Section 1: 8-K (FORM 8K FBC)

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **April 22, 2019**

First Busey Corporation
(Exact name of registrant as specified in its charter)

Nevada	**0-15950**	**37-1078406**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

100 W. University Ave.
Champaign, Illinois 61820
(Address of principal executive offices) (Zip code)

(217) 365-4544
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b– 2 of the Securities Exchange Act of 1934 (§ 240.12b–2 of this chapter). ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 2.02. Results of Operations and Financial Condition.

On Tuesday, April 23, 2019, First Busey Corporation ("First Busey") issued a press release disclosing financial results for the quarter ended March 31, 2019. The press release is made part of this Form 8-K and is attached as Exhibit 99.1.

The press release made a part of this Current Report on Form 8-K includes forward looking statements that are intended to be covered by the safe-harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward looking statements include but are not limited to comments with respect to the objectives and strategies, financial condition, results of operations and business of the First Busey.

These forward looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, and the risk that predictions and other forward looking statements will not be achieved. First Busey cautions you not to place undue reliance on these forward looking statements as a number of important factors could cause actual future results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 23, 2019, First Busey announced several modifications to assigned positions on its management team. Robin N. Elliott, who has served as First Busey's Chief Operating Officer since 2016 and Chief Financial Officer since 2014, will now serve as the President and Chief Executive Officer of Busey Bank, First Busey's wholly-owned subsidiary. First Busey will continue its national search for a new Chief Financial Officer and First Busey will not have a Chief Operating Officer at this time. Mr. Elliott will continue to serve as Chief Financial Officer (including principal financial officer) of First Busey until a new Chief Financial Officer is named. Christopher M. Shroyer, who has served as Busey Bank's President and Chief Executive Officer since March 2010, will now serve as Executive Vice President and Market Chairman for the Central Region, which includes certain markets in Illinois and Indiana, for Busey Bank. Additionally, effective April 22, 2019, Jennifer L. Simons, First Busey's principal accounting officer, is no longer employed by First Busey. Mr. Elliott will serve as First Busey's principal accounting officer.

Mr. Elliott entered into a letter agreement with First Busey amending his current employment agreement. Mr. Shroyer entered into an addendum to his employment agreement with First Busey effecting the change in his position with Busey Bank. The letter agreement and addendum are filed as exhibits to this Form 8-K and are incorporated into this Item 5.02 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release issued by First Busey Corporation, dated April 23, 2019.

99.2 Employment Agreement Addendum by and between First Busey Corporation and Christopher M. Shroyer, dated April 23, 2019.

99.3 Letter Agreement by and between First Busey Corporation and Robin N. Elliott, dated April 23, 2019.

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 23, 2019

FIRST BUSEY CORPORATION

By: /s/ Van A. Dukeman
Name: Van A. Dukeman
Title: President and Chief Executive Officer

(Back To Top)

Section 2: EX-99.1 (EXHIBIT 99.1)

April 23, 2019

Busey®
100 W. UNIVERSITY AVE.
CHAMPAIGN, IL 61820
WWW.BUSEY.COM

First Busey Announces 2019 First Quarter Earnings

Champaign, IL – (Nasdaq: BUSE)

Message from our President & CEO

The Banc Ed Corp. merger leads to positive advances in the first quarter of 2019 from the comparable quarter of the prior year:

- *Net income of $25.5 million, as compared to $21.9 million*
- *Net interest income of $68.4 million, as compared to $59.8 million*
- *Portfolio loans of $6.52 billion, as compared to $5.53 billion*
- *Tangible book value per common share of $14.53, as compared to $13.08*

First Busey Corporation's ("First Busey" or the "Company") net income for the first quarter of 2019 was $25.5 million, or $0.48 per diluted common share, as compared to $25.3 million, or $0.51 per diluted common share, for the fourth quarter of 2018 and $21.9 million, or $0.45 per diluted common share, for the first quarter of 2018. Adjusted net income[1] for the first quarter of 2019 was $26.6 million, or $0.50 per diluted common share, as compared to $26.0 million, or $0.53 per diluted common share, for the fourth quarter of 2018 and $24.9 million, or $0.51 per diluted common share, for the first quarter of 2018.

The Company views certain non-operating items, including acquisition-related and restructuring charges, as adjustments to net income reported under generally accepted accounting principles ("GAAP"). Non-operating pretax adjustments for the first quarter of 2019 were $1.2 million of expenses related to acquisitions and $0.3 million of expenses related to restructuring costs. The reconciliation of non-GAAP measures (including adjusted net income, adjusted return on average assets, adjusted net interest margin, adjusted efficiency ratio, tangible book value, tangible book value per share and return on average tangible common equity), which the Company believes facilitates the assessment of its financial results and peer comparability, is included in tabular form at the end of this release.

