

HORIZON BANCORP /IN/  
Form S-4  
May 05, 2015  
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As filed with the Securities and Exchange Commission on May 5, 2015

Registration No. 333-\_\_\_\_\_

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Horizon Bancorp**  
**(Exact name of registrant as specified in its charter)**

**Indiana**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**6021**  
**(Primary standard industrial**  
**classification code number)**

**35-1562417**  
**(I.R.S. Employer**  
**Identification No.)**

**515 FRANKLIN SQUARE, MICHIGAN CITY, INDIANA 46360 (219) 874-0211**

**(Address, including zip code and telephone number, including area code, of principal executive offices)**

**Craig M. Dwight**

**Chairman and Chief Executive Officer**

**Horizon Bancorp**

**515 Franklin Square**

**Michigan City, Indiana 46360**

**(219) 874-9272**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copy to:*

**Mark E. Secor**

**Chief Financial Officer**

**Horizon Bancorp**

**515 Franklin Square**

**Michigan City, Indiana 46360**

**(219) 873-2611**

**Claudia V. Swhier, Esq.**

**Barnes & Thornburg LLP**

**11 S. Meridian Street**

**Indianapolis, Indiana 46204**

**(317) 236-1313**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this Registration Statement becomes effective and upon the effective time of the merger of Peoples Bancorp with and into Registrant pursuant to the Agreement and Plan of Merger described in the joint proxy statement/prospectus included in Part I of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer "  Accelerated filer  x  
 Non-accelerated filer " (Do not check if a smaller reporting company)  Smaller reporting company "   
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third Party Tender Offer) "

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price(2)	
Common Stock, no par value	2,196,265	N/A	\$49,473,761	\$5,749

(1) Represents the maximum number of shares of common stock of the Registrant, Horizon Bancorp (NASDAQ: HBNC), that is expected to be issued in connection with the merger of Peoples Bancorp into the Registrant.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(f), based on \$31.15 per share, the average of the high and low prices of a share of Peoples Bancorp common stock on May 1, 2015 (which date is within five business days prior to the date of the filing of this

registration statement) multiplied by 2,311,858 shares of Peoples Bancorp common stock that may be received by the Registrant and/or cancelled upon consummation of the merger, less \$22,540,616, which is the estimated aggregate amount of cash expected to be paid by the Registrant in exchange for shares of Peoples Bancorp common stock.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**THE INFORMATION IN THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT IS EFFECTIVE. THIS JOINT PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.**

**PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS**

**SUBJECT TO COMPLETION, DATED MAY 5, 2015**

**PROXY STATEMENT FOR THE ANNUAL MEETING OF  
SHAREHOLDERS OF HORIZON BANCORP AND PROSPECTUS OF HORIZON BANCORP**

**and**

**PROXY STATEMENT FOR THE SPECIAL MEETING OF  
SHAREHOLDERS OF PEOPLES BANCORP**

The boards of directors of Peoples Bancorp ( Peoples ) and Horizon Bancorp ( Horizon ) have approved an Agreement and Plan of Merger (which is referred to herein as the Merger Agreement ) that provides for Peoples to merge with and into Horizon. If the merger is approved by both Peoples and Horizon s shareholders and all other closing conditions are satisfied, each outstanding share of Peoples common stock (other than shares then held of record by Horizon, shares held as treasury shares of Peoples, or dissenting shares) owned by shareholders owning of record and/or beneficially at least 100 shares of Peoples common stock shall be converted into the right to receive \$9.75 in cash and 0.95 shares of Horizon common stock, subject to certain adjustments as described in the Merger Agreement. Shareholders of Peoples who own of record and/or beneficially fewer than 100 shares of Peoples common stock will be entitled to receive only fixed consideration of \$33.14 per share in cash and will not be entitled to receive any shares of Horizon common stock. Each Peoples shareholder also will receive cash in lieu of any fractional shares of Horizon common stock that such shareholder would otherwise receive in the merger, with the amount of cash based on the market value of one share of Horizon common stock determined shortly before the closing of the merger. The boards of directors of both Peoples and Horizon believe that the merger is in the best interests of each of their respective companies and shareholders.

**Your vote is very important.** We cannot complete the merger unless the shareholders of Horizon approve the Merger Agreement and the transactions contemplated thereby, including the issuance of the shares of Horizon common stock in the merger, and the shareholders of Peoples approve the Merger Agreement and the merger. This document is a proxy statement that Peoples is using to solicit proxies for use at its special meeting of shareholders to be held on \_\_\_\_\_, 2015 to vote on the Merger Agreement and the merger. This document also serves as a proxy statement

that Horizon is using to solicit proxies for use at its annual meeting of shareholders to be held on \_\_\_\_\_, 2015 for the following purposes: (i) to vote on the Merger Agreement and share issuance, (ii) to elect three directors to serve three-year terms expiring in 2018, (iii) to vote on a non-binding, advisory proposal to approve the compensation of Horizon's executive officers described in this document, (iv) to ratify the appointment of BKD, LLP as Horizon's independent auditors for 2015, (v) to adjourn the annual meeting if necessary to solicit additional proxies, and (vi) to transact such other business as may properly come before the meeting or any adjournment of the meeting. This document also serves as a prospectus relating to Horizon's issuance of up to 2,196,265 shares of Horizon common stock in connection with the merger. This joint proxy statement/prospectus describes the Peoples special meeting, the Horizon annual meeting, the merger proposal, and other related matters.

**Horizon's board of directors recommends that Horizon's shareholders vote FOR approval of the Merger Agreement and the transactions contemplated thereby, including the issuance of the Horizon shares in the merger, as well as FOR the election of the director nominees named in this document, the approval of the advisory proposal regarding the compensation of Horizon's executive officers, the ratification of appointment of Horizon's independent auditors, and the other matters to be considered at the Horizon annual meeting. Peoples board of directors unanimously recommends that Peoples shareholders vote FOR approval of the Merger Agreement and the merger.**

Horizon's common stock is traded on the NASDAQ Global Select Market under the trading symbol HBNC. On February 18, 2015, the last day prior to the public announcement of the merger, the closing price of a share of Horizon common stock was \$23.02. On \_\_\_\_\_, 2015, the latest practicable date before the date of this document, the closing price of a share of Horizon common stock was \$ \_\_\_\_\_. Peoples' common stock is not listed on any national securities exchange, but rather is quoted on the OTC Pink Marketplace, which is maintained by OTC Markets Group Inc., under the symbol PBNI. On February 18, 2015, the closing price of a share of Peoples common stock was \$26.00. On \_\_\_\_\_, 2015, the closing price of a share of Peoples common stock was \$ \_\_\_\_\_. **Please see Risk Factors beginning on page \_\_\_\_\_ for a discussion of certain risks relating to the merger.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense. The securities to be issued in connection with the merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund, or any other governmental agency.**

**This joint proxy statement/prospectus is dated \_\_\_\_\_, 2015, and it  
is first being mailed to Horizon and Peoples shareholders on or about \_\_\_\_\_, 2015.**

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**AVAILABLE INFORMATION**

As permitted by Securities and Exchange Commission rules, this document incorporates certain important business and financial information about Horizon from other documents that are not included in or delivered with this document. These documents are available to you without charge upon your written or oral request. Your requests for these documents should be directed to the following:

Horizon Bancorp

515 Franklin Square

Michigan City, Indiana 46360

Attn: Dona Lucker, Investor Relations Officer

(219) 874-9272

**In order to ensure timely delivery of these documents, you should make your request no later than five business days before the annual meeting date, or by , 2015.**

You also can obtain documents incorporated by reference in this document through the SEC's website at [www.sec.gov](http://www.sec.gov). See *Where You Can Find More Information*.

In addition, if you are a Peoples shareholder and have questions about the merger or the Peoples special meeting, need additional copies of this joint proxy statement/prospectus, or need to obtain proxy cards or other information related to the proxy solicitation, you may contact the following:

Peoples Bancorp

212 W. 7<sup>th</sup> Street

Auburn, Indiana 46706

Attn: Jeffrey H. Gatton, Chief Operating Officer and Secretary

(260) 925-2500

**In order to ensure timely delivery of these documents, you should make your request no later than five business days before the special meeting date, or by , 2015.**

Peoples does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the Exchange Act), is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, and accordingly does not file documents or reports with the SEC.

All information in this joint proxy statement/prospectus concerning Horizon and its subsidiaries has been furnished by Horizon, and all information in this joint proxy statement/prospectus concerning Peoples and its subsidiaries has been furnished by Peoples. You should rely only on the information contained or incorporated by reference in this joint proxy statement/prospectus to vote on the proposals to Horizon's and Peoples' respective shareholders in connection



with the merger. We have not authorized anyone to provide you with information that is different from what is contained in this joint proxy statement/prospectus.

This joint proxy statement/prospectus is dated \_\_\_\_\_, 2015. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than such date, and neither the mailing of this joint proxy statement/prospectus to shareholders nor the issuance of Horizon shares as contemplated by the Merger Agreement shall create any implication to the contrary.

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**515 Franklin Square  
Michigan City, Indiana 46360  
(219) 879-0211**

**Notice of Annual Meeting of Shareholders**

**To Be Held on                      , 2015**

To the Shareholders of Horizon Bancorp:

The Annual Meeting of Shareholders (the Annual Meeting ) of Horizon Bancorp ( Horizon ) will be held on                      , 2015, 10:00 a.m. (local time; registration will begin at 9:00 a.m.), at the Clarion Inn, 5820 South Franklin Street, Michigan City, Indiana 46360.

The Annual Meeting will be held for the following purposes:

1. *Merger Agreement Proposal.* To approve the Agreement and Plan of Merger dated February 18, 2015 (which we refer to as the Merger Agreement ) by and between Horizon and Peoples Bancorp ( Peoples ), pursuant to which Peoples will merge with and into Horizon, and the related Plan of Merger, and the transactions contemplated thereby, including the issuance of shares of Horizon common stock in connection with the merger. Simultaneously with the merger, Peoples Federal Savings Bank of DeKalb County, a federally chartered stock savings bank and wholly-owned subsidiary of Peoples, will merge with and into Horizon Bank, National Association, the wholly-owned national bank subsidiary of Horizon.
2. *Election of Directors.* To elect three directors to serve three-year terms expiring in 2018.
3. *Advisory Vote to Approve Executive Compensation.* To vote on a non-binding, advisory proposal to approve the compensation of Horizon s executive officers described in this document.
4. *Ratification of Independent Auditors.* To ratify the appointment of BKD, LLP as independent auditors for 2015.

