

FIRST MIDWEST BANCORP INC

Form 424B3

October 25, 2016

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**Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-213532**

October 25, 2016

Dear Stockholders of First Midwest Bancorp, Inc. and Shareholders of Standard Bancshares, Inc.:

On June 28, 2016, First Midwest Bancorp, Inc. ("First Midwest") and Standard Bancshares, Inc. ("Standard") entered into an Agreement and Plan of Merger ("merger agreement") that provides for the combination of the two companies. Under the merger agreement, Benjamin Acquisition Corporation, a newly formed, direct, wholly owned subsidiary of First Midwest will merge with and into Standard, with Standard being the surviving company (the "merger"). Immediately following the completion of the merger and as part of a single integrated transaction, Standard will merge with and into First Midwest, with First Midwest being the surviving company (the "parent merger" and, together with the merger, the "mergers"). Following the parent merger at such time as First Midwest may determine in its sole discretion, Standard Bank & Trust Company, an Illinois state chartered bank and a wholly owned subsidiary of Standard, will merge with and into First Midwest Bank, an Illinois state chartered bank and a wholly owned subsidiary of First Midwest, with First Midwest Bank being the surviving bank (the "bank merger"). Following the bank merger, First Midwest Bank will continue its corporate existence as a commercial bank organized under the laws of the State of Illinois.

Upon completion of the merger, each holder of Standard voting common stock and Standard non-voting common stock (collectively, "Standard common stock") will receive 0.435 of a share of First Midwest common stock (the "exchange ratio") in exchange for each share of Standard voting common stock or Standard non-voting common stock held immediately prior to the completion of the merger (the "merger consideration"), which will be subject to adjustment, as described further in the accompanying joint proxy statement/prospectus, if certain environmental conditions and/or title defects exist with respect to Standard's real property and the total after-tax cost to remediate and/or cure such conditions or defects is greater than \$2,000,000. Based on the number of shares of Standard common stock outstanding on October 24, 2016, we expect that the payment of the merger consideration will require First Midwest to issue approximately 21,061,075 shares of First Midwest common stock in connection with the merger. Based on First Midwest's closing price of \$16.11 on June 28, 2016 (the last trading day before the announcement of the merger), each share of Standard voting common stock and Standard non-voting common stock exchanged for 0.435 shares of First Midwest common stock would have a value of \$7.01, with a proposed aggregate value of approximately \$365 million. Based on First Midwest's closing price of \$19.42 on October 24, 2016 (the last practicable trading day before the printing of the accompanying joint proxy statement/prospectus), each share of Standard voting common stock and Standard non-voting common stock exchanged for 0.435 shares of First Midwest common stock would have a value of \$8.45, with a proposed aggregate value of approximately \$444 million. In addition, based on the number of issued and outstanding shares of First Midwest common stock as of October 10, 2016 and Standard common stock as of October 24, 2016, and based on the exchange ratio of 0.435, holders of shares of Standard common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 20.6% of the issued and outstanding shares of First Midwest common stock immediately following the effectiveness of the merger.

First Midwest common stock trades on the NASDAQ Stock Market under the symbol "FMBI". The following table shows the implied value of the merger consideration that would be received by Standard shareholders in exchange for each share of Standard voting common stock and Standard non-voting common stock if the per share price of First Midwest common stock was \$17.35, which was the per share volume weighted average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days ending on and including June 28, 2016, the last trading day before the announcement of the merger, and if such price was \$19.33, which was the per share volume weighted

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average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days ending on and including October 24, 2016, the last practicable trading day before the printing of the accompanying joint proxy statement/prospectus.

	<b>15-Day Volume Weighted Average Price of First Midwest Common Stock on NASDAQ</b>	<b>Exchange Ratio</b>	<b>Total Consideration Per Share of Standard Common Stock<sup>(1)</sup></b>
June 28, 2016	\$ 17.35	0.435	\$ 7.55
October 24, 2016	\$ 19.33	0.435	\$ 8.41

(1)

Computed as the 15 day volume weighted average price of First Midwest common stock on the NASDAQ Stock Market ending on the date specified *multiplied* by the exchange ratio. The information presented does not reflect the actual value of the merger consideration that will be received by holders of Standard common stock in the merger. The exchange ratio is fixed (subject to potential adjustment for certain environmental conditions and/or title defects, as described above), and therefore neither the 15-day volume weighed average price of First Midwest common stock nor any other measure of the value of the First Midwest common stock will be used to determine the number of shares of First Midwest common stock received by holders of Standard common stock in the merger. The value of the merger consideration at the closing of the merger will be based on the price of First Midwest common stock on the date the merger is completed. The information presented above solely illustrates the implied value of the merger consideration based on the 15-day volume weighed average price of First Midwest common stock on the dates set forth above.

Upon completion of the merger, each outstanding stock settled right of Standard (each, a "Standard stock settled right") will be redeemed at a redemption price equal to the amount by which the following clause (1) exceeds clause (2), where: (1) is the sum of (x) the product of the exchange ratio and \$17.99 and (y) all cash dividends paid on a share of

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Standard common stock from February 22, 2013 until the effective time of the merger (which as of October 24, 2016 is \$0.93); and (2) is \$4.65, accreting on a daily basis at a rate of 12% from February 22, 2013 until three days after the date on which (A) First Midwest has received all required regulatory approvals, (B) Standard has received all required approvals from its shareholders and (C) Standard has otherwise satisfied or is capable of satisfying its conditions to closing the merger (which accretion as of three days after October 24, 2016 results in a redemption price of \$1.70).

First Midwest will hold a special meeting of its stockholders and Standard will hold a special meeting of its shareholders in connection with the merger. First Midwest stockholders will be asked to approve the issuance of First Midwest common stock in the merger, as described in the accompanying joint proxy statement/prospectus. Approval of the issuance of First Midwest common stock in the merger requires the affirmative vote of a majority of the total votes cast by holders of First Midwest common stock at the First Midwest special meeting. Holders of Standard voting common stock will be asked to vote to approve the merger agreement and the transactions contemplated thereby, as described in the accompanying joint proxy statement/prospectus. Approval of the merger agreement and the transactions contemplated thereby requires the affirmative vote of the holders of at least 55% of the outstanding shares of Standard voting common stock. Holders of Standard non-voting common stock will also be asked to vote to approve the conversion of Standard non-voting common stock into First Midwest common stock in the merger, as described in the accompanying joint proxy statement/prospectus. Approval of the conversion of Standard non-voting common stock into First Midwest common stock in the merger requires the affirmative vote of a majority of the outstanding shares of Standard non-voting common stock. All of the directors and certain officers and large shareholders of Standard, collectively holding an aggregate 19,762,113 shares of Standard voting common stock (or approximately 52.0% of the outstanding shares) and 10,145,570 shares of Standard non-voting common stock (or approximately 97.2% of the outstanding shares) as of the Standard record date, have signed voting agreements with First Midwest agreeing to vote for approval of the merger agreement and the transactions contemplated thereby and the conversion of Standard non-voting common stock into First Midwest common stock in the merger.

The special meeting of First Midwest stockholders will be held at One Pierce Place, Itasca, Illinois 60143 on December 1, 2016 at 9:00 a.m. Central time. The special meeting of holders of Standard voting common stock and non-voting common stock will be held at the headquarters of Standard Bancshares, Inc., located at 7800 W. 95th Street, Hickory Hills, Illinois 60457 on December 1, 2016 at 1:30 p.m. Central time.

**First Midwest's board of directors unanimously recommends that First Midwest stockholders vote "FOR" the issuance of First Midwest common stock in the merger and "FOR" one or more adjournments of the First Midwest special meeting, if necessary or appropriate, including adjournments to permit the further solicitation of proxies in favor of the issuance of First Midwest common stock in the merger.**

**Standard's board of directors unanimously recommends that holders of Standard voting common stock vote "FOR" the approval of the merger agreement and the transactions contemplated thereby, that holders of Standard's non-voting common stock vote "FOR" the conversion of Standard non-voting common stock into First Midwest common stock in the merger and that holders of Standard voting common stock and Standard non-voting common stock vote "FOR" one or more adjournments of the Standard special meeting, if necessary or appropriate, including adjournments to permit the further solicitation of proxies in favor of the foregoing proposals.**

We cannot complete the mergers without the approval of the issuance of First Midwest common stock in the merger by First Midwest's stockholders, the approval of the merger agreement and the transactions contemplated thereby by holders of Standard's voting common stock and the approval of the conversion of Standard non-voting common stock into First Midwest common stock in the merger by holders of Standard's non-voting common stock. **It is important that your shares be represented and voted regardless of the size of your holdings. Whether or not you plan to attend the special meeting of First Midwest stockholders or the special meeting of holders of Standard voting common stock and non-voting common stock, we urge you to submit a proxy to have your shares voted in advance of the respective special meetings by using one of the methods described in the accompanying joint proxy statement/prospectus.**

The accompanying joint proxy statement/prospectus provides important information regarding the special meetings and a detailed description of the merger agreement, the mergers, certain related transactions and agreements and the matters to be presented at the special meetings. **We encourage you to read the entire accompanying joint proxy statement/prospectus carefully (including any documents incorporated therein by reference). Please pay particular attention to "Risk Factors" beginning on page 24, for a discussion of the risks relating to the proposed merger.**

We hope to see you at the special meetings and look forward to the successful completion of the merger.

Sincerely,

Michael L. Scudder  
*President, Chief Executive Officer, and Director*  
First Midwest Bancorp, Inc.

Lawrence P. Kelley  
*President, Chief Executive Officer, and Director*  
Standard Bancshares, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued in the merger or determined if this document is accurate or adequate. It is illegal to tell you otherwise. The securities to be issued in the merger are not savings or deposit accounts and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.**

The date of the accompanying joint proxy statement/prospectus is October 25, 2016, and it is first being mailed or otherwise delivered to the stockholders of First Midwest and the shareholders of Standard on or about October 28, 2016.

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**One Pierce Place, Suite 1500  
Itasca, Illinois 60143**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**TO BE HELD ON DECEMBER 1, 2016**

To the Stockholders of First Midwest Bancorp, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of stockholders of First Midwest Bancorp, Inc., a Delaware corporation ("First Midwest"), will be held at One Pierce Place, Itasca, Illinois 60143 on December 1, 2016 at 9:00 a.m. Central time (the "First Midwest special meeting") for the purpose of considering and voting upon the following matters:

1. Approval of the issuance of First Midwest common stock in the merger as contemplated by the Agreement and Plan of Merger, dated as of June 28, 2016, a copy of which is attached as *Appendix A* to the accompanying joint proxy statement/prospectus (the "merger agreement"), by and among First Midwest, Standard Bancshares, Inc. and Benjamin Acquisition Corporation (which we refer to as the "stock issuance proposal");
2. Approval of one or more adjournments of the First Midwest special meeting, if necessary or appropriate, including adjournments to permit the further solicitation of proxies in favor of the stock issuance proposal (the "First Midwest adjournment proposal"); and
3. Transaction of such other business as may properly come before the First Midwest special meeting and any adjournments or postponements thereof.

We have fixed the close of business on October 10, 2016, as the record date for determining those stockholders entitled to notice of and to vote at the First Midwest special meeting and any adjournments of the First Midwest special meeting. Only First Midwest stockholders of record at the close of business on that date are entitled to notice of and to vote at the First Midwest special meeting and any adjournments of the First Midwest special meeting. Approval of each of the stock issuance proposal and the First Midwest adjournment proposal requires the affirmative vote of a majority of the total votes cast by holders of First Midwest common stock on each such proposal at the First Midwest special meeting. As a result, abstentions will have the same effect as votes against approval of the stock issuance proposal and the First Midwest adjournment proposal, and broker non-votes will have no effect on either the stock issuance proposal or the First Midwest adjournment proposal.

If you wish to attend the First Midwest special meeting and your shares are held in the name of a bank, broker, trust or other nominee, you must bring with you an account statement showing that you owned shares of First Midwest common stock as of the record date and a "legal proxy" form from the bank, broker, trustee or other nominee to confirm your beneficial ownership of the shares.

**Your vote is very important. Whether or not you plan to attend the First Midwest special meeting in person, please complete, date, sign and return the enclosed proxy card in the enclosed envelope to ensure that your shares of First Midwest common stock will be represented at the First Midwest special meeting if you are unable to attend. You may also submit a proxy by telephone or via the Internet by following the instructions printed on the proxy card. If you hold your shares in street name, you may vote by following your broker's instructions.**

**The First Midwest board of directors has unanimously approved the merger agreement, the merger and the stock issuance, has determined that the merger agreement and the transactions contemplated thereby, including the merger and the stock issuance, are advisable and in the best interests of First Midwest, and recommends that First Midwest stockholders vote "FOR" the stock issuance proposal and "FOR" the First Midwest adjournment proposal (if necessary or appropriate).**

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We encourage you to read the entire accompanying joint proxy statement/prospectus carefully (including any documents incorporated therein by reference). Please pay particular attention to "Risk Factors" beginning on page 24, for a discussion of the risks relating to the proposed merger.

By Order of the Board of Directors,

Nicholas J. Chulos

*Executive Vice President, Corporate Secretary and  
General Counsel*

Itasca, Illinois  
October 25, 2016

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**7800 West 95th Street  
Hickory Hills, Illinois 60457**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON DECEMBER 1, 2016**

To the Shareholders of Standard Bancshares, Inc.:

NOTICE IS HEREBY GIVEN that a special meeting of the holders of voting and non-voting common stock of Standard Bancshares, Inc., an Illinois corporation ("Standard"), will be held at the headquarters of Standard Bancshares, Inc., located at 7800 W. 95th Street, Hickory Hills, Illinois 60457 on December 1, 2016 at 1:30 p.m. Central time (the "Standard special meeting"), for the purpose of considering and voting upon the following matters:

1. Approval by the holders of Standard voting common stock of the Agreement and Plan of Merger, dated as of June 28, 2016, a copy of which is attached as *Appendix A* to the accompanying joint proxy statement/prospectus (the "merger agreement"), by and among First Midwest Bancorp, Inc. ("First Midwest"), Standard and Benjamin Acquisition Corporation ("Merger Sub"), for purposes of the Illinois Business Corporation Act of 1983 (the "IBCA"), Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the shareholders agreement, dated as of February 22, 2013, by and among Standard, Standard Bank & Trust Company and certain of Standard's shareholders (the "Standard shareholders agreement"), which sections are attached as *Appendix B* to the accompanying joint proxy statement/prospectus, and the transactions contemplated by the merger agreement (the "merger proposal"), including the merger of Merger Sub with and into Standard, with Standard being the surviving company (the "merger"), and immediately thereafter and as part of a single integrated transaction, the merger of Standard with and into First Midwest, with First Midwest being the surviving company (the "parent merger" and, together with the merger, the "mergers");
2. Approval by the holders of Standard non-voting common stock of the conversion of Standard non-voting common stock into First Midwest common stock in the merger, for purposes of Section 4.2(a)(ii) of Standard's amended and restated articles of incorporation, which is attached as *Appendix C* to the accompanying joint proxy statement/prospectus (the "stock conversion proposal");
3. Approval by the holders of Standard voting common stock and Standard non-voting common stock of one or more adjournments of the Standard special meeting, if necessary or appropriate, including adjournments to permit the further solicitation of proxies in favor of the merger proposal or the stock conversion proposal (the "Standard adjournment proposal"); and
4. Transaction of such other business as may properly come before the Standard special meeting and any adjournments or postponements thereof.

We have fixed the close of business on October 24, 2016, as the record date for determining those shareholders entitled to notice of and to vote at the Standard special meeting and any adjournments of the Standard special meeting. Only holders of record of Standard voting common stock and Standard non-voting common stock at the close of business on that date are entitled to notice of and to vote on the respective proposals applicable to such holders at the Standard special meeting and any adjournments of the Standard special meeting. Approval of the merger proposal is required pursuant to the IBCA, Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the Standard shareholders agreement. Approval of the merger proposal requires the affirmative vote of the holders of at least 55% of the outstanding shares of Standard voting common

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stock. Solely for purposes of Standard's amended and restated articles of incorporation and the Standard shareholders agreement, holders of more than 55% of the outstanding shares of Standard voting common stock have already consented to the entry by Standard into the merger agreement prior to the execution by Standard thereof. Approval of the stock conversion proposal is required by Section 4.2(a)(ii) of Standard's amended and restated articles of incorporation. Approval of the stock conversion proposal requires the affirmative vote of a majority of the outstanding shares of Standard non-voting common stock. Approval of the Standard adjournment proposal requires the affirmative vote of a majority of the shares of Standard voting common stock and Standard non-voting common stock present in person or represented by proxy. As a result, abstentions and broker non-votes will have the same effect as votes against approval of the merger proposal, the stock conversion proposal and the Standard adjournment proposal.

If you wish to attend the Standard special meeting and your shares are held in the name of a bank, broker, trustee or other nominee, you must bring with you an account statement showing that you owned shares of Standard common stock as of the record date and a "legal proxy" form from the bank, broker, trustee or other nominee to confirm your beneficial ownership of the shares.

Under Illinois law, holders of Standard voting common stock who do not vote in favor of the merger proposal will have the right to elect to be paid cash for such shareholders' shares in accordance with the IBCA, but only if they deliver to Standard before the vote is taken at the Standard special meeting a written demand for payment of their shares if the proposed action is consummated.

**Your vote is very important. Whether or not you plan to attend the Standard special meeting in person, please complete, date, sign and return the enclosed proxy card in the enclosed envelope to ensure that your shares of Standard voting common stock and/or Standard non-voting common stock, as applicable, will be represented at the Standard special meeting if you are unable to attend.**

**The Standard board of directors has unanimously approved the merger agreement and the merger, has determined that the merger agreement and the transactions contemplated thereby, including the merger, are advisable, fair to and in the best interests of Standard and its shareholders, as well as Standard's other respective constituencies, and unanimously recommends that holders of Standard voting common stock vote "FOR" the merger proposal, that holders of Standard non-voting common stock vote "FOR" the stock conversion proposal and that all Standard shareholders vote "FOR" the Standard adjournment proposal (if necessary or appropriate).**

We encourage you to read the entire accompanying joint proxy statement/prospectus carefully (including any documents incorporated therein by reference). Please pay particular attention to "Risk Factors" beginning on page 24, for a discussion of the risks relating to the proposed merger.

By Order of the Board of Directors,

Lawrence P. Kelley  
*Vice Chairman of the Board of Directors*

Hickory Hills, Illinois  
October 25, 2016

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates by reference important business and financial information about First Midwest from documents filed with the Securities and Exchange Commission ("SEC") that are not included in or delivered with this joint proxy statement/prospectus. You can obtain any of the documents filed with or furnished to the SEC by First Midwest at no cost from the SEC's website maintained at <http://www.sec.gov>. You may also request copies of these documents, including documents incorporated by reference into this joint proxy statement/prospectus, at no cost by contacting First Midwest in writing at the address or by telephone as specified below:

**First Midwest Bancorp, Inc.**  
Attention: Corporate Secretary  
One Pierce Place, Suite 1500  
Itasca, IL 60143  
(630) 875-7463

**You will not be charged for any of these documents that you request. In order for you to receive timely delivery of the documents, you must request them no later than three business days before the date of your special meeting. This means that First Midwest stockholders requesting documents must do so by November 28, 2016 in order to receive them before the First Midwest special meeting, and Standard shareholders requesting documents must do so by November 28, 2016 in order to receive them before the Standard special meeting.**

See "Where You Can Find More Information" on page 154 of this joint proxy statement/prospectus.

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**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC, constitutes a prospectus of First Midwest under Section 5 of the Securities Act of 1933, as amended (the "Securities Act"), with respect to the shares of First Midwest common stock to be issued to shareholders of Standard as consideration in the merger of Standard with and into First Midwest, as more fully described herein. This joint proxy statement/prospectus also constitutes a proxy statement for First Midwest and Standard. In addition, it constitutes a notice of meeting with respect to the special meetings of both First Midwest stockholders and Standard shareholders.

You should rely only on the information contained in, or incorporated by reference into, this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated October 25, 2016, and you should assume that the information in this joint proxy statement/prospectus is accurate only as of such date. You should assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of the date of such incorporated document. Neither the mailing of this joint proxy statement/prospectus to First Midwest stockholders and Standard shareholders nor the issuance by First Midwest of shares of First Midwest common stock in connection with the merger will create any implication to the contrary.

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

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**SUMMARY**

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all the information that is important to you. We urge you to read carefully this entire document, and the documents referenced herein, for a more complete understanding of the merger between First Midwest and Standard. In addition, we incorporate by reference into this document important business and financial information about First Midwest. You may obtain the information incorporated by reference in this document without charge by following the instructions in the section entitled "Where You Can Find More Information". Each item in this summary includes a page reference directing you to a more complete description of that item.*

*Unless the context otherwise requires, references in this joint proxy statement/prospectus to "First Midwest" refer to First Midwest Bancorp, Inc., a Delaware corporation; references to "First Midwest Bank" refer to First Midwest Bank, an Illinois-state chartered bank and wholly owned subsidiary of First Midwest; references to "Standard" refer to Standard Bancshares, Inc., an Illinois corporation; references to "SB&T" refer to Standard Bank and Trust Company, an Illinois-state chartered bank and wholly owned subsidiary of Standard; references to the "merger agreement" refer to the Agreement and Plan of Merger, dated as of June 28, 2016, among First Midwest, Standard and Benjamin Acquisition Corporation; and references to "we," "our" or "us" refer to First Midwest and Standard.*

**We Propose a Merger of First Midwest and Standard (Page 39)**

We propose that Benjamin Acquisition Corporation, a newly formed, direct, wholly owned subsidiary of First Midwest ("Merger Sub") will merge with and into Standard, with Standard being the surviving company (the "merger"). Immediately following the merger and as part of a single integrated transaction, Standard will merge with and into First Midwest, with First Midwest being the surviving company (the "parent merger" and, together with the merger, the "mergers"). As a result of the parent merger, the separate existence of Standard will terminate. Following the parent merger at such time as First Midwest may determine in its sole discretion, Standard's wholly owned bank subsidiary, SB&T, will merge with and into First Midwest's wholly owned bank subsidiary, First Midwest Bank, with First Midwest Bank being the surviving bank (the "bank merger"). Following the bank merger, First Midwest Bank will continue its corporate existence as a commercial bank organized under the laws of the State of Illinois. We expect to complete the mergers and the bank merger in the fourth quarter of 2016 or the first quarter of 2017, although delays may occur.

