

RIO TINTO PLC
Form 11-K/A
July 20, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K/A

(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

or

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-10533

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

ALCANCORP HOURLY EMPLOYEES SAVINGS PLAN

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

Rio Tinto plc

**6 St. James's Square
London SW1Y 4AD**

United Kingdom

Explanatory Note

This Amendment No. 1 to the Annual Report on Form 11-K for the fiscal year ended December 31, 2012 filed by the AlcanCorp Hourly Employees Savings Plan (the **Registrant**) with the Securities and Exchange Commission (the **SEC**) on June 21, 2013 (the **Original Filing**) is being filed by the Registrant to amend the Original Filing to remove the audit report of McGladrey LLP, the Registrant's former independent accounting firm, on the financial statements in the Original Filing, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the notes to the financial statements, and to mark such financial statements as being unaudited.

As a result of the foregoing, the financial statements included with this report should not be relied upon.

Unless expressly noted otherwise, the disclosures in this Form 11-K/A continue to speak as of the date of the Original Filing, and do not reflect events occurring after the filing of the Original Filing.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

ALCANCORP HOURLY EMPLOYEES SAVINGS PLAN

By:

/s/ MATTHEW TOTSCH

Name: Matthew Totsch

General Manager Human Resources & HSE - Rio
Tinto Minerals

Chairman Rio Tinto America Inc. Benefits Governance
Committee

Date: July 20, 2015

Alcancorp Hourly Employees Savings Plan

Financial Report

December 31, 2012 (Unaudited)

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Alcancorp Hourly Employees Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2012 and 2011 (Unaudited)

| | 2012 | | 2011 |
|---|----------------------|-----------|-------------------|
| | (Unaudited) | | (Unaudited) |
| Investments at fair value (Notes 4 and 5): | | | |
| Plan interest in Rio Tinto America Inc. Savings Plan Trust | \$ 21,109,165 | \$ | |
| Plan interest in Alcancorp Master Savings Trust | | | 25,112,586 |
| Receivables: | | | |
| Notes from participants (Note 2) | 996,805 | | 987,563 |
| Net assets available for benefits, at fair value | 22,105,970 | | 26,100,149 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts (Note 3) | (353,974) | | (573,813) |
| Net assets available for benefits | \$ 21,751,996 | \$ | 25,526,336 |

See Notes to Financial Statements.

Alcancorp Hourly Employees Savings Plan**Statement of Changes in Net Assets Available for Benefits****For the Year Ended December 31, 2012** (Unaudited)

| | |
|--|--------------------|
| | (Unaudited) |
| Investment results (Note 4): | |
| Plan interest in Rio Tinto America Inc. Savings Plan Trust's investment income | \$ 410,764 |
| Plan interest in Alcancorp Master Savings Trust's investment income | 1,575,761 |
| | 1,986,525 |
| Interest on notes from participants | 34,833 |
| Contributions: | |
| Participants | 1,159,643 |
| Participant rollovers | 34,144 |
| Total contributions | 1,193,787 |
| Benefits paid to participants | (6,546,126) |
| Administrative expenses | (4,102) |
| Net decrease before transfers | (3,335,083) |
| Transfers to the Alcancorp Employees Savings Plan (Note 1) | (439,257) |
| Net decrease after transfers | (3,774,340) |
| Net assets available for benefits: | |
| Beginning of the year | 25,526,336 |
| End of the year | \$ 21,751,996 |

See Notes to Financial Statements.

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 1. Description of the Plan

The following description of the AlcanCorp Hourly Employees Savings Plan (the Plan) provides only general information. Participants should refer to the plan document and summary plan description for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all full-time hourly employees of Alcan Corporation's (the Company) Sebree plant. Covered employees are eligible to join the Plan upon date of hire. Part-time employees are eligible upon completion of one year of service.

The Company is an indirect wholly owned subsidiary of Rio Tinto plc (the Parent). The Plan has appointed State Street Bank & Trust Company (State Street) to be the trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

The Plan was part of the AlcanCorp Master Savings Trust (the Alcan Trust), whose assets were held with Vanguard Fiduciary Trust Company (Vanguard). The Alcan Trust was established to hold the qualified defined contribution investment assets of the Plan and another plan sponsored by Alcan Corporation. Since November 9, 2012, the Plan is part of the Rio Tinto America Inc. Savings Plan Trust (the Master Trust), whose assets are held with State Street. The Master Trust was established to hold the qualified defined contribution investment assets of the Plan and certain other benefit plans sponsored by the Company and Rio Tinto America Inc. (and its subsidiaries).

Contributions: Participants may elect, under a salary reduction agreement, at any time to contribute to the Plan an amount up to 50 percent of their eligible compensation on a before-tax basis, an after-tax basis or any combination of the two, through payroll deductions. Contributions are limited by the Internal Revenue Code (IRC), which established a maximum contribution of \$17,000 (\$22,500 for participants over age 50) for the year ended December 31, 2012. In addition, employees may elect to contribute all or a portion of their special compensation on a before-tax basis, subject to IRC limitations.

