregoing paragraph, no Vishay Participant, nor any of their respective associates, owns beneficially, directly or indirectly, or owns of record but not beneficially, any securities of the Company or of any parent or subsidiary of the Company, and none has purchased or sold any securities of the Company within the last two years.

Additional Information Regarding Nominees

Vishay believes that each of the Nominees qualifies as independent under the New York Stock Exchange independence rules and has no knowledge of any facts that would prevent a determination that each of the Nominees is independent.

None of the Nominees has carried on an occupation or employment, during the past five years, with the Company or any corporation or organization which is or was a parent, subsidiary or other affiliate of the Company, and none of the Nominees has ever served on the Board. No family relationships exist between any Nominee and any director or executive officer of the Company.

None of the Nominees nor any of their respective associates owns beneficially, directly or indirectly, or of record but not beneficially, any securities of the Company or any parent or subsidiary of the Company, and no Nominee has purchased or sold any securities of the Company within the last two years.

There are no material proceedings to which any Nominee or any of his associates is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

None of the Nominees has been involved in any legal proceedings in the preceding ten years which are described in Item 401(f) of Regulation S-K promulgated under the Securities Act of 1933 (Regulation S-K)

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and which must be disclosed as material for purposes of an evaluation of the integrity or ability of any person nominated to become a director under the federal securities laws.

None of the Nominees nor any of their associates has received any cash compensation, cash bonuses, deferred compensation, compensation pursuant to plans, or other compensation, from, or in respect of, services rendered on behalf of the Company, or is subject to any arrangement described in Item 402 of Regulation S-K.

Additional Information Regarding Participants

The Nominees and the Vishay Participants are collectively referred to as the Participants. Other than as set forth in this proxy statement (including this Annex A to the proxy statement):

None of the Participants is, or has been within the past year, a party to any contract, arrangement or understanding with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies.

None of the Participants, nor any of their respective associates, has any arrangements or understandings with any person or persons with respect to any future employment by the Company or its affiliates or with respect to any future transactions to which the Company or any of its affiliates will or may be a party.

There are no arrangements or understandings between the Nominees and any other party pursuant to which any such Nominee was or is to be selected as a director or nominee for election to the Board.

No Participant, nor any of their respective associates, nor any immediate family members of any Nominee, is a party to any transactions or series of similar transactions since the beginning of the Company's last fiscal year, or any currently proposed transaction or series of similar transactions, (i) in which the Company or any of its subsidiaries was or is to be a party, (ii) in which the amount involved exceeds \$120,000, and (iii) in which any such person had or will have a direct or indirect material interest.

No Participant has been convicted during the past ten years in a criminal proceeding (excluding traffic violations or similar misdemeanors).

No Participant has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the Annual Meeting.

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**ANNEX B SECURITY OWNERSHIP OF CERTAIN
BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT OF THE COMPANY**

The information in this Annex B is taken from the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on September 15, 2008 and the Amendment No. 4 to Schedule 13G, dated August 31, 2008 and filed by Invesco Ltd on September 9, 2008.

The following table sets forth as of September 11, 2008 information relating to the ownership of shares of common stock of the Company (Common Stock) by (i) each person known by the Company to be the beneficial owner of more than five percent of the outstanding shares of Common Stock (other than depositories), (ii) each of the Company's directors, (iii) each of the Company's named executive officers for fiscal year 2008 as defined on page 135 of the Company's Annual Report on Form 10-K filed September 15, 2008 (the 2008 Named Officers) and (iv) all of the Company's then current executive officers and directors as a group.

Name and Address	Number of Shares of Common Stock Beneficially Owned(2)	Percent(3)
Invesco Ltd. 1360 Peachtree Street NE Atlanta, GA 30309	9,069,727(3a)	12.5%
Neuberger Berman, LLC 605 Third Avenue New York, NY 10158	5,006,792(3b)	6.9%
Harris Associates L.P. Two North LaSalle Street Suite 500 Chicago, IL 60602-3790	4,510,582(3c)	6.2%
Earnest Partners, LLC 1180 Peachtree Street NE Suite 2300 Atlanta, GA 30309	3,744,062(3d)	5.2%
2008 Named Officers:		
Oleg Khaykin	0	*
Peter Knepper	0	*
Donald Dancer	158,001(6)	*
Michael Barrow	0	*
Alexander Lidow	2,317,772(4)(5)(6)(7)(8)(9)	3.1
Linda Pahl	18,919(6)(9)	*
Eric Lidow	2,113,994(4)(5)(6)(9)	2.9
Marc Rougee	53,493(8)(9)	*
Current Directors:		
Robert S. Attiyeh	59,501(6)	*
James D. Plummer	53,501(6)	*
Jack O. Vance	155,401(6)	*

Rochus E. Vogt	106,501(6)	*
Oleg Khaykin	0	*
Richard Dahl	0	*
Thomas Lacey	0	*
Mary B. Cranston	0	*
All current directors and executive officers as a group (11 persons)	532,905(9)	0.7

* Less than 1%.

(1) The address of each executive officer and director is in care of the Company, 101 North Sepulveda Boulevard, El Segundo, California 90245.

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- (2) Except as may be set forth below and subject to applicable community property laws, each such person has the sole voting and investment power with respect to the shares of Common Stock owned.
- (3) Under Rule 13d-3 of the Securities Exchange Act of 1934, certain shares may be deemed to be beneficially owned by more than one person (if, for example, a person shares the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of Common Stock actually outstanding at the record date.
- (3a) In Amendment No. 4 to Schedule 13G, dated September 9, 2008, filed by Invesco Ltd., Invesco Ltd. reported that, at August 31, 2008, it possessed sole power to vote or direct the disposition of 9,067,727 of these shares. Such shares are held by the following entities in the respective amounts listed: AIM Funds Management, Inc. 6,806,388 shares, Invesco National Trust Company 2,000 shares, PowerShares Capital Management LLC 2,254,933 and PowerShares Capital Management Ireland, LLC 6,406.
- (3b) In Amendment No. 8 to Schedule 13G, dated February 12, 2008, filed by Neuberger Berman, LLC, Neuberger Berman, LLC reported that, at December 31, 2007, it possessed sole power to vote with respect to 1,617,030 of these shares, shared power to vote with respect to 3,069,557 of these shares and sole power to direct the disposition of 5,006,792 of these shares.
- (3c) In its Schedule 13G dated February 13, 2008, Harris Associates L.P. and Harris Associates Inc. jointly reported that, as of December 31, 2007, they possessed shared power to vote with respect to 4,510,582 of these shares and sole power to direct the disposition with respect to 2,610,882 of these shares and shared power to direct the disposition of 1,899,700 shares.
- (3d) In its Schedule SC 13G/A, dated July 10, 2008, filed by Earnest Partners, LLC, Earnest Partners, LLC reported that, at June 30, 2008, it possessed sole power to vote with respect to 2,491,462 of these shares, shared power to vote with respect to 872,908 of these shares and sole power to direct the disposition of 3,744,062 of these shares.
- (4) In addition, 239,211 shares are held by members of the Lidow family other than Messrs. Eric Lidow and Alexander Lidow and Alexander Lidow's immediate family. The Messrs. Lidow disclaim any beneficial ownership in any such additional shares. Of the 239,211 shares mentioned above, Derek B. Lidow, the son of Eric Lidow and brother of Alexander Lidow, owns 65,841 shares. The 3,002,977 shares beneficially owned by members of the Lidow family constitute 4.1% of the shares outstanding. In addition, the Lidow Foundation, of which the Messrs. Eric and Alexander Lidow are directors, owns 72,066 shares; the Messrs. Lidow disclaim any beneficial ownership in such shares.
- (5) Includes 1,419,994 shares owned by the Lidow Family Trust of which Eric Lidow and Elizabeth Lidow are trustees.
- (6) Includes the following amounts of shares of Common Stock subject to options exercisable under the Company's stock option plans as of June 1, 2008: Eric Lidow 694,000; Alexander Lidow 974,000; Linda Pahl 18,477; Donald R. Dancer 152,585; Robert Attiyeh 56,501; James D. Plummer 41,501; Jack O. Vance 41,501; and

Rochus E. Vogt 41,501.

- (7) Includes 92,364 shares held by members of Alexander Lidow's immediate family in which he disclaims any beneficial ownership.
- (8) Includes the following approximate equivalent number of shares of Common Stock under the Company's 401(k) Plan: Alexander Lidow 47; and Marc Rougee 554; for an aggregate of approximately 601 shares of Common Stock.
- (9) Information is provided for all current directors and executive officers as of September 5, 2008. 2008 Named Officers Eric Lidow, Alexander Lidow, Linda Pahl and Marc Rougee are no longer serving as an employee or director of the Company and are not included in the total for all executive officers and directors as a group.

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ANNEX C FORM OF PROXY CARD

PROXY SOLICITED BY VISHAY INTERTECHNOLOGY, INC.

2007 Annual Meeting of Stockholders of International Rectifier Corporation
To be Held October 10, 2008

YOUR VOTE IS IMPORTANT

**Please take a moment now to vote your shares of International Rectifier Corporation
Common Stock for the upcoming 2007 Annual Meeting of Shareholders.**

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

1. Vote by Telephone Please call toll-free in the U.S. or Canada at 1-888-216-1290, on a touch-tone phone. If outside the U.S. or Canada, please call 1-215-521-4899. Please follow the simple instructions. You will be required to provide the unique control number printed below.

OR

2. Vote by Internet Please access <https://www.proxyvotenow.com/irf> and follow the simple instructions. Please note that you must type an s after http. You will be required to provide the unique control number printed below.

You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OR

3. Vote by Mail If you do not wish to vote by telephone or over the Internet, please complete, sign, date and return the proxy card in the envelope provided, or mail to: Vishay Intertechnology, Inc., c/o Innisfree M&A Incorporated, FDR Station, P.O. Box 5155, New York, NY 10150-5155.

TO VOTE BY MAIL, PLEASE DETACH PROXY CARD HERE, AND SIGN, DATE AND RETURN IN THE
ENVELOPE PROVIDED

Please mark your vote as in this example: x

VISHAY INTERTECHNOLOGY, INC. RECOMMENDS YOU VOTE FOR PROPOSALS 1, 2, 3, 4 AND 5:

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PROPOSAL 1: Election of Directors.

Nominees are (1) Ronald M. Ruzic, (2) William T. Vinson and (3) Yoram (Jerry) Wind

- FOR all listed nominees (except do not vote for nominee(s) whose number(s) I have written below)** **WITHHOLD AUTHORITY to vote for all of the nominees listed above**

PROPOSAL 2: Amend Section 2 of Article II of the Amended and Restated Bylaws of the Company (the Bylaws) to provide that the annual meeting of stockholders for the year 2008, and the election of the Class Two directors by stockholders at such meeting, shall be held not later than one month following the expiration of the third anniversary of the date on which the annual meeting of Company stockholders was held in 2005 (that is, December 21, 2008).

FOR AGAINST ABSTAIN

PROPOSAL 3: Amend Section 7 of Article II of the Bylaws to provide that any adjournment of a stockholders meeting at which a quorum is present may not be made unless such adjournment is approved by at least a majority of the shares present in person or represented by proxy at such meeting.

FOR AGAINST ABSTAIN

PROPOSAL 4: Amend the Bylaws to repeal any and all new Bylaws and Bylaw amendments that are adopted by the Board after February 29, 2008 and prior to or on the date of the adoption of this resolution by the stockholders, unless and to the extent that any such new Bylaws or Bylaw amendments have been approved by holders of a majority of the outstanding common shares of the Company.

FOR AGAINST ABSTAIN

PROPOSAL 5: Ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ended June 30, 2008.

FOR AGAINST ABSTAIN

PROPOSAL 6: Stockholder proposal which requests that the Board adopt a policy whereby, in the event of a restatement of financial results, the Board will review all bonuses and other awards made to senior executives on the basis of having met or exceeded performance goals during the period covered by the restatement and will, to the extent feasible, recoup for the Company's benefit such bonuses or awards to the extent that performance goals were not achieved.

FOR AGAINST ABSTAIN

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In their discretion, the proxies are authorized to vote upon such other business as may properly come before the 2007 annual meeting of the Company's stockholders.

PLEASE SIGN AND DATE ON REVERSE SIDE OF THIS CARD

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PLEASE VOTE TODAY!

SEE REVERSE SIDE

FOR THREE EASY WAYS TO VOTE.

**International Rectifier Corporation
2007 Annual Meeting of Shareholders**

TO VOTE BY MAIL, PLEASE DETACH PROXY CARD HERE, AND SIGN, DATE AND RETURN IN THE ENVELOPE PROVIDED

INTERNATIONAL RECTIFIER CORPORATION

Proxy Solicited by VISHAY INTERTECHNOLOGY, INC. for the

2007 Annual Meeting of Stockholders of International Rectifier Corporation

The undersigned hereby appoints Larry W. Miller and Peter J. Walsh, each or either of them, proxies, with full power of substitution, with the powers the undersigned would possess if personally present, to vote, as designated below, all shares of the \$1.00 par value Common Stock of the undersigned in International Rectifier Corporation at the 2007 Annual Meeting of Stockholders of International Rectifier Corporation to be held on October 10, 2008, and at any adjournments or postponements thereof. **Vishay Intertechnology, Inc. recommends voting FOR Proposals 1, 2, 3, 4 and 5.**

THIS PROXY will be voted as specified herein and, unless otherwise directed, will be voted FOR Proposals 1, 2, 3, 4 and 5 and ABSTAIN on Proposal 6.