**Special Meeting of First Midwest (Page 30)**

First Midwest plans to hold its special meeting of stockholders at One Pierce Place, Itasca, Illinois 60143 on December 1, 2016 at 9:00 a.m., Central time (the "First Midwest special meeting"). At the First Midwest special meeting, First Midwest stockholders will be asked to approve the issuance of First Midwest common stock in the merger (the "stock issuance proposal").

You can vote at the First Midwest special meeting if you owned First Midwest common stock at the close of business on October 10, 2016 (the "First Midwest record date"). As of that date, there were 81,408,630 shares of First Midwest common stock outstanding and entitled to vote. A First Midwest stockholder can cast one vote for each share of First Midwest common stock owned on that date.

**Special Meeting of Standard (Page 34)**

Standard plans to hold its special meeting of shareholders at the headquarters of Standard Bancshares, Inc., located at 7800 W. 95th Street, Hickory Hills, Illinois 60457 on December 1, 2016 at 1:30 p.m. Central time (the "Standard special meeting"). At the Standard special meeting, holders of Standard voting common stock will be asked to approve the merger agreement and the transactions

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contemplated thereby, including the merger (the "merger proposal"). Holders of Standard non-voting common stock will be asked to approve the conversion of Standard non-voting common stock into First Midwest common stock in the merger (the "stock conversion proposal").

You can vote at the Standard special meeting to approve the merger proposal if you owned Standard voting common stock at the close of business on October 24, 2016 (the "Standard record date"). As of that date, there were 37,982,220 shares of Standard voting common stock outstanding and entitled to vote. A holder of Standard voting common stock can cast one vote for each share of Standard voting common stock owned on that date.

You can vote at the Standard special meeting to approve the stock conversion proposal if you owned Standard non-voting common stock at the close of business on the Standard record date. As of that date, there were 10,434,045 shares of Standard non-voting common stock outstanding and entitled to vote. A holder of Standard non-voting common stock can cast one vote for each share of Standard non-voting common stock owned on that date.

**First Midwest's Board Unanimously Recommends That First Midwest Stockholders Vote "FOR" the Stock Issuance Proposal (Page 30)**

First Midwest's board of directors (i) believes that the merger agreement and the transactions contemplated thereby are consistent with, and will further, the business strategies of First Midwest and are in the best interests of First Midwest's stockholders, (ii) has unanimously approved and adopted the merger agreement and the transactions contemplated thereby and (iii) unanimously recommends that First Midwest stockholders vote "FOR" the stock issuance proposal.

**Standard's Board Unanimously Recommends That Holders of Standard Voting Common Stock Vote "FOR" the Merger Proposal and That Holders of Standard Non-Voting Common Stock Vote "FOR" the Stock Conversion Proposal (Page 34)**

Standard's board of directors (i) believes that the merger agreement and the transactions contemplated thereby are advisable, fair to and in the best interest of Standard and its shareholders, as well as Standard's other respective constituencies, (ii) has unanimously approved and adopted the merger agreement and the transactions contemplated thereby, (iii) unanimously recommends that holders of Standard voting common stock vote "FOR" the merger proposal and (iv) unanimously recommends that holders of Standard non-voting common stock vote "FOR" the stock conversion proposal.

**Standard Shareholders Will Receive Shares of First Midwest Common Stock in the Merger (Page 39)**

Upon completion of the merger, each holder of Standard voting common stock and Standard non-voting common stock (collectively, "Standard common stock") will receive 0.435 of a share of First Midwest common stock (the "exchange ratio") in exchange for each share of Standard voting common stock or Standard non-voting common stock held immediately prior to the completion of the merger (the "merger consideration"), which will be fixed (subject to adjustment for certain environmental conditions and/or title defects, as described below). Instead of fractional shares of First Midwest common stock, Standard shareholders will receive a check for the cash value of any fractional shares based on the per share volume weighted average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days immediately prior to the effective date of the merger (the "First Midwest common stock 15-day VWAP").

The merger consideration may be subject to adjustment if certain environmental conditions and/or title defects exist with respect to Standard's real property and the total cost to remediate and/or cure such conditions or defects (after taking into account any tax credits, deductions or benefits or insurance coverage, in each case, that the parties agree are reasonably likely to be available) is greater than

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\$2,000,000 (such excess, the "real property adjustment amount"). In that case, the exchange ratio will be reduced by an amount equal to (i) the lesser of (x) the real property adjustment amount and (y) \$8,000,000, *divided by* (ii) the fully diluted number of shares of Standard common stock immediately prior to the effective time of the merger, *divided by* (iii) the First Midwest common stock 15-day VWAP. If the real property adjustment amount exceeds \$8,000,000, First Midwest may terminate the merger agreement.

The following table shows the implied value of the merger consideration that would be received by Standard shareholders in exchange for each share of Standard voting common stock and Standard non-voting common stock if the per share price of a share of First Midwest common stock was \$17.35, which was the per share volume weighted average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days ending on and including June 28, 2016, the last trading day before the announcement of the merger, and if such price was \$19.33, which was the per share volume weighted average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days ending on and including October 24, 2016, the last practicable trading day before the printing of this joint proxy statement/prospectus.

	15 Day Volume Weighted Average Price of First Midwest Common Stock on NASDAQ		Exchange Ratio	Total Consideration Per Share of Standard Common Stock <sup>(1)</sup>	
June 28, 2016	\$	17.35	0.435	\$	7.55
October 24, 2016	\$	19.33	0.435	\$	8.41

(1) Computed as the 15 day volume weighted average price of First Midwest common stock on the NASDAQ Stock Market ending on the date specified *multiplied* by the exchange ratio. The information presented does not reflect the actual value of the merger consideration that will be received by holders of Standard common stock in the merger. The exchange ratio is fixed (subject to potential adjustment for certain environmental conditions and/or title defects, as described above), and therefore neither the 15-day volume weighed average price of First Midwest common stock nor any other measure of the value of the First Midwest common stock will be used to determine the number of shares of First Midwest common stock received by holders of Standard common stock in the merger. The value of the merger consideration at the closing of the merger will be based on the price of First Midwest common stock on the date the merger is completed. The information presented above solely illustrates the implied value of the merger consideration based on the 15-day volume weighed average price of First Midwest common stock on the dates set forth above.

Upon completion of the merger, each outstanding stock settled right of Standard (each, a "Standard stock settled right") will be redeemed at a redemption price equal to the amount by which the following clause (1) exceeds clause (2), where: (1) is the sum of (x) the product of the exchange ratio and \$17.99 and (y) all cash dividends paid on a share of Standard common stock from February 22, 2013 until the effective time of the merger (which as of October 24, 2016 is \$0.93); and (2) is \$4.65, accreting on a daily basis at a rate of 12% from February 22, 2013 until three days after the date on which (A) First Midwest has received all required regulatory approvals, (B) Standard has received all required approvals from its shareholders and (C) Standard has otherwise satisfied or is capable of satisfying its conditions to closing the merger (which accretion as of three days after October 24, 2016 results in a redemption price of \$1.70).

Upon completion of the merger, each outstanding stock option (vested or unvested) to purchase Standard common stock (each, a "Standard stock option") will be cancelled and terminated in exchange for the right to receive cash, without any interest and subject to any required withholding tax,



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in an amount equal to the product of the exchange ratio and the per share volume weighted average price of First Midwest common stock on the NASDAQ Stock Market for the 15 trading days immediately prior to the effective date of the merger (the product of the exchange ratio and such volume weighted average price, the "merger consideration value per share"), minus the applicable exercise price per share of such outstanding Standard stock option. In the event that the exercise price of any Standard stock option outstanding immediately prior to the completion of the merger is greater than or equal to the merger consideration value per share, no cash payment or other consideration for such Standard stock option will be due or payable in respect thereof and such Standard stock option will be cancelled as of the completion of the merger. In addition, upon completion of the merger, each outstanding share or fractional share of "phantom stock," as defined under the Standard Bancshares, Inc. Phantom Stock and Stock Appreciation Rights Plan ("Standard phantom stock"), will be cancelled and terminated in exchange for the right to receive cash, without any interest and subject to any required withholding tax, in an amount equal to the merger consideration value per share, or an equivalent fraction thereof in the case of fractional shares of Standard phantom stock.

**Tax Consequences of the Mergers (Page 74)**

Subject to certain circumstances described below, and based on certain representations, covenants and assumptions, all of which must continue to be true and accurate in all material respects as of the effective time of the mergers, in the opinion of Sullivan & Cromwell LLP ("Sullivan & Cromwell") and Kirkland & Ellis LLP ("Kirkland & Ellis"), for United States federal income tax purposes, the mergers, taken together, will be treated as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code").

Provided that the mergers qualify as a reorganization for United States federal income tax purposes, Standard shareholders generally will not recognize any gain or loss upon receipt of First Midwest common stock in exchange of Standard common stock in the merger (except for any gain or loss that may result from the receipt of cash in lieu of fractional shares of First Midwest common stock that a Standard shareholder would otherwise be entitled to receive).

For a complete description of the material United States federal income tax consequences of the transaction, see "The Merger Material Federal Income Tax Consequences of the Mergers". You should consult your own tax advisor for a full understanding of the tax consequences of the mergers to you.

**Prohibition on Standard Dividends; First Midwest's Dividend Policy Will Continue After the Merger (Pages 98 and 103)**

Standard is generally prohibited from paying cash dividends to holders of its common stock prior to completion of the merger, except for the declaration and payment of quarterly cash dividends in the ordinary course of business consistent with past practice as follows, and in accordance with the following terms of the merger agreement:

Standard may declare in the last two weeks of August 2016 for payment in September 2016 its third quarter 2016 dividend in the amount of \$0.05 per share of Standard common stock. This dividend has been declared and paid.

Standard may declare in the last two weeks of November 2016 for payment in December 2016 its fourth quarter 2016 dividend in the amount of \$0.04 per share of Standard common stock.

Standard may declare in the last two weeks of February 2017 for payment in March 2017 its first quarter 2017 dividend in the amount of \$0.05 per share of Standard common stock.

Standard may declare in the last two weeks of May 2017 for payment in June 2017 its second quarter 2017 dividend in the amount of \$0.05 per share of Standard common stock.

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Standard may declare in the last two weeks of August 2017 for payment in September 2017 its third quarter 2017 dividend in the amount of \$0.05 per share of Standard common stock.

First Midwest expects to continue its common stock dividend practice after the merger, but this practice is subject to the determination and discretion of First Midwest's board of directors and may change at any time. In each of the first three quarters of 2016, First Midwest declared a quarterly cash dividend of \$0.09 per share of First Midwest common stock.

In each of the first three quarters of 2016, Standard declared a quarterly cash dividend of \$0.05 per share of Standard common stock. For comparison, Standard shareholders would receive a regular quarterly cash dividend following the merger equivalent to approximately \$0.04 per share of Standard common stock, which equals approximately \$0.16 annually, based on First Midwest's current quarterly dividend rate of \$0.09 per share and assuming that there is no adjustment to the exchange ratio as provided in the merger agreement. Holders of Standard common stock have been paid a cash dividend for the third quarter of 2016 in the amount of \$0.05 per share of Standard common stock in September 2016, and may, if and only if declared by Standard's board of directors in the last two weeks of November 2016, be entitled to a cash dividend for the fourth quarter of 2016 in the amount of up to \$0.04 per share of Standard common stock, for payment in December 2016.

The payment of dividends by First Midwest or Standard on their common stock in the future, either before or after the merger is completed, is subject to the determination and discretion of our respective boards of directors and depends on a variety of factors, including cash requirements, financial condition and earnings, legal and regulatory considerations and other factors.

**The Merger Will Be Accounted for as a Purchase (Page 77)**

The merger will be treated as a purchase by First Midwest of Standard under generally accepted accounting principles ("GAAP").

**First Midwest's Reasons for the Merger (Page 45)**

For a discussion of the factors considered by First Midwest's board of directors in reaching its decision to approve the merger agreement and the transactions contemplated thereby, including the merger, see "The Merger First Midwest's Reasons for the Mergers".

**Opinion of First Midwest's Financial Advisor (Page 47)**

At the June 20, 2016 meeting at which the First Midwest board of directors considered the merger agreement, Sandler O'Neill & Partners, L.P. ("Sandler O'Neill"), delivered to the First Midwest board of directors its oral opinion, which was subsequently confirmed in writing on June 28, 2016, as to the fairness, from a financial point of view and as of the date of the opinion, to First Midwest of the merger consideration in the proposed merger, subject to procedures followed, assumptions made, matters considered and qualifications and limitations described in Sandler O'Neill's opinion.

The full text of Sandler O'Neill's opinion is attached as *Appendix F* to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler O'Neill in rendering its opinion.

Holders of First Midwest common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed transaction.

The opinion was for the information of, and was directed to, the First Midwest board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of First Midwest to engage in the merger or enter into the merger agreement or constitute a recommendation to the First Midwest board of

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directors in connection with the merger, and it does not constitute a recommendation to any holder of First Midwest common stock or any shareholder of any other entity as to how to vote in connection with the stock issuance proposal, the merger or any other matter.

**Standard's Reasons for the Merger (Page 60)**

For a discussion of the factors considered by Standard's board of directors in reaching its decision to approve the merger agreement and the transactions contemplated thereby, including the merger, see "The Merger Standard's Reasons for the Merger and Recommendations of the Board of Standard".

**Opinion of Standard's Financial Advisor (Page 63)**

On June 27, 2016, J.P. Morgan Securities LLC ("J.P. Morgan") rendered its oral and written opinion to the board of directors of Standard that, as of such date and based upon and subject to the various factors, assumptions and limitations set forth in such opinion, the exchange ratio in the proposed merger was fair, from a financial point of view, to the holders of Standard common stock.

**The full text of the written opinion of J.P. Morgan, dated June 27, 2016, which sets forth, among other things, the assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken, is attached as *Appendix G* to this joint proxy statement/prospectus and is incorporated herein by reference. The summary of the opinion of J.P. Morgan set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion. Standard shareholders are urged to read the opinion in its entirety. J.P. Morgan's written opinion was addressed to the Standard board of directors (in its capacity as such) in connection with and for the purposes of its evaluation of the proposed merger and was directed only to the exchange ratio in the proposed merger and did not address any other aspect of the merger. J.P. Morgan expressed no opinion as to the fairness of the consideration to the holders of any other class of securities, creditors or other constituencies of Standard or as to the underlying decision by Standard to engage in the merger. The issuance of J.P. Morgan's opinion was approved by a fairness opinion committee of J.P. Morgan. The opinion does not constitute a recommendation to any Standard shareholders as to how such shareholder should vote with respect to the proposed mergers or any other matter.**

**Certain Directors and Executive Officers May Have Interests in the Merger That Differ from Your Interests (Page 78)**

Certain directors and executive officers of Standard and/or SB&T have interests in the merger other than their interests as shareholders, including:

Per the terms of certain employment agreements, retention agreements and benefit plans, and upon the termination of certain compensation plans under the terms of the merger agreement, Standard and/or SB&T executive officers may become entitled to change in control, severance, or other payments, including acceleration of deferred compensation, upon the occurrence of the merger.

Standard has entered into employment agreements with Lawrence Kelley, its President and Chief Executive Officer, and Timothy Gallagher, its Chairman. The employment agreements provide for certain severance benefits in the event of a qualifying termination of employment in connection with a change in control of Standard. In such instance, Messrs. Kelley and Gallagher, respectively, will be entitled to a payment equal to one times the sum of their respective then-current salary *plus* one-twelfth of their respective then-current salary if terminated without 30 days' notice *plus* their pro-rated annual bonus for the current year, if earned based on actual performance. In addition, their eligible dependents would be entitled to company paid health insurance coverage for 12 months. Following termination for any reason, Messrs. Kelley and

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Gallagher would be subject to non-competition and non-solicitation restrictions for 18 months. Additionally, upon completion of the merger, Messrs. Kelley and Gallagher will receive accelerated vesting and payout of their accounts in certain Standard compensation plans, including deferred bonuses and salary, and to the extent each holds outstanding stock options immediately prior to the completion of the merger, the options will be cancelled and terminated in exchange for a cash payment. It is estimated that Messrs. Kelley and Gallagher will receive a cash payment or stock resulting from the respective cancellation or exercise of their Standard stock options equal to a net cash value of approximately \$5,583,667, in the case of Mr. Kelley, and \$719,306, in the case of Mr. Gallagher, and a special cash payment of \$0.10 per outstanding Standard stock option that is unvested as of immediately prior to the completion of the merger.

In connection with the execution of the merger agreement, First Midwest and Mr. Kelley entered into an employment agreement with respect to Mr. Kelley's proposed employment by First Midwest Bank as its Market President of the Southern Region of Illinois, and a confidentiality and restrictive covenants agreement, each effective immediately following the completion of the merger. The employment agreement provides for the termination of his prior employment agreement with Standard, described above, following the merger. In recognition of termination of his existing agreement with Standard, his agreement to enter into a new confidentiality and restrictive covenants agreement, and as a retention incentive, the new employment agreement with First Midwest will provide for a cash payment to Mr. Kelley by First Midwest of \$250,000 following the merger and for a restricted stock award by First Midwest having a grant date value of \$335,000 and a vesting period of three years. In addition to Mr. Kelley's proposed employment by First Midwest Bank as its Market President of the Southern Region of Illinois, it is anticipated that upon the closing of the merger, Mr. Kelley will serve on the board of directors of First Midwest Bank, but will not receive any additional compensation for such board service.

In addition to the agreement with Mr. Kelley described above, First Midwest entered into employment agreements with two other SB&T executive officers setting forth employment and compensation arrangements that will become effective as of the effective date of the merger. Those employment agreements provide for the executive officers to enter into new confidentiality and restrictive covenants agreements, in return for a cash payment of \$50,000 and a restricted stock award of \$100,000 by First Midwest to each executive officer.

Certain executive officers with one year or more of service with SB&T, and who are not otherwise eligible to receive severance under an employment agreement, are eligible to receive severance benefits upon a termination of employment. Under the SB&T severance policy, if a covered executive officer is terminated due to a reduction in force, downsizing or change in company business strategy, whether before or after the completion of the merger, or resigns within one year following the completion of the merger due to either a reduction in base salary of 10% or greater or a requirement to relocate principal offices to a location more than 25 miles from their current office location, the executive officer will be entitled to severance payments of one week severance per year of service, up to a maximum of 26 weeks' severance, subject to a minimum of four weeks' severance, in addition to other benefits.

To the extent a director or executive officer holds outstanding Standard stock options immediately prior to the completion of the merger, the Standard stock options will be cancelled and terminated in exchange for a cash payment, as discussed in "The Merger Agreement Interest of Certain Persons in the Merger Treatment of Standard Equity-Based Awards". As of the date of the merger agreement, directors and executive officers of Standard and SB&T, as a group, held 4,681,940 outstanding Standard stock options. Option holders will also be entitled to receive a special cash payment upon the completion of the merger, equal to \$0.10 per each

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outstanding Standard stock option that is unvested as of immediately prior to the completion of the merger.

Pursuant to the terms of the merger agreement, directors and officers of Standard will be entitled to certain ongoing indemnification and coverage under directors' and officers' liability insurance policies following the merger. See "The Merger Interests of Certain Persons in the Merger".

Standard's board of directors was aware of these additional interests and considered them when they adopted the merger agreement and approved the merger.

**Holders of Standard Voting Common Stock Have Dissenters' Rights of Appraisal (Page 99)**

Holders of Standard voting common stock may elect to dissent from the merger and obtain payment for their shares of Standard voting common stock by following the procedures set forth in Section 11.65 and Section 11.70 of the Illinois Business Corporation Act of 1983 (the "IBCA"). For more information regarding the right of holders of Standard voting common stock to dissent from the merger and exercise the right to obtain payments for shares of Standard voting common stock, see "The Merger Agreement Dissenters' Rights of Appraisal of Holders of Standard Voting Common Stock". We have also attached a copy of Section 11.65 and Section 11.70 of the IBCA as *Appendix H* to this joint proxy statement/prospectus.

**We Have Agreed When and How Standard Can Consider Third-Party Acquisition Proposals (Page 89)**

We have agreed that Standard will not, and will cause its subsidiaries and its and its subsidiaries' representatives, agents, advisors and affiliates not to, solicit or encourage proposals from other parties regarding acquiring Standard or its businesses. In addition, we have agreed that Standard will not engage in negotiations with or provide confidential information to a third party regarding acquiring Standard or its businesses. However, if Standard receives an unsolicited acquisition proposal from a third party, Standard can participate in negotiations with and provide confidential information to the third party if, among other steps, Standard's board of directors concludes in good faith that the proposal is superior to First Midwest's merger proposal. Standard's receipt of a superior proposal or participation in such negotiations does not give Standard the right to terminate the merger agreement.

**Approval of the Stock Issuance Proposal Requires the Affirmative Vote of Holders of a Majority of the Votes Cast at the First Midwest Special Meeting (Page 31)**

In order to approve the stock issuance proposal, the majority of the total votes cast by holders of First Midwest common stock at the First Midwest special meeting must vote in favor of the stock issuance proposal. As of the First Midwest record date, October 10, 2016, First Midwest's directors and executive officers and their affiliates held approximately 2.2% of the outstanding shares of First Midwest common stock entitled to vote at the First Midwest special meeting.

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**Approval of the Merger Proposal Requires the Affirmative Vote of the Holders of 55% of the Outstanding Shares of Standard Voting Common Stock and Approval of the Stock Conversion Proposal Requires the Affirmative Vote of the Holders of a Majority of the Outstanding Shares of Standard Non-Voting Common Stock (Page 35)**

Pursuant to Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the shareholders agreement, dated as of February 22, 2013, by and among Standard, SB&T and certain of Standard's shareholders (the "Standard shareholders agreement"), in order to complete the mergers, Standard must obtain (i) the "primary requisite approval", which is the prior affirmative vote or written consent of at least a majority of the entire board of directors of Standard and at least 55% of the outstanding shares of Standard voting common stock and (ii) the "secondary requisite approval", which is either (A) the prior affirmative vote or written consent of at least two-thirds of the entire board of directors of Standard or (B) the prior affirmative vote or written consent of at least a majority of the entire board of directors of Standard and at least a majority of the outstanding shares of Standard voting common stock. The board of directors of Standard has unanimously approved the merger agreement and the transactions contemplated thereby, and, therefore, the secondary requisite approval has been obtained. Accordingly, in order to approve the merger agreement and the transactions contemplated thereby, including the merger, the holders of at least 55% of the outstanding shares of Standard voting common stock as of the record date of October 24, 2016 must vote in favor of the merger proposal.

