

HORIZON BANCORP /IN/
Form SC 13G/A
January 30, 2014

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 2)

Horizon Bancorp
(Name of Issuer)

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

440407104
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

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

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

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
 Financial Edge Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
 GROUP (SEE INSTRUCTIONS) (b) o
 Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		267,313
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		267,313

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 267,313

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
 CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 3.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 PN

2

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
 Financial Edge-Strategic Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
 GROUP (SEE INSTRUCTIONS) (b) o
 Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		99,246	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		99,246	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 99,246

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
 CERTAIN SHARES (SEE INSTRUCTIONS)

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

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 PN

3

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
Goodbody/PL Capital, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
GROUP (SEE INSTRUCTIONS) (b) o
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		43,983
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		43,983

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,983

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

4

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
PL Capital/Focused Fund, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
GROUP (SEE INSTRUCTIONS) (b) o
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		54,594
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		54,594

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
54,594

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
CERTAIN SHARES (SEE INSTRUCTIONS)

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

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

5

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
GROUP (SEE INSTRUCTIONS) (b) o
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		421,153
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		421,153

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
421,153

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
4.8%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
 PL Capital Advisors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
 GROUP (SEE INSTRUCTIONS) (b) o
 Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		465,136	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		465,136	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 465,136

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
 CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 PN

7

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
Goodbody/PL Capital, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
GROUP (SEE INSTRUCTIONS) (b) o
Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF	5	SOLE VOTING POWER
SHARES		0
BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		43,983
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		43,983

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
43,983

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

8

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
 John W. Palmer

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
 GROUP (SEE INSTRUCTIONS) (b) o
 Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		465,136	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		465,136	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 465,136

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
 CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

9

CUSIP No. 440407104

1 NAME OF REPORTING PERSONS
 Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) T
 GROUP (SEE INSTRUCTIONS) (b) o
 Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 USA

NUMBER OF	5	SOLE VOTING POWER	
SHARES		0	
BENEFICIALLY	6	SHARED VOTING POWER	
OWNED BY		465,136	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		465,136	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 465,136

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES T
 CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 5.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 IN

10

CUSIP No. 440407104

Item 1(a). Name of Issuer:

Horizon Bancorp

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

515 Franklin Square, Michigan City, Indiana 46360.

Item 2(a). Name of Persons Filing:

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

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

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

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

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

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

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

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

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

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

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

The business address of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP, Goodbody/PL LLC, Mr. Palmer and Mr. Lashley is: c/o PL Capital, 47 E. Chicago Avenue, Suite 336, Naperville, Illinois 60540. Each of Financial Edge Fund, Financial Edge Strategic, Focused Fund, PL Capital, PL Capital Advisors, Goodbody/PL LP and Goodbody/PL LLC are engaged in various interests, including investments.

Item 2(c). Citizenship:

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

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

Common Stock

Item 2(e). CUSIP Number:

440407104

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

N/A

CUSIP No. 440407104

Item 4. Ownership:

The following list sets forth the aggregate number and percentage (based on 8,695,721 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q, as filed on November 17, 2013) of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2(a):

Name	Shares of Common Stock Beneficially Owned (Shared Voting and Investment Power for all Shares)	Percentage of Shares of Common Stock Beneficially Owned
Financial Edge Fund	267,313	3.1%
Financial Edge Strategic	99,246	1.1%
Focused Fund	54,594	0.6%
PL Capital	421,153	4.8% (indirect beneficial ownership as general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund)
PL Capital Advisors	465,136	5.3% (indirect beneficial ownership as investment adviser to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP)
Goodbody/PL LP	43,983	0.5%
Goodbody/PL LLC	43,983	0.5% (indirect beneficial ownership as general partner of Goodbody/PL LP)
John W. Palmer	465,136	5.3% (indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)
Richard J. Lashley	465,136	5.3% (indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)

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

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

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

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

N/A

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

N/A

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

N/A

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

See Item 2(a) above.

Item 9. Notice of Dissolution of Group:

N/A

Item 10. Certification:

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

CUSIP No. 440407104

SIGNATURE

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

Date: January _____, 2014

FINANCIAL EDGE FUND, L.P.

By: PL CAPITAL, LLC
General Partner

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

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

FINANCIAL EDGE-STRATEGIC
FUND, L.P.

By: PL CAPITAL, LLC
General Partner

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

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

PL CAPITAL/FOCUSED FUND, L.P.

By: PL CAPITAL, LLC
General Partner

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

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

CUSIP No. 440407104

GOODBODY/PL CAPITAL, L.P.

By: GOODBODY/PL CAPITAL,
LLC
General Partner

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

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

GOODBODY/PL CAPITAL, LLC

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

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

PL CAPITAL, LLC

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

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

PL CAPITAL ADVISORS, LLC

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

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

/s/ John W. Palmer
John W. Palmer

/s/ Richard J. Lashley
Richard J. Lashley