For the first quarter of 2019, annualized return on average assets and annualized return on average tangible common equity were 1.17% and 13.64%, respectively. Based on adjusted net income[1], return on average assets was 1.22% and return on average tangible common equity was 14.25% for the first quarter of 2019.

Additional first quarter 2019 highlights include:

- Non-interest income increased to $25.9 million as compared to $22.9 million for the fourth quarter 2018.

- Busey Bank organic commercial loan growth of $60.4 million in first quarter of 2019.

- Total deposits at March 31, 2019 grew to $7.76 billion driven by a linked-quarter increase of $326.6 million in non-interest bearing deposits.

- Continued disciplined credit management resulted in non-performing loans as a percentage of total loans of 0.56% at March 31, 2019 as compared to 0.66% at December 31, 2018.

[1] A Non-GAAP financial measure. See “Non-GAAP Financial Information” below for reconciliation.

On January 31, 2019, the Company completed its acquisition of The Banc Ed Corp. ("Banc Ed"), the holding company for TheBANK of Edwardsville ("TheBANK"). TheBANK, founded in 1868, is a privately held commercial bank headquartered in Edwardsville, Illinois. It is anticipated that TheBANK will be merged with and into First Busey's bank subsidiary, Busey Bank, in the fourth quarter of 2019.

Under the terms of the merger agreement with Banc Ed, at the effective time of the acquisition, each share of Banc Ed common stock issued and outstanding was converted into the right to receive 8.2067 shares of the Company's common stock and $111.53 in cash for each share of common stock of Banc Ed. The market value of the 6.7 million shares of First Busey common stock issued at the effective time of the acquisition was approximately $166.5 million based on First Busey's closing stock price of $24.76 on January 31, 2019.

Financial results for the first quarter of 2019 were significantly impacted by the Banc Ed acquisition, resetting the baseline for financial performance in future quarters in a multitude of positive ways. At the date of the merger, the fair value of TheBANK's total assets was $1.79 billion, the fair value of total loans was $873.3 million, and the fair value of total deposits was $1.44 billion, which included $245.7 million of non-interest bearing deposits. Since the acquisition date, TheBANK's net income of $3.6 million had a positive impact on the first quarter of 2019.

The Banc Ed transaction fits with our acquisition strategy as the addition of TheBANK will grow the Company's current geographic footprint, allowing the Company to serve customers across a broader portion of the St. Louis Missouri-Illinois Metropolitan Statistical Area and will significantly add to the Company's wealth management business. We are pleased to welcome our Banc Ed colleagues into the Busey family and feel confident that we are well positioned for growth and profitability in 2019.

Busey recently received its fourth consecutive honor as one of the ***2019 Best Places to Work in Illinois.*** This awards program—voted by associates and hosted by *Best Companies Group and Daily Herald Business Ledger*—identifies and recognizes the best places of employment in Illinois, benefiting the state's economy, workforce and businesses. In addition, for the first time Busey was honored as a ***2019 Best Place to Work in Indiana*** by *Best Companies Group* and the Indiana Chamber of Commerce and in Missouri as one of the ***2019 Best Places to Work in St. Louis*** by *Quantum Workplace* and *St. Louis Business Journal*.

As we acknowledge our accomplishments and continue growing forward, we are grateful for the opportunity to consistently earn the business of our customers, based on the contributions of our talented associates and the loyal support of our shareholders.

/s/ Van A. Dukeman
President & Chief Executive Officer
First Busey Corporation

SELECTED FINANCIAL HIGHLIGHTS[1]
(dollars in thousands, except per share data)

	As of and for the Three Months Ended			
	March 31, 2019	December 31, 2018	September 30, 2018	March 31, 2018
EARNINGS & PER SHARE DATA				
Net income	**$ 25,469**	$ 25,290	$ 26,859	$ 21,917
Revenue[2]	**94,286**	83,184	82,627	82,243
Diluted earnings per share	**0.48**	0.51	0.55	0.45
Cash dividends paid per share	**0.21**	0.20	0.20	0.20
Net income by operating segment				
Banking	**$ 26,665**	$ 24,134	$ 26,486	$ 21,845
Remittance Processing	**1,025**	814	957	953
Wealth Management	**2,641**	2,040	2,280	2,764
AVERAGE BALANCES				
Cash and cash equivalents	**$ 220,471**	$ 272,811	$ 238,000	$ 227,055
Investment securities	**1,722,015**	1,443,054	1,417,708	1,310,902
Loans held for sale	**17,249**	23,380	28,661	39,294
Portfolio loans	**6,128,661**	5,540,852	5,551,753	5,507,860
Interest-earning assets	**8,088,396**	7,174,755	7,132,324	6,976,383
Total assets	**8,865,642**	7,846,154	7,802,308	7,663,899
Non-interest bearing deposits	**1,616,913**	1,486,977	1,492,709	1,497,136
Interest-bearing deposits	**5,592,495**	4,852,649	4,784,657	4,568,160
Total deposits	**7,209,408**	6,339,626	6,277,366	6,065,296
Securities sold under agreements to repurchase	**204,529**	210,416	234,729	258,049
Interest-bearing liabilities	**6,064,091**	5,329,898	5,303,632	5,175,228
Total liabilities	**7,755,770**	6,866,652	6,840,484	6,730,137
Stockholders' common equity	**1,109,872**	979,502	961,824	933,762
Tangible stockholders' common equity[3]	**757,285**	678,023	658,910	626,794
PERFORMANCE RATIOS				
Return on average assets[4]	**1.17%**	1.28%	1.37%	1.16%
Return on average common equity[4]	**9.31%**	10.24%	11.08%	9.52%
Return on average tangible common equity[3,6]	**13.64%**	14.80%	16.17%	14.18%
Net interest margin[5,6]	**3.46%**	3.38%	3.41%	3.51%
Efficiency ratio[6]	**57.99%**	56.57%	53.47%	59.80%
Non-interest revenue as a % of total revenues[2]	**27.47%**	27.27%	26.45%	27.34%