5. *Adjournment.* To approve a proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes present at the Annual Meeting in person or by proxy to approve any of the above items.

6. *Other Business.* To transact such other business as may properly come before the Annual Meeting or any adjournment of the Annual Meeting. The board of directors is not aware of any such other matters.

You can vote at the meeting or any adjournment of the meeting if you are a shareholder of record at the close of business on \_\_\_\_\_, 2015.

We urge you to read the joint proxy statement/prospectus carefully so that you may be informed about the business to come before the Annual Meeting or any adjournment thereof. Only holders of record of Horizon common stock as of the close of business on \_\_\_\_\_, 2015 are entitled to notice of, and to vote at, the Annual Meeting and any adjournments of the meeting. The affirmative vote of the holders of a majority of the issued and outstanding shares of Horizon's common stock is required to approve the Merger Agreement proposal. Directors will be elected by a plurality of the votes cast. For the remaining proposals to be approved, more votes must be cast in favor of the proposal than against the proposal.

**YOUR VOTE IS VERY IMPORTANT.** To ensure that your shares are voted at the Annual Meeting, please complete, sign, and date your proxy card and return it in the enclosed envelope promptly. If you hold your shares in \_\_\_\_\_ street name through a bank or broker, check your voting instruction card to see if you also may vote by telephone or through the Internet.

**The board of directors of Horizon recommends that Horizon's shareholders vote FOR the approval of the Merger Agreement proposal, FOR the election of the director nominees named in this document, FOR the advisory vote to approve the compensation of Horizon's executive officers named in this document, FOR the ratification of the appointment of BKD, LLP, and FOR any proposal of the Horizon board of directors to adjourn the meeting, if necessary.**

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This Notice of Annual Meeting of Shareholders and the related joint proxy statement/prospectus, as well as Horizon's Annual Report for the fiscal year ended December 31, 2014, are posted on the Internet at <http://www.investorvote.com/hbnc>.

By Order of the Board of Directors,

James D. Neff  
Secretary  
Michigan City, Indiana

\_\_\_\_\_, 2015

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212 West 7<sup>th</sup> Street

Auburn, Indiana 46706

(260) 925-2500

**Notice of Special Meeting of Shareholders**

**To Be Held on \_\_\_\_\_, 2015**

To the Shareholders of Peoples Bancorp:

We are pleased to notify you of and invite you to a special meeting of the shareholders of Peoples Bancorp ( Peoples ) to be held on \_\_\_\_\_, 2015, at \_\_\_\_\_ p.m., local time, at the La Quinta Inn and Suites, located at 306 Touring Drive, Auburn, Indiana 46706, to consider and vote upon the following matters:

1. *Merger Proposal.* To approve the Agreement and Plan of Merger dated February 18, 2015 (which we refer to as the Merger Agreement ) by and between Horizon Bancorp ( Horizon ) and Peoples, and the related Plan of Merger, pursuant to which Peoples will merge with and into Horizon. Simultaneously with the merger, Peoples Federal Savings Bank of DeKalb County, the wholly-owned federally chartered stock savings bank subsidiary of Peoples, will merge with and into Horizon Bank, National Association, the wholly-owned national bank subsidiary of Horizon. In connection with the merger, you will receive in exchange for each of your shares of Peoples common stock:

0.95 shares of Horizon common stock, which we refer to as the exchange ratio, and \$9.75 in cash, which we refer to as the cash consideration, subject to adjustment as provided in the Merger Agreement; *provided, however, that*, if you own beneficially and/or of record fewer than 100 shares of Peoples common stock, you will be entitled to receive only fixed consideration of \$33.14 per share in cash and will not be entitled to receive any shares of Horizon common stock; and

in lieu of any fractional shares of Horizon common stock, an amount of cash equal to such fraction multiplied by the average of the daily closing sales price of a share of Horizon common stock as quoted on the NASDAQ Global Select Market during the 15 consecutive trading days immediately preceding the second business day prior to the closing of the merger on which such shares were

actually traded.

2. *Adjournment.* To approve a proposal to adjourn the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes present at the special meeting in person or by proxy to approve the Merger.
3. *Other Matters.* To vote upon such other matters as may properly come before the meeting or any adjournment thereof. The board of directors is not aware of any such other matters.

The enclosed joint proxy statement/prospectus describes the Merger Agreement and the proposed merger in detail and includes, as Appendix A, the complete text of the Merger Agreement. We urge you to read these materials for a description of the Merger Agreement and the proposed merger. In particular, you should carefully read the section captioned *Risk Factors* beginning on page \_\_\_\_\_ of the enclosed joint proxy statement/prospectus for a discussion of certain risk factors relating to the Merger Agreement and the merger.

**The board of directors of Peoples recommends that Peoples shareholders vote FOR the approval and adoption of the Merger Agreement and the merger, and FOR adjournment of the special meeting, if necessary.**

The board of directors of Peoples has fixed the close of business on \_\_\_\_\_, 2015, as the record date for determining the shareholders entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

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**YOUR VOTE IS VERY IMPORTANT.** The Merger Agreement must be adopted by the affirmative vote of holders of a majority of the issued and outstanding shares of Peoples common stock in order for the proposed merger to be consummated. **IF YOU DO NOT RETURN YOUR PROXY CARD OR DO NOT VOTE IN PERSON AT THE SPECIAL MEETING, THE EFFECT WILL BE A VOTE AGAINST THE PROPOSED MERGER.** Whether or not you plan to attend the special meeting in person, we urge you to date, sign, and return promptly the enclosed proxy card in the accompanying envelope. You may revoke your proxy at any time before the special meeting or by attending the special meeting and voting in person.

**As required by Indiana Code 23-1-44-10, Peoples is notifying all shareholders entitled to vote on the merger that you are or may be entitled to assert dissenters rights under the dissenters rights chapter of the Indiana Business Corporation Law. A copy of the dissenters rights chapter is included with the accompanying joint proxy statement/prospectus as Appendix E. See also Dissenters Rights beginning on page in the accompanying joint proxy statement/prospectus.**

By Order of the Board of Directors,

Jeffrey H. Gatton  
Chief Operating Officer and Corporate  
Secretary

Auburn, Indiana  
\_\_\_\_\_, 2015

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SHAREHOLDERS MEETINGS**

**Q: Why do Peoples and Horizon want to merge?**

A: We believe that combining Peoples and Horizon will create a stronger Indiana banking franchise. The merger will give the combined company greater scale, not only for serving existing customers more efficiently but also for future expansion. We have similar, community-oriented philosophies, and the merger is expected to give us a stronger presence in current and new markets. The locations of Peoples banking offices are consistent with Horizon's strategic expansion plan into Northeast Indiana and Southwest Michigan and will enable Horizon to increase its potential customer base by approximately 19.2%.

For additional information regarding each company's reasons for the merger, see *The Merger Peoples Reasons for the Merger; Board Recommendation* beginning on page , and *The Merger Horizon's Reasons for the Merger; Board Recommendation* beginning on page .

**Q: What will Peoples shareholders receive in the merger?**

A: If the merger is completed, each share of Peoples common stock held by a Peoples shareholder owning 100 or more shares will be converted into the right to receive (i) \$9.75 in cash (which we refer to as the cash consideration ), and (ii) 0.95 shares of Horizon common stock (which we refer to as the exchange ratio ). The cash consideration and exchange ratio are subject to adjustment as described below. We refer to the cash consideration and the exchange ratio, as adjusted, collectively as the merger consideration. If the merger is completed, each share of Peoples common stock held by a Peoples shareholder who owns of record and/or beneficially fewer than 100 shares will receive fixed consideration in the amount of \$33.14 per share in cash and will not be entitled to receive any shares of Horizon common stock.

For those Peoples shareholders who are entitled to receive the cash consideration, Horizon will be entitled to reduce the amount of the cash consideration if the estimated environmental clean-up costs with respect to the real property owned or leased by Peoples exceed \$500,000, or exceed \$2,000,000 and Horizon elects not to terminate the Merger Agreement. For more details, see *The Merger Agreement Environmental Inspections* beginning on page .

For those Peoples shareholders who are entitled to receive shares of Horizon common stock as part of the merger consideration, the exchange ratio is subject to adjustment as follows:

if prior to the effective time of the merger, Horizon changes the number of shares of Horizon common stock outstanding by way of a stock split, stock dividend, or similar transaction, or if Horizon establishes a record date for such a change, the exchange ratio will be adjusted so that the holders of Peoples common stock receive at the effective time, in the aggregate, the number of shares of Horizon common stock representing the same percentage of the outstanding shares of Horizon common stock that they would have received if such change had not occurred; or

if Peoples elects to terminate the Merger Agreement because the average closing price of Horizon's common stock is less than \$19.57 for the fifteen consecutive trading days before the date of the receipt of the approvals and consents necessary to consummate the merger (including any waiting periods applicable to regulatory applications) and if the decline in Horizon's share price is more than 15% greater than the corresponding price decline in the SNL Midwest Bank Index, Horizon may elect to negate Peoples' termination by exercising Horizon's option to increase the exchange ratio pursuant to the formula specified in the Merger Agreement. See *The Merger Agreement - Merger Consideration* beginning on page .

In lieu of any fractional shares of Horizon common stock, Horizon will distribute an amount in cash equal to such fraction multiplied by the average per share closing price of a share of Horizon common stock as quoted on the NASDAQ Global Select Market during the fifteen consecutive trading days preceding the second business day prior to the closing of the merger on which such shares were actually traded.

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**Q: Will Horizon's shareholders receive any shares or cash as a result of the merger?**

A: No, Horizon's shareholders will not receive any cash or shares in the merger. If you are a Horizon shareholder, each share of Horizon common stock that you hold before the merger will continue to represent one share of Horizon common stock after the merger.

**Q: What risks should Peoples and Horizon's shareholders consider before voting on the Merger Agreement?**

A: You should review *Risk Factors* beginning on page .

**Q: What are the tax consequences of the merger to Peoples' shareholders?**

A: The merger has been structured so that Horizon, Peoples, and their respective shareholders generally will not recognize any gain or loss for federal income tax purposes on the exchange of Peoples shares for Horizon shares in the merger. Taxable income will result, however, to the extent a Peoples shareholder receives cash (including cash received in lieu of a fractional share of Horizon common stock) and the cash received exceeds the shareholder's adjusted basis in the surrendered stock. At the closing, Horizon and Peoples are to receive an opinion confirming these tax consequences. See *Material Federal Income Tax Consequences* beginning on page .

Your tax consequences will depend on your personal situation. You should consult your tax advisor for a full understanding of the tax consequences of the merger to you.