The undersigned acknowledges receipt of the Notice of said Annual Meeting and of the accompanying Proxy Statement attached hereto.

Dated: , 2008

Signature

Signature (if held jointly)

Title

Please sign exactly as name appears hereon. When signing as attorney, executor, administrator, trustee, guardian, etc., give full title as such. Corporations should provide full name of corporation and title of authorized officer signing the proxy.

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Other comprehensive income, net of tax							5,221
							5,221
Cash dividends declared, \$0.245 per share							(4,079)
							(4,079)
Treasury shares purchased under deferred directors' plan							(4,482)
							198
							(198)
							0
Stock activity under equity compensation plans							55,183
							(143)
							(143)
Stock based compensation expense							784
							784
Balance at March 31, 2016	16,596,745	\$99,962	\$302,202	\$7,363	\$(2,653)	\$406,874	

The accompanying notes are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited - in thousands)

Three Months Ended March 31	2016	2015
Cash flows from operating activities:		
Net income	\$12,279	\$11,136
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation	983	956
Net (gain) loss on sale and write down of other real estate owned	0	(12)
Amortization of loan servicing rights	145	142
Loans originated for sale	(10,341)	(16,679)
Net gain on sales of loans	(339)	(361)
Proceeds from sale of loans	11,666	16,249
Net gain on sales of premises and equipment	0	(3)
Net gain on sales and calls of securities available for sale	(52)	(42)
Net securities amortization	695	1,193
Stock based compensation expense	784	353
Earnings on life insurance	(174)	(375)
Tax benefit of stock award exercises	(482)	(12)
Net change:		
Interest receivable and other assets	(3,293)	83
Interest payable and other liabilities	6,595	3,848
Total adjustments	6,187	5,340
Net cash from operating activities	18,466	16,476
Cash flows from investing activities:		
Proceeds from sale of securities available for sale	6,929	7,787
Proceeds from maturities, calls and principal paydowns of securities available for sale		
	19,700	19,464
Purchases of securities available for sale	(26,969)	(26,069)
Purchase of life insurance	(179)	(149)
Net increase in total loans	(32,730)	(10,672)
Proceeds from sales of land, premises and equipment	0	6
Purchases of land, premises and equipment	(2,927)	(1,414)
Proceeds from sales of other real estate	0	16
Net cash from investing activities	(36,176)	(11,031)

Cash flows from financing activities:		
Net increase in total deposits	67,314	121,119
Net decrease in short-term borrowings	(45,118)	(99,890)
Payments on long-term borrowings	(2)	(1)
Common dividends paid	(4,079)	(3,477)
Payments related to equity incentive plans	(143)	(597)
Purchase of treasury stock	(198)	(191)
Net cash from financing activities	17,774	16,963
Net change in cash and cash equivalents	64	22,408
Cash and cash equivalents at beginning of the period	80,674	90,638
Cash and cash equivalents at end of the period	\$80,738	\$113,046
Cash paid during the period for:		
Interest	\$4,188	\$3,318
Income taxes	0	104
Supplemental non-cash disclosures:		
Loans transferred to other real estate owned	33	194

The accompanying notes are an integral part of these consolidated financial statements.

NOTE 1. BASIS OF PRESENTATION

This report is filed for Lakeland Financial Corporation (the “Company”) and its wholly owned subsidiaries, Lake City Bank (the “Bank”) and LCB Risk Management, a captive insurance company. Also included in this report is the Bank’s wholly owned subsidiary, LCB Investments II, Inc. (“LCB Investments”), which manages the Bank’s investment portfolio. LCB Investments also owns LCB Funding, Inc. (“LCB Funding”), a real estate investment trust. All significant inter-company balances and transactions have been eliminated in consolidation.

The unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and with the instructions for Form 10-Q. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements and are unaudited. In the opinion of management, all adjustments (all of which are normal and recurring in nature) considered necessary for a fair presentation have been included. Operating results for the three-month period ending March 31, 2016 are not necessarily indicative of the results that may be expected for any subsequent reporting periods, including the year ending December 31, 2016. The Company’s 2015 Annual Report on Form 10-K should be read in conjunction with these statements.

NOTE 2. SECURITIES

Information related to the fair value and amortized cost of securities available for sale and the related gross unrealized gains and losses recognized in accumulated other comprehensive income is provided in the tables below.

(dollars in thousands)	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Losses	Fair Value
March 31, 2016				
U.S. Treasury securities	\$988	\$46	\$0	\$1,034
U.S. government sponsored agencies	7,132	59	0	7,191
Agency residential mortgage-backed securities	350,450	9,539	(262)	359,727
State and municipal securities	113,030	4,448	(167)	117,311
Total	\$471,600	\$14,092	\$(429)	\$485,263
December 31, 2015				
U.S. Treasury securities	\$988	\$15	\$0	\$1,003
U.S. government sponsored agencies	7,178	19	(77)	7,120
Agency residential mortgage-backed securities	357,984	5,087	(2,399)	360,672
State and municipal securities	105,753	3,773	(250)	109,276
Total	\$471,903	\$8,894	\$(2,726)	\$478,071

Information regarding the fair value and amortized cost of available for sale debt securities by maturity as of March 31, 2016 is presented below. Maturity information is based on contractual maturity for all securities other than mortgage-backed securities. Actual maturities of securities may differ from contractual maturities because borrowers may have the right to prepay the obligation without a prepayment penalty.

(dollars in thousands)	Amortized Cost	Fair Value
Due in one year or less	\$2,895	\$2,939
Due after one year through five years	20,132	20,834
Due after five years through ten years	47,500	49,987
Due after ten years	50,623	51,776
	121,150	125,536
Mortgage-backed securities	350,450	359,727
Total debt securities	\$471,600	\$485,263

Securities proceeds, gross gains and gross losses are presented below.

(dollars in thousands)	Three months ended March 31,	
	2016	2015
Sales of securities available for sale		
Proceeds	\$6,929	\$7,787
Gross gains	65	42
Gross losses	13	0

The Company sold four securities with a total book value of \$6.9 million and a total fair value of \$7.0 million during the first three months of 2016. The Company sold two securities with a total book value of \$7.7 million and a total fair value of \$7.8 million during the first three months of 2015.

Purchase premiums or discounts are recognized in interest income using the interest method over the terms of the securities or over the estimated lives of mortgage-backed securities. Gains and losses on sales are based on the amortized cost of the security sold and recorded on the trade date.

Securities with carrying values of \$193.1 million and \$122.7 million were pledged as of March 31, 2016 and December 31, 2015, respectively, as collateral for securities sold under agreements to repurchase, borrowings from the Federal Home Loan Bank and for other purposes as permitted or required by law.

Information regarding securities with unrealized losses as of March 31, 2016 and December 31, 2015 is presented below. The tables divide the securities between those with unrealized losses for less than twelve months and those with unrealized losses for twelve months or more.

(dollars in thousands)	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2016						
Agency residential mortgage-backed securities	\$9,481	\$(34)	\$28,551	\$(228)	\$38,032	\$(262)
State and municipal securities	12,527	(80)	3,587	(87)	16,114	(167)
Total temporarily impaired	\$22,008	\$(114)	\$32,138	\$(315)	\$54,146	\$(429)
December 31, 2015						
U.S. government sponsored agencies	\$0	\$0	\$3,895	\$(77)	\$3,895	\$(77)
Agency residential mortgage-backed securities	151,792	(1,521)	30,116	(878)	181,908	(2,399)
State and municipal securities	11,364	(78)	8,326	(172)	19,690	(250)
Total temporarily impaired	\$163,156	\$(1,599)	\$42,337	\$(1,127)	\$205,493	\$(2,726)

The total number of securities with unrealized losses as of March 31, 2016 and December 31, 2015 is presented below.

	Less than 12 months	12 months or more	Total
March 31, 2016			
Agency residential mortgage-backed securities	6	10	16
State and municipal securities	13	4	17
Total temporarily impaired	19	14	33
December 31, 2016			
U.S. government sponsored agencies	0	1	1
Agency residential mortgage-backed securities	46	9	55
State and municipal securities	21	12	33
Total temporarily impaired	67	22	89

The following factors are considered in determining whether or not the impairment of these securities is other-than-temporary. In making this determination, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer, as well as the underlying fundamentals of the relevant market and the outlook for such market in the near future. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. Credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings. As of March 31, 2016 and December 31, 2015, ninety-nine percent of the securities in the Company's portfolio are backed by the U.S. government, government agencies, government sponsored agencies or are A-rated or better, except for certain non-local or local municipal securities, which are not rated. For the government, government-sponsored agency and municipal securities, management did not believe that there would be credit losses or that full principal would not be received. Management considered the unrealized losses on these securities to be primarily interest rate driven and does not expect material losses given current market conditions unless the securities are sold. However, at this time management does not have the intent to sell, and it is more likely than not that the Company will not be required to sell these securities before the recovery of their amortized cost basis.

NOTE 3. LOANS

(dollars in thousands)	March 31,			December 31,		
	2016			2015		
Commercial and industrial loans:						
Working capital lines of credit loans	\$591,136	19.0	%	\$581,025	18.9	%
Non-working capital loans	614,619	19.7		598,487	19.4	
Total commercial and industrial loans	1,205,755	38.7		1,179,512	38.3	
Commercial real estate and multi-family residential loans:						
Construction and land development loans	206,378	6.6		230,719	7.5	
Owner occupied loans	447,620	14.4		412,026	13.4	
Nonowner occupied loans	408,273	13.1		407,883	13.2	
Multifamily loans	104,303	3.4		79,425	2.6	
Total commercial real estate and multi-family residential loans	1,166,574	37.5		1,130,053	36.7	
Agri-business and agricultural loans:						
Loans secured by farmland	144,687	4.6		164,375	5.3	
Loans for agricultural production	128,456	4.1		141,719	4.6	
Total agri-business and agricultural loans	273,143	8.8		306,094	9.9	
Other commercial loans	83,617	2.7		85,075	2.8	
Total commercial loans	2,729,089	87.7		2,700,734	87.7	
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	161,701	5.2		158,062	5.1	
Open end and junior lien loans	160,734	5.2		163,700	5.3	
Residential construction and land development loans	8,488	0.3		9,341	0.3	
Total consumer 1-4 family mortgage loans	330,923	10.6		331,103	10.7	
Other consumer loans	53,327	1.7		49,113	1.6	
Total consumer loans	384,250	12.3		380,216	12.3	
Subtotal	3,113,339	100.0	%	3,080,950	100.0	%
Less: Allowance for loan losses	(43,284)			(43,610)		
Net deferred loan fees	(39)			(21)		
Loans, net	\$3,070,016			\$3,037,319		

The recorded investment in loans does not include accrued interest.

The Company had \$326,000 in residential real estate loans in process of foreclosure as of March 31, 2016.

NOTE 4. ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY

The following tables present the activity in the allowance for loan losses by portfolio segment for the three-month periods ended March 31, 2016 and 2015:

	Commercial and Industrial	Commercial Real Estate and Multifamily Residential	Agri-business and Agricultural	Other Commercial	Consumer 1-4 Family Mortgage	Other Consumer	Unallocated	Total
(dollars in thousands) Three Months Ended March 31, 2016								
Beginning balance, January 1	\$21,564	\$12,473	\$2,445	\$574	\$3,395	\$319	\$2,840	\$43,610
Provision for loan losses	(947)	436	4	(15)	196	42	284	0
Loans charged-off	(214)	(168)	0	0	(38)	(45)	0	(465)
Recoveries	62	11	5	0	33	28	0	139
Net loans charged-off	(152)	(157)	5	0	(5)	(17)	0	(326)
Ending balance	\$20,465	\$12,752	\$2,454	\$559	\$3,586	\$344	\$3,124	\$43,284

	Commercial and Industrial	Commercial Real Estate and Multifamily Residential	Agri-business and Agricultural	Other Commercial	Consumer 1-4 Family Mortgage	Other Consumer	Unallocated	Total
(dollars in thousands) Three Months Ended March 31, 2015								
Beginning balance	\$22,785	\$14,153	\$1,790	\$276	\$3,459	\$483	\$3,316	\$46,262

Provision for loan losses	556	(338)	(167)	244	(25)	(35)	(235)	0
Loans charged-off	(369)	(30)	0	(122)	(134)	(53)	0	(708)
Recoveries	52	19	4	0	13	35	0	123
Net loans charged-off	(317)	(11)	4	(122)	(121)	(18)	0	(585)
Ending balance	\$23,024	\$13,804	\$1,627	\$398	\$3,313	\$430	\$3,081	\$45,677

The following tables present the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of March 31, 2016 and December 31, 2015:

	Commercial and Industrial	Commercial Real Estate and Multifamily Residential	Agri-business and Agricultural	Consumer 1-4 Other Commercial	Consumer 1-4 Family Mortgage	Consumer Other Consumer	Unallocated	Total
(dollars in thousands)								
March 31, 2016								
Allowance for loan losses:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	\$2,541	\$430	\$0	\$4	\$415	\$49	\$0	\$3,439
Collectively evaluated for impairment	17,924	12,322	2,454	555	3,171	295	3,124	39,845
Total ending allowance balance	\$20,465	\$12,752	\$2,454	\$559	\$3,586	\$344	\$3,124	\$43,284
Loans:								
Loans individually evaluated for impairment	\$5,988	\$9,061	\$471	\$12	\$1,827	\$59	\$0	\$17,418
Loans collectively evaluated for impairment	1,199,911	1,156,427	272,752	83,600	330,021	53,171	0	3,095,882
Total ending loans balance	\$1,205,899	\$1,165,488	\$273,223	\$83,612	\$331,848	\$53,230	\$0	\$3,113,300