Pursuant to Section 4.2(a)(ii) of Standard's amended and restated articles of incorporation, the affirmative vote of holders of a majority of the outstanding shares of Standard non-voting common stock is required to amend, alter, change or repeal (including by merger, consolidation or otherwise) any provision of Standard's amended and restated articles of incorporation that significantly and adversely affects the powers, preferences, rights or privileges of Standard non-voting common stock. The conversion of Standard non-voting common stock into First Midwest common stock will constitute such a change to the powers, preferences, rights or privileges of Standard non-voting common stock. Accordingly, in order to approve the stock conversion proposal, the holders of a majority of the outstanding shares of Standard non-voting common stock as of the record date of October 24, 2016 must vote in favor of the stock conversion proposal.

As of the Standard record date, Standard's directors and executive officers and their affiliates held approximately 50.2% of the outstanding shares of Standard voting common stock entitled to vote at the Standard special meeting and 92.1% of the outstanding shares of Standard non-voting common stock entitled to vote at the Standard special meeting. All of the directors and certain officers and large shareholders of Standard, collectively holding an aggregate 19,762,113 shares of Standard voting common stock (or approximately 52.0% of the outstanding shares) and 10,145,570 shares of Standard non-voting common stock (or approximately 97.2% of the outstanding shares) as of the Standard record date, have signed voting agreements with First Midwest agreeing to vote for approval of the merger proposal and the stock conversion proposal.

Per the terms of the Standard Bancshares, Inc. Stock Option Incentive Plan (and its predecessors), and award agreements thereunder, holders of Standard stock options do not have voting rights with respect to the shares underlying unexercised stock options. Per the terms of the Standard Bank and Trust Company 401(k) and Profit Sharing Plan, participants who hold shares of Standard common stock do not have voting rights with respect to such shares held under the plan.

For a list of the number of shares of Standard common stock held by (i) each director of Standard, (ii) each shareholder that is known to Standard as of the date of this joint proxy statement/prospectus to beneficially own more than 5% percent of the outstanding shares of Standard voting common stock and (iii) all directors and executive officers of Standard as a group, see "Security Ownership of Certain Standard Beneficial Owners and Management".

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**The Entry into the Merger Agreement Has Been Approved by Certain Shareholders of Standard and Certain Shareholders of Standard Have Agreed to Vote Their Shares "FOR" the Merger (Page 101 and Appendix D)**

Pursuant to Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the Standard shareholders agreement, the primary requisite approval and secondary requisite approval were required for the entry by Standard into the merger agreement. Therefore, solely for purposes of Standard's amended and restated articles of incorporation and the Standard shareholders agreement, holders of more than 55% of the outstanding shares of Standard voting common stock consented to the entry by Standard into the merger agreement prior to the execution by Standard thereof.

In addition, as an inducement to and condition of First Midwest's willingness to enter into the merger agreement, all of the directors and certain officers and large shareholders of Standard who beneficially owned in the aggregate approximately 52.0% of Standard's outstanding voting common stock and approximately 97.2% of Standard's non-voting common stock, in each case as of June 28, 2016, entered into voting agreements, pursuant to which, among other things, they agreed to vote all of their shares of Standard voting common stock in favor of approval of the merger proposal and all of their shares of Standard non-voting common stock in favor of approval of the stock conversion proposal, as applicable, and other matters required to be approved or adopted to effect the merger and any other transactions contemplated by the merger agreement.

**We Must Meet Several Conditions to Complete the Merger (Page 93)**

Our obligations to complete the merger depend on a number of conditions being met. These include:

the approval of the issuance of First Midwest common stock in the merger by holders of First Midwest common stock;

the approval of the merger agreement and the merger by holders of Standard voting common stock, and the approval of the conversion of Standard non-voting common stock into First Midwest common stock in the merger by holders of Standard non-voting common stock;

the receipt of the required approvals of federal and state regulatory authorities;

the listing on the NASDAQ Stock Market of the shares of First Midwest common stock to be issued in the merger;

the effectiveness of the registration statement on Form S-4, of which this joint proxy statement/prospectus is a part, for the registration of the shares of First Midwest common stock to be issued in the merger;

the absence of any government action or other legal restraint or prohibition that would prohibit the merger or make it illegal;

as to each of us, the representations and warranties of the other party to the merger agreement being true and correct in all respects as of the date of the merger agreement and as of the closing date of the merger, other than, in most cases, those failures to be true and correct that would not reasonably be likely to have a material adverse effect on the other party, and the other party to the merger agreement having performed in all material respects all of its obligations and complied in all material respects with all of its agreements and covenants under the merger agreement;

the receipt of legal opinions that, for United States federal income tax purposes, the mergers, taken together, will be treated as a reorganization described in Section 368(a) of the Code and

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that both First Midwest and Standard will be a party to that reorganization. These opinions will be based on customary assumptions and on factual representations made by First Midwest and Standard and will be subject to various limitations;

with regard to First Midwest's obligation (but not Standard's), the number of dissenting shares of Standard common stock must not exceed 10% of the total number of shares of Standard common stock;

with regard to First Midwest's obligation (but not Standard's), the receipt by Standard of certain required third-party approvals;

with regard to First Midwest's obligation (but not Standard's), Standard's closing tangible common equity, as defined in the merger agreement, must be greater than or equal to \$251,000,000 (as of September 30, 2016, Standard's tangible common equity was \$256,956,632);

with regard to First Midwest's obligation (but not Standard's), Standard's consolidated total loans (excluding loans held for sale) must be greater than or equal to \$1,600,000,000;

with regard to First Midwest's obligation (but not Standard's), the receipt by First Midwest of a certificate by Standard stating that it and SB&T are not and have not been United States real property holding corporations (provided that First Midwest's only remedy for failure of this condition will be to withhold from the exchange agent any required withholding tax under Section 1445 of the Code); and

with regard to First Midwest's obligation (but not Standard's), the receipt by First Midwest of a certificate from Standard representing the shares of common stock of SB&T held by Standard.

Where the law permits, either of First Midwest or Standard could choose to waive a condition to its obligation to complete the merger even when that condition has not been satisfied. We cannot be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed. Although the merger agreement allows both parties to waive the tax opinion condition, neither party currently anticipates doing so.

**We Must Obtain Regulatory Approvals to Complete the Merger (Page 97)**

The merger and the related transactions require approval from the Board of Governors of the Federal Reserve System (the "Federal Reserve"), and an application has been filed. The bank merger must also be approved by the Illinois Department of Financial and Professional Regulation (the "IDFPR"), and an application has been filed. In addition, notice of the merger and the related transactions must be provided to the Indiana Department of Financial Institutions ("IDFI"), and such notice has been provided.

**We May Terminate the Merger Agreement (Page 95)**

We can mutually agree at any time to terminate the merger agreement without completing the merger, even if First Midwest has received approval of the stock issuance proposal by its stockholders and Standard has received approval of the merger proposal and the stock conversion proposal by its shareholders. Also, either of us can decide, without the consent of the other, to terminate the merger agreement in certain circumstances, including:

if there is a final denial of a required regulatory approval or an application for a required regulatory approval has been withdrawn upon the request or recommendation of the applicable governmental authority and such governmental authority would not accept the refiling of such application;



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if the merger is not completed on or before the 12 month anniversary of the date of the signing of the merger agreement;

if there is a continuing breach of the merger agreement by a party, and the breaching party has not cured the breach within the earlier of the 12 month anniversary of the date of the signing of the merger agreement and 15 days' written notice to the breaching party, as long as that breach would entitle the non-breaching party not to complete the merger; or

if holders of Standard voting common stock fail to approve the merger proposal or holders of Standard non-voting common stock fail to approve the stock conversion proposal.

In addition, First Midwest may terminate the merger agreement:

if Standard's board of directors fails to recommend approval of the merger agreement and the transactions contemplated thereby, including the merger, and the stock conversion proposal to its shareholders, or withdraws or materially and adversely modifies its recommendation;

if Standard's board of directors recommends an acquisition proposal other than the merger, or if Standard's board of directors negotiates or authorizes negotiations with a third party regarding an acquisition proposal other than the merger and those negotiations continue for at least 10 business days;

if Standard has breached its covenant not to solicit or encourage inquiries or proposals with respect to any acquisition proposal, in circumstances not permitted under the merger agreement;

if the number of dissenting shares exceeds 10% of the outstanding shares of Standard common stock;

if the real property adjustment amount exceeds \$8,000,000, as discussed under "The Merger Agreement Merger Consideration"; or

if the tangible common equity at the expected closing date is less than \$251,000,000 (as of September 30, 2016, Standard's tangible common equity was \$256,956,632).

In addition, Standard may terminate the merger agreement if First Midwest's stockholders fail to approve the First Midwest common stock issuance.

Whether or not the merger is completed, we will each pay our own fees and expenses, except that we will each pay one-half of the costs and expenses that we incur in preparing, printing and mailing this joint proxy statement/prospectus and filing fees paid in connection with the registration statement of which the joint proxy statement/prospectus is a part and all applications for government approvals, except fees paid to counsel, financial advisors and accountants.

The merger agreement also provides that Standard must pay First Midwest a fee and reimburse expenses in certain situations. In particular, Standard will pay First Midwest a fee of \$15,000,000 if, on or prior to the termination of the merger agreement or the 12 month anniversary of the termination of the merger agreement in certain circumstances set forth in the merger agreement, both (i) the merger agreement is terminated and (ii) any of the following occurs:

Standard's board of directors submits the merger agreement and the transactions contemplated thereby, including the merger, to Standard shareholders without a recommendation for approval or with material and adverse conditions on such approval, or withdraws or materially and adversely modifies its recommendation;

Standard enters into an agreement to engage in a competing acquisition proposal with any person other than First Midwest or any of First Midwest's subsidiaries;

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Standard authorizes, recommends or proposes (or publicly announces its intention to authorize, recommend or propose) an agreement to engage in a competing acquisition proposal with any person other than First Midwest or its subsidiaries or recommends that Standard shareholders approve or accept such a competing acquisition proposal;

Standard fails to convene a shareholder meeting to approve the merger agreement and the transactions contemplated thereby, including the merger, within 45 days of the effectiveness of the registration statement of which this joint proxy statement/prospectus is a part;

Standard breaches its covenant not to solicit or encourage inquiries or proposals with respect to any acquisition proposal in circumstances not permitted under the merger agreement, which covenant is described below under "The Merger Agreement Acquisition Proposals by Third Parties";

any of Standard's principal shareholders (as defined in the merger agreement) breach, and remain in breach, of its obligations in the voting agreement entered into by such shareholder to (i) vote in favor of the merger proposal and/or the stock conversion proposal and (ii) comply with certain restrictions on transfer of Standard common stock during the period prior to the effective time of the merger, in each case after being provided with notice of such breach and a 30 day cure period; or

holders of Standard voting common stock fail to approve the merger proposal or holders of Standard non-voting common stock fail to approve the stock conversion proposal.

**We May Amend or Waive Merger Agreement Provisions (Page 97)**

At any time before completion of the merger, either First Midwest or Standard may, to the extent legally allowed, waive in writing compliance by the other with any provision contained in the merger agreement. However, once First Midwest stockholders have approved the stock issuance proposal or holders of Standard voting common stock have approved the merger proposal and holders of Standard non-voting common stock have approved the stock conversion proposal, no waiver of any condition may be made that would require further approval by Standard shareholders unless that approval is obtained.

First Midwest may also change the structure of the merger or the method of effecting the merger before the effective time of the merger, subject to the approval of the board of directors of Standard, so long as any change does not: (i) change the kind, amount or economic value of consideration to be received by Standard shareholders; (ii) adversely affect the tax consequences of the mergers to Standard shareholders; (iii) adversely affect the timing of or capability of completion of the merger; or (iv) cause or could not be reasonably expected to cause any of the conditions to complete the merger to be incapable of being satisfied.

**The Rights of Standard Shareholders Following the Mergers Will Be Different (Page 142)**

The rights of First Midwest stockholders are governed by Delaware law and by First Midwest's restated certificate of incorporation, as amended, and amended and restated by-laws. The rights of Standard's shareholders are governed by Illinois law, and by Standard's amended and restated articles of incorporation, as amended, and amended and restated by-laws. Upon our completion of the merger, the rights of both stockholder groups will be governed by Delaware law and First Midwest's restated certificate of incorporation and amended and restated by-laws.

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**Information About the Companies (Page 113)**

*First Midwest Bancorp, Inc.  
One Pierce Place, Suite 1500  
Itasca, Illinois 60143  
(630) 875-7463*

First Midwest is a Delaware corporation headquartered in the Chicago suburb of Itasca, Illinois. It is a relationship-based financial institution and one of the largest independent publicly traded bank holding companies based on assets headquartered in the Midwest. First Midwest's principal subsidiary, First Midwest Bank, and other affiliates provide a full range of commercial, leasing, retail, wealth management, trust and private banking products and services to commercial and industrial, commercial real estate, municipal and consumer customers through over 110 locations in metropolitan Chicago, northwest Indiana, central and western Illinois, and eastern Iowa. At June 30, 2016, First Midwest had consolidated total assets of approximately \$11.0 billion and over \$8.3 billion in trust assets under management. First Midwest common stock trades on the NASDAQ Stock Market under the symbol "FMBI".

*Standard Bancshares, Inc.  
7800 West 95th Street  
Hickory Hills, Illinois 60457  
(708) 598-7400*

Standard, a corporation incorporated in Illinois, is a registered bank holding company headquartered in Hickory Hills, Illinois. Its primary business is operating its bank subsidiary, SB&T, an Illinois banking organization headquartered in Hickory Hills, Illinois. SB&T is a relationship-focused bank that serves local businesses and individuals through a full range of services, including business and retail banking and trust and wealth management. It provides these financial services through 34 banking locations throughout southwest Chicago and northwest Indiana. At June 30, 2016, SB&T had approximately \$2.5 billion in total assets, \$2.2 billion in deposits and \$1.8 billion in loans. SB&T also had approximately \$300 million under management for their wealth management clients at June 30, 2016. Standard common stock is not registered under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and, accordingly, the company does not file periodic or current reports with the SEC.

*Benjamin Acquisition Corporation  
c/o First Midwest Bancorp, Inc.  
One Pierce Place, Suite 1500  
Itasca, Illinois 60143  
(630) 875-7463*

Merger Sub is an Illinois corporation and a direct wholly-owned subsidiary of First Midwest. Merger Sub was incorporated on June 17, 2016, for the sole purpose of effecting the merger. As of the date of this joint proxy statement/prospectus, Merger Sub has not conducted any activities other than those incidental to its formation, the execution of the merger agreement and the transactions contemplated by the merger agreement.

See "Information About the Companies" in this joint proxy statement/prospectus.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF FIRST MIDWEST**

You should read the selected consolidated financial data set forth below in conjunction with First Midwest's Management's Discussion and Analysis of Financial Condition and Results of Operations and the First Midwest consolidated financial statements and related notes incorporated by reference into this joint proxy statement/prospectus. The financial data as of and for the fiscal years ended December 31, 2015, 2014, 2013, 2012, and 2011 is derived from First Midwest's audited financial statements. The financial data as of and for the six month periods ended June 30, 2016 and 2015 is derived from First Midwest's unaudited financial statements incorporated by reference into this joint proxy statement/prospectus, which have been prepared on the same basis as First Midwest's audited financial statements. See "Where You Can Find More Information". First Midwest's historical results may not be indicative of First Midwest's future performance. In addition, results for the six month periods ended June 30, 2016 and 2015 may not be indicative of the results that may be expected for the full fiscal year or future periods.

	As of or for the six months ended June 30,		As of or for the years ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(dollars in thousands, except per share information)							
<b>Operating Results</b>							
Net income (loss)	\$ 43,229	\$ 42,456	\$ 82,064	\$ 69,306	\$ 79,306	\$ (21,054)	\$ 36,563
Net income (loss) applicable to common shares	42,727	41,979	81,182	68,470	78,199	(20,748)	25,437
<b>Per Common Share Data</b>							
Basic earnings (loss) per common shares	\$ 0.54	\$ 0.55	\$ 1.05	\$ 0.92	\$ 1.06	\$ (0.28)	\$ 0.35
Diluted earnings (loss) per common shares	0.54	0.55	1.05	0.92	1.06	(0.28)	0.35
Common dividends declared	0.18	0.18	0.36	0.31	0.16	0.04	0.04
Book value at period end	15.38	14.43	14.70	14.17	13.34	12.57	12.93
Market price at period end	17.56	18.97	18.43	17.11	17.53	12.52	10.13
<b>Performance Ratios</b>							
Return on average common equity	7.12%	7.56%	7.17%	6.56%	8.04%	(2.14)%	2.69%
Return on average assets	0.83%	0.90%	0.85%	0.80%	0.96%	(0.26)%	0.45%
Net interest margin tax-equivalent	3.69%	3.77%	3.68%	3.69%	3.68%	3.86%	4.04%
Non-performing loans to total loans <sup>(1)</sup>	0.53%	0.70%	0.45%	0.92%	1.14%	1.80%	3.86%
Non-performing assets to total loans plus other real estate owned ("OREO") <sup>(1)</sup>	0.93%	1.10%	0.86%	1.37%	2.13%	2.68%	4.85%
<b>Balance Sheet Highlights</b>							
Total assets	\$ 10,995,810	\$ 9,863,027	\$ 9,732,676	\$ 9,445,139	\$ 8,253,407	\$ 8,099,839	\$ 7,973,594
Total loans	7,979,537	6,850,185	7,161,715	6,736,853	5,714,360	5,387,570	5,348,615
Deposits	8,971,316	8,212,671	8,097,738	7,887,758	6,766,101	6,672,255	6,479,175
Senior and subordinated debt	162,876	201,039	201,208	200,869	190,932	214,779	252,153
Stockholders' equity	1,250,889	1,124,957	1,146,268	1,100,775	1,001,442	940,893	962,587
<b>Financial Ratios</b>							
Allowance for credit losses to loans <sup>(2)</sup>	1.02%	1.07%	1.05%	1.11%	1.52%	1.91%	2.28%
Net loan charge-offs to average loans, annualized	0.24%	0.41%	0.29%	0.52%	0.55%	3.26%	1.91%
<b>First Midwest Regulatory Capital Ratios<sup>(3)</sup></b>							
Total capital to risk-weighted assets	10.68%	11.37%	11.15%	11.23%	12.39%	11.90%	13.68%
Tier 1 capital to risk-weighted assets	9.83%	10.49%	10.28%	10.19%	10.91%	10.28%	11.61%
Common equity Tier 1 to risk-weighted assets (CET1)	9.32%	9.93%	9.73%	N/A	N/A	N/A	N/A
Tier 1 capital to average assets	8.94%	9.34%	9.40%	9.03%	9.18%	8.40%	9.28%

(1)

Due to the protection provided by loss share agreements between First Midwest and the Federal Deposit Insurance Corporation, covered loans and covered OREO are excluded from these metrics to provide for improved comparability to prior periods and better perspective into asset quality trends.

For a discussion of covered loans, see Notes 1 and 6 of "Notes

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to the Consolidated Financial Statements" in Item 8 of First Midwest's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated into this proxy statement/prospectus by reference.

(2)

This ratio includes acquired loans that are recorded at fair value through an acquisition adjustment, which incorporates credit risk as of the acquisition date with no allowance for credit losses being established at that time. As the acquisition adjustment is accreted into income over future periods, an allowance for credit losses is established as necessary to reflect credit deterioration. For a discussion of the allowance for acquired loan losses and the related acquisition adjustment, see "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of First Midwest's Annual Report on Form 10-K for the year ended December 31, 2015, which is incorporated into this proxy statement/prospectus by reference.

(3)

Basel III Capital Rules became effective for First Midwest on January 1, 2015. These rules revised the risk-based capital requirements and introduced a new capital measure, common equity Tier 1 to risk-weighted assets. As a result, ratios subsequent to December 31, 2014 are computed using the new rules and prior periods presented are reported using the regulatory guidance applicable at that time.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF STANDARD**

You should read the selected consolidated financial data set forth below in conjunction with the section titled "Management's Discussion and Analysis of Standard's Financial Condition and Results of Operations" included in this joint proxy statement/prospectus and with Standard's consolidated financial statements and related notes included elsewhere in this joint proxy statement/prospectus. The financial data as of and for the fiscal years ended December 31, 2015, 2014, 2013, 2012 and 2011 is derived from Standard's audited financial statements. The financial data as of and for the six month periods ended June 30, 2016 and 2015 is derived from Standard's unaudited financial statements, which have been prepared on the same basis as Standard's audited financial statements. Standard's historical results may not be indicative of Standard's future performance. In addition, results for the six month periods ended June 30, 2016 and 2015 have not been audited and may not be indicative of the results that may be expected for the full fiscal year or future periods.