**Q: What will Horizon's and Peoples' shareholders be voting on at their respective shareholder meetings?**

A: At the Annual Meeting of Shareholders of Horizon (the Annual Meeting ), Horizon shareholders will be asked to approve the Merger Agreement and the related Plan of Merger, and the transactions contemplated thereby, including the issuance of Horizon shares in the merger, the election of three directors of Horizon, an advisory proposal on the compensation of Horizon's executive officers, the ratification of the appointment of BKD, LLP as Horizon's independent registered public accounting firm for 2015, as well as any proposal of the Horizon board of directors to adjourn or postpone the Horizon Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes, in person or by proxy, to approve any of these items. The Horizon board of directors unanimously recommends that Horizon shareholders vote **FOR** approval of the Merger Agreement and the related Plan of Merger, including the issuance of Horizon shares in the merger, **FOR** the election of the director nominees named in this document under *Other Matters to be Considered at the Horizon Annual Meeting*, **FOR** the approval of the non-binding, advisory proposal to approve the compensation of Horizon's executive officers, **FOR** the ratification of the appointment of Horizon's independent registered public accounting firm, and **FOR** any proposal of the Horizon board of directors to adjourn or postpone the Annual Meeting, if necessary.

At the Special Meeting of Shareholders of Peoples (the Special Meeting ), Peoples' shareholders will be asked to approve the Merger Agreement, as well as any proposal of the Peoples board of directors to adjourn or postpone the Peoples Special Meeting, if necessary, to solicit additional proxies if there are not sufficient votes, in person or by

proxy, to approve any of these items. The Peoples board of directors unanimously recommends that Peoples shareholders vote **FOR** approval of the Merger Agreement, and **FOR** any proposal of the Peoples board of directors to adjourn or postpone the Special Meeting, if necessary.

**Q: What are the vote requirements to approve the matters that will be considered at the shareholder meetings?**

A: At the Horizon Annual Meeting, the affirmative vote of a majority of the issued and outstanding shares of Horizon's common stock is required to approve the Merger Agreement proposal. Directors will be elected by a plurality of the votes cast. The advisory vote to approve executive compensation, the ratification of the independent auditors, and the proposal to adjourn the meeting each requires for approval that more votes be cast in favor of the proposal than against the proposal.

At the Peoples Special Meeting, the affirmative vote of holders of a majority of the issued and outstanding shares of Peoples common stock is required to approve the Merger Agreement. Approval of the proposal to



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adjourn the Special Meeting to allow extra time to solicit proxies requires more votes to be cast in favor of the proposal than are cast against it.

**Q: What do I need to do now?**

A: After you have carefully read this joint proxy statement/prospectus and have decided how you wish to vote your shares, please vote your shares promptly. If you hold stock in your name as a shareholder of record, you must complete, sign, date, and mail your proxy card in the enclosed return envelope as soon as possible. If you hold your stock through a bank or broker (commonly referred to as held in street name), you may direct your bank or broker to vote in accordance with the instructions you have received from your bank or broker. Submitting your proxy card or directing your bank or broker to vote your shares will ensure that your shares are represented and voted at your company's shareholders' meeting.

**Q: Why is my vote important?**

A: If you do not vote by proxy or in person at your company's shareholders' meeting, it will be more difficult for your company to obtain the necessary quorum to hold its shareholders' meeting. In addition, if you are a Peoples shareholder or a Horizon shareholder and fail to vote, by proxy or in person, it will have the same effect as a vote against the approval of the Merger Agreement. The Merger Agreement must be approved by the holders of a majority of the issued and outstanding shares of Peoples common stock entitled to vote at the Peoples Special Meeting and by the holders of a majority of the issued and outstanding shares of Horizon common stock entitled to vote at the Horizon Annual Meeting.

**Q: If my shares are held in street name by my broker, will my broker vote my shares for me?**

A: If you hold Horizon shares in street name with a broker, your broker will not be able to vote your shares without instructions from you on the proposal to approve the Merger Agreement, the election of directors, the advisory proposal on the compensation of Horizon's executive officers, and the proposal of the Horizon board of directors to adjourn or postpone the Horizon Annual Meeting, but is expected to be able to vote your shares on the ratification of the appointment of the independent registered public accounting firm if it does not receive instructions from you with respect to that matter. If you hold Peoples shares in street name with a broker, your broker will not be able to vote your shares without instructions from you on the proposal to approve the Merger Agreement or the proposal to adjourn the Special Meeting. You should contact your broker and ask what directions your broker will need from you. If you hold Peoples or Horizon shares in street name with a broker and you do not provide instructions to your broker on how to vote on the merger, your broker will not be able to vote your shares on that proposal, and this will have the effect of a vote AGAINST the merger.

**Q: I own shares of both Horizon and Peoples. Should I only vote once?**

A: No. If you own shares of both companies, you will receive separate proxy cards or voting instruction cards if you hold shares in street name, for each shareholder meeting. It is important that your vote be represented at both shareholder meetings, so please vote promptly.

**Q: Can I attend my company s shareholders meeting and vote my shares in person?**

A: Yes. All shareholders are invited to attend their company s shareholders meeting. If you are a shareholder of record, you can vote in person at your company s shareholders meeting. If you hold shares in street name through a bank, broker, or other nominee, then you must obtain a legal proxy from the holder of record by contacting your bank, broker, or other nominee to vote your shares in person at your company s shareholders meeting.

**Q: If I am a Peoples or Horizon shareholder, what happens if I do not vote?**

A: Because the required vote of Peoples shareholders and Horizon shareholders to approve the Merger Agreement is based upon the number of issued and outstanding shares of Peoples common stock or Horizon common stock, respectively, entitled to vote rather than upon the number of shares actually voted, abstentions from voting and broker non-votes will have the same practical effect as a vote AGAINST the merger. If you return a properly signed proxy card but do not indicate how you want to vote, your proxy will be counted as a vote FOR the approval and adoption of the merger.

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**Q: Can I change my vote before my company's shareholders' meeting?**

A: Yes. If you are a shareholder of record, there are three ways for you to revoke your proxy and change your vote. First, you may send written notice to the Corporate Secretary of your company before your company's shareholders' meeting stating that you would like to revoke your proxy. Second, you may complete and submit a new proxy card before your company's meeting that is dated later than the date of your prior proxy card. Third, you may vote in person at your company's shareholders' meeting. Merely being present at your company's shareholders' meeting, without voting at the meeting, will not constitute a revocation of a previously given proxy. If you hold your shares in street name with a bank or broker, you must follow the directions you receive from your bank or broker to change your vote.

**Q: When do you currently expect to complete the merger?**

A: We expect to complete the merger early in the third quarter of 2015. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of both Horizon's and Peoples' shareholders on the Merger Agreement at the respective companies' shareholders' meetings, as well as all necessary regulatory approvals.

**Q: Do Peoples' shareholders have dissenters' rights?**

A: Dissenters' rights are available to Peoples' shareholders under Indiana law, but you will only be able to dissent from the proposed merger by complying with the applicable provisions of the Indiana Business Corporation Law (IBCL). To claim dissenters' rights under the IBCL, you must (i) before the vote on the merger is taken at the Peoples' Special Meeting, deliver to Peoples' written notice of your intent to demand payment for your shares if the merger is effectuated, and (ii) not vote in favor of the merger in person or by proxy at the Special Meeting. Your written notice to demand payment for your shares must be delivered to: Peoples Bancorp, 212 W. 7<sup>th</sup> Street, Auburn, Indiana 46706, Attention: Jeffrey H. Gatton, Chief Operating Officer and Secretary. If the merger is approved at the Special Meeting, Peoples' will send any dissenting shareholders a notice of dissenters' rights within 10 days after the Special Meeting date which will state the procedures such shareholders must follow to further exercise their dissenters' rights in accordance with the IBCL. If a Peoples' shareholder executes and returns a proxy card but does not specify a choice on the merger, such shareholder will be deemed to have voted FOR the merger and to have waived such shareholder's dissenters' rights, unless the shareholder revokes his or her proxy prior to its being voted. See *Dissenters' Rights* beginning on page [redacted] for a further description of the dissenters' rights available to Peoples' shareholders. See also Appendix E for the relevant section of the IBCL concerning dissenters' rights.

**Q: Do Horizon's shareholders have dissenters' rights?**

A: No. Because Horizon's shares are traded on the NASDAQ Global Select Market, Horizon's shareholders do not have dissenters' rights under the IBCL.

**Q: If I am a Peoples shareholder, should I send in my stock certificates now?**

A: No. As soon as practicable after the completion of the merger, you will receive a letter of transmittal describing how you may exchange your shares for the merger consideration and surrender your Peoples share certificates. At that time, you must send your completed letter of transmittal to Horizon's exchange agent for the merger named in the letter of transmittal in order to receive the merger consideration. You should not send your Peoples share certificates until you receive the letter of transmittal.

**Q: If I am a Horizon shareholder, do I need to do anything with my Horizon stock certificates?**

A: No. Horizon shareholders will not exchange their certificates in the merger. As indicated above, the certificates representing shares of Horizon common stock will represent an equal number of shares of common stock of the combined company after the merger.

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**Q: Whom should I contact if I have other questions about the Merger Agreement or the merger?**

A: If you have more questions about the Merger Agreement or the merger, you should contact:  
Horizon Bancorp

515 Franklin Square

Michigan City, Indiana 46360

(219) 873-2611

Attention: Mark E. Secor, Chief Financial Officer

You may also contact:

Peoples Bancorp

212 W. 7<sup>th</sup> Street

Auburn, Indiana 46706

(260) 925-2500

Attention: Jeffrey H. Gatton, Chief Operating Officer and Secretary

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**SUMMARY**

*This summary highlights selected information in this joint proxy statement/prospectus and may not contain all of the information important to you. To understand the merger more fully, you should read this entire document carefully, including the appendices and the documents referred to in this joint proxy statement/prospectus. A list of the documents incorporated by reference appears under the caption *Where You Can Find More Information* beginning on page .*

**The Companies**

***Horizon Bancorp***

***515 Franklin Square***

***Michigan City, IN 46360***

***(219) 874-9272***

Horizon Bancorp is a registered bank holding company incorporated in Indiana and headquartered in Michigan City, Indiana. Horizon provides a broad range of banking services in Northwestern and Central Indiana and Southwestern and Central Michigan through its bank subsidiary, Horizon Bank, National Association ( Horizon Bank ), and other affiliated entities. Horizon operates as a single segment, which is commercial banking, and also maintains trust offices in Indianapolis, Indiana and East Lansing, Michigan. Horizon Bank was chartered as a national banking association in 1873, has operated continuously since that time, and currently operates 32 full service offices. Horizon Bank is a full-service commercial bank offering commercial and retail banking services, corporate and individual trust and agency services, and other services incident to banking. Horizon Risk Management, Inc. is a captive insurance company incorporated in Nevada and was formed as a wholly-owned subsidiary of Horizon. Horizon s common stock is traded on the NASDAQ Global Select Market under the trading symbol HBNC. Horizon s primary regulator is the Board of Governors of the Federal Reserve System, referred to in this joint proxy statement/prospectus as the Federal Reserve Board.