Commercial
Real Estate

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	Commercial and Industrial	and Multi-family Residential	Agri-business and Agricultural	Other Commercial	Consumer 1-4 Family Mortgage	Other Consumer	Unallocated	Total
(dollars in thousands) December 31, 2015								
Allowance for loan losses:								
Ending allowance balance attributable to loans:								
Individually evaluated for impairment	\$2,781	\$465	\$0	\$5	\$358	\$50	\$0	\$3,659
Collectively evaluated for impairment	18,783	12,008	2,445	569	3,037	269	2,840	39,951
Total ending allowance balance	\$21,564	\$12,473	\$2,445	\$574	\$3,395	\$319	\$2,840	\$43,610
Loans:								
Loans individually evaluated for impairment	\$8,286	\$9,823	\$471	\$12	\$1,927	\$60	\$0	\$20,579
Loans collectively evaluated for impairment	1,171,407	1,119,150	305,707	85,059	330,072	48,955	0	3,060,350
Total ending loans balance	\$1,179,693	\$1,128,973	\$306,178	\$85,071	\$331,999	\$49,015	\$0	\$3,080,929

The following table presents loans individually evaluated for impairment by class of loans as of March 31, 2016:

(dollars in thousands)	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	\$20	\$20	\$0
Non-working capital loans	2,351	584	0
Commercial real estate and multi-family residential loans:			
Owner occupied loans	2,701	2,520	0
Nonowner occupied loans	4,760	4,763	0
Agri-business and agricultural loans:			
Loans secured by farmland	969	471	0
Consumer 1-4 family loans:			
Closed end first mortgage loans	72	34	0
With an allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	1,406	1,405	625
Non-working capital loans	4,379	3,979	1,916
Commercial real estate and multi-family residential loans:			
Construction and land development loans	339	339	46
Owner occupied loans	942	941	235
Nonowner occupied loans	185	115	20
Multifamily loans	383	383	129
Other commercial loans	12	12	4
Consumer 1-4 family mortgage loans:			
Closed end first mortgage loans	1,611	1,544	391
Open end and junior lien loans	249	249	24
Other consumer loans	59	59	49
Total	\$20,438	\$17,418	\$3,439

The following table presents loans individually evaluated for impairment by class of loans as of December 31, 2015:

(dollars in thousands)	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
With no related allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	\$20	\$20	\$0
Non-working capital loans	2,390	623	0
Commercial real estate and multi-family residential loans:			
Owner occupied loans	3,762	3,223	0
Nonowner occupied loans	4,894	4,898	0
Agri-business and agricultural loans:			
Loans secured by farmland	969	471	0
Consumer 1-4 family loans:			
Closed end first mortgage loans	45	45	0
With an allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	1,318	1,318	535
Non-working capital loans	8,617	6,325	2,246
Commercial real estate and multi-family residential loans:			
Construction and land development loans	364	364	71
Owner occupied loans	949	949	232
Multifamily loans	389	389	162
Other commercial loans	12	12	5
Consumer 1-4 family mortgage loans:			
Closed end first mortgage loans	1,695	1,629	331
Open end and junior lien loans	253	253	27
Other consumer loans	60	60	50
Total	\$25,737	\$20,579	\$3,659

The following table presents loans individually evaluated for impairment by class of loans as of and for the three-month period ended March 31, 2016:

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
With no related allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	\$20	\$0	\$0
Non-working capital loans	673	0	0
Commercial real estate and multi-family residential loans:			
Owner occupied loans	2,724	0	0
Nonowner occupied loans	4,808	29	23
Agri-business and agricultural loans:			
Loans secured by farmland	471	0	0
Consumer 1-4 family loans:			
Closed end first mortgage loans	47	0	0
With an allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	1,352	5	5
Non-working capital loans	4,635	34	34
Commercial real estate and multi-family residential loans:			
Construction and land development loans	339	3	3
Owner occupied loans	942	0	0
Nonowner occupied loans	77	0	0
Multifamily loans	385	5	5
Other commercial loans	12	0	0
Consumer 1-4 family mortgage loans:			
Closed end first mortgage loans	1,627	15	11
Open end and junior lien loans	251	0	0
Other consumer loans	59	1	1

Total	\$18,422	\$92	\$82
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The following table presents loans individually evaluated for impairment by class of loans as of and for the three-month period ended March 31, 2015:

(dollars in thousands)	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Income Recognized
With no related allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	\$21	\$0	\$0
Non-working capital loans	364	1	1
Commercial real estate and multi-family residential loans:			
Construction and land development loans	526	0	0
Owner occupied loans	544	0	0
Nonowner occupied loans	2,517	28	29
Agri-business and agricultural loans:			
Loans secured by farmland	283	0	0
Consumer 1-4 family loans:			
Closed end first mortgage loans	160	0	0
Open end and junior lien loans	338	0	0
Residential construction loans	42	0	0
Other consumer loans	1	0	0
With an allowance recorded:			
Commercial and industrial loans:			
Working capital lines of credit loans	1,012	9	7
Non-working capital loans	12,566	122	123
Commercial real estate and multi-family residential loans:			
Construction and land development loans	448	4	4
Owner occupied loans	5,649	21	22
Nonowner occupied loans	3,269	0	0
Agri-business and agricultural loans:			
Loans secured by farmland	201	0	0
Other commercial loans	10	0	0
Consumer 1-4 family mortgage loans:			
Closed end first mortgage loans	3,014	17	14
Open end and junior lien loans	34	0	0

Other consumer loans	121	1	1
Total	\$31,120	\$203	\$201

The following table presents the aging of the recorded investment in past due loans as of March 31, 2016 by class of loans:

(dollars in thousands)	Loans Not Past Due	30-89 Days Past Due	Greater than 90 Days Past Due	Nonaccrual	Total Past Due	Total
Commercial and industrial loans:						
Working capital lines of credit loans	\$589,464	\$30	\$0	\$999	\$1,029	\$590,493
Non-working capital loans	610,595	2,898	0	1,913	4,811	615,406
Commercial real estate and multi-family residential loans:						
Construction and land development loans	206,025	0	0	0	0	206,025
Owner occupied loans	443,821	0	0	3,453	3,453	447,274
Nonowner occupied loans	407,681	0	0	264	264	407,945
Multifamily loans	104,244	0	0	0	0	104,244
Agri-business and agricultural loans:						
Loans secured by farmland	144,227	0	0	471	471	144,698
Loans for agricultural production	128,525	0	0	0	0	128,525
Other commercial loans	83,612	0	0	0	0	83,612
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	160,268	911	0	227	1,138	161,406
Open end and junior lien loans	161,623	104	0	249	353	161,976
Residential construction loans	8,466	0	0	0	0	8,466
Other consumer loans	53,146	84	0	0	84	53,230
Total	\$3,101,697	\$4,027	\$0	\$7,576	\$11,603	\$3,113,300

The following table presents the aging of the recorded investment in past due loans as of December 31, 2015 by class of loans:

(dollars in thousands)	Loans Not Past Due	30-89 Days Past Due	Greater than 90 Days Past Due	Nonaccrual	Total Past Due	Total
Commercial and industrial loans:						
Working capital lines of credit loans	\$579,081	\$350	\$0	\$913	\$1,263	\$580,344
Non-working capital loans	595,154	0	0	4,195	4,195	599,349
Commercial real estate and multi-family residential loans:						
Construction and land development loans	230,336	0	0	0	0	230,336
Owner occupied loans	407,229	310	0	4,172	4,482	411,711
Nonowner occupied loans	404,146	423	0	3,000	3,423	407,569
Multi-family loans	79,357	0	0	0	0	79,357
Agri-business and agricultural loans:						
Loans secured by farmland	163,911	0	0	471	471	164,382
Loans for agricultural production	141,706	90	0	0	90	141,796
Other commercial loans	85,071	0	0	0	0	85,071
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	156,525	1,187	0	49	1,236	157,761
Open end and junior lien loans	164,582	83	0	253	336	164,918
Residential construction loans	9,320	0	0	0	0	9,320
Other consumer loans	48,687	328	0	0	328	49,015
Total	\$3,065,105	\$2,771	\$0	\$13,053	\$15,824	\$3,080,929

Troubled Debt Restructurings:

Troubled debt restructured loans are included in the totals for impaired loans. The Company has allocated \$2.0 million and \$2.3 million of specific reserves to customers whose loan terms have been modified in troubled debt restructurings as of March 31, 2016 and December 31, 2015. The Company is not committed to lend additional funds to debtors whose loans have been modified in a troubled debt restructuring.

(dollars in thousands)	March 31, 2016	December 31, 2015
Accruing troubled debt restructured loans	\$8,590	\$6,260
Nonaccrual troubled debt restructured loans	5,519	10,914
Total troubled debt restructured loans	\$14,109	\$17,174

During the quarter ended March 31, 2016, certain loans were modified as troubled debt restructurings. The modified terms of these loans include one or a combination of the following: inadequate compensation for the terms of the restructure or renewal; a modification of the repayment terms which delays principal repayment for some period; or renewal terms offered to borrowers in financial distress where no additional credit enhancements were obtained at the time of renewal.

Additional concessions were granted to borrowers with previously identified troubled debt restructured loans during the period. The loans to two of the borrowers are for commercial real estate buildings where the collateral value and cash flows from the companies occupying the buildings do not support the loans with recorded investments of \$542,000. The other loans were to a borrower engaged in land development, where the aggregate recorded investment totaled \$484,000. These concessions are not included in table below.

(dollars in thousands)	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Modified Repayment Terms Number of Loans	Extension Period or Range (in months)
Troubled Debt Restructurings Commercial real estate and multi- family residential loans:					
Owner occupied loans	1	\$335	\$335	1	15
Total	1	\$335	\$335	1	15

For the period ended March 31, 2016, the commercial real estate and multi-family residential loan troubled debt restructuring described above increased the allowance for loan losses by \$11,000.

No charge-offs resulted from any troubled debt restructurings described above during the period ending March 31, 2016.

During the quarter ended March 31, 2015 one loan was modified as a troubled debt restructuring. There were renewal terms offered to the one borrower under financial duress which did not require additional compensation or consideration, and the terms offered would not have been readily available in the marketplace for loans bearing similar risk profiles. In this instance, it was determined that a concession had been granted. It is difficult to quantify the concession granted due to an absence of readily available market terms to be used for comparison. The loan to the borrower is for a commercial real estate building where the collateral value and cash flows from the company occupying the building did not support the loan with a recorded investment of \$788,000.

The following table presents loans by class modified as new troubled debt restructurings that occurred during the quarter ended March 31, 2015:

(dollars in thousands)	Number of Loans	All Modifications	
		Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Troubled Debt Restructurings Commercial real estate and multi- family residential loans:			
Owner occupied loans	1	\$788	\$788
Total	1	\$788	\$788

For the period ended March 31, 2015, the commercial real estate and multi-family residential loan troubled debt restructuring described above increased the allowance for loan losses by \$6,000.

No charge-offs resulted from the troubled debt restructuring described above during the three-month period ended March 31, 2015.

There were no troubled debt restructurings that had payment defaults within the twelve months following modification during the three month period ended March 31, 2016 and the three month period ended March 31, 2015.

Credit Quality Indicators:

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors. The Company analyzes commercial loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis for Special Mention, Substandard and Doubtful grade loans and annually on Pass grade loans over \$150,000.

The Company uses the following definitions for risk ratings:

Special Mention. Loans classified as Special Mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard. Loans classified as Substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

Doubtful. Loans classified as Doubtful have all the weaknesses inherent in those classified as Substandard, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts,

conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above-described process are considered to be Pass rated loans with the exception of consumer troubled debt restructurings which are evaluated and listed with Substandard commercial grade loans and consumer nonaccrual loans which are evaluated individually and listed with Not Rated loans. Loans listed as Not Rated are consumer loans or commercial loans with consumer characteristics included in groups of homogenous loans which are analyzed for credit quality indicators utilizing delinquency status. As of March 31, 2016, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Not Rated	Total
Commercial and industrial loans:						
Working capital lines of credit loans	\$547,736	\$32,071	\$10,686	\$0	\$0	\$590,493
Non-working capital loans	570,026	32,443	9,563	0	3,374	615,406
Commercial real estate and multi- family residential loans:						
Construction and land development loans	203,447	2,222	356	0	0	206,025
Owner occupied loans	405,284	31,477	10,513	0	0	447,274
Nonowner occupied loans	401,824	3,655	2,466	0	0	407,945
Multifamily loans	103,861	0	383	0	0	104,244
Agri-business and agricultural loans:						
Loans secured by farmland	144,227	0	471	0	0	144,698
Loans for agricultural production	128,525	0	0	0	0	128,525
Other commercial loans	83,596	0	11	0	5	83,612
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	47,526	126	1,174	0	112,580	161,406
Open end and junior lien loans	6,206	0	1,616	0	154,154	161,976
Residential construction loans	0	0	0	0	8,466	8,466
Other consumer loans	13,302	0	59	0	39,869	53,230
Total	\$2,655,560	\$101,994	\$37,298	\$0	\$318,448	\$3,113,300

As of December 31, 2015, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

(dollars in thousands)	Pass	Special Mention	Substandard	Doubtful	Not Rated	Total
Commercial and industrial loans:						
Working capital lines of credit loans	\$538,899	\$32,601	\$8,844	\$0	\$0	\$580,344
Non-working capital loans	549,771	35,910	10,566	0	3,102	599,349
Commercial real estate and multi- family residential loans:						
Construction and land development loans	227,996	2,340	0	0	0	230,336

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Owner occupied loans	378,847	23,522	9,342	0	0	411,711
Nonowner occupied loans	394,387	10,953	2,229	0	0	407,569
Multi-family loans	78,968	0	389	0	0	79,357
Agri-business and agricultural loans:						
Loans secured by farmland	163,911	0	471	0	0	164,382
Loans for agricultural production	141,796	0	0	0	0	141,796
Other commercial loans	85,056	0	12	0	3	85,071
Consumer 1-4 family mortgage loans:						
Closed end first mortgage loans	43,231	126	1,769	0	112,635	157,761
Open end and junior lien loans	8,373	0	1,616	0	154,929	164,918
Residential construction loans	0	0	0	0	9,320	9,320
Other consumer loans	13,940	0	60	0	35,015	49,015
Total	\$2,625,175	\$105,452	\$35,298	\$0	\$315,004	\$3,080,929

NOTE 5. FAIR VALUE DISCLOSURES

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1	Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
Level 2	Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
Level 3	Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Securities: Securities available for sale are valued primarily by a third party pricing service. The fair values of securities available for sale are determined on a recurring basis by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or pricing models which utilize significant observable inputs such as matrix pricing. This is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). These models utilize the market approach with standard inputs that include, but are not limited to, benchmark yields, reported trades, broker/dealer quotes, issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. For certain municipal securities that are not rated and observable inputs about the specific issuer are not available, fair values are estimated using observable data from other municipal securities presumed to be similar or other market data on other non-rated municipal securities (Level 3 inputs).