[1] Results are unaudited.
[2] Revenues consist of net interest income plus non-interest income, net of security gains and losses.
[3] Average tangible stockholders' common equity is defined as average common equity less average goodwill and intangibles. See "Non-GAAP Financial Information" below for reconciliation.
[4] Annualized, see "Non-GAAP Financial Information" below for reconciliation.
[5] On a tax-equivalent basis, assuming an income tax rate of 21%.
[6] See "Non-GAAP Financial Information" below for reconciliation.

Condensed Consolidated Balance Sheets[1]
(dollars in thousands, except per share data)

	As of				
	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Assets					
Cash and cash equivalents	**$ 330,407**	$ 239,973	$ 160,652	$ 230,730	$ 367,525
Investment securities	**1,940,519**	1,312,514	1,496,948	1,384,807	1,286,136
Loans held for sale	**20,291**	25,895	32,617	33,974	29,034
Commercial loans	**4,744,136**	4,060,126	4,141,816	4,076,253	4,061,181
Retail real estate and retail other loans	**1,770,945**	1,508,302	1,481,925	1,479,034	1,470,272
Portfolio loans	**$ 6,515,081**	$ 5,568,428	$ 5,623,741	$ 5,555,287	$ 5,531,453
Allowance for loan losses	**(50,915)**	(50,648)	(52,743)	(53,305)	(52,649)
Premises and equipment	**147,958**	117,672	119,162	119,835	118,985
Goodwill and other intangibles	**377,739**	300,558	301,963	303,407	304,897
Right of use asset	**10,898**	-	-	-	-
Other assets	**245,356**	187,965	207,045	200,809	193,365
Total assets	**$ 9,537,334**	$ 7,702,357	$ 7,889,385	$ 7,775,544	$ 7,778,746
Liabilities & Stockholders' Equity					
Non-interest bearing deposits	**$ 1,791,339**	$ 1,464,700	$ 1,438,054	$ 1,496,671	$ 1,651,333
Interest-bearing checking, savings, and money market deposits	**4,214,809**	3,287,618	3,205,232	3,192,735	3,270,963
Time deposits	**1,757,078**	1,497,003	1,552,283	1,474,506	1,408,878
Total deposits	**$ 7,763,226**	$ 6,249,321	$ 6,195,569	$ 6,163,912	$ 6,331,174
Securities sold under agreements to repurchase	**217,077**	185,796	255,906	240,109	235,311
Short-term borrowings	**30,739**	-	200,000	150,000	-
Long-term debt	**188,221**	148,686	148,626	154,125	154,122
Junior subordinated debt owed to unconsolidated trusts	**71,192**	71,155	71,118	71,081	71,044
Lease liability	**10,982**	-	-	-	-
Other liabilities	**69,756**	52,435	46,026	39,135	44,949
Total liabilities	**$ 8,351,193**	$ 6,707,393	$ 6,917,245	$ 6,818,362	$ 6,836,600
Total stockholders' equity	**$ 1,186,141**	$ 994,964	$ 972,140	$ 957,182	$ 942,146
Total liabilities & stockholders' equity	**$ 9,537,334**	$ 7,702,357	$ 7,889,385	$ 7,775,544	$ 7,778,746
Share Data					
Book value per common share	**$ 21.32**	$ 20.36	$ 19.90	$ 19.62	$ 19.34
Tangible book value per common share[2]	**$ 14.53**	$ 14.21	$ 13.72	$ 13.40	$ 13.08
Ending number of common shares outstanding	**55,624,627**	48,874,836	48,860,309	48,776,404	48,717,239

[1] Results are unaudited except for amounts reported as of December 31, 2018.
[2] See "Non-GAAP Financial Information" below for reconciliation.