Horizon s website address is [www.horizonbank.com](http://www.horizonbank.com). Information contained in, or accessible through, Horizon s website does not constitute a part of this joint proxy statement/prospectus. Additional information about Horizon and its subsidiaries is included in documents incorporated by reference into this document. For more information, please see the section entitled *Where You Can Find More Information* beginning on page .

***Peoples Bancorp***

***212 W 7<sup>th</sup> Street***

***Auburn, IN 46706***

***(260) 925-2500***

Peoples Bancorp is a unitary savings and loan holding company, with a business address of 212 West Seventh Street, Auburn, Indiana 46706, and a business telephone number of (260) 925-2500. It owns 100% of the capital stock of its subsidiary bank, Peoples Federal Savings Bank of DeKalb County, a federal savings bank. Peoples common stock is quoted on the OTC Pink Marketplace under the symbol PBNI.

Peoples Federal Savings Bank of DeKalb County ( Peoples Bank ) is a federal savings bank. Peoples Bank conducts business from its main office in Auburn and 15 other full-service offices located in Avilla, Columbia City, Garrett, Kendallville, LaGrange, Topeka, Waterloo, Howe, Woodburn, and Middlebury, Indiana, and in Three Rivers, Union, and Schoolcraft, Michigan. Peoples Bank offers a full range of retail deposit services and lending services to Northeastern Indiana and Southern Michigan.

Peoples Bank has one subsidiary, PFDC Investments, Inc., a Nevada corporation, which manages an investment portfolio for Peoples Bank.

Peoples website address is [www.peoplesfed.com](http://www.peoplesfed.com). Information contained in, or accessible through, Peoples website does not constitute a part of this joint proxy statement/prospectus. Additional information about Peoples and Peoples Bank is included elsewhere in this joint proxy statement/prospectus. For more information, please see the section entitled *Where You Can Find More Information* beginning on page .

**Annual Meeting of Horizon s Shareholders; Required Vote (page )**

The Annual Meeting of Horizon s shareholders is scheduled to be held on , , 2015, 10:00 a.m., local time, at the Clarion Inn, 5820 South Franklin Street, Michigan City, Indiana 46360. At the Horizon Annual Meeting, Horizon s shareholders will be asked:

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To approve the Merger Agreement and the transactions contemplated by the Merger Agreement, including the issuance of shares of Horizon common stock in connection with the merger;

To elect three directors to serve three-year terms expiring in 2018;

To vote on a non-binding, advisory proposal to approve the compensation of Horizon's executive officers described in this document;

To ratify the appointment of BKD, LLP as independent auditors for 2015;

To approve a proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes present at the Annual Meeting in person or by proxy to approve any of the above items; and

To transact such other business as may properly come before the Annual Meeting or any adjournment of the Annual Meeting.

Only Horizon shareholders of record as of the close of business on \_\_\_\_\_, 2015 are entitled to notice of, and to vote at, the Horizon Annual Meeting and any adjournments or postponements of the Annual Meeting. As of the record date, the directors and executive officers of Horizon, and their affiliates, owned \_\_\_\_\_ shares or approximately \_\_\_\_\_% of the \_\_\_\_\_ outstanding shares of Horizon common stock.

Adoption of the Merger Agreement proposal requires the affirmative vote of a majority of the issued and outstanding shares of Horizon's common stock. Directors will be elected by a plurality of the votes cast. The advisory vote to approve executive compensation, the ratification of the independent auditors, and the proposal to adjourn the Annual Meeting, if necessary, to solicit additional proxies each requires for approval that more votes be cast in favor of the proposal than against the proposal.

**Special Meeting of Peoples Shareholders; Required Vote (page \_\_\_\_\_)**

The Special Meeting of Peoples shareholders is scheduled to be held on \_\_\_\_\_, \_\_\_\_\_, 2015, at \_\_\_\_\_ : \_\_\_\_\_ p.m., local time, at the La Quinta Inn and Suites, located at 306 Touring Drive, Auburn, Indiana 46706. At the Peoples Special Meeting, Peoples shareholders will be asked to vote to approve the Merger Agreement and the related Plan of Merger. Only Peoples shareholders of record as of the close of business on \_\_\_\_\_, 2015 are entitled to notice of, and to vote at, the Peoples Special Meeting and any adjournments or postponements of the Special Meeting.

As of May \_\_\_\_\_, 2015, the directors and executive officers of Peoples, and their affiliates, owned 87,187 shares or approximately 3.77% of the 2,311,858 outstanding shares of Peoples common stock. In connection with the execution of the Merger Agreement, the directors of Peoples each executed a voting agreement pursuant to which they agreed to vote their 83,522 shares, or 3.61% of Peoples' outstanding shares of common stock, in favor of the merger. A copy of that voting agreement is attached as Appendix D to this joint proxy statement/prospectus.

Adoption of the Merger Agreement requires the affirmative vote of holders of a majority of the issued and outstanding shares of Peoples common stock. Approval of the proposal to adjourn the Special Meeting to allow extra time to



solicit proxies requires more votes to be cast in favor of the proposal than are cast against it.

**The Merger and the Merger Agreement (page )**

Horizon's acquisition of Peoples is governed by the Merger Agreement. The Merger Agreement provides that, if all of the conditions are satisfied or waived, Peoples will be merged with and into Horizon, with Horizon as the surviving corporation. Simultaneous with the merger, Peoples Bank will be merged with and into Horizon Bank, a wholly-owned subsidiary of Horizon, with Horizon Bank surviving. We encourage you to read the Merger Agreement, which is included as Appendix A to this joint proxy statement/prospectus and is incorporated by reference into this joint proxy statement/prospectus.

**What Peoples Shareholders Will Receive in the Merger (page )**

If the merger is completed, each share of Peoples common stock held by a shareholder owning 100 or more shares will be converted into the right to receive \$9.75 in cash and 0.95 shares of Horizon common stock. However, if a shareholder owns beneficially and/or of record fewer than 100 shares of Peoples common stock, that shareholder will be entitled to receive only \$33.14 per share and will not be entitled to receive any shares of Horizon common stock. The exchange ratio is subject to the following adjustments:

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*Anti-Dilution Adjustments.* If prior to the effective time of the merger, Horizon changes the number of shares of Horizon common stock outstanding by way of a stock split, stock dividend, or similar transaction, or if Horizon establishes a record date for such a change, the exchange ratio will be adjusted so that the holders of Peoples common stock receive at the effective time, in the aggregate, the number of shares of Horizon common stock representing the same percentage of the outstanding shares of Horizon common stock that they would have received if such change had not occurred; or

*Decrease in Market Price of Horizon Common Stock.* If Peoples elects to terminate the Merger Agreement because the market price of Horizon's common stock has decreased below certain amounts specified in the Merger Agreement, Horizon will have the option of increasing the exchange ratio pursuant to the formula specified in the Merger Agreement in lieu of Peoples' right to terminate the Merger Agreement.

In lieu of any fractional shares of Horizon common stock, Horizon will distribute an amount in cash equal to such fraction multiplied by the average per share closing price of a share of Horizon common stock as quoted on the NASDAQ Global Select Market during the fifteen consecutive trading days immediately preceding the second business day prior to the closing of the merger on which such shares were actually traded.

**Recommendation of Horizon Board of Directors (page )**

The Horizon board of directors unanimously approved the Merger Agreement, the related Plan of Merger, and the transactions contemplated by the Merger Agreement, including the issuance of Horizon shares in the merger. The Horizon board believes that the Merger Agreement and the proposed merger are advisable and fair to, and in the best interests of, Horizon and its shareholders, and therefore recommends that Horizon's shareholders vote FOR the approval of the Merger Agreement and the related Plan of Merger, and the transactions contemplated thereby, including the issuance of shares of Horizon common stock in the merger.

The Horizon board also recommends that you vote FOR the election of the director nominees, FOR the advisory vote to approve the compensation of Horizon's executive officers named in the document, FOR the ratification of the appointment of BKD, LLP, and FOR any proposal of the Horizon board of directors to adjourn the Annual Meeting, if necessary.

**Recommendation of Peoples Board of Directors (page )**

The Peoples board of directors unanimously approved the Merger Agreement and the proposed merger. The Peoples board believes that the Merger Agreement, including the merger contemplated by the Merger Agreement, is advisable and fair to, and in the best interests of, Peoples and its shareholders, and therefore recommends that Peoples shareholders vote FOR the proposal to adopt the Merger Agreement and the related Plan of Merger. In reaching its decision, the Peoples board of directors considered a number of factors, which are described in the section captioned *The Merger Peoples Reasons for the Merger; Board Recommendation* beginning on page . Because of the wide variety of factors considered, the Peoples board of directors did not believe it practicable, nor did it attempt, to quantify or otherwise assign relative weight to the specific factors it considered in reaching its decision.

The Peoples board also recommends that you vote FOR the proposal to adjourn the Special Meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes present at the Special Meeting in person or by proxy to approve the merger.

**Dissenters' Rights (page )**

Dissenters' rights are available to Peoples' shareholders under Indiana law, but Peoples' shareholders will only be able to dissent from the proposed merger by complying with the applicable provisions of the Indiana Business Corporation Law (the IBCL). For more information, see *Dissenters' Rights* beginning on page . Because Horizon's shares are traded on the NASDAQ Global Select Market, Horizon's shareholders do not have dissenters' rights under the IBCL.

**Voting Agreements (page )**

As of May 11, 2015, the directors of Peoples owned 83,522 shares or approximately 3.61% of the 2,311,858 outstanding shares of Peoples common stock. In connection with the execution of the Merger Agreement, the directors of Peoples each executed a voting agreement pursuant to which they agreed to vote their shares in favor of the merger. A copy of that voting agreement is attached as Appendix D to this joint proxy statement/prospectus.

