

VISSER BRUCE  
Form SC 13G/A  
January 05, 2012

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**(Rule 13d-102)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1 )\***

Mercantile Bank Corporation

**(Name of Issuer)**

Common Stock

**(Title of Class of Securities)**

587376104

**(CUSIP Number)**

February 23, 2010

**(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 disclosures 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 Name of Reporting Persons

Bruce G. Visser

2 Check the Appropriate Box if a Member of a Group

(a) ..

3 SEC Use Only

(b) ..

4 Citizenship or Place of Organization

United States of America

5 Sole Voting Power

0

6 Shared Voting Power

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
With

734,068.577

7 Sole Dispositive Power

0

8 Shared Dispositive Power

734,068.577

9 Aggregate Amount Beneficially Owned by Each Reporting Person

734,068.577

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares

..

11 Percent of Class Represented by Amount in Row (9)

8.5%

12 Type of Reporting Person

IN

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1 Name of Reporting Persons

Mary V. Visser

2 Check the Appropriate Box if a Member of a Group

(a) ..

3 SEC Use Only

(b) ..

4 Citizenship or Place of Organization

United States of America

5 Sole Voting Power

0

6 Shared Voting Power

Number of Shares  
Beneficially Owned by  
Each Reporting Person  
With

734,068.577

7 Sole Dispositive Power

0

8 Shared Dispositive Power

734,068.577

9 Aggregate Amount Beneficially Owned by Each Reporting Person

734,068.577

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares ..

11 Percent of Class Represented by Amount in Row (9)

8.5%

12 Type of Reporting Person

IN

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**Explanatory Note**

This Amendment No. 1 to Schedule 13G amends and restates the Schedule 13G that was originally filed by Bruce G. and Mary V. Visser, husband and wife, on June 16, 2010. Mr. and Mrs. Visser are filing this Amendment No. 1 to correct the information reported in the original Schedule 13G. Since filing the original Schedule 13G, Mr. and Mrs. Visser have determined that additional shares of common stock of Mercantile Bank Corporation may be deemed to be beneficially owned by them pursuant to applicable SEC rules.

**Item 1(a). Name of Issuer:**

Mercantile Bank Corporation

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

310 Leonard St., NW, Grand Rapids, MI 49504

**Item 2(a). Name of Person Filing:**

Bruce G. and Mary V. Visser

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

1946 Turner NW, Grand Rapids, MI 49504

**Item 2(c). Citizenship:**

United States of America

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

Common Stock

Item 2(e). **CUSIP Number:**  
587376104

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

Not applicable.

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 73c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §13d-1(b)(1)(ii)(E).

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- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
  - (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
  - (h) .. A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
  - (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
  - (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).
- x **If this statement is filed pursuant to §240.13d-1(c), check this box.**

Item 4. **Ownership.**

- (a) **Amount Beneficially Owned:** 734,068.577 shares of Common Stock
- (b) **Percent of Class:** See Line 11 of the cover sheet. This percentage is calculated based on 8,590,946 shares of Common Stock outstanding as of November 6, 2009, as reported by the Issuer in a Form 10-Q filed with the Securities and Exchange Commission on November 6, 2009.
- (c) **Number of shares as to which such person has:**
  - (i) Sole power to vote or to direct the vote: See Line 5 of the cover sheet.
  - (ii) Shared power to vote or to direct the vote: See Line 6 of the cover sheet.
  - (iii) Sole power to dispose or to direct the disposition of: See Line 7 of the cover sheet.
  - (iv) Shared power to dispose or to direct the disposition of: See Line 8 of the cover sheet.

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

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

Not applicable

**Item 9. Notice of Dissolution of Group.**

Not applicable

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Item 10. **Certifications.**

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.

**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.

Dated: December 20, 2011

/s/ Bruce G. Visser

Bruce G. Visser

/s/ Mary V. Visser

Mary V. Visser

fore, our directors currently are elected by a plurality of the votes cast.