The Company's Controlling Department, which is responsible for all accounting and SEC compliance, and the Company's Treasury Department, which is responsible for investment portfolio management and asset/liability modeling, are the two areas that determine the Company's valuation policies and procedures. Both of these areas report directly to the Executive Vice President and Chief Financial Officer of the Company. For assets or liabilities that may be considered for Level 3 fair value measurement on a recurring basis, these two departments and the Executive Vice President and Chief Financial Officer determine the appropriate level of the assets or liabilities under consideration. If there are assets or liabilities that are determined to be Level 3 by this group, the Risk Management Committee of the Company and the Audit Committee of the Board of Directors are made aware of such assets at their next scheduled meeting.

Securities pricing is obtained from a third party pricing service and a representative sample of security prices is tested at least annually against prices from another third party provider and reviewed with a market value price tolerance variance of +/-3%. If any securities fall outside the tolerance threshold, they are reviewed in more detail to determine why the variance exists. The percentage deviation of the market value exceptions to the total market value of the

sample is applied to the entire portfolio to determine if the exceptions are material and additional security prices need to be tested. Changes in market value are reviewed monthly in aggregate yield by security type and any material differences are reviewed to determine why they exist. At least annually, the pricing methodology of the pricing service is received and reviewed to support the fair value levels used by the Company. A detailed pricing evaluation is requested and reviewed on any security determined to be fair valued using unobservable inputs by the pricing service.

Mortgage banking derivatives: The fair value of mortgage banking derivatives are based on observable market data as of the measurement date (Level 2).

Interest rate swap derivatives: Our derivatives are traded in an over-the-counter market where quoted market prices are not always available. Therefore, the fair values of derivatives are determined using quantitative models that utilize multiple market inputs. The inputs will vary based on the type of derivative, but could include interest rates, prices and indices to generate continuous yield or pricing curves, prepayment rates, and volatility factors to value the position. The majority of market inputs are actively quoted and can be validated through external sources, including brokers, market transactions and third-party pricing services. The fair value of interest rate swap derivatives is determined by pricing or valuation models using observable market data as of the measurement date (Level 2).

Impaired loans: Impaired loans with specific allocations of the allowance for loan losses are generally based on the fair value of the underlying collateral if repayment is expected solely from the collateral. Fair value is determined using several methods. Generally, the fair value of real estate is based on appraisals by qualified third party appraisers. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and result in a Level 3 classification of the inputs for determining fair value. In addition, the Company's management routinely applies internal discount factors to the value of appraisals used in the fair value evaluation of impaired loans. The deductions to the appraisals take into account changing business factors and market conditions, as well as value impairment in cases where the appraisal date predates a likely change in market conditions. Commercial real estate is generally discounted from its appraised value by 0-50% with the higher discounts applied to real estate that is determined to have a thin trading market or to be specialized collateral. In addition to real estate, the Company's management evaluates other types of collateral as follows: (a) raw and finished inventory is discounted from its cost or book value by 35-65%, depending on the marketability of the goods; (b) finished goods are generally discounted by 30-60%, depending on the ease of marketability, cost of transportation or scope of use of the finished good; (c) work in process inventory is typically discounted by 50-100%, depending on the length of manufacturing time, types of components used in the completion process, and the breadth of the user base; (d) equipment is valued at a percentage of depreciated book value or recent appraised value, if available, and is typically discounted at 30-70% after various considerations including age and condition of the equipment, marketability, breadth of use, and whether the equipment includes unique components or add-ons; and (e) marketable securities are discounted by 10-30%, depending on the type of investment, age of valuation report and general market conditions. This methodology is based on a market approach and typically results in a Level 3 classification of the inputs for determining fair value.

Mortgage servicing rights: As of March 31, 2016 the fair value of the Company's Level 3 servicing assets for residential mortgage loans was \$3.1 million, none of which are currently impaired and therefore are carried at amortized cost. These residential mortgage loans have a weighted average interest rate of 3.94%, a weighted average maturity of 19 years and are secured by homes generally within the Company's market area, which is primarily Northern Indiana. A valuation model is used to estimate fair value by stratifying the portfolios on the basis of certain risk characteristics, including loan type and interest rate. Impairment is estimated based on an income approach. The inputs used include estimates of prepayment speeds, discount rate, cost to service, escrow account earnings, contractual servicing fee income, ancillary income, late fees, and float income. The most significant assumption used to value mortgage servicing rights is prepayment rate. Prepayment rates are estimated based on published industry consensus prepayment rates. The most significant unobservable assumption is the discount rate. At March 31, 2016, the constant prepayment speed (PSA) used was 212 and the discount rate used was 9.4%. At December 31, 2015, the PSA used was 181 and the discount rate used was 9.4%.

Other real estate owned: Nonrecurring adjustments to certain commercial and residential real estate properties classified as other real estate owned are measured at the lower of carrying amount or fair value, less costs to sell. Fair values are generally based on third party appraisals of the property and are reviewed by the Company's internal appraisal officer. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable properties used to determine value. Such adjustments are usually significant and result in a Level 3 classification. In addition, the Company's management may apply discount factors to the appraisals to take into account changing business factors and market conditions, as well as value impairment in cases where the appraisal date predates a likely change in market conditions. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized.

Real estate mortgage loans held for sale: Real estate mortgage loans held for sale are carried at the lower of cost or fair value, as determined by outstanding commitments, from third party investors, and result in a Level 2 classification.

The table below presents the balances of assets measured at fair value on a recurring basis:

(dollars in thousands)	March 31, 2016			Assets at Fair Value
	Level 1	Fair Value Measurements Using Level 2	Level 3	
Assets				
U.S. Treasury securities	\$ 1,034	\$ 0	\$ 0	\$ 1,034
U.S. government sponsored agency securities	0	7,191	0	7,191
Mortgage-backed securities	0	359,727	0	359,727
State and municipal securities	0	116,462	849	117,311
Total Securities	1,034	483,380	849	485,263
Mortgage banking derivative	0	316	0	316
Interest rate swap derivative	0	5,295	0	5,295
Total assets	\$ 1,034	\$ 488,991	\$ 849	\$ 490,874
Liabilities				
Mortgage banking derivative	0	20	0	20
Interest rate swap derivative	0	5,624	0	5,624
Total liabilities	\$ 0	\$ 5,644	\$ 0	\$ 5,644

(dollars in thousands)	December 31, 2015			Assets at Fair Value
	Level 1	Fair Value Measurements Using Level 2	Level 3	
Assets				
U.S. Treasury securities	\$ 1,003	\$ 0	\$ 0	\$ 1,003
U.S. government sponsored agency securities	0	7,120	0	7,120
Mortgage-backed securities	0	360,672	0	360,672
State and municipal securities	0	108,725	551	109,276
Total Securities	1,003	476,517	551	478,071
Mortgage banking derivative	0	165	0	165
Interest rate swap derivative	0	1,732	0	1,732
Total assets	\$ 1,003	\$ 478,414	\$ 551	\$ 479,968
Liabilities				
Mortgage banking derivative	0	1	0	1
Interest rate swap derivative	0	1,748	0	1,748
Total liabilities	\$ 0	\$ 1,749	\$ 0	\$ 1,749

There were no transfers between Level 1 and Level 2 during the three months ended March 31, 2016 and there were no transfers between Level 1 and Level 2 during 2015.

The table below presents a reconciliation of all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) for the nine months ended March 31, 2016 and 2015:

(dollars in thousands)	State and Municipal Securities	
	2016	2015
Balance of recurring Level 3 assets at January 1	\$ 551	\$ 850
Transfers into Level 3	339	0
Changes in fair value of securities included in other comprehensive income	(1)	0
Principal payments	(40)	(40)
Balance of recurring Level 3 assets at March 31	\$ 849	\$ 810

The fair values of two municipal securities with a fair value of \$339,000 as of March 31, 2016 were transferred from Level 2 and into Level 3 because of a lack of observable market data for these investments. The Company's policy is to recognize transfers as of the end of the reporting period. As a result the fair value for these municipal securities was transferred on March 31, 2016. The municipal securities measured at fair value included below are non-rated Indiana and Ohio municipal revenue bonds and are not actively traded.

Quantitative Information about Level 3 Fair Value Measurements

(dollars in thousands)	Fair Value at 3/31/2016	Valuation Technique	Unobservable Input	Range of Inputs
				(Average)
State and municipal securities	\$ 849	Price to type, par, call	Discount to benchmark index	0-6% (3.28%)

Quantitative Information about Level 3 Fair Value Measurements

(dollars in thousands)	Fair Value at 12/31/2015	Valuation Technique	Unobservable Input	Range of Inputs
				(Average)
State and municipal securities	\$ 551	Price to type, par, call	Discount to benchmark index	0-5% (2.82%)

The primary methodology used in the fair value measurement of the Company's state and municipal securities classified as Level 3 is a discount to the AAA municipal benchmark index. Significant increases or (decreases) in this

index as well as the degree to which the security differs in ratings, coupon, call and duration will result in a higher or (lower) fair value measurement for those securities that are not callable. For those securities that are continuously callable, a slight premium to par is used.

The table below presents the balances of assets measured at fair value on a nonrecurring basis:

(dollars in thousands)	March 31, 2016			Assets at Fair Value
	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	
Assets				
Impaired loans:				
Commercial and industrial loans:				
Working capital lines of credit loans	\$ 0	\$ 0	\$ 749	\$ 749
Non-working capital loans	0	0	1,882	1,882
Commercial real estate and multi-family residential loans:				
Construction and land development loans	0	0	293	293
Owner occupied loans	0	0	706	706
Nonowner occupied loans	0	0	95	95
Multifamily loans	0	0	254	254
Other commercial loans	0	0	7	7
Consumer 1-4 family mortgage loans:				
Closed end first mortgage loans	0	0	371	371
Open end and junior lien loans	0	0	225	225
Total impaired loans	\$ 0	\$ 0	\$ 4,582	\$ 4,582
Other real estate owned	0	0	75	75
Total assets	\$ 0	\$ 0	\$ 4,657	\$ 4,657

(dollars in thousands)	December 31, 2015			Assets at Fair Value
	Fair Value Measurements Using			
	Level 1	Level 2	Level 3	
Assets				
Impaired loans:				
Commercial and industrial loans:				
Working capital lines of credit loans	\$ 0	\$ 0	\$ 753	\$ 753
Non-working capital loans	0	0	2,083	2,083
Commercial real estate and multi-family residential loans:				
Construction and land development loans	0	0	293	293

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Owner occupied loans	0	0	717	717
Multifamily loans	0	0	227	227
Other commercial loans	0	0	7	7
Consumer 1-4 family mortgage loans:				
Closed end first mortgage loans	0	0	245	245
Open end and junior lien loans	0	0	226	226
Total impaired loans	\$ 0	\$ 0	\$ 4,551	\$ 4,551
Other real estate owned	0	0	75	75
Total assets	\$ 0	\$ 0	\$ 4,626	\$ 4,626

The following table presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a non-recurring basis at March 31, 2016:

(dollars in thousands)	Fair Value	Valuation Methodology	Unobservable Inputs	Average	Range of Inputs
Impaired loans:					
Commercial and industrial	\$ 2,631	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	42%	(7% - 100%)
Impaired loans:					
Commercial real estate	1,348	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	24%	(13% - 54%)
Impaired loans:					
Other commercial	7	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	35%	
Impaired loans:					
Consumer 1-4 family mortgage	596	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	25%	(10% - 71%)
Other real estate owned	75	Appraisals	Discount to reflect current market conditions	49%	

The following table presents the valuation methodology and unobservable inputs for Level 3 assets measured at fair value on a non-recurring basis at December 31, 2015:

(dollars in thousands)	Fair Value	Valuation Methodology	Unobservable Inputs	Average	Range of Inputs
Impaired loans:					
Commercial and industrial	\$ 2,836	Collateral based measurements	Discount to reflect current market conditions	46%	(5% - 100%)

			and ultimate collectability	
Impaired loans:				
Commercial real estate	1,237	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	31% (19% - 53%)
Impaired loans:				
Other commercial	7	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	43%
Impaired loans:				
Consumer 1-4 family mortgage	471	Collateral based measurements	Discount to reflect current market conditions and ultimate collectability	26% (11% - 42%)
Other real estate owned	75	Appraisals	Discount to reflect current market conditions	49%

Impaired loans, which are measured for impairment using the fair value of the collateral for collateral dependent loans, had a gross carrying amount of \$7.1 million, with a valuation allowance of \$2.5 million at March 31, 2016, resulting in a net increase in the provision for loan losses of \$100,000 in the three months ended March 31, 2016. At March 31, 2015, impaired loans had a gross carrying amount of \$14.4 million, with a valuation allowance of \$2.8 million, resulting in a net reduction in the provision for loan losses of \$700,000 in the three months ended March 31, 2015.