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**Table of Contents****Opinion of Peoples Financial Advisor (page )**

In connection with the merger, Peoples financial advisor, Keefe, Bruyette & Woods, Inc. ( KBW ), delivered a written opinion, dated February 18, 2015, to the Peoples board of directors as to the fairness, from a financial point of view and as of the date of the opinion, of the merger consideration to be received by the holders of Peoples common stock in the proposed merger. The full text of the opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Appendix B to this joint proxy statement/prospectus. **The opinion was for the information of, and was directed to, the Peoples board (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of Peoples to engage in the merger or enter into the Merger Agreement or constitute a recommendation to the Peoples board in connection with the merger, and it does not constitute a recommendation to any holder of Peoples common stock or any shareholders of any other entity as to how to vote in connection with the merger or any other matter.**

**Joint Opinion of Horizon s Financial Advisors (page )**

In connection with the merger, Horizon jointly retained Patrick Capital Markets, LLC ( Patrick Capital ) and Cummings & Co., LLC ( C&C ) as its financial advisors. In deciding to approve the Merger Agreement, the Horizon board of directors considered the oral opinion of Patrick Capital and C&C provided to the Horizon board of directors, which was subsequently confirmed in writing, that based on and subject to the various assumptions and limitations set forth in their opinion, as of February 18, 2015, the merger consideration to be paid to Peoples shareholders in the merger is fair, from a financial point of view, to the Horizon common shareholders. The full text of Patrick Capital s and C&C s joint opinion is attached to this document as Appendix C.

**Reasons for the Merger (page )**

The Peoples board of directors believes that the merger and the Merger Agreement are advisable and fair to, and in the best interests of, Peoples and its common shareholders and, therefore, the board of directors recommends that Peoples shareholders vote FOR the proposal to adopt the Merger Agreement and the related Plan of Merger. In reaching its decision, the Peoples board of directors considered many factors, including the factors described under the heading *The Merger Peoples Reasons for the Merger; Board Recommendation* beginning on page .

Similarly, the Horizon board of directors believes that the merger and the Merger Agreement are advisable and fair to, and in the best interests of, Horizon and its common shareholders and, therefore, the board of directors recommends that Horizon s shareholders vote FOR the proposal to adopt the Merger Agreement and the related Plan of Merger, and the transactions contemplated thereby, including the issuance of Horizon shares in the merger. In reaching its decision, the Horizon board of directors considered many factors, including the factors described under the heading *The Merger Horizon s Reasons for the Merger; Board Recommendation* beginning on page .

**Regulatory Approvals (page )**

Under the terms of the Merger Agreement, the merger cannot be completed until Horizon receives necessary regulatory approvals, which include the approval of the Federal Reserve Bank of Chicago ( FRB ) and the approval of the Office of the Comptroller of the Currency ( OCC ). Horizon has filed applications with both the FRB and OCC to obtain the applicable approvals.

**New Horizon Shares Will Be Eligible for Trading (page )**

The shares of Horizon common stock to be issued in the merger will be eligible for trading on the NASDAQ Global Select Market.

**Conditions to the Merger (page )**

The obligation of Horizon and Peoples to consummate the merger is subject to the satisfaction or waiver, on or before the completion of the merger, of a number of conditions, including, but not limited to:

the Merger Agreement must receive the requisite approval of both Horizon s and Peoples shareholders;

approval of the transaction by the appropriate regulatory authorities;

the representations and warranties made by the parties in the Merger Agreement must be true, accurate, and correct in all material respects as of the effective date of the merger;

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the covenants made by the parties must have been fulfilled or complied with in all material respects from the date of the Merger Agreement through and as of the effective time of the merger;

the parties must have received the respective closing deliveries of the other parties to the Merger Agreement;

the Registration Statement on Form S-4, of which this joint proxy statement/prospectus is a part, relating to the Horizon shares to be issued pursuant to the Merger Agreement, must have become effective under the Securities Act of 1933, as amended, and no stop order suspending the effectiveness of the Registration Statement shall have been issued or threatened by the Securities and Exchange Commission;

the boards of directors of Horizon and Peoples must have received an opinion from Barnes & Thornburg LLP to the effect that the merger constitutes a tax free reorganization for purposes of Section 368 of the Internal Revenue Code, as amended (the Code );

Horizon must have received a letter of tax advice, in a form satisfactory to Horizon, from Peoples outside, independent certified public accountants to the effect that any amounts that are paid by Peoples or Peoples Bank before the effective time of the merger, or required under Peoples employee benefit plans or the Merger Agreement to be paid at or after the effective time, to persons who are disqualified individuals under Section 280G of the Code with respect to Peoples, Peoples Bank, or their successors, and that otherwise should be allowable as deductions for federal income tax purposes, should not be disallowed as deductions for such purposes by reason of Section 280G of the Code;

As of the end of the month prior to the effective time of the merger, Peoples adjusted consolidated shareholders equity, as defined in the Merger Agreement, shall not be less than \$58,000,000;

Peoples shall have provided notice of termination to that certain Master Agreement, dated October 31, 2013, between Peoples Federal Savings Bank and FiServ;

the Peoples employees specified in the Merger Agreement shall have executed and delivered noncompetition agreements;

Horizon shall have entered into an employment agreement with Jeffrey H. Gatton;

the shares of Horizon common stock to be issued to Peoples shareholders in the merger must have been approved for listing on the NASDAQ Global Select Market; and

there shall be no legal proceedings initiated or threatened seeking to prevent the completion of the merger.

For a further description of the conditions necessary to the completion of the merger, see *The Merger Agreement Conditions to the Merger* beginning on page . We cannot be certain when, or if, the conditions to the merger will be satisfied or waived or that the merger will be completed.

**Termination (page )**

Horizon or Peoples may mutually agree at any time to terminate the Merger Agreement without completing the merger, even if Horizon's and Peoples' shareholders have approved it. Also, either party may decide, without the consent of the other party, to terminate the Merger Agreement under specified circumstances, including if the merger is not consummated by December 31, 2015, if the required regulatory approvals are not received, or if the Horizon or Peoples shareholders do not approve the Merger Agreement at their respective shareholders' meetings. In addition, either party may terminate the Merger Agreement if there is a breach of the agreement by the other party that would cause the failure of conditions to the terminating party's obligation to close, unless the breach is capable of being cured and is cured within twenty business days of notice of the breach. Peoples also has the right to terminate the Merger Agreement if it receives a proposal which its board of directors determines is superior to the merger with Horizon.

Additionally, Peoples has the right to terminate the Merger Agreement during the five-day period following the date on which all regulatory approvals and other approvals (disregarding any waiting period applicable to the regulatory approvals) required for the merger are received if Horizon's average common stock closing price is below \$19.57 per share, and the percentage decrease in stock price of Horizon from Horizon's closing stock price on the date of the Merger Agreement is more than 15% greater than the percentage decrease in the SNL Midwest Bank Index during the same period. Horizon has the right to prevent Peoples' termination under those circumstances, however, by agreeing to increase the exchange ratio pursuant to a formula set forth in the Merger Agreement.

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**Termination Fee (page )**

Peoples is required to pay Horizon a \$3,500,000 termination fee under the following circumstances:

if Horizon terminates the Merger Agreement because Peoples board of directors fails to include its recommendation to approve the merger in the joint proxy statement/prospectus delivered to shareholders or has withdrawn, modified, or changed its approval or recommendation of the Merger Agreement or approves or publicly recommends an acquisition proposal with a third party, or Peoples has entered into or publicly announced an intention to enter into another acquisition proposal;

if either party terminates the Merger Agreement because it is not approved by the requisite vote of the shareholders of Peoples at the Special Meeting or by Horizon because a quorum could not be convened at Peoples Special Meeting and, prior to the date that is twelve months after such termination Peoples or Peoples Bank enters into any acquisition agreement with a third party or an acquisition proposal is consummated; or

if either party terminates the Merger Agreement because the consummation of the merger has not occurred by December 31, 2015, and (i) prior to the date of such termination an acquisition proposal was made by a third party, and (ii) prior to the date that is twelve months after such termination, Peoples or Peoples Bank enters into any acquisition agreement or any acquisition proposal is consummated.

**Interests of Officers and Directors in the Merger that Are Different From Yours (page )**

When Peoples shareholders consider the recommendation of the Peoples board of directors to approve the Merger Agreement and the merger, you should be aware that certain of Peoples directors and executive officers have interests in the merger that are different from, or in addition to, the interests of Peoples shareholders generally that may present actual or apparent conflicts of interest, including certain payments under employment agreements for certain officers and directors of Peoples, the assumption of certain salary continuation agreements and a retirement benefits agreement with certain Peoples directors, the payout of a deferred fee agreement with a Peoples director, the appointment of a Peoples director to the Horizon and Horizon Bank boards of directors, and the continuation of director and officer indemnification and liability insurance protections. See *Interests of Certain Directors and Officers of Peoples in the Merger* beginning on page .

**Accounting Treatment of the Merger (page )**

The merger will be accounted for as a purchase transaction in accordance with United States generally accepted accounting principles.

**Rights of Shareholders After the Merger (page )**

When the merger is completed, Peoples shareholders owning at least 100 shares of Peoples common stock will become Horizon shareholders, and their rights then will be governed by Horizon s articles of incorporation and bylaws and applicable law. Horizon and Peoples are both organized under Indiana law. To review the differences in the rights of shareholders under each company s governing documents, see *Comparison of the Rights of Shareholders* beginning on page .



**Material Federal Tax Consequences of the Merger (page            )**

Horizon and Peoples expect the merger to qualify as a reorganization for U.S. federal income tax purposes. If the merger qualifies as a reorganization, then, in general, for U.S. federal income tax purposes:

a holder of Peoples common stock generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of cash received, or (2) the amount of gain realized in the merger. The amount of gain a Peoples shareholder realizes will equal the amount by which (a) the cash plus the fair market value of the Horizon common stock received, exceeds (b) the shareholder's aggregate adjusted tax basis in the Peoples common stock; and

a Peoples shareholder will recognize gain or loss, if any, on any fractional share of Horizon common stock for which cash is received equal to the difference between the amount of cash received and the Peoples shareholder's allocable tax basis in the fractional share.

To review the tax consequences of the merger to Peoples shareholders in greater detail, please see the section *Material Federal Income Tax Consequences* beginning on page            . Your tax consequences will depend on your

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individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences of the merger to you.

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF HORIZON**

The following data is derived from Horizon's audited annual historical financial statements and its unaudited financial statements at or for the periods indicated. Per share amounts have been adjusted to reflect all completed stock dividends and splits. This information should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and the consolidated financial statements and the notes thereto incorporated by reference into this joint proxy statement/prospectus. Results for past periods are not necessarily indicative of results that may be expected for any future period.