Participant accounts: Each participant's account is credited with the participant's contributions, an allocation of the plan earnings, and administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-directed options for investments: Participants have the option to allocate plan contributions among several investment options, including common stock of the Parent in the form of a unitized fund with American Depositary Receipts (ADRs). All choices vary in types of investments, rates of return, and investment risk. Participants may elect to have all or part of their account balances and future contributions invested in one fund, transferred to another fund, or in any combination.

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Participants also have the option to invest in managed funds that are weighted based on the participant's retirement date. The funds assume participants will retire upon reaching age 65 and invest in collective trust funds.

Vesting: Participants are immediately vested in their respective accounts.

Alcancorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 1. Description of the Plan (Continued)

Payment of Benefits: Participants may request two withdrawals per year from the Plan; however, the Plan requires that withdrawals be made in the following order of priority:

- a. any after-tax portion of the employee contributions
- b. any rollover contributions
- c. any vested portion of the Basic Contribution in the Plan more than two years
- d. at age 59-1/2 or over, any Basic Contribution in the Plan less than two years, any Special Contribution and any before-tax portion of the Employee Contribution

Participants who have retired or have been terminated with more than \$5,000 in the Plan may leave their funds in the Plan until April 1 following the year they reach age 70-1/2 and may elect to make up to 12 withdrawals from the Plan per year. If the value of the vested portion of a participant's account is less than \$5,000, final payment cannot be deferred, and the vested portion of the account will be distributed in a lump-sum payment as soon as practicable. Upon termination, retirement, death or becoming permanently disabled, participants with an account balance of \$1,000 or more, or their beneficiaries, may elect to receive lump-sum distributions, annuity payments or rollover distributions in an amount equal to the value of the participant's vested interests in their accounts. If a participant terminates employment, and the participant's account balance is less than \$1,000, the Plan Administrator will authorize the benefit payment in a single lump sum, without the participant's consent.

Notes from participants: Participants may borrow from their total account balance a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of the participant's total vested account balance. Notes are taken from a participant's account in the same order in which withdrawals are permitted (see Payment of Benefits, above). Note terms range from six months to five years or up to 20 years for the purchase of a primary residence. Notes from participants are treated as a separate investment of the participant, and all principal and interest payments on note balances are credited to the participant account from which the note from the participant was made. The applicable rate of interest is the prime rate plus two percent at the beginning of the last month preceding the calendar quarter in which the note is approved. Principal and interest are paid ratably through payroll deductions. Notes from participants bear interest at rates ranging from 4.25 percent to 8.25 percent at December 31, 2012.

Transfers: Company employees not represented by a collective bargaining unit (nonunion employees) participate in the Alcancorp Employees Savings Plan (Nonunion Plan). If employees change from nonunion to union status during the year, or vice versa, their account balances are transferred between the Plan and the Nonunion Plan.

Forfeitures: Forfeitures are used to reduce future Company contributions or to pay administrative expenses of the Plan. At December 31, 2012 and 2011, forfeited nonvested accounts were approximately \$9,000 and \$8,000, respectively. No forfeitures were used to reduce Company contributions or pay administrative expenses in 2012.

Note 2. Summary of Significant Accounting Policies

Basis of presentation: The financial statements of the Plan are prepared on the accrual basis of accounting.

Use of estimates: The preparation of the financial statements in conformity with accounting principles generally accepted in the United States of America requires plan management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosures of contingent assets and liabilities and changes therein, at the date of the financial statements, and additions and deductions during the reporting period. Actual results could differ from those estimates.

Alcancorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 2. Summary of Significant Accounting Policies (Continued)

Risks and uncertainties: The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, currency exchange rate, and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

Investment valuation and income recognition: Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Rio Tinto America Inc. Savings Plan Investment Committee determines the Plan's valuation policies, utilizing information provided by the investment advisers and Plan Trustee. See Note 5 for discussion of fair value measurements.

Interest income is recorded on the accrual basis, and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes gains and losses on investments bought and sold as well as held during the year. Realized gains and losses related to sales of investments are recorded on a trade-date basis. Investment income and expenses are or were allocated to the Plan based upon its pro rata share in the net assets of the Master Trust or Alcan Trust.

Payment of benefits: Benefits are recorded when paid by the Plan.

Administrative expenses: The Company pays the majority of the costs and expenses incurred in administering the Plan. The Company provides accounting and other services for the Plan at no cost to the Plan.

The Master Trust has several fund managers that manage the investments held by the Plan. Fees for investment fund management services are included as a reduction of the return earned on each fund. In addition, during the year ended December 31, 2012, the Company paid all investment consulting fees related to these investment funds.