Condensed Consolidated Statements of Income[1]
(dollars in thousands, except per share data)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
Interest and fees on loans	**$ 71,789**	$ 60,960
Interest on investment securities	**11,260**	7,250
Other interest income	**1,232**	423
Total interest income	**$ 84,281**	$ 68,633
Interest on deposits	**12,500**	5,987
Interest on securities sold under agreements to repurchase	**583**	341
Interest on short-term borrowings	**191**	476
Interest on long-term debt	**1,710**	1,357
Interest on junior subordinated debt owed to unconsolidated trusts	**914**	715
Total interest expense	**$ 15,898**	$ 8,876
Net interest income	**$ 68,383**	$ 59,757
Provision for loan losses	**2,111**	1,008
Net interest income after provision for loan losses	**$ 66,272**	$ 58,749
Trust fees	**8,115**	7,514
Commissions and brokers' fees, net	**914**	1,096
Fees for customer services	**8,097**	6,946
Remittance processing	**3,780**	3,392
Mortgage revenue	**1,945**	1,643
Security gains, net	**42**	-
Other	**3,052**	1,895
Total non-interest income	**$ 25,945**	$ 22,486
Salaries, wages and employee benefits	**32,341**	28,819
Net occupancy expense of premises	**4,202**	3,821
Furniture and equipment expense	**2,095**	1,913
Data processing	**4,401**	4,345
Amortization of intangible assets	**2,094**	1,515
Other	**12,030**	10,627
Total non-interest expense	**$ 57,163**	$ 51,040
Income before income taxes	**$ 35,054**	$ 30,195
Income taxes	**9,585**	8,278
Net income	**$ 25,469**	$ 21,917
Per Share Data		
Basic earnings per common share	**$ 0.48**	$ 0.45
Diluted earnings per common share	**$ 0.48**	$ 0.45
Average common shares outstanding	**53,277,102**	48,775,416
Diluted average common shares outstanding	**53,577,935**	49,178,939

[1] Results are unaudited.

Balance Sheet Growth

At March 31, 2019, portfolio loans were $6.52 billion, as compared to $5.57 billion as of December 31, 2018 and $5.53 billion as of March 31, 2018. The March 31, 2019 increase in portfolio loans includes $874.1 million of TheBANK loans combined with organic Busey Bank loan growth, primarily in Missouri. Average portfolio loans increased 11.3% to $6.13 billion for the first quarter of 2019 compared to $5.51 billion for the first quarter of 2018.

Average interest-earning assets for the first quarter of 2019 increased to $8.09 billion compared to $7.17 billion for the fourth quarter of 2018 and $6.98 billion for the first quarter of 2018.

Total deposits were $7.76 billion at March 31, 2019, an increase from $6.25 billion at December 31, 2018 and $6.33 billion at March 31, 2018. TheBANK's total deposits were $1.47 billion at March 31, 2019, which included $253.9 million of non-interest bearing deposits. The Company remains funded primarily through core deposits with significant market share in its core markets.

Net Interest Margin and Net Interest Income

Net interest income was $68.4 million in the first quarter of 2019 compared to $60.5 million in the fourth quarter of 2018 and $59.8 million in the first quarter of 2018. Higher yields from loan production partially offset increases in funding costs. Funding costs have increased primarily due to resetting of time deposit rates to reflect market increases and additional borrowings in conjunction with the Banc Ed acquisition. Net purchase accounting accretion and amortization included in interest income and interest expense was $3.0 million for the first quarter of 2019, an increase from $1.9 million for the fourth quarter of 2018 and decrease from $3.4 million for the first quarter of 2018.

Net interest margin for the first quarter of 2019 was 3.46%, compared to 3.38% for the fourth quarter of 2018 and 3.51% for the first quarter of 2018. Adjusted net interest margin[1] for the first quarter of 2019 was 3.31%, compared to 3.27% for the fourth quarter of 2018 but steady with the first quarter of 2018.

Asset Quality

Non-performing loans totaled $36.6 million as of March 31, 2019 and December 31, 2018 compared to $33.6 million as of March 31, 2018. Non-performing loans were 0.56% of total portfolio loans as of March 31, 2019, compared to 0.66% as of December 31, 2018 and 0.61% as of March 31, 2018.

The Company recorded net charge-offs of $1.8 million for the first quarter of 2019. The allowance for loan loss as a percentage of portfolio loans was 0.78% at March 31, 2019 as compared to 0.91% at December 31, 2018 and 0.95% at March 31, 2018. The decline in the allowance coverage ratio in the first quarter of 2019 is primarily attributed to the Banc Ed acquisition. Acquired loans are initially recorded at their acquisition date fair value so a separate allowance is not initially recognized. An allowance is recorded subsequent to acquisition to the extent the reserve requirement exceeds the recorded fair value adjustment. The Company recorded provision for loan losses of $2.1 million in the first quarter of 2019, compared to $0.4 million in the fourth quarter of 2018 and $1.0 million in the first quarter of 2018.