(in thousands, except per share data)	At or for the Three Months Ended March 31,			At or for the year ended December 31,			
	2015 (unaudited)	2014 (unaudited)	2014	2013	2012	2011	2010
<b>Summary of Operations:</b>							
Interest Income	\$ 20,093	\$ 16,467	\$ 76,205	\$ 74,886	\$ 72,528	\$ 64,614	\$ 68,491
Interest Expense	3,207	3,195	13,222	13,503	14,322	16,501	20,875
Net Interest Income	16,886	13,272	62,983	61,383	58,206	48,113	47,616
Provision for Loan Losses	614		3,058	1,920	3,524	5,282	11,554
Net Interest Income after Provision for Loan Losses	16,272	13,272	59,925	59,463	54,682	42,831	36,062
Non-Interest Income	7,066	5,522	26,277	25,906	27,331	20,299	19,906
Non-Interest Expense	16,068	14,514	61,946	58,445	54,024	46,147	42,571
Income Before Income Taxes	7,270	4,280	24,256	26,924	27,989	16,983	13,397
Income Tax Expense	1,912	863	6,155	7,048	8,446	4,186	2,942
Net Income	5,358	3,417	18,101	19,876	19,543	12,797	10,455
Net Income Available to Common Shareholders	\$ 5,327	\$ 3,385	\$ 17,968	\$ 19,506	\$ 19,062	\$ 11,472	\$ 9,049
<b>Period-End Balances:</b>							
Total Assets	\$ 2,153,965	\$ 1,806,583	\$ 2,076,922	\$ 1,758,276	\$ 1,848,227	\$ 1,547,162	\$ 1,400,919
Total Loans, Net	1,444,725	1,084,692	1,362,053	1,052,836	1,172,447	964,311	863,813

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Total Deposits	1,465,096	1,355,571	1,482,319	1,291,520	1,294,153	1,009,865	985,498
Total Borrowings	473,095	268,568	383,840	288,782	378,095	400,787	291,325
Total Shareholders Equity	\$ 199,491	\$ 169,783	\$ 194,414	\$ 164,520	\$ 158,968	\$ 121,465	\$ 112,283
<b>Per Share Data:</b>							
Net Income	\$ 0.58	\$ 0.39	\$ 1.98	\$ 2.26	\$ 2.39	\$ 1.55	\$ 1.23
Cash Dividends	0.14	0.11	0.51	0.42	0.38	0.31	0.30
Book Value Per Common Share at Period-End	\$ 20.25	\$ 18.22	\$ 19.75	\$ 17.64	\$ 17.00	\$ 14.68	\$ 12.74

**Table of Contents****SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PEOPLES**

The following tables set forth certain information and other data of Peoples at and for the periods indicated. The selected financial information presented below is derived in part from Peoples' consolidated financial statements. The following information is only a summary and you should read it in conjunction with Peoples' consolidated financial statements and notes beginning on page F-1, and in conjunction with Peoples' *Management's Discussion and Analysis of Financial Condition and Results of Operations* beginning on page . The information as of and for each of the two years ended September 30, 2014 and 2013 is derived in part from the audited consolidated financial statements of Peoples that appear in this joint proxy statement/prospectus. The information as of and for the years ended September 30, 2012, 2011, and 2010 is derived in part from audited consolidated financial statements of Peoples that do not appear in this joint proxy statement/prospectus. The information as of and for the six months ended March 31, 2015 and 2014 is unaudited. However, in the opinion of management of Peoples, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the unaudited periods have been made. Results for past periods are not necessarily indicative of the results that may be expected for any future period.

	As of March 31, 2015      2014 (unaudited)		2014	2013	As of September 30, 2012      2011		2010
<b>Balance Sheet Data:</b>							
Total assets	\$ 476,922,955	\$ 468,434,171	\$ 471,184,008	\$ 450,760,405	\$ 484,309,302	\$ 480,583,263	\$ 472,522,994
Loans receivable including loans held for sale, net	228,033,155	234,114,629	229,144,878	228,360,874	222,302,227	222,251,918	251,003,932
Investments and other interest earning assets	211,132,757	203,748,864	211,192,235	192,553,393	226,841,796	226,754,365	193,715,510
Deposits	358,291,889	354,759,605	353,920,254	349,677,821	359,359,011	353,810,967	338,792,106
Borrowed funds	51,683,064	50,992,239	52,867,522	40,061,234	56,746,457	61,022,847	69,743,961
Stockholders' equity	62,234,301	59,423,579	60,764,630	58,282,473	63,253,783	61,618,201	60,213,402
Book value per share	\$ 26.92	\$ 25.68	\$ 26.28	\$ 25.19	\$ 26.37	\$ 25.12	\$ 24.23

**For the Six Months Ended March 31,  
2015      2014  
(unaudited)**

**For the Year Ended September 30,  
2013      2012      2011      2010**

<b>Operating Data:</b>							
Interest income	\$ 7,445,819	\$ 7,826,357	\$ 15,478,204	\$ 15,369,552	\$ 17,514,489	\$ 19,703,047	\$ 21,687,996
Interest expense	1,483,523	1,526,629	3,018,748	3,708,773	5,446,755	6,468,946	8,417,974
Net interest income	\$ 5,962,296	\$ 6,299,728	\$ 12,459,456	\$ 11,660,779	\$ 12,067,734	\$ 13,234,101	\$ 13,270,022
Provision for losses on loans	69,250	177,500	385,250	263,750	423,000	768,501	1,041,874
Net interest income after provision for losses on loans	\$ 5,893,046	\$ 6,122,228	\$ 12,074,206	\$ 11,397,029	\$ 11,644,734	\$ 12,465,600	\$ 12,228,148
Non-interest income	1,884,675	1,558,336	3,650,525	4,202,038	3,634,995	4,131,312	3,399,917
Non-interest expense	6,116,041	5,979,195	11,834,882	12,820,996	11,967,527	12,097,194	11,830,544
Income before income taxes	1,661,680	1,701,369	3,889,849	2,778,071	3,312,202	4,499,718	3,797,521
Income tax expense	187,039	195,705	485,526	151,276	268,546	729,423	506,977
Net income	\$ 1,474,641	\$ 1,505,664	\$ 3,404,323	\$ 2,626,795	\$ 3,043,656	\$ 3,770,295	\$ 3,290,544
Basic income per common share	\$ 0.64	\$ 0.65	\$ 1.47	\$ 1.11	\$ 1.26	\$ 1.52	\$ 1.28
Diluted income per common share	\$ 0.64	\$ 0.65	\$ 1.47	\$ 1.11	\$ 1.26	\$ 1.52	\$ 1.28
Dividends per common share	\$ 0.40	\$ 0.40	\$ 0.80	\$ 0.80	\$ 0.80	\$ 0.76	\$ 0.76
<b>Other Data:</b>							
Average yield on all interest-earning assets	3.33%	3.62%	3.56%	3.50%	3.85%	4.41%	4.81%
Average cost of all interest-bearing liabilities	0.76%	0.81%	0.80%	0.98%	1.37%	1.64%	2.12%
Interest rate spread	2.57%	2.81%	2.76%	2.52%	2.48%	2.77%	2.69%
Net interest margin	2.66%	2.92%	2.86%	2.66%	2.65%	2.96%	2.94%
Return on assets (net income divided by	0.62%	0.65%	0.73%	0.56%	0.63%	0.79%	0.69%

average total assets)							
Return on equity (net income divided by average total equity)	4.88%	5.08%	5.67%	4.24%	4.85%	6.27%	5.47%
Dividend payout ratio (dividends per common share divided by net income per common share)	61.54%	61.54%	54.42%	72.07%	63.49%	50.00%	59.38%

**Table of Contents****Per Share Equivalent Information**

The following table sets forth the book value per share, cash dividends per share, and basic and diluted earnings per common share data for each of Horizon and Peoples on a historical basis, for Horizon on a pro forma combined basis, and on a pro forma combined basis per Peoples equivalent share. The data in the column **Pro Forma Equivalent per Peoples Share** shows the effect of the merger from the perspective of an owner of Peoples common stock, and was obtained by multiplying the Combined Pro Forma Amounts for Horizon by the exchange ratio of 0.95. The pro forma financial information in the table below is provided for illustrative purposes, does not include any projected cost savings, revenue enhancements, or other possible financial benefits of the merger to the combined company, and does not attempt to suggest or predict future results.

We present this information to reflect the fact that Peoples shareholders who own at least 100 shares of Peoples common stock will receive 0.95 shares of Horizon common stock for each share of Peoples common stock exchanged in the merger (unless adjusted in accordance with the Merger Agreement). This information does not purport to reflect what the historical results of the combined company would have been had Peoples and Horizon been combined during these periods.

	<b>Horizon Historical</b>	<b>Peoples Historical</b>	<b>Combined Pro Forma Amounts for Horizon</b>	<b>Pro Forma Equivalent Per Peoples Share</b>
<b>Book value per share:</b>				
at March 31, 2015	\$ 20.25	\$ 26.92	\$ 20.58	\$ 19.55
at December 31, 2014	\$ 19.75	\$ 26.53	\$ 20.12	\$ 18.93
<b>Cash dividends per share:</b>				
Three months ended March 31, 2015	\$ 0.14	\$ 0.20	\$ 0.14	\$ 0.13
Year ended December 31, 2014/September 30, 2014 <sup>(1)</sup>	\$ 0.51	\$ 0.80	\$ 0.51	\$ 0.48
<b>Basic earnings (loss) per share:</b>				
Three months ended March 31, 2015	\$ 0.58	\$ 0.28	\$ 0.52	\$ 0.49
Year ended December 31, 2014/September 30, 2014 <sup>(1)</sup>	\$ 1.98	\$ 1.47	\$ 1.89	\$ 1.80
<b>Diluted earnings (loss) per share:</b>				
Three months ended March 31, 2015	\$ 0.55	\$ 0.28	\$ 0.50	\$ 0.48
Year ended December 31, 2014/September 30, 2014 <sup>(1)</sup>	\$ 1.90	\$ 1.47	\$ 1.82	\$ 1.73

(1) Amounts presented for Horizon are for its fiscal year ended December 31, 2014, while amounts presented for Peoples are for its fiscal year ended September 30, 2014.