The fees related to transaction costs associated with the purchase or sale of Rio Tinto plc ADRs are paid by the participants.

Notes from participants: Notes from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Default notes from participants are recorded as a distribution based on the terms of the plan document.

Accounting guidance requires that participant loans be classified as notes from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued interest. Notes from participants have been classified as an investment asset for Form 5500 reporting purposes.

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 2. Summary of Significant Accounting Policies (Continued)

Recent pronouncement: In 2011, the Financial Accounting Standards Board issued Accounting Standards Update (ASU) 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs*. ASU 2011-04 converges the fair value measurement guidance in U.S. GAAP and International Financial Reporting Standards. Some amendments clarify the application of existing fair value measurement requirements and others change a particular principle for measuring fair value for disclosing fair value measurement information. In addition, ASU 2011-04 requires additional fair value disclosures. The adoption of ASU 2011-04 as of January 1, 2012, did not have a material effect on the Plan or Master Trust's net assets available for benefits or changes in net assets available for benefits.

Pending pronouncement: In 2012, the Financial Accounting Standards Board issued ASU 2012-04, *Technical Corrections and Improvements*, which includes technical corrections and improvements related to fair value measurements, which the Plan or Master Trust have not yet fully adopted, as the effective date is for fiscal periods beginning after December 15, 2012.

Note 3. Fully Benefit-Responsive Investment Contracts

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The statements of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the Plan's interest in the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract-value basis for fully benefit-responsive investment contracts.

Note 4. Plan Interest in the Master Trust and the Alcan Trust

The Plan's investments are included in the investments of the Master Trust. Each participating retirement plan has a divided interest in the Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning-of-year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income (loss) less actual distributions, and allocated administrative expenses. Investment income (loss), investment management fees and other direct expenses relating to the Master Trust are allocated to individual plans based on the average daily balances. The Plan's interest in the Master Trust was 3.0 percent as of December 31, 2012. The Master Trust also includes the investment assets of the following retirement plans:

- Rio Tinto America Inc. 401(k) Savings Plan and Investment Partnership Plan

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- Kennecott Utah Copper 401(k) Savings Plan for Represented Hourly Employees
- U.S. Borax Inc. 401(k) Savings and Retirement Contribution Plan for Represented Hourly Employees
- Rio Tinto Alcan 401(k) Savings Plan for Former Employees
- AlcanCorp Employees Savings Plan

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 4. Plan Interest in the Master Trust and the Alcan Trust (Continued)

As of December 31, 2011, the Plan's investments were included in the investments of the Alcan Trust. Each participating retirement plan had a divided interest in the Alcan Trust. The value of the Plan's interest in the Alcan Trust was based on the beginning-of-year value of the Plan's interest in the Alcan Trust plus actual contributions and allocated investment income (loss) less actual distributions, and allocated administrative expenses. Investment income (loss), investment management fees and other direct expenses relating to the Alcan Trust were allocated to individual plans based on the average daily balances. The Plan's interest in the Alcan Trust was 13.2 percent as of December 31, 2011. The Alcan Trust also included the investment assets of the AlcanCorp Employees Savings Plan. On November 9, 2012, all assets were transferred to the Master Trust.

The following is a summary of the Master Trust assets, the Plan's divided interest in the assets of the Master Trust, and the Plan's divided interest percentage ownership of the Master Trust assets as of December 31, 2012:

| | December 31, 2012 | | |
|---|--------------------------------|--|--|
| | Master Trust Assets | Plan's Interest in Master Trust | Plan's Percent Interest in Master Trust |
| | (Unaudited) | (Unaudited) | (Unaudited) |
| Investments at fair value: | | | |
| Mutual funds | \$ 321,715,507 | \$ 7,804,344 | 2.4 |
| Stable value fund | 194,572,398 | 9,632,251 | 5.0 |
| Collective trust funds | 125,736,983 | 3,424,327 | 2.7 |
| Rio Tinto plc common stock ADRs | 52,737,988 | 19,138 | 0.0 |
| Interest-bearing cash | 5,474,520 | 229,105 | 4.2 |
| Net assets available for benefits, at fair value | 700,237,396 | 21,109,165 | 3.0 |
| Adjustment from fair value to contract value for fully benefit-responsive | (7,150,299) | (353,974) | 5.0 |
| Net assets available for benefits | \$ 693,087,097 | \$ 20,755,191 | 3.0 |

The following is a summary of the Alcan Trust assets, the Plan's divided interest in the assets of the Alcan Trust, and the Plan's divided interest percentage ownership of the Alcan Trust assets as of December 31, 2011:

| | December 31, 2011 | | |
|----------------------------|-------------------------------|---|---|
| | Alcan Trust Assets | Plan's Interest in Alcan Trust | Plan's Percent Interest in Alcan Trust |
| | (Unaudited) | (Unaudited) | (Unaudited) |
| Investments at fair value: | | | |