	As of or for the six months ended June 30,		As of or for the years ended December 31,				
	2016	2015	2015	2014	2013	2012	2011
(dollars in thousands, except per share information)							
<b>Operating Results</b>							
Net income (loss) <sup>(1)</sup>	\$ 8,667	\$ 9,508	\$ 20,454	\$ 14,294	\$ 7,049	\$ (34,852)	\$ (9,346)
<b>Per Common Share Data</b>							
Basic earnings per average common share	\$ 0.18	\$ 0.20	\$ 0.42	\$ 0.29	\$ 0.16	\$ (1.86)	\$ (0.50)
Diluted earnings per average common share	0.18	0.20	0.42	0.29	0.16	(1.86)	(0.50)
Common dividends declared	0.10	0.04	0.78				
Book value at period end	5.24	5.64	5.13	5.47	5.18	6.05	7.92
Market price at period end	N/A	N/A	N/A	N/A	N/A	N/A	N/A
<b>Performance Ratios</b>							
Return on average common equity <sup>(2)</sup>	6.88%	7.02%	7.95%	5.52%	3.86%	(26.61)%	(6.24)%
Return on average assets <sup>(2)</sup>	0.70%	0.78%	0.83%	0.63%	0.33%	(1.60)%	(0.42)%
Net interest margin tax-equivalent <sup>(3)</sup>	3.53%	3.44%	3.51%	3.66%	3.61%	3.68%	3.78%
Non-performing loans to total loans <sup>(4)</sup>	1.37%	1.65%	1.73%	2.39%	2.84%	3.39%	3.70%
Non-performing assets to total loans plus OREO	2.23%	2.66%	2.60%	3.26%	3.59%	4.41%	4.39%
<b>Balance Sheet Highlights</b>							
Total assets	\$ 2,451,974	\$ 2,438,147	\$ 2,444,692	\$ 2,288,203	\$ 2,185,250	\$ 2,155,786	\$ 2,141,967
Total loans net	1,779,945	1,788,573	1,835,341	1,744,331	1,619,995	1,505,942	1,505,544
Deposits	2,171,594	2,131,399	2,160,140	1,993,572	1,919,105	1,918,969	1,869,538
Advances from Federal Home Loan Bank		15,000	15,000	15,000		23,466	32,081
Senior and subordinated debt						16,100	16,100
Shareholder's equity	253,674	273,373	248,396	266,048	251,907	175,610	210,059
<b>Financial Ratios</b>							
Allowance for credit losses as a percentage of loans	1.04%	1.39%	1.22%	1.49%	2.46%	3.78%	2.40%
Net loan charge-off to average loans, annualized	0.87%	0.51%	0.45%	1.02%	1.71%	0.72%	2.64%
Dividend payout ratio	27.78%	10.26%	185.71%	N/A	N/A	N/A	N/A
Average equity to average assets ratio	10.22%	11.21%	10.16%	11.63%	11.54%	8.14%	9.80%
<b>Standard Regulatory Capital Ratios<sup>(5)</sup></b>							
Total capital to risk-weighted assets	12.87%	13.93%	12.54%	14.28%	13.84%	9.55%	10.44%
Tier 1 capital to risk-weighted assets	11.97%	12.74%	11.48%	13.03%	12.56%	8.27%	9.18%
Common equity Tier 1 to risk-weighted assets (CET1)	11.97%	12.74%	11.48%	N/A	N/A	N/A	N/A
Tier 1 leverage to average assets	10.19%	10.85%	10.07%	10.76%	10.34%	6.47%	7.19%

(1)



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Represents the amount of net income (loss) available to holders of Standard voting common stock and Standard non-voting common stock after payment of preferred dividends in connection with the Troubled Asset Relief Program prior to 2013, in applicable years.

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- (2) Ratios for the six months ended June 30, 2016 and 2015 are annualized.
- (3) Net interest margin represents net interest income as a percentage of average interest earning assets.
- (4) Non-performing loans include loans accounted for on a non-accrual basis and accruing loans contractually past due 90 days or more.
- (5) Basel III Capital Rules became effective for Standard on January 1, 2015. These rules revise the risk-based capital requirements and introduce a new capital measure, Tier 1 common equity capital to risk-weighted assets (CET1). As a result, ratios subsequent to December 31, 2014 are computed using the new rules and prior periods presented are reported using the regulatory guidance applicable at that time.

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**SELECTED UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following table shows selected unaudited pro forma condensed combined financial information about the financial condition and results of operations of First Midwest giving effect to the merger with Standard. The selected unaudited pro forma condensed combined financial information assumes that the merger is accounted for under the acquisition method of accounting, with First Midwest treated as the acquirer. Under the acquisition method of accounting, the assets and liabilities of Standard, as of the effective date of the merger, will be recorded by First Midwest at their respective estimated fair values, and the excess of the merger consideration over the fair value of Standard's net assets will be allocated to goodwill.

The unaudited pro forma condensed combined income statement information for the year ended December 31, 2015 and the six months ended June 30, 2016 is presented as if the merger was consummated on January 1, 2015, the first business day of First Midwest's 2015 fiscal year, and combines the historical results of First Midwest and Standard. The unaudited pro forma condensed combined balance sheet information as of June 30, 2016 gives effect to the merger as if it occurred on June 30, 2016, and combines the historical balance sheets of First Midwest and Standard as of June 30, 2016.

The selected unaudited pro forma condensed combined financial data has been derived from, and should be read in conjunction with, the unaudited pro forma condensed combined financial information, including the notes thereto, which is included in this joint proxy statement/prospectus under "Unaudited Pro Forma Condensed Combined Financial Statements".

The selected unaudited pro forma condensed combined financial information is presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had the companies actually been combined at the beginning of the period presented. The selected unaudited pro forma condensed combined financial information also does not consider any potential impacts of current market conditions on revenues, potential revenue enhancements, anticipated cost savings and expense efficiencies, or asset dispositions, among other factors. Further, as explained in more detail in the notes accompanying the more detailed unaudited pro forma condensed combined financial information included under "Unaudited Pro Forma Condensed Combined Financial Information," the pro forma allocation of the purchase price reflected in the selected unaudited pro forma condensed combined financial information is subject to adjustment and may vary from the actual purchase price allocation that will be recorded at the time the merger is completed. Additionally, the adjustments made in the unaudited pro forma condensed financial information, which are described in those notes, are preliminary and may be revised.

Table of Contents**Selected Unaudited Pro Forma Financial Information**

	As of or for the six months ended June 30, 2016	For the year ended December 31, 2015
	(dollars in thousands)	
Total interest income	\$ 229,760	\$ 427,437
Total interest expense	15,651	28,639
Net interest income	214,109	398,798
Provision for loan losses	19,578	25,752
Net interest income after provision for loan losses	194,531	373,046
Total non-interest income	85,188	162,507
Total non-interest expense	199,874	378,316
Income before income tax expense	79,845	157,237
Income tax expense	26,654	51,138
<b>Net Income</b>	<b>\$ 53,191</b>	<b>\$ 106,099</b>

**Balance Sheet**

Total assets	\$ 13,557,938
Investment securities	2,031,607
Loans, net of allowance for loan losses	9,629,276
Total deposits	11,142,910
Total borrowings and other debt	612,620
Total stockholders' equity	1,620,758

Table of Contents**COMPARATIVE HISTORICAL AND UNAUDITED PRO FORMA PER SHARE DATA**

Presented below are First Midwest's and Standard's historical per share data for the year ended December 31, 2015 and for the six months ended June 30, 2016, and unaudited pro forma combined per share data for the year ended December 31, 2015 and for the six months ended June 30, 2016. Except for the historical information as of and for the year ended December 31, 2015, the information provided in the table below is unaudited. The unaudited pro forma data and equivalent per share information gives effect to the merger as if the transaction had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on June 30, 2016. This information should be read together with the historical consolidated financial statements and related notes of First Midwest and Standard, incorporated by reference or included in this joint proxy statement/prospectus, and with the unaudited pro forma condensed combined financial statements included under "Unaudited Pro Forma Condensed Combined Financial Statements".

The unaudited pro forma financial information is presented for illustrative purposes only and does not necessarily indicate the financial results of the combined companies had the companies actually been combined at the beginning of the period presented. The unaudited pro forma financial information also does not consider any potential impacts of current market conditions on revenues, potential revenue enhancements, anticipated cost savings and expense efficiencies, or asset dispositions, among other factors.

	First Midwest Historical	Standard Historical	Combined Pro Forma Amounts for First Midwest	Pro Forma Standard Equivalent Share <sup>(1)</sup>
Book value per common share at June 30, 2016	\$ 15.38	\$ 5.24	\$ 15.83 <sup>(2)</sup>	\$ 6.89
Book value per common share at December 31, 2015	14.70	5.13	15.26 <sup>(2)</sup>	6.64
Cash dividends paid per common share for the six months ended June 30, 2016	0.18	0.10	0.18 <sup>(3)</sup>	0.08
Cash dividends paid per common share for the year ended December 31, 2015	0.36	0.78	0.36 <sup>(3)</sup>	0.16
Basic earnings per common share for the six months ended June 30, 2016	0.54	0.18	0.53	0.23
Basic earnings per common share for the year ended December 31, 2015	1.05	0.42	1.07	0.47
Diluted earnings per common share for the six months ended June 30, 2016	0.54	0.18	0.53	0.23
Diluted earnings per common share for the year ended December 31, 2015	1.05	0.42	1.07	0.47

(1) Calculated by multiplying the "Combined Pro Forma Amounts for First Midwest" due by 0.435, which is the exchange ratio for the stock consideration payable to the holders of Standard common stock in the merger.

(2) Calculated based on pro forma total stockholders' equity of \$1,620,785,000 and \$1,510,859,000 as of June 30, 2016 and December 31, 2015, respectively, *divided by* pro forma shares of common stock outstanding of 102,375,594 and 99,015,528 at June 30, 2016 and December 31, 2015, respectively.

(3) The combined pro forma cash dividends per common share for the six months ended June 30, 2016 and the year ended December 31, 2015 represent the actual cash dividends per share paid by First Midwest for those periods.

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**CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This joint proxy statement/prospectus, as well as First Midwest's other filings with the SEC and Standard's other communications with its shareholders, may contain certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "PSLRA"). These statements involve known and unknown risks, uncertainties, and other factors that may cause actual results to be materially different from any results, levels of activity, performance, or achievements expressed or implied by any forward-looking statement. These factors include, among other things, the factors listed below.

In some cases, forward-looking statements can be identified by the use of words such as "may," "might," "will," "would," "should," "could," "expect," "plan," "intend," "anticipate," "believe," "estimate," "predict," "probable," "potential," "possible," "target," "continue," "look forward," or "assume" and words of similar import. Forward-looking statements are not historical facts or guarantees of future performance or outcomes, but instead express only management's beliefs regarding future results or events, many of which, by their nature, are inherently uncertain and outside of management's control. It is possible that actual results and events may differ, possibly materially, from the anticipated results or events indicated in these forward-looking statements. We caution you not to place undue reliance on these statements. Forward-looking statements are made only as of the date of this joint proxy statement/prospectus, and First Midwest and Standard undertake no obligation to update any forward-looking statements to reflect new information or events or conditions after the date hereof.

In connection with the safe harbor provisions of the PSLRA, we are hereby identifying important factors that could affect our financial performance and could cause our actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any forward-looking statements.

Among the factors that could have an impact on our ability to achieve operating results, growth plan goals, and the beliefs expressed or implied in forward-looking statements are:

the risk that the business of First Midwest and Standard will not be integrated successfully or such integration may be more difficult, time consuming or costly than expected;

expected revenue synergies, cost savings and other financial or other benefits of the proposed transaction between First Midwest and Standard might not be realized within the expected time frames or might be less than projected;

revenues following the mergers may be lower than expected;

deposit attrition, operating costs, customer loss and business disruption following the mergers, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;

the ability to obtain governmental approvals of the mergers, or the ability to obtain such regulatory approvals in a timely manner;

the potential impact of announcement or completion of the mergers on relationships with third parties, including customers, employees, and competitors;

business disruption following the mergers, including diversion of management's attention from ongoing business operations and opportunities;

the failure of First Midwest's stockholders to approve the stock issuance proposal;

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the failure of holders of Standard voting common stock to approve the merger proposal or the failure of holders of Standard non-voting common stock to approve the stock conversion proposal;

changes in the level of non-performing assets and charge offs;

First Midwest's potential exposure to unknown contingent liabilities of Standard;

any interruption or breach of security resulting in failures or disruptions in customer account management, general ledger, deposit, loan, or other systems;

changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

changes in First Midwest's stock price before closing, including as a result of the financial performance of Standard prior to closing;

inflation, interest rate, securities market and monetary fluctuations;

credit and interest rate risks associated with First Midwest's and Standard's respective businesses, customer borrowing, repayment, investment and deposit practices;

general economic conditions, either internationally, nationally or in the market areas in which First Midwest and Standard operate or anticipate doing business, may be less favorable than expected;

changes in the economic environment, competition or other factors that may influence the anticipated growth of loans and deposits, the quality of the loan portfolio and loan and deposit pricing;

changes in the competitive environment among financial holding companies and banks;

new regulatory or legal requirements or obligations with which First Midwest and Standard must comply; and

other economic, competitive, governmental, regulatory and technological factors affecting First Midwest's and Standard's operations, products, services and prices.

The foregoing list of important factors may not be all inclusive, and we specifically decline to undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events. For a further discussion of these and other risks, uncertainties and other factors applicable to First Midwest and Standard, see "Risk Factors" in this joint proxy statement/prospectus and First Midwest's other filings with the SEC incorporated by reference into this joint proxy statement/prospectus.

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**RISK FACTORS**

*In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the heading "Cautionary Statement Regarding Forward-Looking Statements," you should carefully consider the following risk factors in deciding how to vote on the proposals presented in this joint proxy statement/prospectus. You should also consider the other information in, and the other documents incorporated by reference into, this joint proxy statement/prospectus, including in particular the risk factors associated with First Midwest's business contained under the heading "Risk Factors" in First Midwest's Annual Report on Form 10-K for the year ended December 31, 2015. See "Where You Can Find More Information".*

**Because the market price of First Midwest common stock will fluctuate, Standard shareholders cannot be certain of the market value of the merger consideration they will receive.**

Upon completion of the merger, Standard shareholders will receive for each share of Standard voting common stock and Standard non-voting common stock they hold immediately prior to the completion of the merger a fixed exchange ratio of 0.435 of a share of fully paid and non-assessable First Midwest common stock (subject to potential adjustment for certain environmental conditions and/or title defects, as described under "The Merger Terms of the Merger"). Any change in the market price of First Midwest common stock prior to completion of the merger will affect the value of any shares of First Midwest common stock Standard shareholders receive as consideration in the merger. The market price of First Midwest common stock may fluctuate as a result of a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. Many of these factors are outside our control. Accordingly, at the time of the Standard special meeting, Standard shareholders will not know or be able to calculate the market price of First Midwest common stock that they will receive upon completion of the merger.

**Standard will be subject to business uncertainties and contractual restrictions while the merger is pending.**

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on Standard and consequently on First Midwest. These uncertainties may impair Standard's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with Standard to seek to change existing business relationships with Standard. Retention of certain employees may be challenging during the pendency of the merger, as employees may experience uncertainty about their future roles with First Midwest. If key employees depart because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with First Midwest, First Midwest's business following the merger could be harmed. In addition, the merger agreement restricts Standard from making certain acquisitions and taking other specified actions without the consent of First Midwest, and generally requires Standard to continue its operations in the ordinary course, until the merger occurs. These restrictions may prevent Standard from pursuing attractive business opportunities that may arise prior to the completion of the merger. For a description of the restrictive covenants to which Standard is subject, see "The Merger Agreement Conduct of Business Pending the Merger".

**Combining our two companies may be more difficult, costly or time-consuming than we currently expect, and we may fail to realize the anticipated benefits and cost savings of the merger.**

First Midwest and Standard have operated and, until the completion of the merger, will continue to operate, independently. The success of the merger, including anticipated benefits and cost savings, will depend, in part, on First Midwest's ability to successfully combine and integrate the Standard business into its own in a manner that permits growth opportunities and does not materially disrupt existing customer relationships or result in decreased revenues due to loss of customers. It is possible



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that the integration process could result in the loss of key employees, the disruption of either company's ongoing business or inconsistencies in standards, controls, procedures and policies that adversely affect our ability to maintain relationships with customers and employees. As with any merger of banking institutions, there also may be business disruptions that cause us to lose customers or cause customers to take their deposits out of our banks. The success of the combined company following the mergers and the bank merger may depend, in part, on the ability of First Midwest to integrate the two businesses, business models and cultures. If First Midwest experiences difficulties in the integration process, including those listed above, First Midwest may fail to realize the anticipated benefits of the merger in a timely manner or at all. First Midwest's business or results of operations or the value of its common stock may be materially and adversely affected as a result.

**The market price of First Midwest common stock after the merger may be affected by factors different from those currently affecting First Midwest common stock.**

The businesses of First Midwest and Standard differ in some respects and, accordingly, the results of operations of the combined company and the market price of First Midwest common stock after the merger may be affected by factors different from those currently affecting the independent results of operations of each of First Midwest or Standard. For a discussion of the business of First Midwest and of certain factors to consider in connection with the business of First Midwest, see the documents incorporated by reference into this joint proxy statement/prospectus and referred to under "Where You Can Find More Information," including in particular the section titled "Risk Factors" in First Midwest's Annual Report on Form 10-K for the year ended December 31, 2015.

**Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated or that could have an adverse effect on the combined company following the mergers.**

Before the mergers and the bank merger may be completed, First Midwest and Standard must obtain approvals from the Federal Reserve and the IDFP. Prior notice of the mergers and the bank merger must also be provided to the IDFI. Other approvals, waivers or consents from regulators may also be required. In determining whether to grant these approvals the regulators consider a variety of factors, including the regulatory standing of each party and the factors described under "The Merger Regulatory Approvals Required for the Mergers". An adverse development in either party's regulatory standing or these factors could result in an inability to obtain approval or delay their receipt. These regulators may impose conditions on the completion of the mergers or the bank merger or require changes to the terms of the mergers or the bank merger. Such conditions or changes could have the effect of delaying or preventing completion of the mergers or the bank merger or imposing additional costs on or limiting the revenues of the combined company following the mergers and the bank merger, any of which might have an adverse effect on the combined company following the mergers. See "The Merger Agreement Regulatory Approvals Required for the Mergers". Regulatory approvals could also be adversely impacted based on the status of any ongoing investigation of either party or its customers, including subpoenas to provide information or investigations, by a federal, state or local governmental agency. We cannot guarantee that we will be able to obtain all required regulatory approvals, the timing of those approvals or whether any conditions will be imposed.

**Some Standard directors and officers may have interests and arrangements that may have influenced their decisions to support or recommend that you approve the merger.**

Standard's shareholders should be aware that some of Standard's directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of Standard's shareholders generally. These interests and arrangements may create potential conflicts of interest. Standard's board of directors was aware of these interests and considered these interests,

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among other matters, when making its decision to approve the merger agreement, and in recommending that holders of Standard voting common stock vote in favor of the merger proposal and that holders of Standard non-voting common stock vote in favor of the stock conversion proposal.

For a more complete description of these interests, see "The Merger Interests of Certain Persons in the Merger".

**The merger agreement limits Standard's ability to pursue alternatives to the merger.**

The merger agreement contains provisions that limit Standard's ability to solicit, encourage or discuss competing third-party proposals to acquire all or a significant part of Standard. These provisions, which include a \$15,000,000 termination fee, might discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of Standard from considering or proposing that acquisition, even if it were prepared to pay consideration with a higher per share market price than that proposed in the merger, or might result in a potential competing acquiror proposing to pay a lower per share price to acquire Standard than it might otherwise have proposed to pay.

**Termination of the merger agreement could negatively impact First Midwest or Standard.**

In the event the merger agreement is terminated, First Midwest's or Standard's business may be adversely impacted by the failure to pursue other beneficial opportunities due to the focus of management on the mergers. The market price of First Midwest common stock might decline to the extent that the current market price reflects a market assumption that the merger will be completed. If the merger agreement is terminated and Standard's board of directors seeks another merger or business combination, Standard shareholders cannot be certain that Standard will be able to find a party willing to offer equivalent or more attractive consideration than the merger consideration provided in the merger. If the merger agreement is terminated under certain circumstances, Standard may be required to pay First Midwest a termination fee of \$15,000,000. If the merger agreement is terminated, First Midwest or Standard may experience negative reactions from its customers, vendors and employees. See "The Merger Agreement Termination of the Merger Agreement".

**If the merger is not completed, First Midwest and Standard will have incurred substantial expenses without realizing the expected benefits of the merger.**

Each of First Midwest and Standard has incurred and will incur substantial expenses in connection with the negotiation and completion of the transactions contemplated by the merger agreement, as well as the costs and expenses of filing, printing and mailing this joint proxy statement/prospectus and all filing and other fees paid to the SEC in connection with the merger. If the merger is not completed, First Midwest and Standard would have to recognize these expenses without realizing the expected benefits of the merger.

**Holders of Standard common stock will have a reduced ownership and voting interest after the merger and will exercise less influence over management.**

Holders of Standard voting common stock currently have the right to vote on matters affecting Standard. Upon the completion of the merger, each Standard shareholder who receives shares of First Midwest common stock will become a stockholder of First Midwest with a percentage ownership of First Midwest with respect to such shares that is smaller than the shareholder's current percentage ownership of Standard. Upon receiving 0.435 of a share of First Midwest common stock per issued and outstanding share of Standard voting common stock and Standard non-voting common stock following the effective time of the merger, the former shareholders of Standard as a group would receive shares in the merger constituting approximately 20.6% of the outstanding shares of First Midwest common

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stock immediately after the merger based on the number of shares of First Midwest common stock and Standard common stock outstanding as of October 24, 2016. Because of this, Standard shareholders will have less influence on the management and policies of First Midwest than they now have on the management and policies of Standard.

**The opinions of First Midwest's financial advisor and of Standard's financial advisor will not reflect changes in circumstances between the signing of the merger agreement and the completion of the merger.**

First Midwest and Standard have not obtained updated opinions from their respective financial advisors as of the date of this joint proxy statement/prospectus. The opinions of First Midwest's and Standard's financial advisors were each based on certain facts and assumptions regarding the operations and prospects of First Midwest and Standard, general market and economic conditions and other factors as of the dates of such opinions. Changes in the operations and prospects of First Midwest or Standard, general market and economic conditions and other factors that may be beyond the control of First Midwest or Standard may significantly alter the value of First Midwest or Standard, the prices of the shares of First Midwest common stock by the time the merger is completed or the future price at which First Midwest common stock trades. The opinions do not speak as of the time the merger will be completed or as of any date other than the date of such opinions. Because First Midwest and Standard do not currently anticipate asking their respective financial advisors to update their opinions, the opinions will not address the fairness of the merger consideration or exchange ratio, as applicable, from a financial point of view at the time a First Midwest stockholder or Standard shareholder votes or at the time the merger is completed. However, First Midwest's board of directors' recommendation that First Midwest stockholders vote "**FOR**" the First Midwest stock issuance, and Standard's board of directors' recommendations that holders of Standard voting common stock vote "**FOR**" the merger proposal and that holders of Standard non-voting common stock vote "**FOR**" the stock conversion proposal, are made as of the date of this joint proxy statement/prospectus. For descriptions of the opinions that First Midwest and Standard received from their respective financial advisors, please refer to "The Merger Opinion of First Midwest's Financial Advisor" and "The Merger Opinion of Standard's Financial Advisor".