**Market Prices and Share Information**

The following table shows (1) the closing market prices of Horizon common stock as quoted on the NASDAQ Global Select Market and of Peoples common stock as quoted on the OTC Pink Marketplace on February 18, 2015, the last



business day prior to the announcement of the merger, and on \_\_\_\_\_, 2015, the most recent date practicable preceding the date of this joint proxy statement/prospectus, and (2) the equivalent pro forma value of a share of Peoples common stock at such dates based on the value of the consideration to be received in the merger with respect to each share. The equivalent prices per share of Peoples common stock were calculated by multiplying the market price of Horizon common stock by 0.95, which is the exchange ratio for the merger (subject to adjustment), and by adding the per share cash consideration of \$9.75 (subject to adjustment). All amounts in the table below are presented in dollars per share.

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	<b>Horizon Common Stock</b>	<b>Peoples Common Stock</b>	<b>Equivalent Pro Forma Per Share of Peoples Common Stock</b>
February 18, 2015	\$ 23.02	\$ 26.00	\$ 31.62
_____, 2015	\$	\$	\$

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**Table of Contents****RISK FACTORS**

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus (see *Where You Can Find More Information* on page ), including the risk factors included in Horizon's Annual Report on Form 10-K for the year ended December 31, 2014, you should consider carefully the risk factors described below in deciding how to vote. You should keep these risk factors in mind when you read forward-looking statements in this document and in the documents incorporated by reference into this document. Please refer to the section of this joint proxy statement/prospectus titled *Cautionary Note About Forward-Looking Statements* on page .

***Peoples' shareholders cannot be certain of the market value of the merger consideration they will receive, because the market price of Horizon common stock will fluctuate and the exchange ratio and cash consideration are subject to adjustment.***

Upon completion of the merger, each share of Peoples common stock held by a shareholder who holds at least 100 shares will be converted into the right to receive \$9.75 in cash and 0.95 shares of Horizon common stock. The market value of the merger consideration may vary from the closing price of Horizon common stock on the date the merger was announced, on the date that this document was mailed to Horizon's and Peoples' shareholders, on the date of the annual meeting of Horizon's shareholders and the date of the special meeting of Peoples' shareholders, and on the date Horizon and Peoples complete the merger and thereafter. Also, if Peoples elects to terminate the Merger Agreement because Horizon's stock price has decreased by the amount specified in the Merger Agreement, Horizon may avoid that termination by increasing the exchange ratio as provided in the Merger Agreement. Any change in the exchange ratio, the market price of Horizon's common stock or the cash consideration prior to completion of the merger will affect the amount and the market value of the merger consideration that Peoples' shareholders who hold at least 100 shares of Peoples common stock will receive upon completion of the merger. Accordingly, at the time of the Peoples special meeting, Peoples' shareholders will not know, or be able to calculate with certainty, the amount or the market value of the merger consideration they will receive upon completion of the merger. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in the business, operations and prospects of Horizon, and regulatory considerations. Many of these factors are beyond Horizon's or Peoples' control. You should obtain current market quotations for shares of Horizon common stock before you vote.

***The Merger Agreement may be terminated in accordance with its terms and the merger may not be completed, which could have a negative impact on Peoples.***

The Merger Agreement with Horizon is subject to a number of conditions that must be fulfilled in order to close. Those conditions include: approval by the shareholders of both Horizon and Peoples, regulatory approval, the continued accuracy of certain representations and warranties by both parties and the performance by both parties of certain covenants and agreements. In particular, Horizon is not obligated to close if, subject to the conditions in the Merger Agreement, the estimated environmental clean-up costs exceed \$2,000,000. In addition, certain circumstances exist in which Peoples may terminate the merger, including by accepting a superior proposal or by electing to terminate if Horizon's stock price declines below a specified level. Peoples has the right to terminate the Merger Agreement if Horizon's average common stock closing price over the 15-trading day period immediately preceding the date on which all regulatory approvals approving the merger (disregarding any waiting period applicable thereto) and all other approvals and consents necessary for the consummation of the merger are received (referred to as the determination date ) is below \$19.57 per share, and the percentage decrease in the stock price of Horizon from Horizon's closing stock price on the date of the Merger Agreement is more than 15% greater than the percentage decrease in the SNL Midwest Bank Index during the same period. However, Horizon has the right to prevent Peoples termination by agreeing to increase the exchange ratio pursuant to a formula set forth in the Merger Agreement. See

*The Merger Agreement* *Merger Consideration* (beginning on page ) for a more complete discussion of the merger consideration to be paid in this proposed transaction and *Termination* for a more complete discussion of the circumstances under which the Merger Agreement could be terminated. There can be no assurance that the conditions to closing the merger will be fulfilled or that the merger will be completed.

If the Merger Agreement is terminated, there may be various consequences to Peoples, including:

Peoples' business may have been adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger; and

Peoples may have incurred substantial expenses in connection with the merger, without realizing any of the anticipated benefits of completing the merger.

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If the Merger Agreement is terminated and Peoples board of directors approves another merger or business combination, under certain circumstances Peoples may be required to pay Horizon a \$3,500,000 termination fee, and Peoples shareholders cannot be certain that Peoples will be able to find a party willing to pay an equivalent or more attractive price than the price Horizon has agreed to pay in the merger.

***The completion of the merger is subject to the receipt of regulatory approvals from the Federal Reserve Board and the Office of the Comptroller of the Currency, which may take longer than expected or impose conditions that are not presently anticipated or cannot be met.***

Before the transactions contemplated in the Merger Agreement may be completed, various approvals must be obtained from the Federal Reserve Board and the Office of the Comptroller of the Currency. These governmental entities may impose conditions on the completion of the merger or require changes to the terms of the Merger Agreement. Although Horizon and Peoples do not currently expect that any such conditions or changes will be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the transactions contemplated in the Merger Agreement or imposing additional costs on or limiting Horizon's revenues, any of which might have a material adverse effect on Horizon following the merger. There can be no assurance as to whether the regulatory approvals will be received, the timing of those approvals, or whether any conditions will be imposed.

***Peoples shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.***

Peoples shareholders currently have the right to vote in the election of the Peoples board of directors and on other significant matters affecting Peoples, such as the proposed merger with Horizon. When the merger occurs, each Peoples shareholder who holds at least 100 shares of Peoples common stock will become a shareholder of Horizon with a percentage ownership of the combined organization that is much smaller than the shareholder's percentage ownership of Peoples. Based on the anticipated number of Horizon common shares to be issued in the merger, it is anticipated that the Peoples shareholders will only own approximately 19% of all of the outstanding shares of Horizon's common stock. Because of this, Peoples shareholders will have less influence on the management and policies of Horizon than they now have on the management and policies of Peoples. Furthermore, shareholders of Horizon do not have preemptive or similar rights, and therefore, Horizon can sell additional voting securities in the future without offering them to the former Peoples shareholders, which would further reduce their ownership percentage in, and voting control over, Horizon.

***Horizon may be unable to successfully integrate Peoples Bank's operations and retain Peoples Bank's employees.***

Simultaneous with the closing of the merger, Peoples Bank will be merged with and into Horizon Bank. The possible difficulties of merging the operations of Peoples Bank with Horizon Bank include:

integrating personnel with diverse business backgrounds;

combining different corporate cultures;

integrating systems; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of one or more of Horizon, Horizon Bank, or Peoples Bank, and the loss of key personnel. The merger of Peoples Bank with Horizon Bank will benefit greatly from the experience and expertise of certain key employees of Peoples Bank who are expected to be retained by Horizon. However, there can be no assurances that Horizon will be successful in retaining these employees for the time period necessary to integrate Peoples Bank into Horizon Bank at the level desired by Horizon. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and integration of Peoples Bank into Horizon Bank could have an adverse effect on the business and results of operations of Horizon or Horizon Bank, and therefore, its stock price.

***Horizon may be unable to retain Peoples' customers or grow the Peoples business.***

Peoples operates in geographic markets and with customers primarily located in or near DeKalb, Elkhart, LaGrange, Noble, Whitley, and Allen Counties in Northeast and North-Central Indiana, and Cass, Kalamazoo, and St. Joseph Counties in South-Central Michigan. Horizon's markets and customers are located primarily in Northwest and Central Indiana and Southwest Michigan. Although Horizon is not anticipating major differences between the preferences of Peoples' customers compared to Horizon's customers, any time there is a change in products, services, ownership, or management of a bank, there is a risk that customers may seek to obtain some or all of their banking products and services from other banks. Horizon

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believes that the desire of Peoples' customers to seek products or services elsewhere as a result of the merger will be lessened by the fact that the shareholders of Peoples will continue to own a portion of the combined operations after the merger and because key employees of Peoples will be continuing with the bank after the merger.

***The fairness opinion delivered to Peoples' board of directors does not reflect changes in circumstances subsequent to the date of the fairness opinion.***

The fairness opinion of KBW was delivered to Peoples' board of directors on February 18, 2015 and speaks only as of such date. Changes in operations and prospects of Horizon and Peoples, general market and economic conditions, and other factors both within and outside of Horizon's and Peoples' control may significantly alter the relative value of the companies by the time the merger is completed. KBW's opinion does not speak as of the time the merger will be completed or as of any date other than the date of such opinion.

***The termination fee and the restrictions on solicitation contained in the Merger Agreement may discourage other companies from attempting to acquire Peoples.***

Until the completion of the merger, with some exceptions, Peoples is prohibited from soliciting, initiating, encouraging, or participating in any discussion of, or otherwise considering, any inquiries or proposals that may lead to an acquisition proposal, such as a merger or other business combination transaction, with any person or entity other than Horizon. In addition, Peoples has agreed to pay a termination fee of \$3,500,000 to Horizon if the board of directors of Peoples withdraws, modifies, or changes its approval or recommendation of the Merger Agreement and approves or recommends an alternate acquisition transaction with a third party. These provisions could discourage other companies from trying to acquire Peoples even though such other companies might be willing to offer greater value to Peoples' shareholders than Horizon has offered in the Merger Agreement. The payment of the termination fee also could have a material adverse effect on Peoples' financial condition.

***Certain of Peoples' officers and directors have interests that are different from, or in addition to, the interests of Peoples' shareholders generally.***

Certain of Peoples' directors and executive officers have interests in the merger that are different from, or in addition to, the interests of Peoples' shareholders generally that may present actual or apparent conflicts of interest, including payments under the employment agreements for certain executive officers of Peoples, the assumption by Horizon (and the payout by Peoples) of certain salary continuation agreements and a retirement benefits agreement with certain directors of Peoples, the appointment of a Peoples director to the Horizon and Horizon Bank boards of directors, the payout of a deferred fee agreement with a Peoples director, and the continuation of director and officer indemnification and liability insurance protections. See *Interests of Certain Directors and Officers of Peoples in the Merger* beginning on page .