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| | | | | | |
|---|----|-------------|----|------------|------|
| Mutual funds | \$ | 102,371,875 | \$ | 12,720,921 | 12.4 |
| Common collective fund | | 86,956,399 | | 12,391,665 | 14.3 |
| Net assets available for benefits, at fair value | | 189,328,274 | | 25,112,586 | 13.3 |
| Adjustment from fair value to contract value for fully benefit-responsive | | (4,026,636) | | (573,813) | 14.3 |
| Net assets available for benefits | \$ | 185,301,638 | \$ | 24,538,773 | 13.2 |

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 4. Plan Interest in the Master Trust and the Alcan Trust (Continued)

During 2012, the Master Trust's investments (including investments bought and sold, as well as held during the year) appreciated as follows:

| | |
|--|---------------|
| | (Unaudited) |
| Net appreciation in fair value of investments: | |
| Mutual funds | \$ 38,850,403 |
| Collective trust funds | 6,690,732 |
| Rio Tinto plc common stock ADRs | 9,187,061 |
| Net appreciation in fair value of investments | \$ 54,728,196 |

During the period from January 1, 2012, through November 9, 2012, the Alcan Trust's investments (including investments bought and sold, as well as held during the year) appreciated as follows:

| | |
|--|---------------|
| | (Unaudited) |
| Net appreciation in fair value of investments: | |
| Registered investment companies | \$ 10,107,770 |

The following are changes in net assets for the Master Trust for the year ended December 31, 2012:

| | |
|---|----------------|
| | (Unaudited) |
| Investment results: | |
| Net appreciation in fair value of investments | \$ 54,728,196 |
| Interest and dividends | 14,710,354 |
| Net investment results | 69,438,550 |
| Net transfers | 79,570,902 |
| Administrative expenses | (213,327) |
| Increase in net assets | 148,796,125 |
| Net assets: | |
| Beginning of year | 544,290,972 |
| End of year | \$ 693,087,097 |

The following are changes in net assets for the Alcan Trust for the period from January 1, 2012, through November 9, 2012:

| | |
|---|---------------|
| | (Unaudited) |
| Investment results: | |
| Net appreciation in fair value of investments | \$ 10,107,770 |
| Interest and dividends | 2,723,873 |
| Net investment results | 12,831,643 |
| Net transfers | (198,113,824) |
| Administrative expenses | (19,457) |
| Decrease in net assets | (185,301,638) |
| Net assets: | |
| Beginning of year | 185,301,638 |
| End of year | \$ |

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 4. Plan Interest in the Master Trust and the Alcan Trust (Continued)

The following table presents the investments that represent 5 percent or more of the Master Trust's net assets and the Plan's share of investments in the Master Trust that represent 5 percent or more of the Plan's net assets as of December 31, 2012:

| | 2012 | |
|--|---------------------|--------------|
| | Master Trust | Plan |
| | (Unaudited) | (Unaudited) |
| Invesco Stable Value Trust | \$ 194,572,398 | \$ 9,632,251 |
| Vanguard Institutional Index; Class I Shares | 54,743,013 | 3,705,974 |
| Rio Tinto plc common stock ADRs | 52,737,988 | * |
| PIMCO Total Return Fund; Institutional Shares | 48,447,090 | * |
| SSgA S&P 500 Index Fund; Class N Shares | 45,056,176 | 1,173,836 |
| Dodge & Cox Stock Fund | 44,236,592 | * |
| ICM Small Company Fund | * | 1,312,051 |

The following table presents the investments that represent 5 percent or more of the Alcan Trust's net assets and the Plan's share of investments in the Alcan Trust that represent 5 percent or more of the Plan's net assets as of December 31, 2011:

| | 2011 | |
|---|--------------------|-------------|
| | Alcan Trust | Plan |
| | (Unaudited) | (Unaudited) |
| T. Rowe Price Small Cap Value Fund | \$ 9,458,166 | 1,281,405 |
| Vanguard 500 Index Fund | 32,853,140 | 4,604,490 |
| Vanguard LifeStrategy Moderate Growth Fund | 23,894,244 | 3,319,222 |
| Vanguard Retirement Savings Trust (at contract value) | 82,929,763 | 11,817,852 |
| PIMCO Total Return Fund | 9,606,677 | * |

*Investment did not exceed 5 percent of the Master Trust's, Alcan Trust's or Plan's net assets in the year indicated.

Alcancorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 5. Fair Value Measurements

Accounting guidance provides the framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

Level 1: Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2: Inputs to the valuation methodology include quoted market prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3: Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no significant changes in the methodologies used at December 31, 2012 and 2011.

Mutual funds: Mutual funds are valued at the daily closing price as reported by the fund. Mutual funds held by the Master Trust and Alcan Trust are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Master Trust and Alcan Trust are deemed to be actively traded.