[1] A Non-GAAP financial measure. See "Non-GAAP Financial Information" below for reconciliation.

Asset Quality[1]

(dollars in thousands)

	As of and for the Three Months Ended				
	March 31, 2019	December 31, 2018	September 30, 2018	June 30, 2018	March 31, 2018
Portfolio loans	**$ 6,515,081**	$ 5,568,428	$ 5,623,741	$ 5,555,287	$ 5,531,453
Non-performing loans					
Non-accrual loans	**36,230**	34,997	40,395	25,215	32,588
Loans 90+ days past due	**356**	1,601	364	1,142	995
Non-performing loans, segregated by geography					
Illinois/ Indiana	**28,847**	28,319	33,699	21,534	28,743
Missouri	**6,593**	7,242	6,222	3,338	3,641
Florida	**1,146**	1,037	838	1,485	1,199
Loans 30-89 days past due	**10,780**	7,121	8,189	10,017	9,506
Other non-performing assets	**921**	376	1,093	3,694	1,001
Non-performing assets to portfolio loans and non-performing assets	**0.58%**	0.66%	0.74%	0.54%	0.63%
Allowance as a percentage of non-performing loans	**139.17%**	138.39%	129.40%	202.24%	156.77%
Allowance for loan losses to portfolio loans	**0.78%**	0.91%	0.94%	0.96%	0.95%
Net charge-offs	**1,844**	2,500	1,320	1,602	1,941
Provision for loan losses	**2,111**	405	758	2,258	1,008

[1] Results are unaudited.

Fee-based Businesses

Revenues from trust fees, commissions and brokers' fees, and remittance processing activities represented 49.4% of the Company's non-interest income for the quarter ended March 31, 2019, providing a balance to revenue from traditional banking activities.

Trust fees and commissions and brokers' fees were positively impacted as we built upon recent acquisitions and expanded market share, partially offset by a decline in farm management brokerage income due to timing of land sales. Trust fees and commissions and brokers' fees were $9.0 million for the first quarter of 2019, an increase from $7.5 million for the fourth quarter 2018 and from $8.6 million for the first quarter of 2018. Net income from the wealth management segment was $2.6 million for the first quarter of 2019 compared to $2.0 million in the fourth quarter of 2018 and $2.8 million in the first quarter of 2018. First Busey's wealth management division ended the first quarter of 2019 with $8.89 billion in assets under care.

Remittance processing revenue from the Company's subsidiary, FirsTech, of $3.8 million for the first quarter of 2019 was steady compared to the fourth quarter of 2018 and increased from $3.4 million for the first quarter of 2018. The FirsTech operating segment generated net income of $1.0 million for the first quarter of 2019.

The mortgage line of business generated $1.9 million of revenue in the first quarter of 2019, an increase compared to $1.1 million of revenue in the fourth quarter of 2018 and $1.6 million of revenue in the first quarter of 2018, following a long period of restructuring and additional revenue from TheBANK.

Operating Efficiency

The efficiency ratio was 57.99% for the quarter ended March 31, 2019 compared to 56.57% for the quarter ended December 31, 2018 and 59.80% for the quarter ended March 31, 2018. The adjusted efficiency ratio[3] was 56.43% for the quarter ended March 31, 2019, 55.49% for the quarter ended December 31, 2018, and 55.54% for the quarter ended March 31, 2018.

Specific areas of non-interest expense are as follows:

● Salaries, wages and employee benefits were $32.3 million in the first quarter of 2019, an increase from $27.5 million in the fourth quarter of 2018 and $28.8 million from the first quarter of 2018. Banc Ed added 318 full time equivalents ("FTE") at March 31, 2019, increasing the March 31, 2019 FTE to 1,589 compared to 1,270 at December 31, 2018 and 1,278 at March 31, 2018.

● Data processing expense in the first quarter of 2019 of $4.4 million increased compared to $4.0 million in the fourth quarter of 2018 and $4.3 million in the first quarter of 2018. Variances are related to payment of deconversion expenses and data processing related to TheBANK.

Capital Strength

The Company's strong capital levels, coupled with its earnings, has allowed First Busey to provide a steady return to its stockholders through dividends. The Company will pay a cash dividend on April 26, 2019 of $0.21 per common share to stockholders of record as of April 19, 2019. The Company has consistently paid dividends to its common stockholders since the bank holding company was organized in 1980.

