

FIDELITY SOUTHERN CORP
Form S-4MEF
March 01, 2016

As filed with the Securities and Exchange Commission on March 1, 2016 File No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FIDELITY SOUTHERN CORPORATION

(Exact name of issuer as specified in its charter)

Georgia **58-1416811**

(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification Number)

Fidelity Southern Corporation

3490 Piedmont Road, Suite 1550

Atlanta, Georgia 30305

Stephen H. Brolly

3490 Piedmont Road, Suite 1550

Atlanta, Georgia 30305

(404) 639-6500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

(404) 639-6500

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

Copies to:

James W. Stevens

Troutman Sanders LLP

600 Peachtree Street, Suite 5200

Atlanta, Georgia 30308

(404) 885-3721

Robert C. Schwartz

Smith, Gambrell & Russell, LLP

Promenade, Suite 3100

1230 Peachtree Street, N.E.

Atlanta, Georgia 30309

(404) 815-3758

Approximate date of commencement of proposed sale to the public:

As soon as practicable after this Registration Statement becomes effective.

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 of 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. x333-208228

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. " _____

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, no par value	176,752	(1) Not Applicable ⁽²⁾	\$ 2,601,029	(2) \$ 262

(1) The number of shares of the Registrant to be issued in connection with the merger of American Enterprise Bankshares, Inc. with and into the Registrant, in addition to the 1,295,671 shares of the Registrant registered on the earlier registration statement on Form S-4 (File No. 333-208228), which was declared effective by the Securities and Exchange Commission on December 29, 2015.

Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act. The proposed maximum aggregate offering price is being calculated pursuant to Rule 457(f)(2) under the Securities Act, based on 591,143 shares of American Enterprise Bankshares, Inc. to be exchanged for the additional shares of the Registrant being registered and the book value per share of such securities of \$4.40 as of January 31, 2016.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of common stock, no par value, of Fidelity Southern Corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier registration statement on Form S-4 (File No. 333- 208228), which was declared effective by the Securities and Exchange Commission on December 29, 2015, are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

EXPERTS

Ernst & Young LLP, independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014, and the effectiveness of our internal control over financial reporting as of December 31, 2014, as set forth in their reports, which are incorporated by reference in this prospectus and elsewhere in the registration statement. Our financial statements and our management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2014 are incorporated by reference in reliance on Ernst & Young LLP's reports, given on their authority as experts in accounting and auditing.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Fidelity Southern Corporation has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on March 1, 2016.

FIDELITY SOUTHERN CORPORATION

By: /s/ James B. Miller, Jr.
James B. Miller, Jr.

Chief Executive Officer and Chairman of the Board (Principal Executive Officer)

By: /s/ Stephen H. Brolly
Stephen H. Brolly

Chief Financial Officer (Principal Financial and Accounting Officer)

POWER OF ATTORNEY AND SIGNATURES

Know all men by these presents, that each person whose signature appears below constitutes and appoints James B. Miller, Jr. and Stephen H. Brolly, or either of them, as attorney-in-fact, with each having the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-4 and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 1, 2016.

Signature

Title

/s/ James B. Miller, Jr.
James B. Miller, Jr.

Chief Executive Officer and Chairman of the Board
(Principal Executive Officer)

/s/ Stephen H. Brolly
Stephen H. Brolly

Chief Financial Officer
(Principal Financial and Accounting Officer)

/s/ David R. Bockel Director
Major General (Ret) David R. Bockel

/s/ Wm. Millard Choate Director
Wm. Millard Choate

/s/ Donald A. Harp, Jr. Director
Donald A. Harp, Jr.

/s/ Kevin S. King Director
Kevin S. King

/s/ William C. Lankford, Jr. Director
William C. Lankford, Jr.

[signatures continued on next page]

[signatures continued from previous page]

/s/ H. Palmer Proctor, Jr. Director
H. Palmer Proctor, Jr.

/s/ W. Clyde Shepherd III Director
W. Clyde Shepherd III

/s/ Rankin M. Smith, Jr. Director
Rankin M. Smith, Jr.

EXHIBIT INDEX

Exhibit Description of Exhibit

5.1 Opinion and Consent of Troutman Sanders LLP.

23.1 Consent of Ernst & Young LLP.