

HORIZON BANCORP /IN/  
Form SC 13G/A  
February 14, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 5)

Horizon Bancorp  
(Name of Issuer)

Common Stock, no par value  
(Title of Class of Securities)

440407104  
(CUSIP Number)

December 31, 2016  
(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

S Rule 13d-1(c)

Rule 13d-1(d)

1 NAME OF REPORTING PERSONS  
 Financial Edge Fund,  
 L.P.  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER (a) T OF A (b) GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 450,182

8 SOLE DISPOSITIVE POWER  
 0

9 SHARED DISPOSITIVE POWER  
 450,182

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 450,182  
 CHECK T BOX IF THE AGGREGATE AMOUNT

IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
3.0%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

2

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1 NAME OF REPORTING PERSONS  
 Financial Edge–Strategic Fund, L.P.  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 182,839

8 SOLE DISPOSITIVE POWER  
 182,839

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 182,839

10 CHECK T BOX IF THE

AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
1.2%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

3

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1 NAME OF REPORTING PERSONS  
 Goodbody/PL Capital,  
 L.P.  
 CHECK  
 THE  
 APPROPRIATE  
 BOX IF

2 A MEMBER<sup>(a)</sup> T  
 OF A<sup>(b)</sup>  
 GROUP  
 (SEE  
 INSTRUCTIONS)  
 Not  
 Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR  
 PLACE OF

4 ORGANIZATION  
 Delaware

5 SOLE  
 VOTING  
 POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED  
 VOTING  
 POWER  
 166,125

8 SOLE  
 DISPOSITIVE  
 POWER  
 0

9 SHARED  
 DISPOSITIVE  
 POWER  
 166,125

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 166,125  
 CHECK T  
 BOX IF  
 THE

AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
1.1%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

4

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1 NAME OF REPORTING PERSONS  
 PL Capital/Focused Fund, L.P.  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 89,998

8 SOLE DISPOSITIVE POWER  
 89,998

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 89,998

10 CHECK T BOX IF THE



AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
0.6%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

5

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1 NAME OF REPORTING PERSONS  
 PL Capital, LLC  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 723,017

8 SOLE DISPOSITIVE POWER  
 0

9 SHARED DISPOSITIVE POWER  
 723,017

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 723,017  
 CHECK T BOX IF THE AGGREGATE

AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
4.9%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

6

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1 NAME OF REPORTING PERSONS  
 PL Capital Advisors, LLC  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 889,142

8 SOLE DISPOSITIVE POWER  
 889,142

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 889,142

10 CHECK T BOX IF THE

AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
6.0%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

7

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1 NAME OF REPORTING PERSONS  
 Goodbody/PL Capital, LLC  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 Delaware

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 166,125

8 SOLE DISPOSITIVE POWER  
 166,125

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 166,125

10 CHECK T BOX IF THE

AGGREGATE  
AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
1.1%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
PN

8

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1 NAME OF REPORTING PERSONS  
 John W. Palmer  
 CHECK THE APPROPRIATE BOX IF

2 A MEMBER<sup>(a)</sup> T OF A<sup>(b)</sup> GROUP  
 (SEE INSTRUCTIONS)  
 Not Applicable

3 SEC USE ONLY  
 CITIZENSHIP OR PLACE OF ORGANIZATION

4 USA

5 SOLE VOTING POWER  
 0

6 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SHARED VOTING POWER  
 889,329

8 SOLE DISPOSITIVE POWER  
 0

9 SHARED DISPOSITIVE POWER  
 889,329

10 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 889,329  
 CHECK T BOX IF THE AGGREGATE



AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
6.0%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
IN

9

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|    |  |
|----|--|
| 1  | NAME OF<br>REPORTING<br>PERSONS<br>Richard J. Lashley<br>CHECK<br>THE<br>APPROPRIATE<br>BOX IF             |
| 2  | A<br>MEMBER <sup>(a)</sup> T<br>OF A <sup>(b)</sup><br>GROUP<br>(SEE<br>INSTRUCTIONS)<br>Not<br>Applicable |
| 3  | SEC USE ONLY<br>CITIZENSHIP OR<br>PLACE OF<br>ORGANIZATION<br>USA  |
| 4  |  |
| 5  | SOLE<br>VOTING<br>POWER<br>0   |
| 6  | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH                     |
| 7  | SHARED<br>VOTING<br>POWER<br>889,142<br>SOLE<br>DISPOSITIVE<br>POWER<br>0                                  |
| 8  | SHARED<br>DISPOSITIVE<br>POWER<br>889,142  |
| 9  | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>REPORTING PERSON<br>889,142                        |
| 10 | CHECK T<br>BOX IF<br>THE<br>AGGREGATE  |

AMOUNT  
IN ROW  
(9)  
EXCLUDES  
CERTAIN  
SHARES  
(SEE  
INSTRUCTIONS)

11

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (9)  
6.0%

12

TYPE OF REPORTING  
PERSON (SEE  
INSTRUCTIONS)  
IN

10

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Item 1(a). Name of Issuer:

Horizon Bancorp

Item 1(b). Address of Issuer's Principal Executive Offices:

515 Franklin Square, Michigan City, Indiana 46360.

Item 2(a). Name of Persons Filing:

The parties identified in the list below constitute the "PL Capital Group."