***The merger may fail to qualify as a reorganization for federal tax purposes, resulting in the recognition by Peoples shareholders of taxable gain or loss in respect of their Peoples shares.***

Horizon and Peoples intend the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. Although the Internal Revenue Service will not provide a ruling on the matter, Horizon and Peoples, as a condition to closing, will obtain an opinion from Horizon's legal counsel that the merger will constitute a reorganization for federal tax purposes. This opinion does not bind the IRS or prevent the IRS from adopting a contrary position. If the merger fails to qualify as a reorganization, a Peoples shareholder generally would recognize gain or loss in an amount equal to the difference between (1) the sum of the amount of cash and the aggregate fair market value of the Horizon common stock received in the exchange, and (2) the Peoples shareholder's aggregate

adjusted tax basis in the Peoples common stock surrendered in the exchange.

***The shares of Horizon common stock to be received by Peoples shareholders as a result of the merger will have different rights from the shares of Peoples common stock.***

The rights associated with Peoples common stock are different from the rights associated with Horizon s common stock. See the section of this joint proxy statement/prospectus entitled *Comparison of the Rights of Shareholders* (beginning on page ) for a discussion of the different rights associated with Horizon s and Peoples common stock.



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**CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus contains forward-looking statements that have been made pursuant to the provisions of, and in reliance on the safe harbor under, the Private Securities Litigation Reform Act of 1995 (the Reform Act ). Forward-looking statements include statements with respect to management s beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, intentions, and future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond the control of Horizon and Peoples, and which may cause actual results, performance, or achievements to be materially different from future results, performance, or achievements expressed or implied by such forward-looking statements.

In addition, certain statements may be contained in the future filings of Horizon with the SEC, in press releases, and in oral and written statements made by or with the approval of Horizon that are not statements of historical fact and constitute forward-looking statements within the meaning of the Reform Act. Examples of such forward-looking statements include, but are not limited to:

statements about the benefits of the merger between Horizon and Peoples, including future financial and operating results, cost savings, enhanced revenues and accretion to reported earnings that may be realized from the merger;

statements of plans, objectives, and expectations of Horizon or Peoples or their managements or boards of directors;

statements of future economic performance; and

statements of assumptions underlying such statements.

All statements other than statements of historical fact are statements that could be forward-looking statements. Words such as believe, contemplate, seek, estimate, plan, project, anticipate, assume, expect, intend, ta remain, will, should, indicate, would, may, and other similar expressions are intended to identify forward-look statements but are not the exclusive means of identifying such statements. Forward-looking statements provide current expectations or forecasts of future events and are not guarantees of future performance, nor should they be relied upon as representing management s views as of any subsequent date. The forward-looking statements are based on management s expectations and are subject to a number of risks and uncertainties.

Forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties, and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

the risk that the businesses of Horizon and Peoples will not be integrated successfully or such integration may be more difficult, time-consuming, or costly than expected;

expected revenue synergies and cost savings from the merger may not be fully realized or realized within the expected time frame;

revenues or earnings following the merger may be lower than expected;

deposit attrition, operating costs, customer loss, and business disruption following the merger, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;

the inability to obtain governmental approvals of the merger on the proposed terms and schedule;

the failure of Horizon's and/or Peoples' shareholders to approve the merger;

local, regional, national, and international economic conditions and the impact they may have on Horizon and Peoples and their customers and Horizon's and Peoples' assessment of that impact;

changes in the level of non-performing assets, delinquent loans, and charge-offs;

material changes in the value of Horizon's common stock;

changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

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the risk that management's assumptions and estimates used in applying critical accounting policies prove unreliable, inaccurate, or not predictive of actual results;

inflation, interest rate, securities market, and monetary fluctuations;

changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity;

prepayment speeds, loan originations, and credit losses;

sources of liquidity;

competitive pressures among depository and other financial institutions may increase and have an effect on pricing, spending, third-party relationships, and revenues;

changes in laws and regulations (including laws and regulations concerning taxes, banking, and securities) with which Horizon and Peoples must comply;

the effects of, and changes in, trade, monetary, and fiscal policies and laws, including interest rate policies of the Federal Reserve Board;

Horizon's and Peoples' common shares outstanding and common stock price volatility;

legislation affecting the financial services industry as a whole, and/or Horizon and Peoples and their subsidiaries, individually or collectively;

governmental and public policy changes;

financial resources in the amounts, at the times, and on the terms required to support Horizon's and Peoples' future businesses; and

the impact on Horizon's or Peoples' businesses, as well as on the risks set forth above, of various domestic or international military or terrorist activities or conflicts.

Additional factors that could cause Horizon's results to differ materially from those described in the forward-looking statements can be found in Horizon's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K filed with the SEC. All subsequent written and oral forward-looking statements concerning the

proposed transaction or other matters and attributable to Horizon or Peoples or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements referenced above. Forward-looking statements speak only as of the date on which such statements are made. Horizon and Peoples undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

We caution you not to place undue reliance on the forward-looking statements.

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The following tables present the unaudited pro forma combined condensed financial information for Horizon and Peoples, giving effect to the merger. The unaudited pro forma combined condensed balance sheet as of March 31, 2015 gives effect to the merger as if it occurred on that date. The unaudited pro forma combined condensed income statements for the three months ended March 31, 2015, and for the twelve months ended December 31, 2014, present the combined results of operations of Horizon and Peoples as if the merger had been effective on January 1 of each respective year.

In the transaction, Peoples will merge with and into Horizon, with Horizon as the surviving entity. Simultaneously with the merger of Peoples and Horizon, Peoples Bank will merge with and into Horizon Bank. In connection with the merger, each outstanding share of Peoples common stock (other than shares then held of record by Horizon, shares held as treasury shares of Peoples, or dissenting shares) shall be converted into the right to receive \$9.75 in cash and 0.95 shares of Horizon common stock, subject to certain adjustments as described in the Merger Agreement. However, shareholders who hold fewer than 100 shares of Peoples common stock will be entitled to receive only fixed consideration of \$33.14 per share in cash and will not be entitled to receive any shares of Horizon common stock. Each Peoples shareholder also will receive cash in lieu of any fractional shares of Horizon common stock that such shareholder would otherwise receive in the merger, with the amount of cash based on the market value of one share of Horizon common stock determined shortly before the closing of the merger. See *The Merger Agreement Merger Consideration* beginning on page .

Horizon expects that it will incur merger and integration charges as a result of the merger. The unaudited pro forma combined condensed financial information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, may not reflect all of these anticipated financial expenses and does not reflect any possible financial benefits, and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical results of the combined company would have been had Horizon and Peoples been combined during the periods presented.

The merger will be accounted for under the purchase method of accounting under accounting principles generally accepted in the United States ( GAAP ). Under the purchase method of accounting, the assets and liabilities of Peoples, as of the completion date of the merger, will be recorded at their fair values and the excess of the purchase price over the fair value of the net assets will be allocated to goodwill. Financial statements of Horizon issued after the consummation of the merger will reflect these values and will not be restated retroactively to reflect the historical position or results of operations of Peoples. The operating results of Peoples will be reflected in Horizon s consolidated financial statements from and after the date the merger is completed.

The final allocation of the purchase price will be determined after the merger is completed and after completion of thorough analyses to determine the fair values of Peoples tangible and identifiable intangible assets and liabilities as of the date the merger is completed. In addition, estimates of merger-related charges are subject to final decisions related to combining the companies. Any change in the fair value of net assets of Peoples will change the amount of the purchase price allocable to goodwill. Additionally, changes to Peoples shareholders equity, including net income and changes in the market value of Horizon s common stock through the date the merger is completed, also will change the amount of goodwill recorded. As a result, the final adjustments may be materially different from the unaudited pro forma adjustments used in preparing the unaudited pro forma combined condensed financial information presented herein. The unaudited pro forma adjustments used in preparing the unaudited pro forma combined condensed financial information are described in greater detail in the notes thereto.

The unaudited pro forma combined condensed balance sheet is based on the individual historical unaudited consolidated balance sheets of each of Horizon and Peoples as of March 31, 2015. In preparing the unaudited pro forma combined condensed income statement for the twelve months ended December 31, 2014, the audited consolidated financial statements of Peoples for the year ended September 30, 2014 and the audited consolidated financial statements of Horizon for the twelve months ending December 31, 2014 were used. In preparing the unaudited pro forma combined condensed income statement for the three months ended March 31, 2015, the unaudited consolidated financial statements of each of Horizon and Peoples for the three months ended March 31, 2015 were used. The unaudited pro forma combined condensed financial information is based on, and should be read together with, (i) the historical consolidated financial statements and related notes of Horizon contained in its Annual Report on Form 10-K for the year ended December 31, 2014 and the historical financial statements and related notes as of and for the three months ended March 31, 2015 contained in its Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which are incorporated by reference into this joint proxy statement/prospectus, and (ii) the historical consolidated financial statements and related notes of Peoples contained in this joint proxy statement/prospectus beginning at page F-1 for the year ended September 30, 2014 and as of and for the three and six months ended March 31, 2015.

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**UNAUDITED PRO FORMA COMBINED CONDENSED  
CONSOLIDATED BALANCE SHEET**

**As of March 31, 2015**

(\$ in thousands)

	<b>Horizon</b>	<b>Peoples</b>	<b>Pro Forma Adjustments</b>	<b>Footnote Reference</b>	<b>Pro Forma Combined</b>
<b>Assets</b>					
Cash and due from banks	\$ 38,676	\$ 32,283	\$ (27,430)	(c),(d),(n)	\$ 43,529
Investment securities, available for sale	331,033	175,404			506,437
Investment securities, held to maturity	164,282	10,039			174,321
Loans held for sale	6,229	215			6,444
Loans, net of allowance for loan losses	1,444,725	227,818	(1,301)	(f),(g)	1,671,242
Premises and equipment, net	53,989	5,043	(500)	(h)	58,532
Federal Reserve and Federal Home Loan					
Bank stock	11,348	3,507			14,855
Goodwill	28,176	2,330	13,144	(a),(m)	43,650
Other intangible assets	3,738		2,291	(j)	6,029
Cash value life insurance	39,640	13,803			53,443
Other assets	32,129	6,481	518	(i),(k)	39,128
<b>Total assets</b>	<b>\$ 2,153,965</b>	<b>\$ 476,923</b>	<b>\$ (13,278)</b>		<b>\$ 2,617,610</b>
<b>Liabilities</b>					
Total deposits	\$ 1,465,096	\$ 358,292			\$ 1,823,388
Borrowings	440,415	51,683			492,098
Subordinated debentures	32,680				32,680
Other liabilities	16,283	4,714	802	(l)	21,799
<b>Total liabilities</b>					