

FIRST MIDWEST BANCORP INC
Form SC 13G
January 10, 2017

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

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

First Midwest Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

320867104

(CUSIP Number)

January 6, 2017

(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)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (" Act ") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 320867104

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Trident SBI Holdings, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES None
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,641,935
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON None
8 SHARED DISPOSITIVE POWER
WITH9 6,641,935
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 6,641,935
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.5%*
TYPE OF REPORTING PERSON

PN

* All percentages of Common Shares (as defined below) outstanding contained herein are based on 81,325,864 Common Shares outstanding as of October 31, 2016, as reported on the Issuer's Form 10-Q filed on November 4, 2016, as adjusted to give effect to the reporting persons' estimated issuance of shares in the Issuer's acquisition of Standard Bancshares, Inc. as described in that Form 10-Q.

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Trident SBI GP Holdings, LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES None
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,641,935
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON None
8 SHARED DISPOSITIVE POWER
WITH9 6,641,935
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 6,641,935
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.5%*
TYPE OF REPORTING PERSON

OO

* All percentages of Common Shares (as defined below) outstanding contained herein are based on 81,325,864 Common Shares outstanding as of October 31, 2016, as reported on the Issuer's Form 10-Q filed on November 4, 2016, as adjusted to give effect to the reporting persons' estimated issuance of shares in the Issuer's acquisition of Standard Bancshares, Inc. as described in that Form 10-Q.

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Trident V, L.P.
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES None
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,641,935
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON None
8 SHARED DISPOSITIVE POWER

WITH

9 6,641,935
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 6,641,935
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.5%*
TYPE OF REPORTING PERSON

PN

* All percentages of Common Shares (as defined below) outstanding contained herein are based on 81,325,864 Common Shares outstanding as of October 31, 2016, as reported on the Issuer's Form 10-Q filed on November 4, 2016, as adjusted to give effect to the reporting persons' estimated issuance of shares in the Issuer's acquisition of Standard Bancshares, Inc. as described in that Form 10-Q.

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1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 Stone Point Capital LLC
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

SHARES None
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,641,935
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON None
8 SHARED DISPOSITIVE POWER

WITH

9 6,641,935
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON10 6,641,935
CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 6.5%*
TYPE OF REPORTING PERSON

OO

* All percentages of Common Shares (as defined below) outstanding contained herein are based on 81,325,864 Common Shares outstanding as of October 31, 2016, as reported on the Issuer's Form 10-Q filed on November 4, 2016, as adjusted to give effect to the reporting persons' estimated issuance of shares in the Issuer's acquisition of Standard Bancshares, Inc. as described in that Form 10-Q.

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ITEM 1(a) NAME OF ISSUER:

First Midwest Bancorp, Inc. (the Company)

ITEM 1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One Pierce Place

Suite 1500

Itasca, IL 60143

ITEM 2(a) NAME OF PERSON FILING:

Trident SBI Holdings, L.P.

Trident SBI GP Holdings, LLC

Trident V, L.P.

Stone Point Capital LLC

ITEM 2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:
For:

Trident SBI Holdings, L.P.

Trident SBI GP Holdings, LLC

Trident V, L.P.

c/o Stone Point Capital LLC

20 Horseneck Lane

Greenwich, CT 06830

For:

Stone Point Capital LLC

20 Horseneck Lane

Greenwich, CT 06830

ITEM 2(c) CITIZENSHIP:

Trident SBI Holdings, L.P. United States

Trident SBI GP Holdings, LLC United States

Trident V, L.P. Cayman Islands

Stone Point Capital LLC United States

ITEM 2(d) TITLE OF CLASS OF SECURITIES:

Common Shares

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ITEM 2(e) CUSIP NO.:

320867104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP

The information in items 5 through 9 and item 11 on the cover pages (and the footnotes thereto) to this Schedule 13G is hereby incorporated by reference.

Trident SBI Holdings, L.P. (Trident SBI Holdings) is the holder of 6,641,935 Common Shares and the voting and investment power with respect thereto. The sole general partner of Trident SBI Holdings is Trident SBI GP Holdings, LLC (Trident SBI GP Holdings). As the general partner, Trident SBI GP Holdings holds voting and investment power with respect to the securities of the Company that are, or may be deemed to be, beneficially owned by Trident SBI Holdings. Trident V, L.P. (Trident V) is the sole managing member of Trident SBI GP Holdings and may also be deemed to have shared voting control and investment power with respect to the securities of the Company that are, or may be deemed to be, beneficially owned by Trident SBI Holdings. Pursuant to a management agreement, Stone Point Capital LLC (Stone Point) has the authority to exercise voting rights with respect to the Common Shares on behalf of Trident SBI Holdings, except with respect to any portfolio investment where Trident V controls, directly or indirectly, 10% or more of the voting power of such portfolio company, in which case discretion to exercise voting rights may not be exercised on behalf of Trident SBI Holdings without first receiving direction from the General Partner of Trident V. The management agreement does not delegate to Stone Point any power with respect to the disposition of Common Shares held by Trident SBI Holdings.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not Applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not Applicable.

ITEM 10. CERTIFICATION.

(a) Not applicable.

(b) 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.

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SIGNATURE

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

Date: January 10, 2017

TRIDENT SBI HOLDINGS, L.P.

By: Trident SBI GP Holdings, LLC, its sole
general partner

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT SBI GP HOLDINGS, LLC

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT V, L.P.

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

STONE POINT CAPITAL LLC

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Senior Vice President, Counsel

JOINT FILING AGREEMENT

PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G in respect of the common stock, \$0.01 par value of First Midwest Bancorp, Inc. is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G may be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained herein or therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

EXECUTED this 10th day of January, 2017.

TRIDENT SBI HOLDINGS, L.P.

By: Trident SBI GP Holdings, LLC, its sole
general partner

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT SBI GP HOLDINGS, LLC

By: Trident V, L.P., its managing member

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

TRIDENT V, L.P.

By: Trident Capital V, L.P., its general partner

By: DW Trident V, L.P., a general partner

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Vice President

STONE POINT CAPITAL LLC

By: /s/ Jacqueline M. Giammarco

Name: Jacqueline M. Giammarco

Title: Senior Vice President, Counsel