

HORIZON BANCORP /IN/  
Form SC 13G/A  
January 09, 2015  
CUSIP No. 440407104

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)

Horizon Bancorp  
(Name of Issuer)

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

440407104  
(CUSIP Number)

December 31, 2014  
(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		292,313
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		292,313

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
292,313

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)  
3.2%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

2

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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		118,146
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		118,146

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
118,146

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)  
1.3%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

3

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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		88,279
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		88,279

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 88,279

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)  
 1.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 PN

4

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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			58,438
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON	8	SHARED DISPOSITIVE POWER	
WITH			58,438

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 58,438

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

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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		468,897
EACH	7	SOLE DISPOSITIVE POWER
REPORTING		0
PERSON	8	SHARED DISPOSITIVE POWER
WITH		468,897

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
468,897

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)  
5.1%

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			557,176
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON	8	SHARED DISPOSITIVE POWER	
WITH			557,176

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 557,176

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)  
 6.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 PN

7

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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			88,279
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING			0
PERSON	8	SHARED DISPOSITIVE POWER	
WITH			88,279

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 88,279

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)  
 1.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 PN

8

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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		557,176	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		557,176	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 557,176

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)  
 6.0%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN

9

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CUSIP No. 440407104

1 NAME OF REPORTING PERSONS  
 Richard J. Lashley

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)  T  
 (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		557,176	
EACH	7	SOLE DISPOSITIVE POWER	
REPORTING		0	
PERSON	8	SHARED DISPOSITIVE POWER	
WITH		557,176	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
 557,176

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

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

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
 IN

10

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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.

CUSIP No. 440407104

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

Item 4. Ownership:

The following list sets forth the aggregate number and percentage (based on 9,210,786 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q, as filed on November 7, 2014) of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2(a):

CUSIP No. 440407104

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	292,313	3.2%
Financial Edge Strategic	118,146	1.3%
Focused Fund	58,438	0.6%
PL Capital	468,897	5.1%
		(indirect beneficial ownership as general partner of Financial Edge Fund, Financial Edge Strategic and Focused Fund)
PL Capital Advisors	557,176	6.0%
		(indirect beneficial ownership as investment adviser to Financial Edge Fund, Financial Edge Strategic, Focused Fund and Goodbody/PL LP)
Goodbody/PL LP	88,279	1.0%
Goodbody/PL LLC	88,279	1.0%
		(indirect beneficial ownership as general partner of Goodbody/PL LP)
John W. Palmer	557,176	6.0%
		(indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)
Richard J. Lashley	557,176	6.0%
		(indirect beneficial ownership as managing member of PL Capital, PL Capital Advisors and Goodbody/PL LLC)

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

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

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

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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 9, 2015

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