**The unaudited pro forma condensed combined financial information included in this joint proxy statement/prospectus is preliminary and the actual financial condition and results of operation after the merger may differ materially.**

The unaudited pro forma financial information included in this joint proxy statement/prospectus is presented for illustrative purposes only and is not necessarily indicative of what the combined company's actual financial position or results of operations would have been had the merger been completed on the date(s) indicated. The preparation of the pro forma financial information is based upon available information and certain assumptions and estimates that First Midwest and Standard currently believe are reasonable. The unaudited pro forma financial information reflects adjustments, which are based upon preliminary estimates, to allocate the purchase price to Standard's net assets. The purchase price allocation reflected in this joint proxy statement/prospectus is preliminary, and the final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Standard as of the date of the completion of the merger. In addition, following the completion of the merger, there may be further refinements of the purchase price allocation as additional information becomes available. Accordingly, the final purchase accounting adjustments may differ materially from the pro forma adjustments reflected in this joint proxy statement/prospectus. See "Unaudited Pro Forma Condensed Combined Financial Information".

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**First Midwest's and Standard's unaudited prospective financial information is based on various assumptions that may not prove to be correct.**

The unaudited prospective financial information set forth in the financial forecasts included under "The Mergers Certain Unaudited Prospective Financial Information of First Midwest and Standard" is based on assumptions of, and information available to, First Midwest and Standard at the time they were prepared and provided to their respective financial advisors. Neither First Midwest nor Standard knows whether the assumptions they made will prove correct. Any or all of such information may turn out to be wrong. Such information can be adversely affected by inaccurate assumptions or by known or unknown risks and uncertainties, many of which are beyond First Midwest's and Standard's control. Many factors mentioned in this joint proxy statement/prospectus, including the risks outlined in "Risk Factors", the events and/or circumstances described under "Cautionary Statement Regarding Forward-Looking Statements" and the information with respect to First Midwest provided in the reports that First Midwest files with the SEC from time to time, and the information about Standard provided in "Management's Discussion and Analysis of Standard's Financial Condition and Results of Operations Quantitative and Qualitative Disclosures About Market Risk" will be important in determining the future results of First Midwest or Standard. As a result of these contingencies, actual future results may vary materially from First Midwest's and Standard's estimates. In view of these uncertainties, the inclusion of certain First Midwest and Standard unaudited prospective financial information in this joint proxy statement/prospectus is not and should not be viewed as a representation that the forecasted results will be achieved.

The unaudited prospective financial information presented herein was prepared solely for internal use and not prepared with a view toward public disclosure or toward compliance with published guidelines of any regulatory or professional body. Further, any forward-looking statement speaks only as of the date on which it is made. Neither First Midwest nor Standard undertakes any obligation to update the unaudited prospective financial information herein to reflect events or circumstances after the date such unaudited prospective financial information was prepared or to reflect the occurrence of anticipated or unanticipated events or circumstances.

The unaudited prospective financial information included in this joint proxy statement/prospectus has been prepared separately by each of First Midwest and Standard. Neither First Midwest's financial advisor, Sandler O'Neill, nor any other financial advisors or independent accountants have compiled, examined or performed any procedures with respect to First Midwest's unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and, accordingly, Sandler O'Neill assumes no responsibility for First Midwest's unaudited prospective financial information. Moreover, neither Standard's financial advisor, J.P. Morgan, nor any other financial advisors or independent accountants have compiled, examined or performed any procedures with respect to Standard's unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability, and, accordingly, J.P. Morgan assumes no responsibility for Standard's unaudited prospective financial information. The report of Ernst & Young LLP related to the First Midwest financial statements and related notes for the year ended December 31, 2015, which is included in First Midwest's Annual Report on Form 10-K for the year ended December 31, 2015 that is incorporated herein by reference, relates to the historical financial information of First Midwest. It does not extend to the unaudited prospective financial information and should not be read to do so. The RSM US LLP report included in this joint proxy statement/prospectus related to the Standard financial statements and related notes for the year ended December 31, 2015, which appear in this document under the heading "Index to Financial Statements", relates to the historical financial information of Standard. It does not extend to the unaudited prospective financial information and should not be read to do so. See "The Mergers Certain Unaudited Prospective Financial Information" for more information.

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**The shares of First Midwest common stock that Standard shareholders will receive as a result of the merger will have different rights from shares of Standard common stock.**

The rights associated with Standard common stock are different from the rights associated with First Midwest common stock. For a discussion of the different rights associated with First Midwest common stock, see "Comparison of Stockholder Rights".

**Under certain circumstances, the merger consideration may be reduced due to environmental conditions and/or title defects on Standard's real property.**

Under certain circumstances, if certain environmental conditions and/or title defects exist with respect to Standard's real property and the total cost to remediate and/or cure such conditions or defects (after taking into account any tax credits, deductions or benefits or insurance coverage, in each case, that the parties agree are reasonably likely to be available) is greater than \$2,000,000, the exchange ratio will be reduced by an amount equal to (i) the lesser of (x) the real property adjustment amount and (y) \$8,000,000, *divided by* (ii) the fully diluted number of shares of Standard common stock immediately prior to the effective time of the merger, *divided by* (iii) the First Midwest common stock 15-day VWAP. If the real property adjustment amount exceeds \$8,000,000, First Midwest may terminate the merger agreement. If the merger is approved by holders of Standard voting common stock, the merger consideration to be received by individual shareholders may be subject to this reduction without their further consent. See "The Merger Agreement Merger Consideration".

**Completion of the merger is subject to certain conditions, and if these conditions are not satisfied or waived, the merger will not be completed.**

The obligations of First Midwest and Standard to complete the merger are subject to satisfaction or waiver (if permitted) of a number of conditions. The satisfaction of all of the required conditions could delay the completion of the merger for a significant period of time or prevent it from occurring. Any delay in completing the merger could cause the combined company not to realize some or all of the benefits that the combined company expects to achieve if the merger is successfully completed within its expected time frame. Further, there can be no assurance that the conditions to the closing of the merger will be satisfied or waived or that the merger will be completed. See "The Merger Agreement Conditions to Completion of the Merger".

In addition, if the merger is not completed on or before June 28, 2017, either First Midwest or Standard may choose not to proceed with the merger. First Midwest and/or Standard may also terminate the merger agreement under certain circumstances. See "The Merger Agreement Termination of the Merger Agreement".

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**FIRST MIDWEST SPECIAL MEETING**

This section contains information from First Midwest for First Midwest stockholders about the special meeting First Midwest has called to consider and approve the issuance of First Midwest common stock in the merger. We are mailing this joint proxy statement/prospectus to First Midwest stockholders on or about October 28, 2016. Together with this joint proxy statement/prospectus, we are also sending to First Midwest stockholders a notice of the First Midwest special meeting and a form of proxy card that First Midwest's board of directors is soliciting for use at the special meeting of First Midwest stockholders and at any adjournments of the meeting.

**Date, Time and Place**

The special meeting of First Midwest stockholders will be held at One Pierce Place, Itasca, Illinois 60143 on December 1, 2016 at 9:00 a.m. Central time.

**Matters to Be Considered**

At the First Midwest special meeting, First Midwest stockholders as of the First Midwest record date will be asked to consider and vote on the following matters:

Approval of the issuance of First Midwest common stock in the merger as contemplated by the merger agreement, a copy of which is attached as *Appendix A* to this joint proxy statement/prospectus.

Approval of one or more adjournments of the First Midwest special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the stock issuance proposal.

Transaction of such other business as may properly come before the First Midwest special meeting and any adjournments or postponements thereof.

**Recommendation of First Midwest's Board of Directors**

First Midwest's board of directors recommends that you vote "**FOR**" the stock issuance proposal and "**FOR**" the First Midwest adjournment proposal (if necessary or appropriate).

**First Midwest Record Date and Quorum**

First Midwest's board of directors has fixed the close of business on October 10, 2016 as the record date for determining the First Midwest stockholders entitled to receive notice of and to vote at the First Midwest special meeting. Each share of First Midwest common stock held of record at the close of business on the First Midwest record date entitles the holder thereof to one vote on each matter considered and voted on at the First Midwest special meeting. As of the First Midwest record date, 81,408,630 shares of First Midwest common stock were issued and outstanding and held by approximately 2,046 record holders.

If you hold shares of First Midwest common stock that are registered in your name through First Midwest's transfer agent, Computershare Trust Company, N.A., as of the First Midwest record date, you are the stockholder of record with respect to those shares. If you hold shares of First Midwest common stock indirectly through a bank, broker, trustee or other nominee (a "broker"), you are considered a beneficial owner of those shares but are not the stockholder of record. In this circumstance, you are a stockholder whose shares are held in "street name" and your broker is considered the stockholder of record. We sent copies of this joint proxy statement/prospectus directly to all stockholders of record. If you are a beneficial owner whose shares are held in street name, these materials were sent to you by the broker through which you hold your shares. As the beneficial owner,

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you may direct your broker how to vote your shares at the First Midwest special meeting, and the broker is obligated to provide you with a voting instruction form for you to use for this purpose.

A quorum is required to transact business at the First Midwest special meeting. The holders of a majority of the outstanding shares of First Midwest common stock on the First Midwest record date, present in person or represented by proxy and entitled to vote, will constitute a quorum for the transaction of business at the First Midwest special meeting. Abstentions and broker non-votes are treated as present for quorum purposes.

**Vote Required; Treatment of Abstentions and Failure to Vote**

Approval of each of the stock issuance proposal and the First Midwest adjournment proposal requires the affirmative vote of a majority of the total votes cast by holders of First Midwest common stock on each such proposal at the First Midwest special meeting. If a First Midwest stockholder marks "ABSTAIN" with respect to the stock issuance proposal or the First Midwest adjournment proposal, it will have the same effect as a vote "AGAINST" the stock issuance proposal or the First Midwest adjournment proposal, respectively. If a First Midwest stockholder fails to submit a proxy card or vote in person at the First Midwest special meeting or fails to instruct the stockholder's broker with respect to the stock issuance proposal or the First Midwest adjournment proposal, it will have no effect on such proposal.

**Shares Held by Directors and Officers**

As of the First Midwest record date, directors and officers of First Midwest and their affiliates owned and were entitled to vote 1,777,045 shares of First Midwest common stock, representing approximately 2.2% of the shares of First Midwest common stock outstanding on that date. First Midwest currently expects that its directors and executive officers will vote their shares in favor of the stock issuance proposal and the First Midwest adjournment proposal (if necessary or appropriate), although none of them has entered into any agreements obligating them to do so. As of the First Midwest record date, except in a fiduciary capacity, Standard and its subsidiaries beneficially owned no shares of First Midwest common stock.

**Shares Held in First Midwest Benefit Plans**

Employees who participate in the First Midwest Bancorp, Inc. Savings and Profit Sharing Plan, First Midwest Bancorp, Inc. Nonqualified Retirement Plan, First Midwest Bancorp, Inc. Stock Option Gain Deferral Plan and/or the First Midwest Bancorp, Inc. Dividend Reinvestment Plan, and have a First Midwest e-mail address, will receive an e-mail from Broadridge Financial Solutions, Inc. describing how to access this joint proxy statement/prospectus and proxy card and vote via the Internet or by telephone. One e-mail will be sent for all accounts registered in the same employee name. If the employee's accounts are registered in different names, he or she will receive a separate e-mail for each account. This e-mail will be titled: FIRST MIDWEST BANCORP, INC. SPECIAL MEETING OF STOCKHOLDERS AND PROXY VOTE.

The trustees under these plans are the stockholders of record of all shares of First Midwest common stock held in the plans, and the trustees will vote the shares held for the account of each employee in accordance with the instructions received from the employee. Employees should instruct the trustees how to vote their shares by using the instructions provided in the e-mail and vote via the Internet or by telephone. If the trustees do not receive voting instructions by the specified deadline, the trustees will vote the shares proportionally in the same manner as those shares for which instructions were received. Because the employees are not the record owners of the related shares, the employees may not vote these shares in person at the First Midwest special meeting. Individual voting instructions

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to the plan trustees will be kept confidential and will not be disclosed to any of First Midwest's directors, officers or employees.

**Solicitation of Proxies; Payment of Solicitation Expenses**

Proxies are being solicited by First Midwest's board of directors from First Midwest stockholders. Shares of First Midwest common stock represented by properly executed proxies, and that have not been revoked, will be voted in accordance with the instructions indicated on the proxies. If no instructions are indicated, such proxies will be voted "FOR" approval of the stock issuance proposal, "FOR" the First Midwest adjournment proposal (if necessary or appropriate), and in the discretion of the individuals named as proxies as to any other matter that may come before the First Midwest special meeting, which will be voted in accordance with the best judgment of the named proxies.

First Midwest and Standard have agreed to each pay for one-half of the costs and expenses (excluding the fees and disbursements of counsel, financial advisors and accountants) of copying, printing and distributing this joint proxy statement/prospectus and all listing, filing or registration fees, including fees paid for filing the registration statement of which this joint proxy statement/prospectus is a part with the SEC and any other fees paid for filings with governmental authorities. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of First Midwest or its affiliates telephonically, electronically or by other means of communication. Directors, officers and employees will receive no additional compensation for such solicitation. Although First Midwest does not anticipate using a paid proxy solicitor in connection with the First Midwest special meeting, First Midwest may do so if it believes this to be appropriate. First Midwest will reimburse brokers for costs incurred by them in mailing proxy materials to beneficial owners in accordance with applicable rules.

**Voting Your Shares**

First Midwest stockholders may vote in person or by proxy at the First Midwest special meeting. If you hold your shares of First Midwest common stock in your name as a stockholder of record, you may cast your vote in one of four ways:

*By Internet.* The web address for Internet voting can be found on the enclosed proxy card. Internet voting is available 24 hours a day. To be valid, your vote by Internet must be received by the deadline specified on the proxy card.

*By Telephone.* The telephone number for telephone voting can be found on the enclosed proxy card and is available 24 hours a day. To be valid, your vote by telephone must be received by the deadline specified on the proxy card.

*By Mail.* Mark the enclosed proxy card, sign and date it, and return it in the postage prepaid envelope provided. To be valid, your vote by mail must be received by the deadline specified on the proxy card.

*At the First Midwest Special Meeting.* You can vote your shares in person at the First Midwest special meeting. You must present an acceptable form of identification (such as a valid driver's license) in order to enter the First Midwest special meeting and vote in person.

If you hold your shares in street name, you may vote by following your broker's instructions or, in order to vote in person at the First Midwest special meeting, you must obtain from the broker through which you hold your shares, both an account statement showing that you owned shares of First Midwest common stock as of the First Midwest record date and a "legal proxy" form, and bring them to the meeting. **YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF FIRST MIDWEST COMMON STOCK YOU OWN. Accordingly, each First Midwest stockholder should sign, date and return the enclosed proxy card, or vote via the Internet or by**



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**telephone, whether or not the First Midwest stockholder plans to attend the First Midwest special meeting in person.**

**Shares Held in Street Name**

Under stock exchange rules, brokers who hold shares of First Midwest common stock in "street name" for a beneficial owner of those shares typically have the authority to vote in their discretion on "routine" proposals when they have not received instructions from beneficial owners. However, brokers are not allowed to exercise their voting discretion with respect to the approval of matters determined to be "non-routine," without specific instructions from the beneficial owner. Broker non-votes are shares held by a broker that are represented at the First Midwest special meeting, but with respect to which the broker is not instructed by the beneficial owner of such shares to vote on the particular proposal and the broker does not have discretionary voting power on such proposal. If your broker holds your shares of First Midwest common stock in "street name," your broker will vote your shares of First Midwest common stock only if you provide instructions on how to vote by filling out the voter instruction form sent to you by your broker with this joint proxy statement/prospectus. We believe that the stock issuance proposal and the First Midwest adjournment proposal are both "non-routine" proposals and your broker can vote your shares of First Midwest common stock only with your specific voting instructions.

**Revocability of Proxies and Changes to First Midwest Stockholder's Vote**

If you have submitted a proxy and would like to revoke it, you may revoke your proxy or change your vote at any time before your shares are voted at the First Midwest special meeting by timely:

resubmitting your vote via the Internet or by telephone;

executing and mailing a proxy card that is dated and received on a later date;

giving written notice of revocation to First Midwest's Corporate Secretary at One Pierce Place, Suite 1500, Itasca, Illinois 60413; or

voting in person at the First Midwest special meeting.

If your shares are held in street name, you should contact your broker to change your vote.

**Attending the First Midwest Special Meeting**

All First Midwest stockholders of record, are invited to attend the First Midwest special meeting. All stockholders must bring an acceptable form of identification, such as a valid driver's license, in order to attend the First Midwest special meeting in person. If you hold shares in street name and would like to attend the First Midwest special meeting, you also will need to bring an account statement and a "legal proxy" form from the broker, or other acceptable evidence of ownership of First Midwest common stock as of the close of business on the First Midwest record date.

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**STANDARD SPECIAL MEETING**

This section contains information from Standard for Standard shareholders about the special meeting Standard has called to consider and approve (i) the merger agreement and the transactions contemplated thereby, by holders of Standard voting common stock, and (ii) the conversion of Standard non-voting common stock into First Midwest common stock in the merger, by holders of Standard non-voting common stock. We are mailing this joint proxy statement/prospectus to Standard shareholders on or about October 28, 2016. Together with this joint proxy statement/prospectus, we are also sending to Standard shareholders a notice of the Standard special meeting and a form of proxy card that Standard's board of directors is soliciting for use at the special meeting of Standard shareholders and at any adjournments of the meeting.

This joint proxy statement/prospectus is also being furnished by First Midwest to Standard shareholders as a prospectus in connection with the issuance of shares of First Midwest common stock upon completion of the merger.

**Date, Time and Place**

The special meeting of holders of Standard voting common stock and Standard non-voting common stock will be held at the headquarters of Standard Bancshares, Inc., located at 7800 W. 95th Street, Hickory Hills, Illinois 60457 on December 1, 2016 at 1:30 p.m. Central time.

**Matters to Be Considered**

At the Standard special meeting, holders of Standard voting common stock and Standard non-voting common stock as of the Standard record date will be asked to consider and vote on the following matters:

Approval by the holders of Standard voting common stock of the merger agreement, a copy of which is attached as *Appendix A* to this joint proxy statement/prospectus, and the transactions contemplated by the merger agreement, including the mergers, for purposes of the IBCA, Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the Standard shareholders agreement, which sections are attached as *Appendix B* to this joint proxy statement/prospectus.

Approval by the holders of Standard non-voting common stock of the conversion of Standard non-voting common stock into First Midwest common stock in the merger, for purposes of Section 4.2(a)(ii) of Standard's amended and restated articles of incorporation, which is attached as *Appendix C* to this joint proxy statement/prospectus.

Approval by the holders of Standard voting common stock and Standard non-voting common stock of one or more adjournments of the Standard special meeting, if necessary or appropriate, including adjournments to permit further solicitation of proxies in favor of the merger proposal or the stock conversion proposal.

Transaction of such other business as may properly come before the Standard special meeting and any adjournments or postponements thereof.

**Recommendation of Standard's Board**

The Standard board of directors recommends that holders of Standard voting common stock vote "**FOR**" the merger proposal, that holders of Standard non-voting common stock vote "**FOR**" the stock conversion proposal and that all Standard shareholders vote "**FOR**" the Standard adjournment proposal (if necessary or appropriate).

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**Standard Record Date and Quorum**

Standard's board of directors has fixed the close of business on October 24, 2016 as the record date for determining the Standard shareholders entitled to receive notice of and to vote at the Standard special meeting. Each share of Standard voting common stock or Standard non-voting common stock held of record at the close of business on the Standard record date entitles the holder thereof to one vote on each matter considered and voted on by holders of Standard voting common stock or Standard non-voting common stock, respectively, at the Standard special meeting. As of the Standard record date, 37,982,220 shares of Standard voting common stock were issued and outstanding and held by approximately 294 record holders, and 10,434,045 shares of Standard non-voting common stock were issued and outstanding and held by approximately 3 record holders.

If you hold shares of Standard common stock indirectly through a broker, you are considered a beneficial owner of those shares but are not the shareholder of record. In this circumstance, you are a shareholder whose shares are held in "street name" and your broker is considered the shareholder of record. We sent copies of this joint proxy statement/prospectus directly to all shareholders of record. If you are a beneficial owner whose shares are held in street name, these materials were sent to you by the broker through which you hold your shares. As the beneficial owner, you may direct your broker how to vote your shares at the Standard special meeting, and the broker is obligated to provide you with a voting instruction form for you to use for this purpose.

*Quorum Requirements*

A quorum is required to transact business and consider each proposal at the Standard special meeting.

The holders of a majority of the outstanding shares of Standard voting common stock on the Standard record date, present in person or represented by proxy and entitled to vote, will constitute a quorum for the consideration of the merger proposal.

The holders of a majority of the outstanding shares of Standard non-voting common stock on the Standard record date, present in person or represented by proxy and entitled to vote, will constitute a quorum for the consideration of the stock conversion proposal.

The holders of a majority of the outstanding shares of Standard common stock on the Standard record date, present in person or represented by proxy and entitled to vote, will constitute a quorum for the consideration of the Standard adjournment proposal.

All shares of Standard common stock present in person or represented by proxy, including abstentions, will be treated as present for purposes of determining the presence or absence of a quorum for all matters voted on at the Standard special meeting but shares represented by a proxy from a broker indicating that such person has not received instructions from the beneficial owner or other person entitled to vote the shares, which we refer to as "broker non-votes," will not be counted as shares present.

**Vote Required; Treatment of Abstentions and Failure to Vote**

*Merger Proposal*

Pursuant to Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the Standard shareholders agreement, in order to complete the mergers, Standard must obtain the "primary requisite approval", which is the prior affirmative vote or written consent of at least a majority of the entire board of directors of Standard and at least 55% of the outstanding shares of Standard voting common stock and (ii) the "secondary requisite approval", which is either (A) the prior affirmative vote or written consent of at least two-thirds of the entire board of directors of

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Standard or (B) the prior affirmative vote or written consent of at least a majority of the entire board of directors of Standard and at least a majority of the outstanding shares of Standard voting common stock. The board of directors of Standard has unanimously approved the merger agreement and the transactions contemplated thereby, and, therefore, the secondary requisite approval has been obtained. Sections 8.1 and 8.2 of Standard's amended and restated articles of incorporation and Section 2.8 of the Standard shareholders agreement also required the primary requisite approval and secondary requisite approval in order for Standard to enter into the merger agreement. Therefore, solely for purposes of Standard's amended and restated articles of incorporation and the Standard shareholders agreement, holders of more than 55% of the outstanding shares of Standard voting common stock consented to the entry by Standard into the merger agreement prior to the execution by Standard thereof.