Other real estate owned measured at fair value less costs to sell, at both March 31, 2016 and March 31, 2015, had a net carrying amount of \$75,000, which is made up of the outstanding balance of \$147,000, net of a valuation allowance of \$72,000, all of which was written down during 2012.

The following table contains the estimated fair values and the related carrying values of the Company's financial instruments. Items which are not financial instruments are not included.

(dollars in thousands)	Carrying Value	March 31, 2016			Total
		Level 1	Estimated Fair Value		
			Level 2	Level 3	
Financial Assets:					
Cash and cash equivalents	\$ 80,738	\$ 78,483	\$ 2,260	\$ 0	\$ 80,743
Securities available for sale	485,263	1,034	483,380	849	485,263
Real estate mortgages held for sale	2,186	0	2,237	0	2,237
Loans, net	3,070,016	0	0	3,069,500	3,069,500
Federal Home Loan Bank stock	4,248	N/A	N/A	N/A	N/A
Federal Reserve Bank stock	3,420	N/A	N/A	N/A	N/A
Accrued interest receivable	10,030	8	1,993	8,029	10,030
Financial Liabilities:					
Certificates of deposit	(1,115,126)	0	(1,121,429)	0	(1,121,429)
All other deposits	(2,135,609)	(2,135,609)	0	0	(2,135,609)
Securities sold under agreements to repurchase	(59,504)	0	(59,504)	0	(59,504)
Other short-term borrowings	(35,000)	0	(35,001)	0	(35,001)
Long-term borrowings	(32)	0	(35)	0	(35)
Subordinated debentures	(30,928)	0	0	(31,215)	(31,215)
Standby letters of credit	(317)	0	0	(317)	(317)
Accrued interest payable	(4,212)	(91)	(4,118)	(3)	(4,212)

(dollars in thousands)	Carrying Value	December 31, 2015			Total
		Level 1	Estimated Fair Value		
			Level 2	Level 3	
Financial Assets:					
Cash and cash equivalents	\$ 80,674	\$ 79,074	\$ 1,602	\$ 0	\$ 80,676
Securities available for sale	478,071	1,003	476,517	551	478,071
Real estate mortgages held for sale	3,294	0	3,340	0	3,340
Loans, net	3,037,319	0	0	3,029,533	3,029,533
Federal Home Loan Bank stock	4,248	N/A	N/A	N/A	N/A
Federal Reserve Bank stock	3,420	N/A	N/A	N/A	N/A
Accrued interest receivable	9,462	3	2,301	7,158	9,462
Financial Liabilities:					
Certificates of deposit	(997,514)	0	(1,002,452)	0	(1,002,452)
All other deposits	(2,185,907)	(2,185,907)	0	0	(2,185,907)

Securities sold under agreements					
to repurchase	(69,622)	0	(69,622)	0	(69,622)
Other short-term borrowings	(70,000)	0	(70,003)	0	(70,003)
Long-term borrowings	(34)	0	(37)	0	(37)
Subordinated debentures	(30,928)	0	0	(31,211)	(31,211)
Standby letters of credit	(381)	0	0	(381)	(381)
Accrued interest payable	(3,773)	(86)	(3,684)	(3)	(3,773)

The methods and assumptions, not previously presented, used to estimate fair values are described as follows:

Cash and cash equivalents - The carrying amount of cash and cash equivalents approximate fair value and are classified as Level 1, with the exception of certificates of deposits, which are estimated using discounted cash flow analysis using current market rates applied to the estimated life resulting in a Level 2 classification.

Loans, net – Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using current market rates applied to the estimated life of the loan resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value as described previously. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

Federal Home Loan Bank stock and Federal Reserve Bank stock– It is not practical to determine the fair value of Federal Home Loan Bank stock and Federal Reserve Bank stock due to restrictions placed on its transferability.

Certificates of deposit - Fair values of certificates of deposit are estimated using discounted cash flow analyses using current market rates applied to the estimated life resulting in a Level 2 classification.

All other deposits- The fair values for all other deposits other than certificates of deposit are equal to the amount payable on demand (the carrying value) resulting in a Level 1 classification.

Securities sold under agreements to repurchase – The carrying amount of borrowings under repurchase agreements approximates their fair values resulting in a Level 2 classification.

Federal funds purchased – The carrying amount of federal funds purchased approximates their fair values resulting in a Level 2 classification.

Other short-term borrowings – The fair value of other short-term borrowings is estimated using discounted cash flow analysis based on current borrowing rates resulting in a Level 2 classification.

Long-term borrowings – The fair value of long-term borrowings is estimated using discounted cash flow analyses based on current borrowing rates resulting in a Level 2 classification.

Subordinated debentures - The fair value of subordinated debentures is based on the rates currently available to the Company with similar term and remaining maturity and credit spread resulting in a Level 3 classification.

Standby letters of credit – The fair value of off-balance sheet items is based on the current fees and costs that would be charged to enter into or terminate such arrangements resulting in a Level 3 classification.

Accrued interest receivable/payable – The carrying amounts of accrued interest approximates fair value resulting in a Level 1, Level 2 or Level 3 classification which is consistent with its associated asset/liability.

NOTE 6. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE

Securities sold under agreements to repurchase represent collateralized borrowings with customers located primarily within the Company's service area. These repurchase liabilities are not covered by federal deposit insurance and are secured by securities owned. The Company retains the right to substitute similar type securities and has the right to withdraw all excess collateral applicable to the repurchase liabilities whenever the collateral values are in excess of the related repurchase liabilities. However, as a means of mitigating market risk, the Company maintains excess collateral to cover normal changes in the repurchase liability by monitoring daily usage. The Company maintains

control of the securities through the use of third-party safekeeping arrangements.

Securities sold under agreements to repurchase of \$59.5 million and \$69.6 million, which mature on demand, are secured by mortgage-backed securities with a carrying amount of \$110.7 million and \$117.5 million at March 31, 2016 and December 31, 2015, respectively. Additional information concerning recognition of these liabilities is disclosed in Note 8.

NOTE 7. EMPLOYEE BENEFIT PLANS

Components of net periodic benefit cost:

(dollars in thousands)	Three Months Ended March 31,			
	Pension Benefits		SERP Benefits	
	2016	2015	2016	2015
Interest cost	\$26	\$26	\$12	\$11
Expected return on plan assets	(35)	(35)	(18)	(19)
Recognized net actuarial (gain) loss	34	40	20	21
Net pension expense (benefit)	\$25	\$31	\$14	\$13

The Company previously disclosed in its financial statements for the year ended December 31, 2015 that it expected to contribute \$321,000 to its pension plan and \$76,000 to its Supplemental Executive Retirement Plan (“SERP”) in 2016. The Company has contributed \$102,000 to its pension plan and \$76,000 to its SERP as of March 31, 2016. The Company expects to contribute \$219,000 to its pension plan during the remainder of 2016. The Company does not expect to make any additional contributions to its SERP during the remainder of 2016.

NOTE 8. OFFSETTING ASSETS AND LIABILITIES

The following tables summarize gross and net information about financial instruments and derivative instruments that are offset in the statement of financial position or that are subject to an enforceable master netting arrangement at March 31, 2016 and December 31, 2015.

(dollars in thousands)	Gross Amounts of Recognized Assets/ Liabilities	Gross Amounts Offset in the Statement of Financial Position	March 31, 2016		Net Amount	
			Net Amounts of Assets presented in the Statement of Financial Position	Gross Amounts Not Offset in the Statement of Financial Position		
			of Financial Position	Financial Instruments	Cash Collateral Received	
Assets						
Interest Rate Swap						
Derivatives	\$5,295	\$0	\$5,295	\$0	\$0	\$5,295
Total Assets	\$5,295	\$0	\$5,295	\$0	\$0	\$5,295
Liabilities						
Interest Rate Swap						
Derivatives	\$5,624	\$0	\$5,624	\$0	\$(5,310)	\$314
	59,504	0	59,504	(59,504)	0	0

If an event of default occurs causing an early termination of an interest rate swap derivative, any early termination amount payable to one party by the other party may be reduced by set-off against any other amount payable by the one party to the other party. If a default in performance of any obligation of a repurchase agreement occurs, each party will set-off property held in respect of transactions against obligations owing in respect of any other transactions.

NOTE 9. EARNINGS PER SHARE

Basic earnings per common share is net income available to common shareholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per common share includes the dilutive effect of additional potential common shares issuable under stock options, stock awards and warrants, none of which were antidilutive.

	Three Months Ended March 31,	
	2016	2015
Weighted average shares outstanding for basic earnings per common share	16,679,835	16,590,285
Dilutive effect of stock options, awards and warrants	205,369	199,212
Weighted average shares outstanding for diluted earnings per common share	16,885,204	16,789,497
Basic earnings per common share	\$0.74	\$0.67
Diluted earnings per common share	\$0.73	\$0.66

NOTE 10. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following tables summarize the changes within each classification of accumulated other comprehensive income (loss) for the three months ended March 31, 2016 and the year ended December 31, 2015:

(dollars in thousands)	Unrealized Gains and Losses on Available- for-Sales Securities	Defined Benefit Pension Items	Total
Balance at December 31, 2015	\$3,836	\$(1,694)	\$2,142
Other comprehensive income before reclassification	5,220	0	5,220
Amounts reclassified from accumulated other comprehensive income (loss)	(31)	32	1
Net current period other comprehensive income	5,189	32	5,221
Balance at March 31, 2016	\$9,025	\$(1,662)	\$7,363

(dollars in thousands)	Unrealized Gains and Losses on Available- for-Sales Securities	Defined Benefit Pension Items	Total
Balance at December 31, 2014	\$5,467	\$(1,637)	\$3,830

Other comprehensive income before reclassification	(1,606)	(204)	(1,810)
Amounts reclassified from accumulated other comprehensive income (loss)	(25)	147	122
Net current period other comprehensive income	(1,631)	(57)	(1,688)
Balance at December 31, 2015	\$3,836	\$(1,694)	\$2,142

Reclassifications out of accumulated comprehensive income for the three months ended March 31, 2016 are as follows:

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified From Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
(dollars in thousands)		
Unrealized gains and losses on available-for-sale securities	\$52	Net securities gains (losses)
Tax effect	(21)	Income tax expense
	31	Net of tax
Amortization of defined benefit pension items	(54)	Salaries and employee benefits
Tax effect	22	Income tax expense
	(32)	Net of tax
Total reclassifications for the period	\$(1)	Net income

Reclassifications out of accumulated comprehensive income for the three months ended March 31, 2015 are as follows:

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified From Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
(dollars in thousands)		
Unrealized gains and losses on available-for-sale securities	\$	42 Net securities gains (losses)
Tax effect		(17) Income tax expense
		25 Net of tax
Amortization of defined benefit pension items		(61) Salaries and employee benefits
Tax effect		24 Income tax expense
		(37) Net of tax
Total reclassifications for the period	\$	(12) Net income

NOTE 11. NEW ACCOUNTING PRONOUNCEMENTS

In May 2014, the FASB issued new accounting guidance related to revenue recognition. This new standard will replace all current U.S. GAAP guidance on this topic and eliminate all industry-specific guidance. The new revenue recognition standard provides a unified model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. This guidance will be effective for the Company beginning January 1, 2018 and can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption. Management is evaluating the impact of adopting this new accounting standard on our financial statements.

In January 2016, the FASB amended existing accounting guidance related to the recognition and measurement of financial assets and financial liabilities. These amendments make targeted improvements to U.S. GAAP as follows: (1) Require equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer. (2) Simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment. When a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value. (3) Eliminate the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities. (4) Eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet. (5) Require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. (6) Require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. (7) Require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivable) on the balance sheet or the accompanying notes to the financial statements. (8) Clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. This guidance will be effective for the Company beginning January 1, 2018 and should be applied as a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values (including disclosure requirements) should be applied prospectively to equity investments that exist as of the date of adoption. Adopting this standard is not expected to have a significant impact on the Company's financial condition or results of operations.

In February 2016, the FASB issued ASU No. 2016-02, "Leases." This update, effective for the Company beginning January 1, 2019, will replace existing lease guidance in GAAP and will require lessees to recognize lease assets and lease liabilities on the balance sheet for all leases and disclose key information about leasing arrangements. When implemented, lessees and lessors will be required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. Management is evaluating the impact of adopting this new accounting standard on our financial statements.

NOTE 12. SUBSEQUENT EVENTS

There were no subsequent events that would have a material impact on the financial statements presented in this Form 10-Q.