As of March 31, 2019, the Company continued to exceed the capital adequacy requirements necessary to be considered "well-capitalized" under applicable regulatory guidelines. The Company's tangible stockholders' common equity[3] ("TCE") increased to $826.2 million at March 31, 2019, compared to $703.0 million at December 31, 2018 and $646.9 million at March 31, 2018. TCE represented 9.00% of tangible assets at March 31, 2019, compared to 9.49% at December 31, 2018 and 8.64% at March 31, 2018.[3]

[3] Non-GAAP financial measures. See "Non-GAAP Financial Information" below for reconciliation.

Corporate Profile

As of March 31, 2019, First Busey Corporation (Nasdaq: BUSE) was a $9.54 billion financial holding company headquartered in Champaign, Illinois.

Busey Bank, a wholly-owned bank subsidiary with total assets of $7.73 billion as of March 31, 2019, is headquartered in Champaign, Illinois and has forty-four banking centers serving Illinois, thirteen banking centers in the St. Louis, Missouri metropolitan area, five banking centers serving southwest Florida and a banking center in Indianapolis, Indiana. Through the Busey Wealth Management division, the Company provides asset management, investment and fiduciary services to individuals, businesses and foundations. As of March 31, 2019, assets under care were approximately $7.30 billion. Busey Bank owns a retail payment processing subsidiary, FirsTech, Inc., which processes approximately 28 million transactions per year using online bill payment, lockbox processing and walk-in payments at its 4,000 agent locations in 43 states. More information about FirsTech, Inc. can be found at firstechpayments.com.

Busey Bank was named among Forbes' 2018 Best-In-State Banks—one of five in Illinois and 124 from across the country, equivalent to 2.2% of all banks. Best-In-State Banks are awarded for exceptional customer experiences as determined by a survey sample of 25,000+ banking customers who rated banks on trust, terms and conditions, branch services, digital services and financial advice.

TheBANK of Edwardsville, a wholly-owned bank subsidiary of the Company with total assets of $1.81 billion as of March 31, 2019, is headquartered in Edwardsville, Illinois and has nineteen banking centers and one loan production office in the greater St. Louis, MO-IL MSA. Through TheBANK of Edwardsville Wealth Management division, the Company provides asset management, investment and fiduciary services to individuals, businesses and foundations. As of March 31, 2019, assets under care were approximately $1.59 billion.

For more information about us, visit busey.com and 4thbank.com.

Contacts:

Robin N. Elliott, Chief Financial Officer
217-365-4120

Non-GAAP Financial Information

This press release contains certain financial information determined by methods other than GAAP. These measures include adjusted net income, adjusted return on average assets, adjusted net interest margin, adjusted efficiency ratio, tangible common equity, and tangible common equity to tangible assets. Management uses these non-GAAP measures, together with the related GAAP measures, in analysis of the Company's performance and in making business decisions. Management also uses these measures for peer comparisons.

A reconciliation to what management believes to be the most directly comparable GAAP financial measures – net income in the case of adjusted net income and adjusted return on average assets, total net interest income, total non-interest income and total non-interest expense in the case of adjusted efficiency ratio, total stockholders' equity in the case of the tangible book value per share – appears below. The Company believes the adjusted measures are useful for investors and management to understand the effects of certain non-recurring non-interest items and provide additional perspective on the Company's performance over time as well as comparison to the Company's peers.

These non-GAAP disclosures have inherent limitations and are not audited. They should not be considered in isolation or as a substitute for the results reported in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Tax effected numbers included in these non-GAAP disclosures are based on estimated statutory rates.

Reconciliation of Non-GAAP Financial Measures – Adjusted Net Income and Return on Average Assets

(dollars in thousands)

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Net income	**$ 25,469**	$ 25,290	$ 21,917
Acquisition expenses			
Salaries, wages and employee benefits	**-**	-	1,233
Data processing	**7**	-	372
Other (includes professional and legal)	**1,205**	262	1,950
Other restructuring costs			
Salaries, wages and employee benefits	**-**	640	417
Data processing	**100**	-	-
Other (includes professional and legal)	**167**	-	-
Related tax benefit	**(334)**	(234)	(967)
Adjusted net income	**$ 26,614**	$ 25,958	$ 24,922
Average total assets	**$8,865,642**	$ 7,846,154	$ 7,663,899
Reported: Return on average assets[1]	**1.17%**	1.28%	1.16%
Adjusted: Return on average assets[1]	**1.22%**	1.31%	1.32%

[1] Annualized measure.

Reconciliation of Non-GAAP Financial Measures – Adjusted Net Interest Margin

(dollars in thousands)

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Reported: Net interest income	**$ 68,383**	$ 60,503	$ 59,757
Tax-equivalent adjustment	**677**	545	578
Purchase accounting accretion	**(2,994)**	(1,852)	(3,410)
Adjusted: Net interest income	**$ 66,066**	$ 59,196	$ 56,925
Average interest-earning assets	**$8,088,396**	$ 7,174,755	$ 6,976,383
Reported: Net interest margin[1]	**3.46%**	3.38%	3.51%
Adjusted: Net Interest margin[1]	**3.31%**	3.27%	3.31%

[1] Annualized measure.