Accordingly, approval of the merger proposal requires the affirmative vote of the holders of at least 55% of the outstanding shares of Standard voting common stock. If a holder of Standard voting common stock fails to submit a proxy card or vote in person at the Standard special meeting, marks "**ABSTAIN**" on the shareholder's proxy card or fails to instruct the shareholder's broker with respect to the merger proposal, it will have the same effect as a vote "**AGAINST**" approval of the merger proposal.

*Stock Conversion Proposal*

Pursuant to Section 4.2(a)(ii) of Standard's amended and restated articles of incorporation, the affirmative vote of holders of a majority of the outstanding shares of Standard non-voting common stock is required to amend, alter, change or repeal (including by merger, consolidation or otherwise) any provision of Standard's amended and restated articles of incorporation that significantly and adversely affects the powers, preferences, rights or privileges of Standard non-voting common stock. The conversion of Standard non-voting common stock into First Midwest common stock will constitute such a change to the powers, preferences, rights or privileges of Standard non-voting common stock. Accordingly, in order to approve the stock conversion proposal, the holders of a majority of the outstanding shares of Standard non-voting common stock as of the Standard record date must vote in favor of the stock conversion proposal.

Accordingly, approval of the stock conversion proposal requires the affirmative vote of a majority of the outstanding shares of Standard non-voting common stock. If a holder of Standard non-voting common stock fails to submit a proxy card or vote in person at the Standard special meeting, marks "**ABSTAIN**" on the shareholder's proxy card or fails to instruct the shareholder's broker with respect to the proposal to approve the stock conversion proposal, it will have the same effect as a vote "**AGAINST**" approval of the stock conversion proposal.

*Standard Adjournment Proposal*

Approval of the Standard adjournment proposal requires the affirmative vote of a majority of the shares of Standard voting common stock and Standard non-voting common stock present in person or represented by proxy at the Standard special meeting. If a Standard shareholder marks "**ABSTAIN**" with respect to the Standard adjournment proposal, it will have the same effect as a vote "**AGAINST**" the Standard adjournment proposal. If a Standard shareholder fails to submit a proxy card or vote in person at the Standard special meeting or fails to instruct the shareholder's broker with respect to the Standard adjournment proposal, it will have no effect on such proposal.

**Shares Held by Directors and Officers**

As of the Standard record date, Standard's directors and executive officers and their affiliates held approximately 50.2% of the outstanding shares of Standard voting common stock entitled to vote at the

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Standard special meeting and 92.1% of the outstanding shares of Standard non-voting common stock entitled to vote at the Standard special meeting. All of the directors and certain officers and large shareholders of Standard, collectively holding an aggregate 19,762,113 shares of Standard voting common stock (or approximately 52.0% of the outstanding shares) and 10,145,570 shares of Standard non-voting common stock (or approximately 97.2% of the outstanding shares) as of the Standard record date, have signed voting agreements with First Midwest agreeing to vote for approval of the merger proposal and the stock conversion proposal. See "The Merger Interests of Certain Persons in the Merger".

As of the Standard record date, except in a fiduciary capacity, First Midwest and its subsidiaries held no shares of Standard common stock and none of its directors and executive officers and their affiliates held shares of Standard common stock.

**Shares Held in the Standard Bank and Trust Company 401(k) and Profit Sharing Plan**

The trustees of the Standard Bank and Trust Company 401(k) and Profit Sharing Plan are the shareholders of record for the shares of Standard voting common stock held by the plan. Under the terms of the plan, the trustees will vote the shares of Standard voting common stock held in the plan in their discretion, subject to their fiduciary duties. Standard employees may not vote, or instruct the trustees how to vote, the shares of Standard voting common stock credited to their accounts under the plan with respect to any of the proposals to be voted upon by holders of Standard voting common stock at the Standard special meeting.

**Solicitation of Proxies; Payment of Solicitation Expenses**

Proxies are being solicited by Standard's board of directors from Standard shareholders. Shares of Standard common stock represented by properly executed proxies, and that have not been revoked, will be voted in accordance with the instructions indicated on the proxies. If no instructions are indicated, such proxies representing shares of Standard voting common stock will be voted "**FOR**" the merger proposal, proxies representing shares of Standard non-voting common stock will be voted "**FOR**" the stock conversion proposal and proxies representing shares of Standard voting common stock and Standard non-voting common stock will be voted "**FOR**" the Standard adjournment proposal (if necessary or appropriate), and in the discretion of the individuals named as proxies as to any other matter that may come before the Standard special meeting, which will be voted in accordance with the best judgment of the named proxies.

First Midwest and Standard have agreed to each pay for one-half of the costs and expenses (excluding the fees and disbursements of counsel, financial advisors and accountants) of copying, printing and distributing this joint proxy statement/prospectus and all listing, filing or registration fees, including fees paid for filing the registration statement of which this joint proxy statement/prospectus is a part with the SEC and any other fees paid for filings with governmental authorities. In addition to the solicitation of proxies by mail, solicitation may be made by certain directors, officers or employees of Standard or its affiliates telephonically, electronically or by other means of communication. Directors, officers and employees will receive no additional compensation for such solicitation.

**Voting Your Shares**

Standard shareholders may vote in person or by proxy at the Standard special meeting on the proposals upon which they are entitled to vote. Standard shareholders may also vote by completing, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided. To be valid, your vote by mail must be received by the deadline specified on the proxy card.

**YOUR VOTE IS VERY IMPORTANT, REGARDLESS OF THE NUMBER OF SHARES OF STANDARD VOTING COMMON STOCK AND/OR STANDARD NON-VOTING COMMON STOCK**

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**YOU OWN. Accordingly, each Standard shareholder should sign, date and return the enclosed proxy card whether or not the Standard shareholder plans to attend the Standard special meeting in person.**

**Revocability of Proxies and Changes to a Standard Shareholder's Vote**

A Standard shareholder who has submitted a proxy may revoke it or change the shareholder's vote at any time before the shares are voted at the Standard special meeting by (i) giving a written notice of revocation to Patrick J. Hunt, Secretary of the Board of Standard, (ii) attending the Standard special meeting in person and voting by ballot at the Standard special meeting, or (iii) by properly submitting to Standard a duly executed proxy bearing a later date. All written notices of revocation and other communications with respect to revocation of proxies should be addressed to Standard as follows: 7800 West 95th Street, Hickory Hills, IL 60457, Attention: Patrick J. Hunt, Secretary of the Board.

**Attending the Standard Special Meeting**

All holders of record of Standard voting common stock and Standard non-voting common stock are invited to attend the Standard special meeting. All shareholders must bring an acceptable form of identification, such as a valid driver's license, in order to attend the Standard special meeting in person. If you hold shares in street name and would like to attend the Standard special meeting, you will also need to bring an account statement and a "legal proxy" form from the broker, or other acceptable evidence of ownership of Standard common stock as of the close of business on the Standard record date.

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**THE MERGER**

*The following discussion describes certain material information about the merger. We urge you to read carefully this entire document, including the merger agreement, the financial advisor opinion of Sandler O'Neill delivered to the First Midwest board of directors and the financial advisor opinion of J.P. Morgan delivered to the Standard board of directors, attached as Appendices A, F and G, respectively, to this joint proxy statement/prospectus, for a more complete understanding of the merger.*

**Terms of the Merger**

First Midwest's board of directors and Standard's board of directors have each unanimously approved and adopted the merger agreement and the transactions contemplated thereby, including the merger. The merger agreement provides for combining our companies through the merger of Merger Sub with and into Standard, with Standard being the surviving company, and immediately thereafter and as part of a single integrated transaction, the merger of Standard with and into First Midwest, with First Midwest being the surviving company. As a result of the mergers, the separate existence of Standard will terminate. Following the parent merger at such time as First Midwest may determine in its sole discretion, SB&T, Standard's wholly owned bank subsidiary, will merge with and into First Midwest Bank, First Midwest's wholly owned bank subsidiary, with First Midwest Bank being the surviving bank. Following the bank merger, First Midwest Bank will continue its corporate existence as a commercial bank organized under the laws of the State of Illinois. We expect to complete the mergers and the bank merger in the fourth quarter of 2016 or the first quarter of 2017, although delays may occur.

Upon completion of the merger, each holder of Standard voting common stock and Standard non-voting common stock will receive for each share of Standard voting common stock or Standard non-voting common stock that they own immediately prior to the completion of the merger, 0.435 of a fully paid and non-assessable share of First Midwest common stock. However, if certain environmental conditions and/or title defects exist with respect to Standard's real property and the total cost to remediate and/or cure such conditions or defects (after taking into account any tax credits, deductions or benefits or insurance coverage, in each case, that the parties agree are reasonably likely to be available) is greater than \$2,000,000, the exchange ratio will be reduced by an amount equal to (i) the lesser of (x) the real property adjustment amount and (y) \$8,000,000, *divided by* (ii) the fully diluted number of shares of Standard common stock immediately prior to the effective time of the merger, *divided by* (iii) the First Midwest common stock 15-day VWAP. If the real property adjustment amount exceeds \$8,000,000, First Midwest may terminate the merger agreement. First Midwest will not issue fractional shares of First Midwest common stock in the merger. Instead, First Midwest will pay to each Standard shareholder who would otherwise be entitled to receive fractional shares an amount in cash for the cash value of any fractional shares based on the First Midwest common stock 15-day VWAP.

Upon completion of the merger, each outstanding Standard stock settled right will be redeemed at a redemption price equal to the amount by which the following clause (1) exceeds clause (2), where: (1) is the sum of (x) the product of the exchange ratio and \$17.99 and (y) all cash dividends paid on a share of Standard common stock from February 22, 2013 until the effective time of the merger (which as of October 24, 2016 is \$0.93); and (2) is \$4.65, accreting on a daily basis at a rate of 12% from February 22, 2013 until three days after the date on which (A) First Midwest has received all required regulatory approvals, (B) Standard has received all required approvals from its shareholders and (C) Standard has otherwise satisfied or is capable of satisfying its conditions to closing the merger (which accretion as of three days after October 24, 2016 results in a redemption price of \$1.70).

Upon completion of the merger, each outstanding Standard stock option (vested or unvested) will be cancelled and terminated in exchange for the right to receive cash, without any interest and subject to any required withholding tax, in an amount equal to the merger consideration value per share minus

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the applicable exercise price per share of such outstanding Standard stock option. In the event that the exercise price of any Standard stock option outstanding immediately prior to the completion of the merger is greater than or equal to the merger consideration value per share, no cash payment or other consideration for such Standard stock option will be due or payable in respect thereof and such Standard stock option will be cancelled as of the completion of the merger. In addition, upon completion of the merger, each outstanding share or fractional share of Standard phantom stock will be cancelled and terminated in exchange for the right to receive cash, without any interest and subject to any required withholding tax, in an amount equal to the merger consideration value per share, or an equivalent fraction thereof in the case of fractional shares of Standard phantom stock.

For additional and more detailed information regarding the legal documents that govern the mergers, including information about the conditions to the merger and the provisions for terminating or amending the merger agreement, see "The Merger Agreement".

**Background of the Merger**

The board of directors of Standard has engaged in a periodic strategic review process during which the board discusses Standard's strategic direction, performance and prospects in the context of trends and developments in the markets that Standard serves, the banking industry and the regulatory environment. Among other things, these discussions have focused on the competitive landscape and recent bank acquisition transactions in the Chicago metropolitan market, and possible strategic alternatives available to Standard. From time to time, the Standard board has invited J.P. Morgan to participate in these discussions.

On November 17, 2015, J.P. Morgan was invited to a strategic review meeting of the Standard board of directors and was asked to present information regarding the current market for initial public offerings, mergers and acquisitions of financial institutions in the United States and in the Chicago metropolitan market and J.P. Morgan's views concerning the valuation that the Company may receive in the context of the foregoing. In its evaluation of strategic alternatives, the Standard board of directors considered the information presented by J.P. Morgan at the November 17 meeting of the board, the apparent accelerating pace of acquisition activity in the Chicago metropolitan market and the perceived interest in a potential transaction with Standard conveyed by financial institutions at a banking industry conference hosted by J.P. Morgan.

Following the year-end holidays, the Standard board determined that it would be in the best interests of Standard and its shareholders to continue its evaluation of strategic alternatives, including pursuing discussions with possible merger partners. In connection with this on-going initiative, the board assembled a "working group" consisting of four members of the board of directors. The working group met telephonically on an as-needed basis in order to manage the on-going discussions and with J.P. Morgan and Kirkland & Ellis, Standard's outside legal counsel, as well as to make decisions concerning Standard's strategic efforts. Although all the members of the Standard board were invited to join this effort, the working group consisted of Messrs. Lawrence Kelley, Timothy Gallagher, Christopher Doody and Charles Shomo.

In early January, with the concurrence of the board, certain members of Standard senior management had discussions with a number of institutions that they thought might have an interest in entering into a strategic transaction with Standard. At the direction of the Standard board of directors, on January 5, 2016, J.P. Morgan contacted one institution based on the Standard board of directors' understanding of such institutions' interest and financial capacity to complete a possible acquisition of Standard, prior to engaging in a broader process, to give the institution an opportunity to submit a pre-emptive non-binding proposal. As part of this invitation, the institution entered into a confidentiality agreement and was granted early access to a limited amount of due diligence materials, including financial information concerning Standard.



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During mid-January 2016, following discussions with the working group, J.P. Morgan contacted seven additional financial institutions that it believed were potentially interested in an acquisition of Standard, including First Midwest. J.P. Morgan spoke with First Midwest on January 15, 2016, in advance of reaching out to the other six institutions. First Midwest and two of the other institutions expressed interest in conducting due diligence on Standard. After confidentiality agreements were signed with these three interested parties, including First Midwest, information was made available to permit the interested parties the opportunity to conduct preliminary due diligence.

J.P. Morgan reached out to various other parties on January 27 and 28 and no other party that was contacted at that time expressed an interest in pursuing a potential transaction with Standard.

On February 9, 2016, Standard held multiple meetings with First Midwest. At those meetings Standard management made presentations to First Midwest management regarding its operations, financial condition and prospects. In addition, First Midwest was given the opportunity to conduct supplemental due diligence prior to the February 17 deadline that had been established for the presentation of preliminary expressions of interest. Two of the other institutions that had executed confidentiality agreements and had expressed an initial interest in conducting diligence also were invited to participate in similar meetings, but after initially agreeing to attend, both elected not to move forward with similar meetings. Ultimately, each of the other potentially interested parties to whom J.P. Morgan reached out indicated it was not interested in proceeding in a process for a potential acquisition of Standard.

On February 17, 2016, First Midwest submitted an initial non-binding indication of interest. First Midwest's initial indication of interest was submitted in the form requested by J.P. Morgan and proposed a stock for stock exchange at an exchange ratio that would range from 0.4200 to 0.4400 shares of First Midwest common stock for each share of Standard common stock, which represented an implied valuation range of \$7.07 to \$7.41 per share of Standard common stock based on First Midwest's closing stock price of \$16.83 on February 16, 2016. Stock options and other common stock equivalents would be paid out in cash. The initial indication of interest also requested that Standard enter into an exclusivity period to permit the parties to more fully explore and negotiate the terms of a potential transaction. No other indications of interest were received by Standard.

On February 18, 2016, Standard convened a meeting of its board and J.P. Morgan described First Midwest's proposal. Kirkland & Ellis explained to the directors their fiduciary duties in connection with their review and consideration of the proposed transaction with First Midwest. At the conclusion of the meeting, the Standard board instructed J.P. Morgan to discuss and ask for clarification concerning various aspects of the proposal with First Midwest's financial adviser, Sandler O'Neill. Also on February 18, 2016, the Standard board approved, and Standard executed, the engagement letter with J.P. Morgan.

Following the discussions between J.P. Morgan and Sandler O'Neill that occurred over the next few days, J.P. Morgan reported to the working group of the Standard board of directors that Sandler O'Neill confirmed the exchange ratio included in the non-binding indication of interest submitted by First Midwest on February 17, and further confirmed the possibility that the exchange ratio might be increased to 0.4550 shares of First Midwest common stock for each share of Standard common stock subject to further due diligence.

On February 24, 2016, the Standard board met and following extensive discussion of a potential transaction with First Midwest, including the financial terms of First Midwest's proposal and the expected impact on Standard and its shareholders, employees and other constituencies, the Standard board determined to pursue the indication of interest submitted by First Midwest and authorized and directed the working group of the Standard board of directors and Standard management to pursue further discussions with First Midwest regarding the terms of its proposal. Kirkland & Ellis reviewed with directors their fiduciary duties in connection with their review and consideration of the proposed

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transaction with First Midwest. Although First Midwest again requested exclusivity, it was not granted at this time.

During March and April 2016, First Midwest conducted extensive due diligence on Standard. On April 1, 2016, First Midwest submitted a revised non-binding indication of interest, updating its exchange ratio range to 0.4250 to 0.4400 shares of First Midwest common stock for each share of Standard common stock, which represented an implied valuation range of \$7.66 to \$7.93 per share of Standard common stock based on First Midwest's closing stock price of \$18.02 on March 31, 2016. On April 5, 2016, the Standard board agreed to proceed with a limited, 30-day exclusivity period, if First Midwest would agree to increase its range. On April 7, 2016, First Midwest increased the lower end of the range to 0.4300 and the parties began to negotiate the terms of the exclusivity arrangements.

On April 11, 2016, the Standard board met and after extensive discussion regarding the merits of First Midwest's indication of interest, the board authorized senior management to continue to negotiate the terms of a sale transaction with First Midwest. Standard and First Midwest entered into exclusive negotiations on April 22, 2016.

During April, May and early June 2016, First Midwest continued to conduct extensive due diligence of non-public information related to Standard, including through face-to-face meetings and conference calls between First Midwest management and selected officers of Standard and SB&T who were responsible for various aspects of Standard's and SB&T's operations. During the same time period, Standard and Kirkland & Ellis conducted reverse due diligence concerning First Midwest, which included meetings with management, accountants, and legal officers of First Midwest and further documentary due diligence including both non-public and public information.

On May 6, 2016, Sullivan & Cromwell, First Midwest's legal counsel, sent a draft merger agreement to Kirkland & Ellis, which included drafts of a form voting agreement, pursuant to which Standard directors, officers and large shareholders would vote in favor of the merger and other matters to be voted upon in connection with the merger, and a form confidentiality, non-solicitation and non-competition agreement. Following receipt of the initial draft, Kirkland & Ellis worked with Sullivan & Cromwell towards negotiating the merger agreement and the other transaction documents.

On May 9, 2016, members of the senior management teams of First Midwest and Standard met at the offices of First Midwest, along with representatives of Sandler O'Neill and J.P. Morgan, to facilitate First Midwest's due diligence investigation of Standard.

On May 17, 2016 and May 18, 2016, during regularly scheduled meetings of the First Midwest board of directors, First Midwest management discussed the potential transaction with Standard with the First Midwest board of directors. During the meeting, First Midwest management described the discussions, meetings and activities relating to the potential transaction to date, including due diligence findings and meetings, and provided the First Midwest board of directors with a high level overview of Standard. The First Midwest board of directors determined that First Midwest should continue a comprehensive due diligence review and work towards a potential transaction with Standard.

On May 21, 2016, Kirkland & Ellis provided a revised draft of the merger agreement to Sullivan & Cromwell.

On May 24, 2016, First Midwest sent Standard a revised pricing letter proposing an exchange ratio of 0.4300 shares of First Midwest common stock for each share of Standard common stock, which represented an implied value of \$7.71 per share of Standard common stock based on First Midwest's closing stock price of \$17.94 on May 23, 2016. On May 30, 2016, Mr. Kelley met with Michael Scudder, the President and Chief Executive Officer of First Midwest, to discuss open transaction action issues and agreed that Messrs. Scudder and Mark Sander, the Chief Operating Officer of First Midwest, should meet with the Standard board to discuss the proposed transaction, the shareholder value that

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could be created by combining First Midwest and Standard and any other matters that any member of the Standard board desired to discuss.

On May 31, 2016, First Midwest agreed to a revised exchange ratio of 0.435, subject to Standard's agreement on certain outstanding transaction terms, including (i) the execution of employment agreements by Messrs. Kelley, Robert Kelly and Kelly Beaty upon execution of the merger agreement, (ii) the adjustment to the merger consideration proposed by First Midwest in the event that certain environmental conditions and/or title defects exist with respect to Standard's real property, (iii) the terms during which the non-solicitation and non-competition obligations would be applicable for various signatories of the confidentiality, non-solicitation and non-competition agreements (a final form of which is attached as *Appendix E*) and (iv) the applicability of certain transfer restrictions for various signatories of the voting agreements (a final form of which is attached as *Appendix D*).

On May 31, 2016, the Standard board of directors met and J.P. Morgan presented an updated analysis on the proposed exchange ratio and the merits of the First Midwest proposal. After extensive discussions, the Standard board instructed the working group, J.P. Morgan and Kirkland & Ellis to continue discussions with First Midwest and its representatives with a goal of increasing the proposed exchange ratio, then finalizing the definitive transaction documents.

During the week of May 30, 2016, Standard continued its reverse due diligence investigation of First Midwest through meetings with First Midwest management and the review of documents at the offices of First Midwest.

On June 6, 2016, Messrs. Scudder and Sander met with the Standard board and separately with certain significant shareholders and senior executives to discuss the proposed transaction, as discussed between Messrs. Kelley and Scudder at their May 30 meeting.

Throughout the month of June, the parties negotiated drafts of the transaction documents and Kirkland & Ellis coordinated the review of the proposed documents by Standard, Standard's officers and directors and certain significant shareholders of Standard. As proposed by First Midwest, at the time of the execution of the merger agreement, directors and certain executive officers and significant shareholders of Standard would be required to agree to non-compete and non-solicitation arrangements and to voting requirements, transfer and disposition restrictions and standstill arrangements with respect to their respective holdings of Standard common stock, as reflected in a form of voting agreement and form of confidentiality, non-solicitation and non-competition agreement being negotiated by the parties. Similarly, Messrs. Kelley, Kelly and Beaty would be required to enter into employment agreements with First Midwest, and non-compete and non-solicitation obligations relating to their employment with First Midwest, in each case, that would become effective concurrently with the completion of the merger with First Midwest.