NOTE 13. RECLASSIFICATIONS

Certain amounts appearing in the financial statements and notes thereto for prior periods have been reclassified to conform with the current presentation. The reclassification had no effect on net income or stockholders' equity as previously reported.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

Net income in the first three months of 2016 was \$12.3 million, up 10.3% from \$11.1 million for the comparable period of 2015. Diluted income per common share was \$0.73 in the first three months of 2016, up 10.6% from \$0.66 in the comparable period of 2015. Return on average total equity was 12.35% in the first three months of 2016 versus 12.32% in the comparable period of 2015. Return on average total assets was 1.30% in the first three months of 2016 versus 1.31% in the comparable period of 2015. The equity to average assets ratio was 10.49% in the first three months of 2016 versus 10.66% in the comparable period of 2015.

Total assets were \$3.809 billion as of March 31, 2016 versus \$3.766 billion as of December 31, 2015, an increase of \$42.6 million, or 1.1%. This increase was primarily due to a \$32.4 million increase in total loans.

CRITICAL ACCOUNTING POLICIES

Certain of the Company's accounting policies are important to the portrayal of the Company's financial condition since they require management to make difficult, complex or subjective judgments, some of which may relate to matters that are inherently uncertain. Estimates associated with these policies are susceptible to material changes as a result of changes in facts and circumstances. Some of the facts and circumstances which could affect these judgments include changes in interest rates, in the performance of the economy or in the financial condition of borrowers. Management believes that its critical accounting policies include determining the allowance for loan losses and the valuation and other-than-temporary impairment of investment securities.

Allowance for Loan Losses

The Company maintains an allowance for loan losses to provide for probable incurred credit losses. Loan losses are charged against the allowance when management believes that the principal is uncollectable. Subsequent recoveries, if

any, are credited to the allowance. Allocations of the allowance are made for specific loans and for pools of similar types of loans, although the entire allowance is available for any loan that, in management's judgment, should be charged against the allowance. A provision for loan losses is taken based on management's ongoing evaluation of the appropriate allowance balance. A formal evaluation of the adequacy of the loan loss allowance is conducted monthly. The ultimate recovery of all loans is susceptible to future market factors beyond the Company's control.

The level of loan loss provision is influenced by growth in the overall loan portfolio, emerging market risk, emerging concentration risk, commercial loan focus and large credit concentration, new industry lending activity, general economic conditions and historical loss analysis. In addition, management gives consideration to changes in the allocation for specific watch list credits in determining the appropriate level of the loan loss provision. Furthermore, management's overall view on credit quality is a factor in the determination of the provision.

The determination of the appropriate allowance is inherently subjective, as it requires significant estimates by management. The Company has an established process to determine the adequacy of the allowance for loan losses that generally includes consideration of the following factors: changes in the nature and volume of the loan portfolio, overall portfolio quality and current economic conditions that may affect the borrowers' ability to repay. Consideration is not limited to these factors although they represent the most commonly cited factors. With respect to specific allocation levels for individual credits, management considers the amounts and timing of expected future cash flows and the current valuation of collateral as the primary measures. Management also considers trends in adversely classified loans based upon an ongoing review of those credits. With respect to pools of similar loans, allocations are assigned based upon historical experience unless the rate of loss is expected to be greater than historical losses as noted below. A detailed analysis is performed on loans that are classified but determined not to be impaired which incorporates probability of default with a loss given default scenario to develop non-specific allocations for the loan pool. These allocations may be adjusted based on the other factors cited above. An appropriate level of general allowance for pooled loans is determined after considering the following: application of historical loss percentages, emerging market risk, commercial loan focus and large credit concentration, new industry lending activity and general economic conditions. It is also possible that the following could affect the overall process: social, political, economic and terrorist events or activities. All of these factors are susceptible to change, which may be significant. As a result of this detailed process, the allowance results in two forms of allocations, specific and general. These two components represent the total allowance for loan losses deemed adequate to cover probable losses inherent in the loan portfolio.

Commercial loans are subject to a dual standardized grading process administered by the credit administration function. These grade assignments are performed independent of each other and a consensus is reached by credit administration and the loan review officer. Specific allowances are established in cases where management has identified significant conditions or circumstances related to an individual credit that indicate the loan is impaired. Considerations with respect to specific allocations for these individual credits include, but are not limited to, the following: (a) does the customer's cash flow or net worth appear insufficient to repay the loan; (b) is there adequate collateral to repay the loan; (c) has the loan been criticized in a regulatory examination; (d) is the loan impaired; (e) are there other reasons where the ultimate collectability of the loan is in question; or (f) are there unique loan characteristics that require special monitoring.

Allocations are also applied to categories of loans considered not to be individually impaired, but for which the rate of loss is expected to be consistent with or greater than historical averages. Such allocations are based on past loss experience and information about specific borrower situations and estimated collateral values. In addition, general allocations are made for other pools of loans, including non-classified loans. These general pooled loan allocations are performed for portfolio segments of commercial and industrial, commercial real estate and multi-family, agri-business and agricultural, other commercial, consumer 1-4 family mortgage and other consumer loans, and loans within certain industry categories believed to present unique risk of loss. General allocations of the allowance are primarily made based on a three-year historical average for loan losses for these portfolios, subjectively adjusted for economic factors and portfolio trends.

Due to the imprecise nature of estimating the allowance for loan losses, the Company's allowance for loan losses includes an unallocated component. The unallocated component of the allowance for loan losses incorporates the Company's judgmental determination of inherent losses that may not be fully reflected in other allocations, including factors such as the level of classified credits, economic uncertainties, industry trends impacting specific portfolio segments, broad portfolio quality trends and trends in the composition of the Company's large commercial loan portfolio and related large dollar exposures to individual borrowers.

Valuation and Other-Than-Temporary Impairment of Investment Securities

The fair values of securities available for sale are determined on a recurring basis by obtaining quoted prices on nationally recognized securities exchanges or pricing models, which utilize significant observable inputs such as matrix pricing. This is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities. Different judgments and assumptions used in pricing could result in different estimates of value. The fair value of certain securities is determined using unobservable inputs, primarily observable inputs of similar securities.

At the end of each reporting period, securities held in the investment portfolio are evaluated on an individual security level for other-than-temporary impairment in accordance with current accounting guidance. Impairment is other-than-temporary if the decline in the fair value of the security is below its amortized cost and it is probable that all amounts due according to the contractual terms of a debt security will not be received.

Significant judgments are required in determining impairment, which includes making assumptions regarding the estimated prepayments, loss assumptions and the change in interest rates.

We consider the following factors when determining other-than-temporary impairment for a security or investment:

- the length of time and the extent to which the market value has been less than amortized cost;
- the financial condition and near-term prospects of the issuer;
- the underlying fundamentals of the relevant market and the outlook for such market for the near future; and

- our intent and ability to hold the security for a period of time sufficient to allow for any anticipated recovery in market value.

If, in management's judgment, other-than-temporary impairment exists, the cost basis of the security will be written down to the computed net present value, and the unrealized loss will be transferred from accumulated other comprehensive loss as an immediate reduction of current earnings (as if the loss had been realized in the period of other-than-temporary impairment). In addition, discount accretion will be discontinued on any bond that meets one or both of the following: (1) the rating by S&P, Moody's or Fitch decreases to below "A" and/or (2) the cash flow analysis on a security indicates that, under any scenario modeled by the third party, there is a potential to not receive the full amount invested in the security.

RESULTS OF OPERATIONS

Overview

Selected income statement information for the three months ended March 31, 2016 and 2015 is presented in the following table:

(dollars in thousands)	Three Months Ended March 31,	
	2016	2015
Income Statement Summary:		
Net interest income	\$28,582	\$25,700
Provision for loan losses	0	0
Noninterest income	7,043	7,795
Noninterest expense	17,384	16,901
Other Data:		
Efficiency ratio (1)	48.80%	50.46%
Dilutive EPS	\$0.73	\$0.66
Tangible capital ratio	10.61%	10.58%
Net charge-offs(recoveries) to average loans	0.04%	0.09%
Net interest margin	3.26%	3.27%
Noninterest income to total revenue	19.77%	23.27%

(1) Noninterest expense/Net interest income plus Noninterest income

Net Income

Net income was \$12.3 million in the first three months of 2016, an increase of \$1.1 million, or 10.3%, versus net income of \$11.1 million in the first three months of 2015. Net interest income increased \$2.9 million, or 11.2%, to \$28.6 million versus \$25.7 million in the first three months of 2015. Net interest income increased primarily due to a 10.6% increase in average earning assets. Significantly affecting average earning assets during 2016 was an increase of 12.6% in the commercial loan portfolio, which reflects our continuing strategic focus on commercial lending. The net interest margin was 3.26% in the first three months of 2016 versus 3.27% in 2015. The lower margin reflected a modest increase in the cost of funds offset by increased security yields.

Net Interest Income

The following table sets forth consolidated information regarding average balances and rates:

(fully tax equivalent basis, dollars in thousands)	Three Months Ended March 31,					
	2016			2015		
	Average Balance	Interest Income	Yield (1)/ Rate	Average Balance	Interest Income	Yield (1)/ Rate
Earning Assets						
Loans:						
Taxable (2)(3)	\$3,077,441	\$29,630	3.87%	\$2,741,894	\$26,257	3.88%
Tax exempt (1)	11,907	166	5.61	12,953	175	5.48
Investments: (1)						
Available for sale	478,537	3,906	3.28	477,245	3,705	3.15
Short-term investments	6,210	4	0.26	4,581	1	0.09
Interest bearing deposits	16,727	24	0.58	10,049	12	0.48
Total earning assets	\$3,590,822	\$33,730	3.78%	\$3,246,722	\$30,150	3.77%
Less: Allowance for loan losses	(43,394)			(46,041)		
Nonearning Assets						
Cash and due from banks	97,093			83,569		
Premises and equipment	47,237			42,092		
Other nonearning assets	120,558			114,736		
Total assets	\$3,812,316			\$3,441,078		
Interest Bearing Liabilities						
Savings deposits	\$253,313	\$123	0.20%	\$224,787	\$107	0.19%
Interest bearing checking accounts	1,240,226	1,324	0.43	1,203,367	1,162	0.39
Time deposits:						
	254,605	737	1.16	286,857	832	1.18

In denominations under \$100,000						
In denominations over \$100,000	821,560	2,011	0.98	666,176	1,547	0.94
Miscellaneous short-term borrowings	126,758	147	0.47	87,728	60	0.28
Long-term borrowings and subordinated debentures (4)	30,960	286	3.72	30,962	256	3.35
Total interest bearing liabilities	\$2,727,422	\$4,628	0.68%	\$2,499,877	\$3,964	0.64%
Noninterest Bearing Liabilities						
Demand deposits	661,594			555,984		
Other liabilities	23,379			18,525		
Stockholders' Equity	399,921			366,692		
Total liabilities and stockholders' equity	\$3,812,316			\$3,441,078		
Interest Margin Recap						
Interest income/average earning assets		33,730	3.78		30,150	3.77
Interest expense/average earning assets		4,628	0.52		3,964	0.50
Net interest income and margin		\$29,102	3.26%		\$26,186	3.27%

- (1) Tax exempt income was converted to a fully taxable equivalent basis at a 35 percent tax rate for 2016 and 2015. The tax equivalent rate for tax exempt loans and tax exempt securities acquired after January 1, 1983 included the Tax Equity and Fiscal Responsibility Act of 1982 ("TEFRA") adjustment applicable to nondeductible interest expenses.
- (2) Loan fees, which are immaterial in relation to total taxable loan interest income for the three months ended March 31, 2016 and 2015, are included as taxable loan interest income.
- (3) Nonaccrual loans are included in the average balance of taxable loans.
- (4) Long-term borrowings and subordinated debentures interest expense was reduced by interest capitalized on construction in process for 2015.

Net interest income increased \$2.9 million, or 11.2%, for the three months ended March 31, 2016 compared with the first three months of 2015. The increased level of net interest income during the first three months of 2016 was largely driven by an increase in net earning assets of \$344.1 million. Average loans outstanding increased \$334.5 million during the three months ended March 31, 2016 compared with the same period of 2015, with most of the growth being in commercial loans. The tax equivalent net interest margin was 3.26% for the first three months of 2016 compared to 3.27% during the first three months of 2015. The yield on earning assets totaled 3.78% during the three months ended March 31, 2016 compared to 3.77% in the same period of 2015 while the cost of funds (expressed as a percentage of average earning assets) totaled 0.52% during the first three months of 2016 compared to 0.50% in the same period of 2015. The company received prepayment income from the investment security portfolio totaling \$230,000 and \$421,000, during the first quarters of 2016 and 2015, respectively, which resulted from the early repayment of one security in the investment portfolio during each period.

Provision for Loan Losses

No provisions for loan loss expense were recorded during the three month periods ended March 31, 2016 and 2015. The allowance for loan losses at March 31, 2016 represented 1.39% of the loan portfolio, versus 1.42% at December 31, 2015 and 1.65% at March 31, 2015. Factors impacting the decision not to record a provision in the first three months of 2016 included the stabilization or improvement in key loan quality metrics including strong reserve coverage of nonperforming loans, a decrease in historical loss percentages, stable economic conditions in the Company's markets and sustained signs of improvement in borrower performance and future prospects. In addition, management gave consideration to changes in the allocation for specific watch list credits in determining the appropriate level of the loan loss provision. Management's overall view on current credit quality was also a factor in the determination of the provision for loan losses. The Company's management continues to monitor the adequacy of the provision based on loan levels, asset quality, economic conditions and other factors that may influence the assessment of the collectability of loans.