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Stable value fund: The stable value fund is valued based upon the per share NAV of the underlying securities. Underlying short-term securities are valued at amortized cost if maturity is 60 days or less at the time of purchase, or market value if maturity is greater than 60 days. Underlying investments in collective trusts are valued at the respective NAV as reported by such trusts. Underlying debt securities are valued on the basis of valuations provided by independent pricing services, or obtained from dealers making a market for such securities when independent pricing service valuations are not available.

Collective trust funds: The collective trust funds are valued at the underlying NAV per unit, which is based on the fair values of the underlying funds, using a market approach. Underlying equity investments for which market quotations are readily available are reported at the last reported sale price on their principal exchange, market or system on valuation date, or official close price of certain markets. If no sales are reported for that day, investments are valued at the last published sales price, the mean between the last reported bid and asked prices, or at fair value as determined in good faith by the trustee of the fund. Underlying short-term investments are stated at amortized cost, which approximates fair value. Underlying registered investment companies or collective investment funds are valued at their respective NAV. Underlying fixed-income investments are valued based on the basis of valuations furnished by independent pricing services. In the event current market prices or quotations are not readily available or deemed unreliable by the fund trustee, the fair value of the underlying fund will be determined in good faith by the fund trustee, using alternative fair valuation methods.

Alcancorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 5. Fair Value Measurements (Continued)

Rio Tinto plc common stock ADRs: Rio Tinto plc common stock ADRs are valued at the closing price reported on the active market on which individual securities are traded.

Interest-bearing cash: Interest-bearing cash is valued at cost plus accrued income, which approximates fair value measured by similar assets in active markets.

The following table sets forth, by level within the fair value hierarchy, the Master Trust's fair value measurements at December 31, 2012:

| | Assets at Fair Value as of December 31, 2012 | | | Total (Unaudited) |
|---------------------------------|--|------------------------|------------------------|----------------------|
| | Level 1 (Unaudited) | Level 2 (Unaudited) | Level 3 (Unaudited) | |
| Mutual funds: | | | | |
| Large cap | \$ 133,659,931 | \$ | \$ | \$ 133,659,931 |
| Mid cap | 34,764,146 | | | 34,764,146 |
| Small cap | 33,452,050 | | | 33,452,050 |
| International | 41,367,018 | | | 41,367,018 |
| Bond investments | 78,472,362 | | | 78,472,362 |
| Stable value fund | | 194,572,398 | | 194,572,398 |
| Collective trust funds: | | | | |
| Bond investments | | 31,378,192 | | 31,378,192 |
| Commodities futures market | | 3,507,864 | | 3,507,864 |
| Foreign | | 23,288,813 | | 23,288,813 |
| Large Cap | | 45,056,176 | | 45,056,176 |
| Real estate | | 2,919,632 | | 2,919,632 |
| Small-mid cap | | 15,086,170 | | 15,086,170 |
| U.S. fixed-income securities | | 3,116,019 | | 3,116,019 |
| U.S. money market securities | | 1,384,117 | | 1,384,117 |
| Rio Tinto plc common stock ADRs | 52,737,988 | | | 52,737,988 |
| Interest-bearing cash | 5,474,520 | | | 5,474,520 |
| | \$ 379,928,015 | \$ 320,309,381 | \$ | \$ 700,237,396 |

The following table sets forth, by level within the fair value hierarchy, the Alcan Trust's fair value measurements at December 31, 2011:

| | Assets at Fair Value as of December 31, 2011 | | | Total |
|--|--|---------|---------|-------|
| | Level 1 | Level 2 | Level 3 | |

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| | (Unaudited) | (Unaudited) | (Unaudited) | (Unaudited) |
|--------------------------------|----------------|---------------|-------------|----------------|
| Mutual funds: | | | | |
| Asset allocation | \$ 34,006,143 | \$ | \$ | \$ 34,006,143 |
| Fixed income | 9,676,878 | | | 9,676,878 |
| International | 8,173,377 | | | 8,173,377 |
| Large cap | 37,689,903 | | | 37,689,903 |
| Small cap | 12,825,574 | | | 12,825,574 |
| Collective trust funds: | | | | |
| Stable value fund | | 86,956,399 | | 86,956,399 |
| | \$ 102,371,875 | \$ 86,956,399 | \$ | \$ 189,328,274 |

AlcanCorp Hourly Employees Savings Plan**Notes to Financial Statements (Unaudited)****Note 5. Fair Value Measurements (Continued)**

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. The Master Trust evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no transfers between levels.

The Master Trust and Alcan Trust follow guidance on how entities should estimate fair value of certain alternative investments. The fair value of investments within the scope of the guidance can be determined using NAV per share as a practical expedient, when fair value is not readily determinable, unless it is probable the investment will be sold at something other than NAV.