On June 20, 2016, the First Midwest board of directors met with members of First Midwest's executive management team and its financial and legal advisors to review the proposed transaction. Members of First Midwest's executive management discussed with the First Midwest board of directors the strategic rationale, financial terms, consideration and integration risk for the proposed transaction with Standard. Members of First Midwest's executive management team and representatives of Sullivan & Cromwell updated the First Midwest board of directors on the progression of negotiations with Standard and the material open negotiation points remaining with respect to these transaction documents. Representatives of Sandler O'Neill presented to the First Midwest board of directors on the financial aspects of the proposed transaction, and delivered its oral opinion to the First Midwest board of directors, subsequently confirmed in writing on June 28, 2016, as to the fairness, from a financial point of view and as of the date of the opinion, to First Midwest of the merger consideration in the proposed merger, subject to procedures followed, assumptions made, matters considered and qualifications and limitations described in Sandler O'Neill's opinion. See "Opinion of First Midwest's Financial Advisor". Sullivan & Cromwell reviewed the key terms of the draft merger agreement and

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other transaction documents, and reviewed with the First Midwest board of directors its fiduciary duties in connection with a potential transaction.

Following these discussions, as well as review and discussion among First Midwest's directors, including consideration of the factors described under " First Midwest's Reasons for the Merger," and consideration of the above referenced presentations, the First Midwest board of directors unanimously approved and adopted the merger agreement and the transactions contemplated thereby, and declared the merger and other transactions contemplated by the merger agreement to be advisable and in the best interests of First Midwest and its stockholders. The First Midwest board of directors then directed management and its advisors to finalize and execute a definitive merger agreement, subject to further approval by the advisory committee of the board of directors, so long as the definitive merger agreement resolved the material open negotiation points in a manner materially consistent with the discussion at the meeting and contained substantially the same economic terms for Standard shareholders as set forth in the draft merger agreement reviewed at the meeting.

Over the course of the next week, Sullivan & Cromwell and Kirkland & Ellis continued to engage in negotiations to finalize the terms of the proposed transaction.

On June 27, 2016, the advisory committee of the First Midwest board of directors met with members of First Midwest's management team and representatives from Sandler O'Neill. Members of First Midwest's executive management discussed the terms of the revised merger agreement, and the resolution of the material open negotiation points discussed with the First Midwest board of directors at the June 20, 2016 meeting. Representatives of Sandler O'Neill updated the advisory committee on the financial aspects of the proposed transaction. Following review and discussion among the members of the advisory committee, the advisory committee of the First Midwest board of directors approved a revised merger agreement, consistent with the terms of approval approved by the First Midwest board of directors at its meeting on June 20, 2016.

On June 27, 2016, Standard held a board meeting to consider the transaction with First Midwest and the definitive transaction documents, including the merger agreement. As an initial matter, Kirkland & Ellis reviewed with directors their fiduciary duties in connection with their review and consideration of the transaction and the terms of the proposed merger agreement with First Midwest. The board was reminded that this information had been provided and discussed at prior board meetings.

During the meeting, Standard's management and legal advisors reported on, and the Standard board of directors discussed in detail, the reverse due diligence process undertaken by Standard and its advisors with respect to First Midwest. Management reported favorably regarding the complementary culture and business objectives of First Midwest and Standard, noting that the respective customer focus, geographic coverage and historical relationships with borrowers and customers of First Midwest and Standard evidenced that the two companies shared a similar business orientation.

Following this discussion, representatives of J.P. Morgan reviewed the financial aspects of the proposed merger and discussed in detail their financial analyses as of the date of the meeting, including those described under " Opinion of Standard's Financial Advisor". At this meeting, J.P. Morgan delivered its oral opinion to the board, subsequently confirmed in writing, to the effect that as of June 27th and based upon and subject to various assumptions made, procedures followed, matters considered and qualifications and limitations on the review undertaken described in its opinion, the exchange ratio was fair, from a financial point of view, to the holders of Standard common stock, as described under " Opinion of Standard's Financial Advisor".

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After further discussion among members of the board, Kirkland & Ellis led a comprehensive review of the definitive transaction documents, including the merger agreement, and directed the Standard board's attention to a comprehensive summary of the merger agreement, the voting agreements, and the confidentiality, non-solicitation and non-competition agreements that had been provided to each member of the board.

Following extensive discussion at the June 27, 2016 meeting and after considering the foregoing and the proposed terms of the transaction documents, and taking into consideration the factors described under "The Merger Standard's Reasons for the Merger and Recommendations of the Board of Standard," the Standard board of directors, having determined that the terms of First Midwest's proposal, the related merger agreement and the transactions contemplated thereby, including the merger, were fair to and in the best interests of Standard and its shareholders, approved and declared advisable the merger agreement and the transactions contemplated thereby, including the merger and the exchange ratio of 0.435. The board directed that the merger agreement be submitted to its shareholders for approval, and recommended that shareholders vote in favor of the approval of the merger agreement.

The merger agreement and related documents were executed by the parties on June 28, 2016. The transaction was announced the evening of June 28, 2016 by a press release issued by First Midwest.

**First Midwest's Reasons for the Merger and Recommendation of the Board of First Midwest**

In reaching its decision to adopt and approve the merger agreement, the merger and the other transactions contemplated by the merger agreement, and to recommend that its stockholders approve the stock issuance proposal, the First Midwest board of directors evaluated the merger in consultation with First Midwest management, as well as First Midwest's financial and legal advisors, and considered a number of factors, including the following material factors:

management's view that the acquisition of Standard provides an attractive opportunity to strengthen First Midwest's presence in south metropolitan Chicago and further expand into desirable markets in Northwest Indiana;

Standard's community banking orientation and its compatibility with First Midwest and its subsidiaries;

management's assessment that Standard presents a strong commercial banking franchise that is consistent with First Midwest Bank's relationship-based banking model while adding talent and depth to First Midwest Bank's operations;

management's review of the business, operations, earnings and financial condition, including capital levels and asset quality, of Standard and SB&T;

management's due diligence review of Standard and SB&T and the discussions thereof with Sandler O'Neill and Sullivan & Cromwell;

the projected earnings per share accretion of \$0.18 expected to occur as a result of the proposed transactions;

the projected dilution of \$0.57 in First Midwest's tangible book value per share, which is an important investor metric, and projected earn-back period;

the expectation of management that First Midwest will maintain its strong capital ratios upon completion of the proposed transactions;

the commitment of Standard's and SB&T's key executives to First Midwest Bank in leadership positions following closing of the proposed transaction;



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the fact that shareholders of Standard who hold Standard voting common stock will have an opportunity to approve the merger, and that First Midwest's stockholders will have an opportunity to vote on the issuance of First Midwest's common stock in connection with the merger;

projected efficiencies to come from integrating certain of Standard's operations into First Midwest's existing operations;

the financial and other terms of the merger agreement, including the exchange ratio for the merger consideration, the expected tax treatment and the deal protection and termination fee provisions, which First Midwest reviewed with its outside financial and legal advisors;

the opinion, dated June 28, 2016, of Sandler O'Neill to the First Midwest board of directors (which was delivered orally to the board of directors on June 20, 2016) as to the fairness, from a financial point of view as of the date of the opinion, to First Midwest of the merger consideration in the proposed merger, subject to procedures followed, assumptions made, matters considered and qualifications and limitations described in Sandler O'Neill's opinion, as more fully described under "Opinion of First Midwest's Financial Advisor" below;

SB&T's compatibility with First Midwest Bank, which First Midwest management believes should facilitate integration and implementation of the mergers and the bank merger, and the complementary nature of the products and customers of SB&T and First Midwest Bank, which First Midwest management believes should provide the opportunity to mitigate integration risks and increase potential returns;

the nature and amount of payments and other benefits to be received by Standard and SB&T management in connection with the transactions pursuant to existing Standard benefit plans and compensation arrangements and the merger agreement;

The fact that, concurrently with the execution of the merger agreement, all of the directors and certain officers and large shareholders of Standard who beneficially owned in the aggregate approximately 52.0% of Standard's outstanding voting common stock and approximately 97.2% of Standard's non-voting common stock, in each case as of June 28, 2016, were entering into (i) voting agreements with First Midwest agreeing to vote for approval of the merger proposal and the stock conversion proposal and (ii) confidentiality, non-solicitation and, except with respect to certain shareholders, non-competition agreements with First Midwest;

The potential impact of the "Brexit" referendum in the United Kingdom in June 2016, in which the majority of voters voted in favor of an exit from the European Union, on the global financial markets and the market for mergers and acquisitions; and

the regulatory and other approvals required in connection with the transactions and the expected likelihood that such regulatory approvals will be received in a reasonably timely manner and without the imposition of unacceptable conditions.

First Midwest's board of directors believes that the merger and the merger agreement are advisable and in the best interests of First Midwest and its stockholders and recommends that First Midwest stockholders vote "**FOR**" the stock issuance proposal and "**FOR**" the First Midwest adjournment proposal.

The above discussion of the information and factors considered by First Midwest's board of directors is not intended to be exhaustive, but includes a description of all material factors considered by First Midwest's board. First Midwest's board of directors further considered various risks and uncertainties related to each of these factors and the ability to complete the mergers. In view of the wide variety of factors considered by First Midwest's board of directors in connection with its evaluation of the mergers, First Midwest's board did not consider it practical to, nor did it attempt to,





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quantify, rank or otherwise assign relative weights to the specific factors that it considered. In considering the factors described above, individual directors may have given differing weights to different factors. First Midwest's board of directors collectively made its determination with respect to the mergers based on the conclusion reached by its members, based on the factors that each of them considered appropriate, that the mergers are in the best interests of First Midwest stockholders and that the benefits expected to be achieved from the mergers outweigh the potential risks and vulnerabilities.

It should be noted that this explanation of the First Midwest board of directors' reasoning and all other information presented in this section is forward-looking in nature, and, therefore, should be read in light of the factors discussed under the heading "Cautionary Statement Regarding Forward-Looking Statements".

**Opinion of First Midwest's Financial Advisor**

By letter dated June 16, 2016, First Midwest and its board of directors retained Sandler O'Neill to act as an independent financial advisor to First Midwest and its board of directors in connection with First Midwest's consideration of a possible business combination involving the acquisition of Standard by First Midwest. Sandler O'Neill is a nationally recognized investment banking firm whose principal business specialty is advising financial institutions and First Midwest selected Sandler O'Neill as its financial advisor on that basis. In the ordinary course of its investment banking business, Sandler O'Neill is regularly engaged in the valuation of financial institutions and their securities in connection with mergers and acquisitions and other corporate transactions.

Sandler O'Neill acted as financial advisor in connection with the proposed transaction and participated in certain of the negotiations leading to the execution of the merger agreement. At the June 20, 2016 meeting at which the First Midwest board of directors considered and approved the merger agreement and the transactions contemplated thereby (subject to the subsequent approval by the advisory committee of the First Midwest board of directors of any changes to the merger agreement following the June 20, 2016 meeting of the full board of directors), Sandler O'Neill delivered to the First Midwest board of directors its oral opinion, which was subsequently confirmed in writing, that, as of such date, the merger consideration per share of Standard common stock was fair to First Midwest from a financial point of view. **The full text of Sandler O'Neill's opinion is attached as Appendix F to this joint proxy statement/prospectus. The opinion outlines the procedures followed, assumptions made, matters considered and qualifications and limitations on the review undertaken by Sandler O'Neill in rendering its opinion. The description of the opinion set forth below is qualified in its entirety by reference to the full text of the opinion. Holders of First Midwest common stock are urged to read the entire opinion carefully in connection with their consideration of the proposed issuance of First Midwest common stock in the merger.**

**Sandler O'Neill's opinion speaks only as of the date of the opinion. The opinion was directed to the First Midwest board of directors in connection with its consideration of the merger agreement and is directed only to the fairness, from a financial point of view, of the merger consideration per share of Standard common stock to First Midwest. Sandler O'Neill's opinion does not constitute a recommendation to any holder of First Midwest common stock as to how such holder of First Midwest common stock should vote at any meeting of stockholders called to consider and vote upon the proposed issuance of First Midwest common stock in the merger or any other matter. It does not address the underlying business decision of First Midwest to engage in the merger, the form or structure of the merger or any other transactions contemplated by the merger agreement, the relative merits of the merger as compared to any other alternative transactions or business strategies that might exist for First Midwest or other terms contemplated by the merger agreement. Sandler O'Neill did not express any opinion as to the fairness of the amount or nature of the compensation to be received in the merger by any First Midwest or Standard officer, director, or employee, or class of such**

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persons, if any, relative to the amount of any compensation to be received by any other shareholder. Sandler O'Neill's opinion was approved by Sandler O'Neill's fairness opinion committee.

In connection with rendering its opinion, Sandler O'Neill reviewed and considered, among other things:

a draft of the merger agreement dated June 17, 2016, for purposes of Sander's O'Neill's oral opinion, and a draft of the merger agreement dated June 28, 2016, for purposes of Sandler O'Neill's written opinion;

certain publicly available financial statements and other historical financial information of First Midwest that Sandler O'Neill deemed relevant;

certain publicly available financial statements and other historical financial information of Standard that Sandler O'Neill deemed relevant;

publicly available consensus mean and median analyst earnings per share estimates for First Midwest for the years ending December 31, 2016 and December 31, 2017;

internal financial projections for First Midwest for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest;

internal financial projections for Standard for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest;

the pro forma financial impact of the merger on First Midwest based on assumptions related to transaction expenses, purchase accounting adjustments, the cost of cancelling the outstanding Standard stock options, Standard phantom stock and Standard stock settled rights, cost savings, the reversal of certain consolidated loan loss provision expense of Standard, a core deposit intangible asset, a possible debt refinancing by First Midwest, and the consolidation or closure of certain branch offices following the closing of the merger, as provided by and confirmed with the senior management of First Midwest;

the publicly reported historical price and trading activity for First Midwest common stock, including a comparison of certain stock market information for First Midwest common stock with a certain stock index, as well as similar publicly available information for certain other similar companies, the securities of which are publicly traded;

a comparison of certain financial information for First Midwest and Standard with similar banks for which information is publicly available;

the financial terms of certain recent mergers and business combinations in the commercial banking industry (on a regional and nationwide basis), to the extent publicly available;

the current market environment generally and the commercial banking environment in particular; and

such other information, financial studies, analyses and investigations and financial, economic and market criteria as Sandler O'Neill considered relevant.

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Sandler O'Neill also discussed with certain members of the executive management of First Midwest the business, financial condition, results of operations and prospects of First Midwest and held similar discussions with certain members of the senior management of Standard regarding the business, financial condition, results of operations and prospects of Standard.

In performing its review, Sandler O'Neill relied upon the accuracy and completeness of all of the financial and other information that was available to and reviewed by Sandler O'Neill from public sources, that was provided to Sandler O'Neill by First Midwest, Standard or their respective

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representatives or that was otherwise reviewed by Sandler O'Neill, and Sandler O'Neill assumed such accuracy and completeness for purposes of rendering its opinion without any independent verification or investigation. Sandler O'Neill also relied on the assurances of the respective managements of First Midwest and Standard that they were not aware of any facts or circumstances that would make any of such information inaccurate or misleading. Sandler O'Neill was not asked to and did not undertake an independent verification of any of such information and did not assume any responsibility or liability for the accuracy or completeness thereof. Sandler O'Neill did not make an independent evaluation or perform an appraisal of the specific assets, the collateral securing assets or the liabilities (contingent or otherwise) of First Midwest or Standard, or any of their respective subsidiaries, and Sandler O'Neill was not furnished with any such evaluations or appraisals prepared by others. Sandler O'Neill rendered no opinion or evaluation on the collectability of any assets or the future performance of any loans of First Midwest or Standard, or any of their respective subsidiaries. Sandler O'Neill did not make an independent evaluation of the adequacy of the allowance for loan losses of First Midwest or Standard, or any of their respective subsidiaries, or the combined entity after the merger and did not review any individual credit files relating to First Midwest or Standard, or any of their respective subsidiaries. Sandler O'Neill assumed, with First Midwest's consent, that the respective consolidated allowances for loan losses for both First Midwest and Standard were adequate to cover such losses and will be adequate on a pro forma basis for the combined entity.

In preparing its analyses, Sandler O'Neill used internal financial projections for First Midwest for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest. In addition, in preparing its analyses Sandler O'Neill used internal financial projections for Standard for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest. Sandler O'Neill also received and used in its pro forma analyses certain assumptions relating to transaction expenses, purchase accounting adjustments, the cost of cancelling the outstanding Standard stock options, Standard phantom stock and Standard stock settled rights, cost savings, the reversal of certain consolidated loan loss provision expense of Standard, a core deposit intangible asset, a possible debt refinancing by First Midwest, and the consolidation or closure of certain branch offices following the closing of the merger, as provided by and confirmed with the senior management of First Midwest. With respect to the foregoing information, the respective managements of First Midwest and Standard confirmed to Sandler O'Neill that such information reflected the best currently available projections, estimates and judgments of those respective managements of the future financial performance of First Midwest and Standard, respectively, and Sandler O'Neill assumed that such performance would be achieved. Sandler O'Neill expressed no opinion as to such projections, estimates or judgments, or the assumptions on which they are based. Sandler O'Neill also assumed that there has been no material change in First Midwest's or Standard's assets, financial condition, results of operations, business or prospects since the date of the most recent financial statements made available to Sandler O'Neill. Sandler O'Neill assumed in all respects material to its analysis that First Midwest and Standard will remain as going concerns for all periods relevant to its analyses.

In arriving at its opinion, Sandler O'Neill assumed that the executed merger agreement would be in all material respects identical to the last draft reviewed by it. Sandler O'Neill also assumed, with First Midwest's consent, in all respects material to its analysis, that (i) each of the parties to the merger agreement will comply with all material terms and conditions of the merger agreement and all related agreements, that all of the representations and warranties contained in such agreements are, subject to the standards contained therein, true and correct, that each of the parties to such agreements will timely perform in all material respects all of the covenants and other obligations required to be performed by such party under such agreements and that the conditions precedent in such agreements have not and will not be waived, (ii) in the course of obtaining the necessary regulatory or third party approvals, consents and releases with respect to the mergers, no delay, limitation, restriction or condition will be imposed that would, individually or in the aggregate, have a material adverse effect on

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First Midwest, Standard or the contemplated benefits of the merger or any related transaction, (iii) the merger and any related transaction would be completed in accordance with the terms of the merger agreement without any waiver, modification or amendment of any material term, condition or agreement thereof and in compliance with all applicable laws and other requirements, and (iv) the mergers will qualify as a tax-free reorganization for federal income tax purposes. Sandler O'Neill, with the consent of First Midwest, has relied upon the advice that First Midwest has received from its legal, accounting and tax advisors as to all legal, accounting and tax matters relating to the merger and the other transactions contemplated by the merger agreement.

Sandler O'Neill's analyses and opinion are necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to Sandler O'Neill as of, the date thereof. Events occurring after the date thereof could materially affect its opinion. Sandler O'Neill has not undertaken to update, revise, reaffirm or withdraw its opinion or otherwise comment upon events occurring after the date thereof. Sandler O'Neill expressed no opinion as to the trading values of First Midwest common stock or Standard common stock at any time or what the value of First Midwest common stock would be once it is actually received by the holders of Standard common stock.

In rendering its opinion, Sandler O'Neill performed a variety of financial analyses. The summary below is not a complete description of all of the analyses underlying Sandler O'Neill's opinion or the presentation made by Sandler O'Neill to the First Midwest board of directors, but is a summary of the material analyses performed and presented by Sandler O'Neill. The summary includes information presented in tabular format.

**In order to fully understand the financial analyses, these tables must be read together with the accompanying text. The tables alone do not constitute a complete description of the financial analyses.** The preparation of a fairness opinion is a complex process involving subjective judgments as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. The process, therefore, is not necessarily susceptible to a partial analysis or summary description. Sandler O'Neill believes that its analyses must be considered as a whole and that selecting portions of the factors and analyses to be considered without considering all factors and analyses, or attempting to ascribe relative weights to some or all such factors and analyses, could create an incomplete view of the evaluation process underlying its opinion. Also, no company included in Sandler O'Neill's comparative analyses described below is identical to First Midwest or Standard and no transaction is identical to the mergers. Accordingly, an analysis of comparable companies or transactions involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies and other factors that could affect the public trading values or merger transaction values, as the case may be, of First Midwest and Standard and the companies to which they are being compared. In arriving at its opinion, Sandler O'Neill did not attribute any particular weight to any analysis or factor that it considered. Rather, Sandler O'Neill made qualitative judgments as to the significance and relevance of each analysis and factor. Sandler O'Neill did not form an opinion as to whether any individual analysis or factor (positive or negative) considered in isolation supported or failed to support its opinion, rather, Sandler O'Neill made its determination as to the fairness of the merger consideration to First Midwest on the basis of its experience and professional judgment after considering the results of all its analyses taken as a whole.

In performing its analyses, Sandler O'Neill also made numerous assumptions with respect to industry performance, business and economic conditions and various other matters, many of which cannot be predicted and are beyond the control of First Midwest, Standard and Sandler O'Neill. The analyses performed by Sandler O'Neill are not necessarily indicative of actual values or future results, both of which may be significantly more or less favorable than suggested by such analyses. Sandler O'Neill prepared its analyses solely for purposes of rendering its opinion and provided such analyses to the First Midwest board of directors at its June 20, 2016 meeting. Estimates on the values of companies do not purport to be appraisals or necessarily reflect the prices at which companies or their securities may actually be sold. Such estimates are inherently subject to uncertainty and actual values may be

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materially different. Accordingly, Sandler O'Neill's analyses do not necessarily reflect the value of First Midwest common stock or the prices at which First Midwest common stock or Standard common stock may be sold at any time. The analyses of Sandler O'Neill and its opinion were among a number of factors taken into consideration by the First Midwest board of directors in making its determination to approve the merger agreement and the analyses described below should not be viewed as determinative of the decision of the First Midwest board of directors or senior management with respect to the fairness of the merger.