Noninterest Income

Noninterest income categories for the three-month periods ended March 31, 2016 and 2015 are shown in the following tables:

(dollars in thousands)	Three Months Ended March 31,		Percent Change
	2016	2015	
Wealth advisory fees	\$1,160	\$1,184	(2.0)%
Investment brokerage fees	288	492	(41.5)
Service charges on deposit accounts	2,780	2,374	17.1
Loan, insurance and service fees	1,838	1,569	17.1
Merchant card fee income	497	416	19.5
Bank owned life insurance	173	375	(53.9)
Other income	(72)	954	(107.5)
Mortgage banking income	327	389	(15.9)
Net securities gains (losses)	52	42	23.8
Total noninterest income	\$7,043	\$7,795	(9.6)%
Noninterest income to total revenue	19.77%	23.27%	

The Company's noninterest income decreased 10% to \$7.0 million for the first quarter of 2016 versus \$7.8 million for the first quarter of 2015. Other income decreased primarily due to a \$313,000 credit valuation adjustment loss related to the company's swap arrangements, and a \$226,000 write down to a property formerly used as a Lake City Bank branch that is held for sale. In addition, other income for the first quarter of 2015 included \$460,000 in interest rate swap fees versus \$10,000 in the first quarter of 2016. Investment brokerage fees declined due to lower production volumes as well as changes to the product mix designed to provide a more consistent revenue stream. Noninterest income was positively impacted by increases in recurring fee income for service charges on deposit accounts, loan, insurance and service fees as well as merchant card income which increased by \$406,000, \$269,000 and \$81,000 respectively as compared to the first quarter 2015.

Noninterest Expense

Noninterest expense categories for the three-month periods ended March 31, 2016 and 2015 are shown in the following table:

(dollars in thousands)	Three Months Ended March 31,		Percent Change
	2016	2015	
Salaries and employee benefits	\$9,605	\$9,723	(1.2)%
Net occupancy expense	1,096	1,084	1.1
Equipment costs	901	916	(1.6)
Data processing fees and supplies	2,032	1,767	15.0
Corporate and business development	857	790	8.5
FDIC insurance and other regulatory fees	523	486	7.6
Professional fees	827	689	20.0
Other expense	1,543	1,446	6.7
Total noninterest expense	\$17,384	\$16,901	2.9%

The Company's noninterest expense increased by 3% to \$17.4 million in the first quarter of 2016 compared to \$16.9 million in the first quarter of 2015 due primarily to increases in data processing and professional fees. Data processing fees increased primarily due to increased technology and software related expenditures with the company's core processor which are volume and product driven and represent digital solutions and forward technology for clients. Salaries and employee benefits decreased primarily due to lower employee health insurance costs of \$895,000 that resulted from a premium reduction for the first quarter 2016. The company's medical insurance plan is a trust that includes a pool of assets from a number of banks in Indiana. In the first quarter of 2016, member banks received a discount to maintain trust assets below a required threshold due to asset value increases that were faster than anticipated. The Company's efficiency ratio was 49% for the first quarter of 2016, compared to 50% for the first quarter of 2015.

Income Taxes

Income tax expense increased \$504,000 in the three month period ended March 31, 2016, compared to the same period in 2015. The combined state franchise tax expense and the federal income tax expense, as a percentage of income before income tax expense, was 32.7% in the three month period ended March 31, 2016, compared to 32.9% for the comparable period of 2015.

FINANCIAL CONDITION

Overview

Total assets of the Company were \$3.809 billion as of March 31, 2016, an increase of \$42.6 million, or 1.1%, when compared to \$3.766 billion as of December 31, 2015. Total loans increased by \$32.4 million, or 1.1%, to \$3.113 billion at March 31, 2016 from \$3.081 billion at December 31, 2015. Securities available for sale increased by \$7.2 million to \$485.3 million at March 31, 2016 from \$478.1 million at December 31, 2015 due to increased unrealized gains. Funding for the loan growth came from a \$67.3 million increase in deposits offset by a \$45.1 million decrease in short-term borrowings.

Uses of Funds

Total Cash and Cash Equivalents

Total cash and cash equivalents was \$80.7 million at both March 31, 2016 and December 31, 2015.

Investment Portfolio

The amortized cost and the fair value of securities as of March 31, 2016 and December 31, 2015 were as follows:

(dollars in thousands)	March 31, 2016		December 31, 2015	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
U.S. Treasury securities	\$988	\$1,034	\$988	\$1,003
U.S. government sponsored agencies	7,132	7,191	7,178	7,120
Agency residential mortgage-backed securities	350,450	359,727	357,984	360,672
State and municipal securities	113,030	117,311	105,753	109,276
Total	\$471,600	\$485,263	\$471,903	\$478,071

At March 31, 2016 and December 31, 2015, there were no holdings of securities of any one issuer, other than the U.S. government, government agencies and government sponsored agencies, in an amount greater than 10% of stockholders' equity.

Purchases of securities available for sale totaled \$27.0 million in the first three months of 2016. Paydowns from prepayments and scheduled payments of \$11.8 million were received in the first three months of 2016, and the amortization of premiums, net of the accretion of discounts, was \$695,000. Sales of securities totaled \$6.9 million in the first three months of 2016. Maturities and calls of securities totaled \$7.9 million in the first three months of 2016. No other-than-temporary impairment was recognized in the first three months of 2016. In January 2016, all of the investments held at the Bank were transferred to the Company's investment subsidiary, LCB Investments. The investment portfolio is managed by a third party firm to provide for an appropriate balance between, liquidity, credit risk and investment return and to limit the Company's exposure to risk to an acceptable level. The Company does not trade or invest in or sponsor certain unregistered investment companies defined as hedge funds and private equity funds in the so called "Volcker Rule" of the Dobb-Frank Wall Street Reform and Consumer Protection Act.

Real Estate Mortgage Loans HFS

Real estate mortgage loans held-for-sale decreased by \$1.1 million, or 33.6%, to \$2.2 million at March 31, 2016, from \$3.3 million at December 31, 2015. The balance of this asset category is subject to a high degree of variability depending on, among other things, recent mortgage loan rates and the timing of loan sales into the secondary market. The Company generally sells all of the mortgage loans it originates on the secondary market. Proceeds from sales totaled \$11.7 million in the first three months of 2016 compared to \$16.2 million in the first three months of 2015.

Loan Portfolio

The loan portfolio by portfolio segment as of March 31, 2016 and December 31, 2015 is summarized as follows:

Current

(dollars in thousands)	March 31, 2016		December 31, 2015		Period Change
Commercial and industrial loans	\$1,205,755	38.7 %	\$1,179,512	38.3 %	\$26,243
Commercial real estate and multi-family residential loans	1,166,574	37.5	1,130,053	36.7	36,521
Agri-business and agricultural loans	273,143	8.8	306,094	9.9	(32,951)
Other commercial loans	83,617	2.7	85,075	2.8	(1,458)
Consumer 1-4 family mortgage loans	330,923	10.6	331,103	10.7	(180)
Other consumer loans	53,327	1.7	49,113	1.6	4,214
Subtotal	3,113,339	100.0 %	3,080,950	100.0 %	32,389
Less: Allowance for loan losses	(43,284)		(43,610)		326
Net deferred loan fees	(39)		(21)		(18)
Loans, net	\$3,070,016		\$3,037,319		\$32,697

Total loans, excluding real estate mortgage loans held for sale, increased by \$32.4 million to \$3.113 billion at March 31, 2016 from \$3.081 billion at December 31, 2015. The increase was concentrated in the commercial and commercial real estate categories and reflected the Company's long standing strategic plan that is focused on expanding and growing the commercial lending business throughout our market areas. The increase was partially offset by seasonal declines in agri-business loans.

The following table summarizes the Company's non-performing assets as of March 31, 2016 and December 31, 2015:

(dollars in thousands)	March 31, 2016	December 31, 2015
Nonaccrual loans including nonaccrual troubled debt restructured loans	\$7,579	\$13,055
Loans past due over 90 days and still accruing	0	0
Total nonperforming loans	\$7,579	\$13,055
Other real estate owned	243	210
Repossessions	0	15
Total nonperforming assets	\$7,822	\$13,280
Impaired loans including troubled debt restructurings	\$17,418	\$20,576
Nonperforming loans to total loans	0.24%	0.42%
Nonperforming assets to total assets	0.21%	0.35%
Performing troubled debt restructured loans	\$8,590	\$6,260
Nonperforming troubled debt restructured loans (included in nonaccrual loans)	5,519	10,914
Total troubled debt restructured loans	\$14,109	\$17,174

Total nonperforming assets decreased by \$5.5 million, or 41.1%, to \$7.8 million during the three-month period ended March 31, 2016. The decrease in nonperforming assets was primarily due to the return to accruing status of a \$2.7 million commercial credit due to improved performance. The loan is accounted for as a troubled debt restructuring. In addition a \$2.0 million nonaccrual commercial credit paid off during the first quarter of 2016.

Net charge-offs totaled \$326,000 in the first quarter of 2016, versus net charge-offs of \$585,000 during the first quarter of 2015 and net charge-offs of \$1.1 million during the fourth quarter of 2015.

A loan is impaired when full payment under the original loan terms is not expected. Impairment for smaller loans that are similar in nature and which are not in nonaccrual or troubled debt restructured status, such as residential mortgage, consumer, and credit card loans, is determined based on the class of loans and impairment is determined on an individual loan basis for other loans. If a loan is impaired, a portion of the allowance may be allocated so that the loan is reported, net, at the present value of estimated future cash flows or at the fair value of collateral if repayment is expected solely from the collateral.

Total impaired loans decreased by \$3.2 million, or 15.3%, to \$17.4 million at March 31, 2016 from \$20.6 million at December 31, 2015. The decrease in the impaired loans category was primarily due to the payoff of a \$2.0 million nonaccrual commercial credit.

Loans are charged against the allowance for loan losses when management believes that the principal is uncollectible. Subsequent recoveries, if any, are credited to the allowance. The allowance is an amount that management believes will be adequate to absorb probable incurred credit losses relating to specifically identified loans based on an evaluation of the loans by management, as well as other probable incurred losses inherent in the loan portfolio. The evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans and current economic conditions that may affect the borrower's ability to repay. Management also considers trends in adversely classified loans based upon a monthly review of those

credits. An appropriate level of general allowance is determined after considering the following factors: application of historical loss percentages, emerging market risk, commercial loan focus and large credit concentrations, new industry lending activity and current economic conditions. Federal regulations require insured institutions to classify their own assets on a regular basis. The regulations provide for three categories of classified loans: Substandard, Doubtful and Loss. The regulations also contain a Special Mention category. Special Mention is defined as loans that do not currently expose an insured institution to a sufficient degree of risk to warrant classification as Substandard, Doubtful or Loss but do possess credit deficiencies or potential weaknesses deserving management's close attention. The Company's policy is to establish a specific allowance for loan losses for any assets where management has identified conditions or circumstances that indicate an asset is impaired. If an asset or portion thereof is classified as a loss, the Company's policy is to either establish specified allowances for loan losses in the amount of 100% of the portion of the asset classified loss or charge-off such amount.

At March 31, 2016, the allowance for loan losses was 1.39% of total loans outstanding, versus 1.42% of total loans outstanding at December 31, 2015. At March 31, 2016, management believed the allowance for loan losses was at a level commensurate with the overall risk exposure of the loan portfolio. However, if economic conditions do not remain stabilized, certain borrowers may experience difficulty and the level of nonperforming loans, charge-offs and delinquencies could rise and require increases in the allowance for loan losses. The process of identifying probable credit losses is a subjective process. Therefore, the Company maintains a general allowance to cover probable incurred credit losses within the entire portfolio. The methodology management uses to determine the adequacy of the loan loss reserve includes the considerations below.

The Company has a relatively high percentage of commercial and commercial real estate loans, most of which are extended to small or medium-sized businesses from a wide variety of industries. Generally, this type of lending has more credit risk than other types of lending because of the size and diversity of the credits. The Company manages this risk by adjusting its pricing to the perceived risk of each individual credit and by diversifying the portfolio by customer, product, industry and market area.

As of March 31, 2016, on the basis of management's review of the loan portfolio, the Company had 81 credits totaling \$139.9 million on the classified loan list versus 84 credits totaling \$141.2 million on December 31, 2015. As of March 31, 2016, the Company had \$102.0 million of assets classified as Special Mention, \$37.3 million classified as Substandard, \$0 classified as Doubtful and \$0 classified as Loss as compared to \$105.4 million, \$35.3 million, \$0 and \$0, respectively at December 31, 2015.

Allowance estimates are developed by management after taking into account actual loss experience adjusted for current economic conditions. The Company has regular discussions regarding this methodology with regulatory authorities. Allowance estimates are considered a prudent measurement of the risk in the Company's loan portfolio and are applied to individual loans based on loan type. In accordance with current accounting guidance, the allowance is provided for losses that have been incurred as of the balance sheet date and is based on past events and current economic conditions and does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. For a more thorough discussion of the allowance for loan losses methodology see the Critical Accounting Policies section of this Item 2.

The allowance for loan losses decreased 0.7%, or \$326,000, from \$43.6 million at December 31, 2015 to \$43.3 million at March 31, 2016. Pooled loan allocations decreased from \$40.0 million at December 31, 2015 to \$39.8 million at March 31, 2016, which was primarily due to management's view of current credit quality and the current economic environment. Impaired loan allocations decreased \$220,000 from \$3.7 million at December 31, 2015 to \$3.4 million at March 31, 2016 due primarily to lower levels of classified loans as well as lower allocations on specific classified loans. The unallocated component of the allowance for loan losses was \$3.1 million at March 31, 2016 and \$2.8 million at December 31, 2015. While general trends in the overall economy and credit quality were stable or favorable, the Company believes that the unallocated component is appropriate given the uncertainty that exists regarding near term economic conditions.