In an effort to enhance our directors' accountability to shareholders, in 2006, our Board amended our Bylaws to require that any director that is elected by less than a Majority Vote in an uncontested election (which is an election in which the number of candidates does not exceed the number of directors to be elected) send our Board a resignation. The effectiveness of any such resignation is contingent upon Board acceptance. The Board will accept or reject any such resignation in its discretion after receiving a recommendation made by our Management Development, Nominating and Governance Committee. Majority Vote means that when there is a quorum present, more than 50% of the votes cast in the election of such director were for the election of such director, with votes cast being equal to the total of the votes for the election of such director plus the votes withheld from the election of such director.

Several of our institutional shareholders have requested that we strengthen our commitment to majority elections of directors in uncontested elections by amending our Articles of Incorporation so that in uncontested elections any director nominee who does not receive a Majority Vote will not be elected as a director. In light of our Board's commitment to maintaining shareholder accountability, our Board has determined that it is advisable to implement this request effective with the 2010 Annual Meeting of Shareholders. As a result, our Board has authorized, and recommends that shareholders approve, an amendment to our Articles of Incorporation that would specify that director nominees in an uncontested election would be elected by a Majority Vote. The proposed amendment would add the following to Article 6. of our Articles of Incorporation. Existing Article 6.C. (covering directors elected by holders of preferred stock) would be redesignated as Article 6.D. In a contested election, directors would continue to be elected by a plurality of the votes cast

#### C. ELECTION OF DIRECTORS

The vote required for election of a director by the shareholders shall, in an election that is a Contested Election, be a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. Beginning with the election of directors at the Corporation's 2010 annual meeting of shareholders, the vote required for election of a director by the shareholders shall, in an election that is not a Contested Election, be a Majority Vote of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present. A Majority Vote means that when there is a quorum present more than 50% of the votes cast in the election of such director were for the election of such director, with votes cast being equal to the total of the votes for the election of such director plus the votes withheld from the election of such director. A Contested Election shall occur if, at the

Determination Date, there are more nominees (whether the nominees have been nominated by the Board of Directors, by one or more shareholders, or by a combination of the Board of Directors and one or more shareholders) than directors to be elected in such election. The Determination Date is (x) the day after the meeting of the Board of Directors in which the Board's nominees for director are approved, when such meeting occurs after the last day on which a shareholder may propose the nomination of a director for election pursuant to the Corporation's Bylaws, or (y) the day after the last day on which a shareholder may propose the nomination of a director for election pursuant to the Corporation's Bylaws, when the last day for such a proposal occurs after the meeting of the Board of Directors in which the Board's nominees for director are approved, whichever of clause (x) or (y) is applicable.

Under Wisconsin law, if an incumbent director nominee is not reelected, the incumbent director will continue to serve on the board of directors until his or her successor is elected and qualified. New nominees not already serving on the Board and who fail to receive a Majority Vote in uncontested elections will not be elected to the Board in the first instance. If the proposed amendment to our Articles of Incorporation is adopted, the Board would determine, under procedures it would adopt, the status of director nominees who are not elected. We expect these procedures, which would be adopted through an amendment to our Bylaws, would be equivalent to the resignation policy adopted by the Board in 2006 and described above.

Our Articles of Incorporation give us the authority to issue 10 million shares of preferred stock, which may be issued in various series. No preferred stock is outstanding and we have no plans to issue any preferred stock. Whenever the terms of any preferred stock that may be issued in the future provide for voting rights in the election of directors, those voting rights would be determined by the terms of the particular series of preferred stock and the Majority Vote provisions of the proposed amendment would not apply.

#### **Shareholder Vote Required**

The affirmative vote of a majority of the votes cast on the amendment is required for approval of the amendment. Abstentions and broker non-votes will not be counted as votes cast.