Reconciliation of Non-GAAP Financial Measures – Adjusted Efficiency Ratio

(dollars in thousands)

	Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Reported: Net Interest income	**$ 68,383**	$ 60,503	$ 59,757
Tax- equivalent adjustment	**677**	545	578
Tax equivalent interest income	**$ 69,060**	$ 61,048	$ 60,335
Reported: Non-interest income	**25,945**	22,852	22,486
Security gain net	**(42)**	(171)	-
Adjusted: Non-interest income	**$ 25,903**	$ 22,681	$ 22,486
Reported: Non-interest expense	**57,163**	48,769	51,040
Amortization of intangible assets	**(2,094)**	(1,404)	(1,515)
Non-operating adjustments:			
Salaries, wages and employee benefits	-	(640)	(1,650)
Data processing	**(107)**	-	(372)
Other	**(1,372)**	(262)	(1,505)
Adjusted: Non-interest expense	**$ 53,590**	$ 46,463	$ 45,998
Reported: Efficiency ratio	**57.99%**	56.57%	59.80%
Adjusted: Efficiency ratio	**56.43%**	55.49%	55.54%

Reconciliation of Non-GAAP Financial Measures – Tangible common equity to tangible assets, Tangible book value per share, Return on average tangible common equity

(dollars in thousands)

	As of and for the Three Months Ended		
	March 31, 2019	December 31, 2018	March 31, 2018
Total assets	**$ 9,537,334**	$ 7,702,357	$ 7,778,746
Goodwill and other intangible assets, net	**(377,739)**	(300,558)	(304,897)
Tax effect of other intangible assets, net	**17,751**	8,547	9,675
Tangible assets	**$ 9,177,346**	$ 7,410,346	$ 7,483,524
Total stockholders' equity	**1,186,141**	994,964	942,146
Goodwill and other intangible assets, net	**(377,739)**	(300,558)	(304,897)
Tax effect of other intangible assets, net	**17,751**	8,547	9,675
Tangible common equity	**$ 826,153**	$ 702,953	$ 646,924
Ending number of common shares outstanding	**55,624,627**	48,874,836	48,717,239
Tangible common equity to tangible assets[1]	**9.00%**	9.49%	8.64%
Tangible book value per share	**$ 14.53**	$ 14.21	$ 13.08
Average common equity	**$ 1,109,872**	$ 979,502	$ 933,762
Average goodwill and intangibles, net	**(352,587)**	(301,479)	(306,968)
Average tangible common equity	**$ 757,285**	$ 678,023	$ 626,794
Reported: Return on average tangible common equity[2]	**13.64%**	14.80%	14.18%
Adjusted: Return on average tangible common equity[2,3]	**14.25%**	15.19%	16.13%

[1] Tax-effected measure.
[2] Annualized measure.
[3] Calculated using adjusted net income.

Special Note Concerning Forward-Looking Statements

Statements made in this report, other than those concerning historical financial information, may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, plans, objectives, future performance and business of the Company. Forward-looking statements, which may be based upon beliefs, expectations and assumptions of the Company's management and on information currently available to management, are generally identifiable by the use of words such as "believe," "expect," "anticipate," "plan," "intend," "estimate," "may," "will," "would," "could," "should" or other similar expressions. Additionally, all statements in this document, including forward-looking statements, speak only as of the date they are made, and we undertake no obligation to update any statement in light of new information or future events. A number of factors, many of which are beyond our ability to control or predict, could cause actual results to differ materially from those in our forward-looking statements. These factors include, among others, the following: (i) the strength of the local, state, national and international economy (including the impact of tariffs, a U.S. withdrawal from or significant negotiation of trade agreements, trade wars and other changes in trade regulations); (ii) the economic impact of any future terrorist threats or attacks; (iii) changes in state and federal laws, regulations and governmental policies concerning the Company's general business; (iv) changes in interest rates and prepayment rates of the Company's assets; (v) increased competition in the financial services sector and the inability to attract new customers; (vi) changes in technology and the ability to develop and maintain secure and reliable electronic systems; (vii) the loss of key executives or employees; (viii) changes in consumer spending; (ix) unexpected results of current and/or future acquisitions, which may include failure to realize the anticipated benefits of the acquisition and the possibility that the transaction costs may be greater than anticipated; (x) unexpected outcomes of existing or new litigation involving the Company; (xi) changes in accounting policies and practices; and (xii) the economic impact of exceptional weather occurrences such as tornadoes, hurricanes, floods, and blizzards. These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Additional information concerning the Company and its business, including additional factors that could materially affect its financial results, is included in the Company's filings with the Securities and Exchange Commission.