The following table includes categories of investments within the Master Trust where NAV is available as a practical expedient as of December 31, 2012:

| | December 31, 2012 | Redemption Frequency | Redemption Notice Period |
|----------------------------------|----------------------|-------------------------|-----------------------------|
| | (Unaudited) | | |
| Stable value fund: | | | |
| Invesco stable value fund (a) | \$ 194,572,398 | Daily | None |
| Collective trust funds: | | | |
| Bond investments (b) | 31,378,192 | Daily* | None |
| Commodities futures market (c) | 3,507,864 | Daily* | None |
| Foreign (d) | 23,288,813 | Daily* | None |
| Large Cap (e) | 45,056,176 | Daily* | None |
| Real estate (f) | 2,919,632 | Daily* | None |
| Small-mid cap (g) | 15,086,170 | Daily* | None |
| U.S. fixed-income securities (h) | 3,116,019 | Daily* | None |
| U.S. money market securities (i) | 1,384,117 | Daily* | None |

*The fund trustee, in its sole discretion, reserves the right to value any contributions or withdrawals as of the next succeeding valuation date or another date as the fund trustee deems appropriate.

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The following table includes categories of investments within the Alcan Trust where NAV is available as a practical expedient as of December 31, 2011:

| | December 31, 2011 | Redemption Frequency | Redemption Notice Period |
|-------------------------|------------------------------|---------------------------------|-------------------------------------|
| | (Unaudited) | | |
| Collective trust funds: | | | |
| Stable value fund (j) | \$ 12,391,665 | Daily | 1 year |

There are no unfunded commitments related to the categories of investments where NAV is available as a practical expedient.

Alcancorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 5. Fair Value Measurements (Continued)

-
- (a) The fund seeks preservation of principal and to provide interest income reasonably obtained under prevailing market conditions and rates, consistent with seeking to maintain required liquidity.
 - (b) The trust funds seek investment return that approximate as closely as practicable, before expenses, the performance of a U.S. bond index over the long term.
 - (c) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Dow Jones-UBS Commodity Total Return IndexSM over the long term.
 - (d) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the MSCI ACWI ex-USA IMI Index over the long term.
 - (e) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the S&P 500 over the long term.
 - (f) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the FTSE EPRA/NAREIT Developed Liquid Index over the long term.
 - (g) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Russell Small Cap Completeness Index over the long term.
 - (h) The fund seeks an investment return that approximates as closely as practicable, before expenses, the performance of the Barclays U.S. 1-3 Year Government/Credit Bond Index over the long term.
 - (i) The fund seeks to maximize current income, to the extent consistent with the preservation of capital and liquidity and the maintenance of a stable \$1.00 per share NAV, by investing in U.S. dollar-denominated money market securities.
 - (j) This fund seeks to provide participants with an attractive rate of interest and safety of principal by investing in investment contracts issued by financial institutions and in contracts that are backed by high-quality bonds and bond mutual funds owned by the trustee on behalf of the Alcan Trust.

Note 6. Parties-in-Interest Transactions

The Master Trust is managed by State Street. Therefore, transactions within the Master Trust qualify as party-in-interest transactions. The Master Trust also holds collective trust funds that are managed by State Street Global Advisors (SSgA), the investment management division of State Street. Fees paid by the Master Trust or Plan for investment management services to State Street or SSgA were included as a reduction of the return earned on each investment.

The Master Trust invests in Rio Tinto plc common stock ADRs. The Master Trust held 912,975 and 990,443 shares of Rio Tinto plc common stock ADRs at December 31, 2012 and 2011, respectively, valued at \$58.05 and \$48.88, respectively. During the year ended December 31,

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2012, purchases and sales of shares by the Master Trust totaled approximately \$5,573,000 and \$9,807,000, respectively.

During the year ended December 31, 2012, the Plan had transactions with Xerox Business Services, LLC, the Plan's record keeper, which are allowed by the Plan. These transactions qualify as party-in-interest transactions, which are exempt from prohibited transaction rules.

AlcanCorp Hourly Employees Savings Plan

Notes to Financial Statements (Unaudited)

Note 6. Parties-in-Interest Transactions (Continued)

Certain plan investments are shares of mutual funds and units of a collective trust fund managed by The Vanguard Group, a company affiliated with Vanguard Fiduciary Trust Company. Vanguard Fiduciary Trust Company is the former trustee of the Plan and the Alcan Trust, as defined by the Plan and Trust, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for administrative expenses to Vanguard Fiduciary Trust Company amounted to approximately \$4,100 for the period from January 1, 2012, through November 9, 2012.

Note 7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of termination, all participants would become fully vested in their accounts.