**YOUR BOARD OF DIRECTORS RECOMMENDS A VOTE FOR APPROVAL OF THE AMENDMENT TO THE ARTICLES OF INCORPORATION TO IMPLEMENT MAJORITY VOTING FOR THE ELECTION OF DIRECTORS IN UNCONTESTED ELECTIONS. PROXIES WILL BE VOTED FOR APPROVAL UNLESS A SHAREHOLDER GIVES OTHER INSTRUCTIONS ON THE PROXY CARD.**

**MGIC INVESTMENT CORPORATION  
SPECIAL MEETING OF SHAREHOLDERS  
Friday, June 27, 2008  
8:30 A.M. Central Time  
MARCUS CENTER FOR THE PERFORMING ARTS  
929 North Water Street  
Milwaukee, WI**

**proxy**

**This proxy is solicited by the Board of Directors for use at the Special Meeting of Shareholders on June 27, 2008.**

If you have any questions about attending our Special Meeting of Shareholders, you can call our Senior Vice President Investor Relations at (414) 347-6480. By signing on the reverse side, I hereby appoint CURT S. CULVER and J. MICHAEL LAUER, and either one of them, as my proxy and attorney-in-fact, with full power of substitution by the Board of Directors of MGIC Investment Corporation (MGIC), to represent and vote, according to my choices specified on this proxy card, all shares of Common Stock of MGIC which I am entitled to vote at the Special Meeting of Shareholders to be held at the Marcus Center for the Performing Arts, 929 North Water Street, Milwaukee, Wisconsin, on Friday, June 27, 2008, at 8:30 a.m Central Time, and at any adjournment.

I acknowledge that I have received MGIC's Notice of Special Meeting and Proxy Statement.

**Notice to Participants in MGIC's Profit Sharing and Savings Plan and Trust:** As a participant in the MGIC Investment Corporation Profit Sharing and Savings Plan and Trust (Plan), you have the right to instruct the Plan trustee how to vote the shares of MGIC Common Stock allocated to your account. If you sign, date and return this card in the enclosed reply envelope and it is received by the Plan trustee at least five days before the Special Meeting, shares held in your account will be voted by the Plan trustee in accordance with the voting choices you specify on the reverse side. You may revoke your instructions by delivering a signed proxy card with a later date to the Plan trustee at least five days before the Special Meeting. If your instructions are not timely received or if you do not respond, shares held in your account will be voted by the Plan trustee in accordance with the Plan and applicable law.

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on June 27, 2008: Our Proxy Statement is available free of charge at <http://mtg.mgic.com/proxyinfo>.**

*See reverse for voting instructions.*

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**DETACH BELOW AND RETURN USING THE ENVELOPE PROVIDED**

*ò Please detach here ò*

**The Board of Directors Recommends a Vote FOR Items 1, 2 and 3.**

1. Approval of the issuance of more than 19.99% of MGIC Investment Corporation's common stock on conversion of convertible debentures.  For  Against  Abstain
2. Approval of an amendment to our Articles of Incorporation to increase our authorized common stock from 300,000,000 to 460,000,000 shares.  For  Against  Abstain
3. Approval of an amendment to our Articles of Incorporation to implement majority voting for the election of directors in uncontested elections.  For  Against  Abstain

**THIS PROXY, WHEN PROPERLY SIGNED, WILL BE VOTED IN ACCORDANCE WITH THE CHOICES SPECIFIED ABOVE BY THE UNDERSIGNED SHAREHOLDER. IF A CHOICE IS NOT SPECIFIED FOR ANY ITEM, THIS PROXY WILL BE VOTED FOR THE ITEM.**

Address Change? Mark Box  Indicate changes below:

Date

**Signature(s) in Box**

Please sign exactly as your name appears to the left. Joint owners should each sign personally. A corporation should sign full corporate name by duly authorized officers and affix corporate seal. When signing as attorney, executor, administrator, trustee or guardian, give full title.