(Back To Top)

Section 3: EX-99.2 (EXHIBIT 99.2)

Exhibit 99.2

EMPLOYMENT AGREEMENT

ADDENDUM

This **Employment Agreement Addendum** (this "**Addendum**") is entered into by and between **First Busey Corporation** (the "**Company**") and **Christopher M. Shroyer** ("**Executive**," and together with the Company, the "**Parties**") for the purposes and reasons stated below.

RECITALS

A. Executive is currently a party to that certain Employment Agreement by and between Executive and the Company, dated July 31, 2007, as amended (the "**Agreement**");

B. The Company is the sole shareholder of Busey Bank.

C. This Addendum is made a part of the Agreement, incorporates all defined terms therein unless otherwise defined herein, and in the event of any conflict between the terms contained in this Addendum and the terms contained in the Agreement, the terms contained in this Addendum shall supersede and control the obligations and liabilities of the Parties; and

D. The Parties desire to modify the Agreement to reflect agreed upon changes to Executive's job duties and compensation structure.

AGREEMENT

In consideration of the foregoing and the mutual promises and covenants of the Parties set forth in this Addendum, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties, intending to be legally bound, hereby expressly covenant and agree as follows:

1. **Position and Responsibilities.** Effective as of April 23, 2019 (the "**Addendum Date**"), Executive's position shall be Executive Vice President and Market Chairman — Central Region for Busey Bank. In this position, Executive shall report to the President and Chief Executive Officer of Busey Bank.

2. **Base Salary.** As of the Addendum Date, Executive's Base Salary shall be $250,000.

3. **Incentive Bonus.** Executive shall continue to be eligible for participation in the Company's annual incentive plan; *provided however*, that

(A) for the calendar year 2019 bonus, to be paid in the spring of 2020, Executive's bonus shall be not less than $200,000, and (B) for the calendar year 2020 bonus, to be paid in the spring of 2021, Executive's bonus shall be not less than $200,000; *provided further*, that Executive must remain continuously employed by the Company through the date on which each such bonus is earned pursuant to the terms of the Company's annual incentive plan, as may be in effect from time to time, in order be eligible to receive each such bonus.

4. **Equity Incentive Awards.** Executive shall continue to be eligible for participation in the Company's equity incentive plan, subject to approval and action by the Company's Board of Directors; *provided*, Executive shall be recommended for grant of restricted stock units, when such awards are granted to other senior executives of the Company in 2019, with a grant date value of not less than $250,000.

5. **Severance and Change in Control Benefits.** In the event of Executive's termination of employment pursuant to Section 4(a) or 4(c) of the Agreement, the defined term "Severance Payment," as used under Sections 4(g)(i) and 4(g)(ii) of the Agreement, shall be calculated using a $325,000 Base Salary and a $250,000 bonus.

6. **Executive Acknowledgement.** Executive expressly acknowledges and agrees that the change in position, title and duties, and the compensation structure, each as set forth herein, does not, individually or collectively, constitute Constructive Discharge under Section 4 (c) of the Agreement.

7. **Entire Agreement.** This Addendum, in addition to the Agreement, constitutes the entire agreement between the Parties concerning the subject matter hereof, and supersedes all prior negotiations, undertakings, agreements, and arrangements with respect thereto, whether written or oral.

****

IN WITNESS WHEREOF, the Company and Executive have duly executed this Addendum as of the Addendum Date.

FIRST BUSEY CORPORATION	**EXECUTIVE**
By: /s/ Van A. Dukeman	/s/ Christopher M. Shroyer
Its: President & CEO	

(Back To Top)

Section 4: EX-99.3 (EXHIBIT 99.3)

Exhibit 99.3

April 23, 2019

Mr. Robin Elliott
c/o First Busey Corporation
100 W. University Avenue
Champaign, IL 61820

Re: Employment Agreement

Dear Robin:

As you are aware, First Busey Corporation has implemented several changes in the executive management of the company, effective on or about April 23, 2019. As part of such initiatives, with your consent and acknowledgement, we are making the following changes to your job titles and duties:

1. You will become the President and Chief Executive Officer of Busey Bank and report to the board of directors of Busey Bank and the President and Chief Executive Officer of First Busey.

2. The company will initiate a search for a replacement Chief Financial Officer and when that position is filled, you will no longer serve as the Chief Financial Officer.

Please confirm your agreement to the changes noted above as though such changes were reflected in your Employment Agreement by signing below and returning a copy of this letter to John Powers. This letter will act as an addendum to your Employment Agreement.

Thank you for your continued efforts.

Kindest regards,

/s/ Van A. Dukeman
Van A. Dukeman
Chief Executive Officer
First Busey Corporation

I understand and agree to the foregoing changes
to my employment agreement.

/s/ Robin Elliott
Robin Elliott
April 15, 2019
(Back To Top)