Note 8. Tax Status

314,214

Subordinated debentures

50,175

50,175

50,175

50,175

50,175

92,888

92,888

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| | Six-Months | | Year Ended December 31, | | | | |
|--|---------------------------------------|--------|-------------------------|---------|---------|---------|---------|
| | Ended June 30, 2013 (Unaudited) | 2012 | 2012 | 2011 | 2010 | 2009 | 2008 |
| SELECTED RATIOS | | | | | | | |
| Net interest income to average interest earning assets | 4.20 % | 4.12 % | 4.01 % | 4.42 % | 4.36 % | 5.00 % | 4.48 % |
| Net income (loss) to ⁽²⁾⁽³⁾ | | | | | | | |
| Average common equity | 226.29 | 45.34 | 68.29 | (68.44) | (54.38) | (90.72) | (39.01) |
| Average assets | 6.52 | 0.48 | 0.92 | (1.02) | (0.75) | (3.17) | (2.88) |
| Average shareholders' equity to average assets | 7.00 | 4.47 | 4.82 | 4.76 | 3.92 | 5.80 | 7.50 |
| Tier 1 capital to average assets | 10.35 | 6.55 | 8.08 | 6.25 | 6.35 | 5.27 | 8.61 |
| Non-performing loans to portfolio loans | 1.45 | 3.09 | 2.32 | 3.80 | 3.73 | 4.78 | 5.09 |

(1) Per share data has been adjusted for a 1-for-10 reverse stock split in 2010.

(2) These amounts are calculated using net income (loss) applicable to common stock.

(3) Net income for the 6-month periods ended June 30, 2013 and 2012 has been annualized for purposes of these ratios.

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RISK FACTORS

An investment in our common stock involves risks. You should carefully consider the risks described below together with the other information contained or incorporated by reference into this prospectus, including the information contained in the section entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2012, and any risks described in our other filings with the SEC, which are incorporated into this prospectus, before investing in our common stock. The risks described below and in the documents referred to in the preceding sentence are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations and financial condition. If any of these risks actually occur, our business, results of operations, and financial condition could suffer. In that case, the trading price of our common stock may decline, and you may lose all or part of your investment.

RISKS RELATED TO OUR EFFORTS TO RAISE CAPITAL

This offering will be highly dilutive to our existing common shareholders.

If successful, this offering will result in the issuance of a significant number of shares of our common stock and will be highly dilutive to our existing common shareholders and their voting power. Please see "Capitalization" below for more information. The market price of our common stock could decline as a result of the dilutive effect of this offering.

This offering could result in one or more private investors owning a significant percentage of our stock and having the ability to exert influence over our management and operations.

It is possible that one or more investors could end up as the owner of a significant portion of our common stock if, for example, such investor makes a significant investment in our common stock in this offering.

Any such significant shareholder could exercise influence on matters submitted to our shareholders for approval, including the election of directors. In addition, having a significant shareholder could make future transactions more difficult or even impossible to complete without the support of such shareholder, whose interests may not coincide with interests of smaller shareholders. These possibilities could have an adverse effect on the market price of our common stock.

However, we do not expect any single investor to acquire a significant portion of our common stock in this offering.

As noted below, if we are deemed to experience a change in ownership under federal tax laws, it would negatively affect our ability to utilize our net operating loss carryforwards and other deferred tax assets in the future. As a means of reducing the likelihood of an ownership change, we adopted a Tax Benefits Preservation Plan in 2011 that discourages any person who is not already a 5% or greater shareholder from becoming a 5% or greater shareholder (with certain limited exceptions).

In addition, we expect to limit the amount of stock acquired by any single investor in this offering to avoid an ownership change under the federal tax laws. It is possible we will agree to sell a number of shares of our common stock in this offering to an investor that would cause that investor to own 5% or more of the outstanding shares of our common stock after completion of this offering. However, we intend to ensure that all sales of our common stock in this offering are conducted in such a manner as to avoid an ownership change under federal tax laws that would preclude us from utilizing the loss carryforwards.

It is possible the sale of our common stock in this offering, by itself or in conjunction with our redemption of the Series B Convertible Preferred Stock and related Warrant, will trigger an ownership change under federal tax law that would negatively affect our ability to utilize net operating loss carryforwards and other deferred tax assets in the

future.

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As of June 30, 2013, we had federal loss carryforwards of approximately \$110.2 million. Under federal tax law, our ability to utilize these carryforwards and other deferred tax assets is limited if we are deemed to experience a change of ownership pursuant to Section 382 of the Internal Revenue Code. This would result in our loss of the benefit of these deferred tax assets. Please see the more detailed discussion of these tax rules under "Results of Operations - Income Tax Expense (Benefit)" in our Annual Report on Form 10-K.

As noted above, we expect to limit the amount of stock acquired by any single investor in this offering to avoid an ownership change under the federal tax laws that would preclude us from utilizing the loss carryforwards.

We will retain broad discretion in using certain of the net proceeds from this offering.