*Summary of Proposed Merger Consideration and Implied Transaction Metrics.* Sandler O'Neill reviewed the financial terms of the merger. As described in the merger agreement, each share of Standard common stock issued and outstanding immediately prior to the effective time, other than certain shares described in the merger agreement, will be converted into the right to receive 0.435 of a share of First Midwest common stock. Using the closing stock price of First Midwest common stock as of June 28, 2016, or \$16.11, Sandler O'Neill calculated an aggregate implied transaction value (inclusive of the value of the cash to be paid the holders of currently outstanding in-the-money Standard stock options and Standard stock settled rights pursuant to the terms of the merger agreement) of approximately \$364.7 million,<sup>1</sup> or a transaction price per share of approximately \$7.01. Based upon financial information for Standard as of or for the 12-month period ending March 31, 2016 (unless otherwise indicated), Sandler O'Neill calculated the following implied transaction metrics:

Transaction price per share/LTM earnings	18.4x
Transaction price per share/2016 estimated earnings <sup>(1)</sup>	19.2x
Transaction price per share/2017 estimated earnings <sup>(1)</sup>	19.2x
Transaction price per share/book value per share	135%
Transaction price per share/tangible book value per share	135%
Transaction price per share/normalized tangible book value per share <sup>(2)</sup>	140%
Tangible book premium/core deposits <sup>(3)</sup>	5.8%

(1) Calculated using estimated earnings for Standard, as provided by First Midwest management following due diligence review.

(2) Calculated using a tangible book value of \$4.53 per share for Standard (based on 8.94% tangible common equity/tangible assets level, consistent with Standard's publicly-traded peer median) and total per share consideration of \$6.35, excluding per share consideration of \$0.66 for "excess capital" (capital above Standard's publicly-traded peer median).

(3) Core deposits defined as total deposits, less time deposit accounts with a balance of at least \$100,000.

*Stock Trading History.* Sandler O'Neill reviewed the history of the publicly reported trading prices of First Midwest common stock for the one-year period ended June 28, 2016. Sandler O'Neill then compared the relationship between the movements in the price of First Midwest common stock to

<sup>1</sup> Reflects stock consideration with a value of \$339.3 million to the holders of 48,416,265 shares of Standard common stock, cash value of \$14.8 million to the holders of 5,327,782 Standard stock options with a weighted average strike price of \$4.30 (inclusive of special stock option cash payments in the aggregate amount of \$357,000 concurrent with the merger), aggregate cash redemption price with a value of \$10.6 million to the holders of 7,293,407 stock settled rights, and cash consideration with immaterial aggregate value to the holders of Standard phantom stock.

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movements in its peer group (as described in the "Comparable Company Analysis" section), as well as a certain stock index.

<b>First Midwest's One-Year Stock Performance</b>		
	<b>Beginning Value June 28, 2015</b>	<b>Ending Value June 28, 2016</b>
First Midwest	100%	83.3%
First Midwest peer group	100%	94.1%
SNL U.S. Bank Index	100%	80.8%

Source: SNL Financial

*Comparable Company Analysis.* Sandler O'Neill used publicly available information to compare selected financial information for First Midwest with a group of financial institutions selected by Sandler O'Neill. The First Midwest peer group included 11 Midwest banks whose securities are publicly traded on major United States exchanges with assets between \$5.0 billion and \$20.0 billion, excluding mutual holding companies, merger targets and thrifts. The First Midwest peer group consisted of the following companies:

Chemical Financial Corporation	MB Financial, Inc.
First Financial Bancorp	Old National Bancorp
First Merchants Corporation	Park National Corporation
Ist Source Corporation	PrivateBancorp, Inc.
Great Western Bancorp, Inc.	UMB Financial Corporation
Heartland Financial USA, Inc.	

The analysis compared publicly available financial information for First Midwest with the corresponding data for the First Midwest Peer Group as of or for the 12-month period ending March 31, 2016 (unless otherwise indicated), with pricing data as of June 28, 2016. The table below sets

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forth the data for First Midwest and the high, low, mean and median data for the First Midwest peer group. Regulatory data was used when GAAP data was unavailable.

### Comparable Company Analysis

	First Midwest		First Midwest Peer Group		
		High	Low	Mean	Median
Total assets (in millions)	\$ 10,729	\$ 19,303	\$ 5,246	\$ 10,877	\$ 9,304
Tangible common equity/tangible assets	8.25%	10.96%	6.32%	8.59%	8.72%
Leverage ratio	9.56%	12.10%	8.22%	9.49%	9.20%
Total risk-based capital ratio	10.64%	14.94%	11.53%	13.12%	12.85%
LTM return on average assets <sup>(1)</sup>	0.81%	1.26%	0.64%	1.04%	1.06%
LTM return on average tangible common equity <sup>(1)</sup>	10.1%	16.5%	7.9%	12.9%	12.5%
LTM net interest margin	3.65%	4.02%	2.73%	3.60%	3.67%
LTM efficiency ratio <sup>(1)</sup>	63.3%	75.9%	46.0%	61.4%	61.5%
Loan loss reserves/gross loans	0.99%	2.21%	0.72%	1.12%	0.97%
Non-performing assets <sup>(2)</sup> /total assets	0.57%	1.62%	0.30%	0.71%	0.63%
Net charge-offs/average loans	0.22%	0.25%	(0.02)%	0.09%	0.08%
Price/tangible book value	153%	207%	142%	174%	171%
Price/book value	107%	183%	90%	129%	124%
Price/LTM EPS	15.6x	20.8x	11.3x	14.7x	14.6x
Price/2016 estimated EPS	13.9x	16.3x	10.8x	13.7x	13.3x
Price/2017 estimated EPS	12.3x	15.5x	10.5x	12.6x	12.3x
Current dividend yield	2.2%	4.4%	0.1%	2.5%	2.3%
LTM dividend ratio	35.0%	71.8%	1.7%	34.6%	32.5%
Market value (in millions)	\$ 1,310	\$ 2,852	\$ 803	\$ 1,603	\$ 1,362

(1) Based on exclusion of \$15.0 million of pre-tax non-recurring expense, First Midwest LTM return on average assets, First Midwest LTM return on average tangible common equity, and First Midwest LTM efficiency ratio would have been 0.91%, 11.3% and 60.0%, respectively.

(2) Non-performing assets defined as nonaccrual loans, real estate owned and repossessed assets.

Source: SNL Financial

Sandler O'Neill used publicly available information to perform a similar analysis for Standard and a group of financial institutions selected by Sandler O'Neill. The Standard peer group consisted of 21 Midwest banks whose securities are publicly traded on major United States exchanges with assets between \$1.5 billion and \$3.5 billion, excluding mutual holding companies, merger targets and thrifts. The Standard peer group consisted of the following companies:

Civista Bancshares, Inc.	Macatawa Bank Corporation
Equity Bancshares, Inc.	MainSource Financial Group, Inc.
Farmers Capital Bank Corporation	Mercantile Bank Corporation
Farmers National Banc Corporation	Midland States Bancorp, Inc.
First Business Financial Services, Inc.	MidwestOne Financial Group, Inc.
First Financial Corporation	Old Second Bancorp, Inc.
First Internet Bancorp	People's Bancorp, Inc.
First Mid-Illinois Bancshares, Inc.	QCR Holdings, Inc.
German American Bancorp, Inc.	Stock Yards Bancorp, Inc.
Horizon Bancorp	West Bancorporation, Inc.
Independent Bank Corporation	



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The analysis compared publicly available financial information for Standard with the corresponding data for the Standard peer group as of or for the 12-month period ending March 31, 2016 (unless otherwise indicated), with pricing data as of June 28, 2016. The table below sets forth the data for Standard and the high, low, mean and median data for the Standard peer group. Regulatory data was used when GAAP data was unavailable.

	Comparable Company Analysis				
	Standard Peer Group				
	Standard	High	Low	Mean	Median
Total assets (in millions)	\$ 2,455	\$ 3,414	\$ 1,507	\$ 2,357	\$ 2,487
Tangible common equity/tangible assets	10.23%	12.92%	5.38%	8.67%	8.94%
Leverage ratio	10.12%	13.05%	7.25%	9.77%	9.45%
Total risk-based capital ratio	12.78%	19.09%	11.24%	13.94%	13.57%
LTM return on average assets	0.80%	1.43%	0.61%	0.93%	0.90%
LTM return on average tangible common equity	7.9%	18.4%	8.2%	11.4%	11.5%
LTM net interest margin	3.54%	4.22%	2.84%	3.60%	3.61%
LTM efficiency ratio	65.3%	76.7%	46.7%	64.0%	64.2%
Loan loss reserves/gross loans	1.06%	1.46%	0.64%	1.04%	1.02%
Non-performing assets <sup>(1)</sup> /total assets	1.69%	1.61%	0.07%	0.65%	0.58%
Net charge-offs/average loans	0.99%	0.49%	(0.12)%	0.08%	0.04%
Price/tangible book value		209%	101%	142%	140%
Price/book value		207%	91%	123%	115%
Price/LTM EPS		21.5x	9.9x	14.1x	13.5x
Price/2016 estimated EPS		15.8x	8.9x	12.6x	12.4x
Price/2017 estimated EPS		15.3x	7.8x	11.7x	11.7x
Current dividend yield		3.8%	0.0%	2.0%	2.3%
LTM dividend ratio		56.1%	0.0%	26.6%	31.7%
Market value (in millions)		\$ 614	\$ 102	\$ 304	\$ 298

(1) Non-performing assets defined as nonaccrual loans, real estate owned and repossessed assets.

Source: SNL Financial

*Analysis of Selected Merger Transactions.* Sandler O'Neill reviewed two groups of recent merger and acquisition transactions consisting of a national group as well as a regional group. The national group consisted of 21 nationwide bank and thrift transactions announced between January 1, 2015 and June 28, 2016 with reported deal values of \$200 million to \$1 billion and where the price to tangible book value was disclosed (the "Nationwide Precedent Transactions"). The regional group consisted of 11 Midwest bank and thrift transactions announced between January 1, 2014 and June 28, 2016 with reported deal values of \$150 million to \$1.5 billion (the "Regional Precedent Transactions").

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The Nationwide Precedent Transactions group was composed of the following transactions:

<b>Acquiror</b>	<b>Target</b>
Bank of the Ozarks, Inc.	C1 Financial Inc.
Bank of the Ozarks, Inc.	Community & Southern Holdings Inc.
Capital Bank Financial Corporation	CommunityOne Bancorp
First Busey Corporation	Pulaski Financial Corporation
F.N.B. Corporation	Metro Bancorp Inc.
MB Financial, Inc.	American Chartered Bancorp Inc.
Mechanics Bank	California Republic Bancorp
OceanFirst Financial Corporation	Cape Bancorp Inc.
Old National Bancorp	Anchor BanCorp Wisconsin Inc.
PacWest Bancorp	Square 1 Financial Inc.
People's United Financial Inc.	Suffolk Bancorp
Pinnacle Financial Partners	Avenue Financial Holdings, Inc.
South State Corporation	Southeastern Bank Financial Corporation
TowneBank	Monarch Financial Holdings
United Bankshares Inc.	Bank of Georgetown
United Community Banks Inc.	Palmetto Bancshares Inc.
Univest Corporation of Pennsylvania	Fox Chase Bancorp Inc.
Valley National Bancorp	CNLBancshares Inc.
WesBanco Inc.	Your Community Bankshares Inc.
Western Alliance Bancorp	Bridge Capital Holdings
Yadkin Financial Corporation	NewBridge Bancorp

Using the latest publicly available information prior to the announcement of the merger, Sandler O'Neill reviewed the following transaction metrics: transaction price to last 12 months earnings per share, transaction price to estimated earnings per share, transaction price to book value per share, transaction price to tangible book value per share, tangible book premium to core deposits, and gross mark on loan portfolio. Sandler O'Neill compared the indicated transaction metrics for the merger, based on an aggregate implied transaction value of approximately \$364.7 million, or a transaction price per share of \$7.01, resulting from the closing stock price of First Midwest common stock on June 28, 2016 of \$16.11, to the high, low, mean and median metrics of the Nationwide Precedent Transactions group.

	<b>First Midwest/ Standard</b>	<b>Nationwide Precedent Transactions</b>			
		<b>High</b>	<b>Low</b>	<b>Mean</b>	<b>Median</b>
Transaction price/LTM earnings per share	18.4x	29.0x	14.5x	21.7x	22.9x
Transaction price/estimated earnings per share	19.2x <sup>(1)</sup>	32.0x	13.7x	21.5x	20.0x
Transaction price/book value per share	135%	262%	119%	182%	179%
Transaction price/tangible book value per share	135%	263%	123%	186%	191%
Core deposit premium <sup>(2)</sup>	5.8%	20.5%	4.7%	12.2%	11.7%
Gross mark/loans	2.75%	4.90%	0.99%	2.15%	1.90%

<sup>(1)</sup> Calculated using 2016 estimated earnings for Standard, as provided by First Midwest management.

<sup>(2)</sup> Core deposits defined as total deposits, less time deposit accounts with a balance of at least \$100,000.

Source: SNL Financial

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The Regional Precedent Transactions group was composed of the following transactions:

<b>Acquiror</b>	<b>Target</b>
BB&T Corp.	Bank of Kentucky Financial Corp.
Chemical Financial Corp.	Lake Michigan Financial Corp.
Chemical Financial Corp.	Talmer Bancorp Inc.
First Busey Corp.	Pulaski Financial Corp.
MB Financial, Inc.	American Chartered Bancorp Inc.
Northwest Bancshares, Inc.	LNB Bancorp Inc.
Old National Bancorp	Anchor BanCorp Wisconsin Inc.
Old National Bancorp	United Bancorp Inc.
Simmons First National Corp.	Liberty Bancshares Inc.
UMB Financial Corp.	Marquette Financial Companies
WesBanco Inc.	Your Community Bankshares Inc.

Using the latest publicly available information prior to the announcement of the merger, Sandler O'Neill reviewed the following transaction metrics: transaction price to last-12-months earnings per share, transaction price to estimated earnings per share, transaction price to book value per share, transaction price to tangible book value per share, tangible book premium to core deposits, and gross mark on loan portfolio. Sandler O'Neill compared the indicated transaction metrics for the merger, based on an aggregate implied transaction value of approximately \$364.7 million, or a transaction price per share of \$7.01, resulting from the closing stock price of First Midwest common stock on June 28, 2016 of \$16.11, to the high, low, mean and median metrics of the Regional Precedent Transactions group.

	<b>First Midwest/ Standard</b>	<b>Regional Precedent Transactions</b>			
		<b>High</b>	<b>Low</b>	<b>Mean</b>	<b>Median</b>
Transaction price/LTM earnings per share	18.4x	25.8x	13.2x	18.4x	17.4x
Transaction price/estimated earnings per share	19.2x <sup>(1)</sup>	27.5x	13.1x	18.6x	17.4x
Transaction price/book value per share	135%	221%	123%	177%	171%
Transaction price/tangible book value per share	135%	221%	123%	187%	195%
Core deposit premium <sup>(2)</sup>	5.8%	18.0%	4.7%	11.3%	11.2%
Gross mark/loans	2.75%	8.60%	0.97%	2.67%	2.10%

(1) Calculated using 2016 estimated earnings for Standard, as provided by First Midwest management.

(2) Core deposits defined as total deposits, less time deposit accounts with a balance of at least \$100,000.

Source: SNL Financial

*Net Present Value Analyses.* Sandler O'Neill performed an analysis that estimated the net present value per share of First Midwest common stock, assuming that First Midwest performed in accordance with internal financial projections for First Midwest for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest. To approximate the terminal value of First Midwest common stock at December 31, 2020, Sandler O'Neill applied price to 2020 earnings multiples ranging from 13.0x to 18.0x and multiples of December 31, 2020 tangible book value ranging from 150% to 225%. The terminal values were then discounted to present values using different discount rates ranging from 8.0% to 13.0%, which were chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of First Midwest common stock. As illustrated in the following tables, the analysis indicated an imputed range of values

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per share of First Midwest common stock of \$12.30 to \$20.25 when applying earnings multiples and \$14.00 to \$24.95 when applying multiples of tangible book value.

Discount Rate	Earnings Per Share Multiples					
	13.0x	14.0x	15.0x	16.0x	17.0x	18.0x
8.0%	\$ 15.09	\$ 16.12	\$ 17.16	\$ 18.19	\$ 19.22	\$ 20.25
9.0%	\$ 14.48	\$ 15.46	\$ 16.45	\$ 17.44	\$ 18.42	\$ 19.41
10.0%	\$ 13.89	\$ 14.83	\$ 15.78	\$ 16.73	\$ 17.67	\$ 18.62
11.0%	\$ 13.33	\$ 14.24	\$ 15.14	\$ 16.05	\$ 16.96	\$ 17.86
12.0%	\$ 12.80	\$ 13.67	\$ 14.54	\$ 15.41	\$ 16.28	\$ 17.14
13.0%	\$ 12.30	\$ 13.13	\$ 13.97	\$ 14.80	\$ 15.63	\$ 16.46

Discount Rate	Tangible Book Value Multiples					
	150%	165%	180%	195%	210%	225%
8.0%	\$ 17.20	\$ 18.75	\$ 20.30	\$ 21.85	\$ 23.40	\$ 24.95
9.0%	\$ 16.49	\$ 17.97	\$ 19.46	\$ 20.94	\$ 22.43	\$ 23.91
10.0%	\$ 15.82	\$ 17.24	\$ 18.66	\$ 20.08	\$ 21.50	\$ 22.93
11.0%	\$ 15.18	\$ 16.54	\$ 17.90	\$ 19.27	\$ 20.63	\$ 21.99
12.0%	\$ 14.57	\$ 15.88	\$ 17.18	\$ 18.49	\$ 19.79	\$ 21.10
13.0%	\$ 14.00	\$ 15.25	\$ 16.50	\$ 17.75	\$ 19.00	\$ 20.25

Sandler O'Neill also considered and discussed with the First Midwest board of directors how the analysis above would be affected by changes in the underlying assumptions, including variations with respect to net income. To illustrate this impact, Sandler O'Neill performed a similar analysis assuming First Midwest's net income varied from 25% above projections to 25% below projections. This analysis resulted in the following range of per share values for First Midwest common stock, applying the price to 2019 earnings multiples range of 13.0x to 18.0x referred to above and a discount rate of 10.0%.

Annual Estimate Variance	Earnings Per Share Multiples					
	13.0x	14.0x	15.0x	16.0x	17.0x	18.0x
(25.0)%	\$ 10.82	\$ 11.53	\$ 12.24	\$ 12.94	\$ 13.65	\$ 14.36
(20.0)%	\$ 11.43	\$ 12.19	\$ 12.94	\$ 13.70	\$ 14.46	\$ 15.21
(15.0)%	\$ 12.05	\$ 12.85	\$ 13.65	\$ 14.46	\$ 15.26	\$ 16.06
(10.0)%	\$ 12.66	\$ 13.51	\$ 14.36	\$ 15.21	\$ 16.06	\$ 16.91
(5.0)%	\$ 13.27	\$ 14.17	\$ 15.07	\$ 15.97	\$ 16.87	\$ 17.77
0.0%	\$ 13.89	\$ 14.83	\$ 15.78	\$ 16.73	\$ 17.67	\$ 18.62
5.0%	\$ 14.50	\$ 15.50	\$ 16.49	\$ 17.48	\$ 18.47	\$ 19.47
10.0%	\$ 15.12	\$ 16.16	\$ 17.20	\$ 18.24	\$ 19.28	\$ 20.32
15.0%	\$ 15.73	\$ 16.82	\$ 17.91	\$ 18.99	\$ 20.08	\$ 21.17
20.0%	\$ 16.35	\$ 17.48	\$ 18.62	\$ 19.75	\$ 20.88	\$ 22.02
25.0%	\$ 16.96	\$ 18.14	\$ 19.32	\$ 20.51	\$ 21.69	\$ 22.87

Sandler O'Neill also performed two analyses that estimated the net present value per share of Standard common stock under various circumstances. The first analysis assumed Standard performed in accordance with internal financial projections for Standard for the years ending December 31, 2016 through December 31, 2020, as provided by the senior management of First Midwest ("Standard Stand Alone NPV Analysis"). For the second analysis, Sandler O'Neill used the same assumptions as the Standard Stand Alone NPV Analysis, but also included assumptions related to after-tax cost savings to First Midwest as a result of the mergers, as provided by the senior management of First Midwest ("Standard Adjusted NPV Analysis").

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For both the Standard Stand Alone NPV Analysis and Standard Adjusted NPV Analysis, to approximate the terminal value of Standard common stock at December 31, 2020, Sandler O'Neill applied price to 2020 earnings multiples ranging from 12.0x to 17.0x and multiples of December 31, 2020 tangible book value ranging from 120% to 170%. The terminal values were then discounted to present values using different discount rates ranging from 9.0% to 15.0%, which were chosen to reflect different assumptions regarding required rates of return of holders or prospective buyers of Standard common stock.

As illustrated in the following tables, the Standard Stand Alone NPV Analysis indicated an imputed range of values per share of Standard common stock of \$4.25 to \$7.26 when applying multiples of earnings and the Standard Adjusted NPV Analysis indicated an imputed range of values per share of Standard common stock of \$6.76 to \$11.86 when applying multiples of earnings. In addition, as illustrated in the following tables, the Standard Stand Alone NPV Analysis indicated an imputed range of values per share of Standard common stock of \$4.65 to \$7.97 when applying multiples of tangible book value and the Standard Adjusted NPV Analysis indicated an imputed range of values per share of Standard common stock of \$5.89 to \$10.23 when applying multiples of tangible book value.

Discount Rate	Earnings Per Share Multiples (Standard Stand Alone NPV Analysis)					
	12.0x	13.0x	14.0x	15.0x	16.0x	17.0x
9.0%	\$ 5.39	\$ 5.76	\$ 6.14	\$ 6.14	\$ 6.89	\$ 7.26
10.0%	\$ 5.17	\$ 5.53	\$ 5.89	\$ 6.25	\$ 6.61	\$ 6.97
11.0%	\$ 4.97	\$ 5.31	\$ 5.66	\$ 6.00	\$ 6.34	\$ 6.69
12.0%	\$ 4.77	\$ 5.10	\$ 5.43	\$ 5.76	\$ 6.09	\$ 6.42
13.0%	\$ 4.59	\$ 4.91	\$ 5.22	\$ 5.54	\$ 5.85	\$ 6.17
14.0%	\$ 4.41	\$ 4.72	\$ 5.02	\$ 5.32	\$ 5.63	\$ 5.93
15.0%	\$ 4.25	\$ 4.54	\$ 4.83	\$ 5.12	\$ 5.41	\$ 5.70