Most of the Company's loan growth has been concentrated in the commercial loan portfolio, which can result in overall asset quality being influenced by a small number of credits. Management has historically considered growth and portfolio composition when determining loan loss allocations. Management believes that it is prudent to continue to provide for loan losses in a manner consistent with its historical approach due to the loan growth described above and current economic conditions.

Economic conditions in the Company's markets have generally continued to improve and stabilize, and management is cautiously optimistic that the recovery is positively impacting its borrowers. While the Company has seen indications of improved economic conditions in its markets, including commercial real estate activity and manufacturing growth, they are not wide spread or particularly strong improvements. The Company's continued growth strategy promotes

diversification among industries as well as continued focus on enforcement of a strong credit environment and an aggressive position in loan work-out situations. Although the Company believes that historical industry-specific issues in the Company's markets have improved, the economic environment impacting the Company's entire geographic footprint will continue to present challenges.

Sources of Funds

The following table summarizes deposits and borrowings as of March 31, 2016 and December 31, 2015:

(dollars in thousands)	March 31, 2016	December 31, 2015	Current Period Change
Non-interest bearing demand deposits	\$660,318	\$715,093	\$(54,775)
Interest bearing demand, savings & money market accounts	1,475,291	1,470,814	4,477
Time deposits under \$100,000	250,998	259,260	(8,262)
Time deposits of \$100,000 or more	864,128	738,254	125,874
Total deposits	3,250,735	3,183,421	67,314
Short-term borrowings	94,504	139,622	(45,118)
Long-term borrowings	32	34	(2)
Subordinated debentures	30,928	30,928	0
Total borrowings	125,464	170,584	(45,120)
Total funding sources	\$3,376,199	\$3,354,005	\$22,194

Deposits and Borrowings

Total deposits increased by \$67.3 million, or 2.1%, from December 31, 2015. The growth in deposits consisted of \$95.2 million in core deposit growth and a decrease of \$27.9 million in brokered deposits. Core deposit growth was concentrated in public fund certificates of deposit of \$100,000 or more. Total brokered deposits were \$120.1 million at March 31, 2016 compared to \$148.0 million at December 31, 2015. Total public funds deposits, including public funds transaction accounts, were \$1.022 billion at March 31, 2016 compared to \$901.2 million at December 31, 2015.

Total borrowings decreased by \$45.1 million, or 26.5%, from December 31, 2015. Most of the decrease was from a decrease in short-term advances from the Federal Home Loan Bank of Indianapolis. The Company used wholesale funding, including brokered deposits and Federal Home Loan Bank advances, to fund part of its loan growth and to help maintain its desired interest rate risk position.

Capital

As of March 31, 2016, total stockholders' equity was \$406.9 million, an increase of \$14.1 million, or 3.6%, from \$392.8 million at December 31, 2015. In addition to net income of \$12.3 million, other significant changes in equity during the first three months of 2016 included \$4.1 million of dividends paid and \$784,000 in stock based compensation expense. The accumulated other comprehensive income component of equity increased \$5.2 million during the three months ended March 31, 2016, driven by changes in the fair values of available-for-sale

securities. The impact on equity by other comprehensive income is not included in regulatory capital. The banking regulators have established guidelines for leverage capital requirements, expressed in terms of Tier 1, or core capital, as a percentage of average assets, to measure the soundness of a financial institution. In addition, banking regulators have established risk-based capital guidelines for U.S. banking organizations. The final rules implementing the Basel Committee on Banking Supervision's ("BCBS") capital guidelines for U.S. banks (the "Basel III rules") became effective for the Company on January 1, 2015, with full compliance with all of the final rule's requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. The final rules include a capital conservation buffer, comprised of common equity Tier 1 capital, which was phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and will increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. As of March 31, 2016, the Company's capital levels remained characterized as "well-capitalized" under the new rules. The actual capital amounts and ratios of the Company and the Bank as of March 31, 2016 and December 31, 2015, are presented in the table below:

(dollars in thousands)	Actual		Minimum Required For Capital Adequacy Purposes		Minimum Required to Be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2016:						
Total Capital (to Risk Weighted Assets)						
Consolidated	\$467,223	13.74%	\$272,526	8.00%	\$340,658	10.00%
Bank	\$453,766	13.37%	\$272,025	8.00%	\$340,031	10.00%
Tier I Capital (to Risk Weighted Assets)						
Consolidated	\$424,540	12.48%	\$204,395	6.00%	\$272,526	8.00%
Bank	\$411,160	12.11%	\$204,019	6.00%	\$272,025	8.00%
Common Equity Tier 1 (CET1)						
Consolidated	\$394,540	11.60%	\$153,296	4.50%	\$221,427	6.50%
Bank	\$411,160	12.11%	\$153,014	4.50%	\$221,020	6.50%
Tier I Capital (to Average Assets)						
Consolidated	\$424,540	11.15%	\$152,294	4.00%	\$190,367	5.00%
Bank	\$411,160	10.86%	\$151,467	4.00%	\$189,334	5.00%
As of December 31, 2015:						
Total Capital (to Risk Weighted Assets)						
Consolidated	\$ 457,815	13.62%	\$ 268,844	8.00%	\$ 336,056	10.00%
Bank	\$ 446,829	13.31%	\$ 268,468	8.00%	\$ 335,585	10.00%
Tier I Capital (to Risk Weighted Assets)						
Consolidated	\$ 415,700	12.37%	\$ 201,633	6.00%	\$ 268,844	8.00%
Bank	\$ 404,771	12.06%	\$ 201,351	6.00%	\$ 268,468	8.00%
Common Equity Tier 1 (CET1)						
Consolidated	\$ 385,700	11.48%	\$ 151,225	4.50%	\$ 218,436	6.50%
Bank	\$ 404,771	12.06%	\$ 151,013	4.50%	\$ 218,130	6.50%
Tier I Capital (to Average Assets)						
Consolidated	\$ 415,700	11.10%	\$ 149,841	4.00%	\$ 187,301	5.00%
Bank	\$ 404,771	10.86%	\$ 149,051	4.00%	\$ 186,313	5.00%

FORWARD-LOOKING STATEMENTS

This document (including information incorporated by reference) contains, and future oral and written statements of the Company and its management may contain, forward-looking statements, within the meaning of such term in the

Private Securities Litigation Reform Act of 1995, with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company’s management and on information currently available to management, are generally identifiable by the use of words such as “believe,” “expect,” “anticipate,” “plan,” “intend,” “estimate,” “may,” “will,” “would,” “could,” “should” or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. The factors, which could have a material adverse effect on the operations and future prospects of the Company and its subsidiaries, are detailed in the “Risk Factors” section included under Item 1A. of Part I of the Company’s Annual Report on Form 10-K. In addition to the risk factors described in that section, there are other factors that may impact any public company, including ours, which could have a material adverse effect on the operations and future prospects of the Company and its subsidiaries. These additional factors include, but are not limited to, the following:

- the effects of future economic, business and market conditions and changes, both domestic and foreign;
 - governmental monetary and fiscal policies;
- legislative and regulatory changes, including changes in banking, securities and tax laws and regulations and their application by our regulators;
- the risks of changes in interest rates on the levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities and other interest sensitive assets and liabilities;
 - changes in borrowers' credit risks and payment behaviors;
 - changes in the availability and cost of credit and capital in the financial markets;
 - the effects of disruption and volatility in capital markets on the value of our investment portfolio;
- cyber-security risks and/or cyber-security damage that could result from attacks on the Company's or third party service providers, networks or data of the Company;
 - changes in the prices, values and sales volumes of residential and commercial real estate;
- the effects of competition from a wide variety of local, regional, national and other providers of financial, investment and insurance services;
 - changes in technology or products that may be more difficult or costly, or less effective than anticipated;
- the effects of war or other conflicts, acts of terrorism or other catastrophic events, including storms, droughts, tornados and flooding, that may affect general economic conditions, including agricultural production and demand and prices for agricultural goods and land used for agricultural purposes, generally and in our markets;
- the failure of assumptions and estimates used in our reviews of our loan portfolio, underlying the establishment of reserves for possible loan losses, our analysis of our capital position and other estimates;
- changes in the scope and cost of FDIC insurance, the state of Indiana's Public Deposit Insurance Fund and other coverages;
 - changes in accounting policies, rules and practices; and
- the risks of mergers, acquisitions and divestitures, including, without limitation, the related time and costs of implementing such transactions, integrating operations as part of these transactions and possible failures to achieve expected gains, revenue growth and/or expense savings from such transactions;

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning the company and its business, including factors that could materially affect the company's financial results, is included in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K

ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk represents the Company's primary market risk exposure. The Company does not have a material exposure to foreign currency exchange risk, does not have any material amount of derivative financial instruments and does not maintain a trading portfolio. The Corporate Risk Committee of the Board of Directors annually reviews and approves the policy used to manage interest rate risk. The policy was last reviewed and approved in July 2015. The policy sets guidelines for balance sheet structure, which are designed to protect the Company from the impact that interest rate changes could have on net income but does not necessarily indicate the effect on future net interest income. The Company, through its Asset and Liability Committee, manages interest rate risk by monitoring the computer simulated earnings impact of various rate scenarios and general market conditions. The Company then modifies its long-term risk parameters by attempting to generate the types of loans, investments, and deposits that currently fit the Company's needs, as determined by its Asset and Liability Committee. This computer simulation analysis measures the net interest income impact of various interest rate scenario changes during the next twelve months. The Company continually evaluates the assumptions used in the model. The balance sheet structure is considered to be within acceptable risk levels.

Results for the base, falling 100 basis points, rising 25 basis points, rising 50 basis points, rising 100 basis points, and rising 300 basis points interest rate scenarios are listed below based upon the Company's rate sensitive assets and liabilities at March 31, 2016. The net interest income shown represents cumulative net interest income over a twelve-month time horizon. Balance sheet assumptions used for the base scenario are the same for the rising and falling simulations.

(dollars in thousands)	Base	Falling (100 Basis Points)	Rising (25 Basis Points)	Rising (50 Basis Points)	Rising (100 Basis Points)	Rising (300 Basis Points)
Net interest income	\$113,672	\$112,516	\$115,786	\$117,991	\$122,767	\$141,047
Variance from Base		(\$1,156)	\$2,114	\$4,319	\$9,095	\$27,375
Percent of change from Base		-1.02%	1.86%	3.80%	8.00%	24.08%

ITEM 4 – CONTROLS AND PROCEDURES

As required by Rules 13a-15(b) and 15d-15(b) under the Securities Exchange Act of 1934, management has evaluated, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures (as defined in Securities Exchange Act Rules 13a-15(e) and 15d-15(e)) were effective as of March 31, 2016. Disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. These disclosure controls and procedures include controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

During the quarter ended March 31, 2016, there were no changes to the Company's internal control over financial reporting that have materially affected or are reasonably likely to materially affect its internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal proceedings

There are no material pending legal proceedings to which the Company or its subsidiaries is a party other than ordinary routine litigation incidental to their respective businesses.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A. of Part I of the Company's 2015 Form 10-K. Please refer to that section of the Company's Form 10-K for disclosures regarding the risks and uncertainties related to the Company's business.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information as of March 31, 2016 with respect to shares of common stock repurchased by the Company during the quarter then ended:

ISSUER PURCHASES OF EQUITY SECURITIES

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Appropriate Dollar Value) of Shares that May Yet Be Purchased Under the Plans or Programs
January 1-31	3,898	\$44.66	0	\$0
February 1-29	584	41.66	0	0
March 1-31	0	0	0	0
Total	4,482	\$44.27	0	\$0

- (a) The shares purchased during the periods were credited to the deferred share accounts of non-employee directors under the Company's directors' deferred compensation plan. These

shares were purchased in the ordinary course of business and consistent with past practice.

Item 3. Defaults Upon Senior Securities

None

Item 4. Mine Safety Disclosures

N/A

Item 5. Other Information

None

Item 6. Exhibits

- 31.1 Certification of Chief Executive Officer Pursuant to Rule 13a-14(a)/15d-14(a)
- 31.2 Certification of Chief Financial Officer Pursuant to Rule 13a-14(a)/15d-14(a)
- 32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Interactive Data File

Interactive data files pursuant to Rule 405 of Regulation S-T: (i) Consolidated Balance Sheets as of March 31, 2016 and December 31, 2015; (ii) Consolidated Statements of Income for the three months ended March 31, 2016 and March 31, 2015; (iii) Consolidated Statements of Comprehensive Income for the three months ended March 31, 2016 and March 31, 2015; (iv) Consolidated Statements of Cash Flows for the three months ended March 31, 2016 and March 31, 2015; and (v) Notes to Unaudited Consolidated Financial Statements.

LAKELAND FINANCIAL CORPORATION

FORM 10-Q

March 31, 2016

Part II - Other Information

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 thereunto duly authorized.

LAKELAND FINANCIAL CORPORATION

(Registrant)

Date: May 10, 2016

/s/ David M. Findlay
David M. Findlay – President and
Chief Executive Officer

Date: May 10, 2016

/s/ Lisa M. O'Neill
Lisa M. O'Neill – Executive Vice President and
Chief Financial Officer

Date: May 10, 2016

/s/ Teresa A. Bartman
Teresa A. Bartman – Senior Vice President-
Finance and Controller

Exhibit Index

Exhibit Number

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