· Financial Edge Fund, L.P., a Delaware limited partnership ("Financial Edge Fund").

· Financial Edge-Strategic Fund, L.P., a Delaware limited partnership ("Financial Edge Strategic").

· PL Capital/Focused Fund, L.P., a Delaware limited partnership ("Focused Fund").

· PL Capital, LLC, a Delaware limited liability company and General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund ("PL Capital").

· PL Capital Advisors, LLC, a Delaware limited liability company and investment advisor to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL Capital, L.P. ("PL Capital Advisors").

· Goodbody/PL Capital, L.P., a Delaware limited partnership ("Goodbody/PL LP").

· Goodbody/PL Capital, LLC, a Delaware limited liability company and General Partner of Goodbody/PL LP ("Goodbody/PL LLC").

· John W. Palmer and Richard J. Lashley, Managing Members of PL Capital, PL Capital Advisors and Goodbody/PL LLC.

The joint filing agreement of the members of the PL Capital Group is attached as Exhibit 1 to Amendment No. 1 to the Amended Schedule 13G filed on February 12, 2013.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 328, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP and Goodbody/PL LLC are engaged in various interests, including investments.

Item 2(c). Citizenship:

All of the individuals who are members of the PL Capital Group are citizens of the United States.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

440407104

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

N/A

Item 4. Ownership:

The following list sets forth the aggregate number and percentage (based on 14,781,402 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q, as filed on November 9, 2016) of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2(a):

| Name                                  | Shares of Common Stock Beneficially Owned (Shared Voting and Investment Power for all Shares) | Percentage of Shares of Common Stock Beneficially Owned   |
|---------------------------------------|---|---|
| Financial Edge Fund                   | 450,180   | 3.0%  |
| Financial Edge Strategic Focused Fund | 182,839   | 1.2%  |
| PL Capital                            | 89,998  | 0.6%  |
|                                       | 723,017   | 4.9%  |
|                                       |   | (indirect beneficial ownership as general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund)                        |
|                                       |   | 6.0%  |
| PL Capital Advisors                   | 889,142   | (indirect beneficial ownership as investment adviser to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP)     |
| Goodbody/PL LP                        | 166,125   | 1.1%  |
| Goodbody/PL LLC                       | 166,125   | 1.1%  |
|                                       |   | (indirect beneficial ownership as general partner of Goodbody/PL LP)  |
|                                       |   | 6.0%  |
| John W. Palmer                        | 889,267   | (indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC as well as shares held in his IRA) |
|                                       |   | 6.0%  |
| Richard J. Lashley                    | 889,142   | (indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)                                   |



PL Capital is the General Partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund. Because Mr. Palmer and Mr. Lashley are the Managing Members of PL Capital, they have the power to direct the affairs of PL Capital. Therefore, PL Capital may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic and Focused Fund.

Goodbody/PL LLC is the general partner of Goodbody/PL LP. Because Mr. Palmer and Mr. Lashley are the Managing Members of Goodbody/PL LLC, they have the power to direct the affairs of Goodbody/PL LP. Therefore, Goodbody/PL LLC may be deemed to share with Messrs. Palmer and Lashley voting and dispositive power with regard to the shares of Common Stock held by Goodbody/PL LP.

PL Capital Advisors is the investment advisor to Financial Edge Fund, Financial Edge Strategic, Goodbody/PL LP and Focused Fund. Because Mr. Palmer and Mr. Lashley are the Managing Members of PL Capital Advisors, they have the power to direct the affairs of PL Capital Advisors. Therefore, PL Capital Advisors may be deemed to share with Mr. Palmer and Mr. Lashley voting and dispositive power with regard to the shares of Common Stock held by Financial Edge Fund, Financial Edge Strategic, Goodbody/PL LP, and Focused Fund.

Mr. Palmer has full voting and investment power over the 187 shares owned in his IRA. The amount of funds expended by Mr. Palmer to acquire 187 shares of Common Stock he holds in his name is \$3,144. Such funds were provided from available funds in Mr. Palmer's IRA.

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

N/A

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

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N/A

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

See Item 2(a) above.

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Rule 14a-11.

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SIGNATURE

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

Date: December 31, 2016

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
John W. Palmer  
Managing Member

By: /s/ Richard J. Lashley  
Richard J. Lashley  
Managing Member

FINANCIAL EDGE-STRATEGIC FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
John W. Palmer  
Managing Member

By: /s/ Richard J. Lashley  
Richard J. Lashley  
Managing Member

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC  
General Partner

By: /s/ John W. Palmer  
John W. Palmer  
Managing Member

By: /s/ Richard J. Lashley  
Richard J. Lashley  
Managing Member

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL, LLC

General Partner

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

GOODBODY/PL CAPITAL, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

PL CAPITAL, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

PL CAPITAL ADVISORS, LLC

By: /s/ John W. Palmer

John W. Palmer

Managing Member

By: /s/ Richard J. Lashley

Richard J. Lashley

Managing Member

/s/ John W. Palmer

John W. Palmer

/s/ Richard J. Lashley

Richard J. Lashley