The primary purpose of this offering is to allow us to exit TARP through a redemption of the Series B Convertible Preferred Stock and related Warrant currently held by the Treasury. As described under "Capital Plan and This Offering" below, we have the ability to cause such redemption if we meet certain conditions. This offering is intended to satisfy the condition that we complete new cash equity raises of not less than \$86.0 million and to raise sufficient proceeds for us to complete the redemption of the securities held by the Treasury.

Assuming we are successful in raising aggregate gross cash proceeds of \$86.0 million in this offering, we anticipate net proceeds available to us, after paying offering expenses, to be approximately \$81.1 million. We intend to use these net proceeds to redeem the preferred stock and warrant held by the Treasury pursuant to the Redemption Agreement, for a total purchase price of \$81.0 million.

The underwriters of this offering have the option to purchase up to an aggregate of [•] additional shares of our common stock at the public offering price, less the underwriting discount and commission set forth on the cover page of this prospectus. If the underwriters exercise this option, it would result in additional net cash proceeds to us of up to approximately \$12.3 million. We currently do not have any specific plans as to how such additional cash proceeds would be used. One potential use of the proceeds would be to redeem a portion of our outstanding trust preferred securities. The aggregate liquidation amount (excluding accrued dividends) of our outstanding trust preferred securities is \$48.7 million. Of this amount, an aggregate of \$9.2 million in liquidation amount (excluding accrued dividends) has a fixed annual dividend rate of 8.25%. (By comparison, as of June 30, 2013, the dividend rates on the \$39.5 million balance of our remaining variable rate trust preferred securities ranged from 1.88% to 3.73%.) We have no definitive plans to redeem these trust preferred securities, and such redemption would be subject to the prior approval of our regulators.

Our management will retain broad discretion to allocate any net proceeds of this offering in excess of the amount used to redeem our securities from the Treasury. Our management may use any such excess net proceeds for corporate purposes that may not increase our market value or make us more profitable. Management's failure to use any such excess net proceeds effectively could have an adverse effect on our business, financial condition, and results of operations.

RISKS RELATED TO THE MARKET PRICE AND VALUE OF THE COMMON STOCK OFFERED

You may not receive dividends on the shares of common stock you purchase in this offering at any time in the near future.

Holders of our common stock are only entitled to receive such dividends as our board of directors may declare out of funds legally available for such payments. We are currently prohibited from paying any cash dividends on our common stock. Even when such prohibitions end, there are restrictions on our ability to pay cash dividends that will likely continue to materially limit our ability to pay cash dividends. We cannot provide any assurances of when we may pay cash dividends in the future. Furthermore, our common shareholders are subject to the prior dividend rights

of any holders of our preferred stock. See "Dividend Policy" below for more information.

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The trading price of our common stock may be subject to continued significant fluctuations and volatility.

The market price of our common stock could be subject to significant fluctuations due to, among other things:

actual or anticipated quarterly fluctuations in our operating and financial results, particularly if such results vary from the expectations of management, securities analysts, and investors, including with respect to further loan losses or vehicle service contract counterparty contingencies expenses we may incur;

announcements regarding significant transactions in which we may engage, including this offering;

market assessments regarding such transactions, including the timing, terms, and likelihood of success of this offering;

developments relating to litigation or other proceedings that involve us;

changes or perceived changes in our operations or business prospects;

legislative or regulatory changes affecting our industry generally or our businesses and operations;

- the failure of general market and economic conditions to stabilize and recover, particularly with respect to economic conditions in Michigan, and the pace of any such stabilization and recovery;

the operating and share price performance of companies that investors consider to be comparable to us;

- future offerings by us of debt, preferred stock, or trust preferred securities, each of which would be senior to our common stock upon liquidation and for purposes of dividend distributions;

actions of our current shareholders, including future sales of common stock by existing shareholders and our directors and executive officers; and

other changes in U.S. or global financial markets, economies, and market conditions, such as interest or foreign exchange rates, stock, commodity, credit or asset valuations or volatility.

Stock markets in general, and our common stock in particular, have experienced significant volatility since October 2007 and continue to experience significant price and volume volatility. As a result, the market price of our common stock, which has ranged from \$1.01 per share to \$139.20 per share during this period, may continue to be subject to similar market fluctuations that may or may not be related to our operating performance or prospects. Increased volatility could result in a decline in the market price of our common stock.

We urge you to obtain current market quotations for our common stock when you consider this offering.

Our common stock trading volumes may not provide adequate liquidity for investors.

Shares of our common stock are listed on the Nasdaq Global Select Market; however, the average daily trading volume in our common stock is less than that of many larger financial services companies. A public trading market having the desired characteristics of depth, liquidity, and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. This capital offering is likely to positively impact the liquidity in our common stock; however, we cannot be sure this expectation will materialize. Given the current daily average trading volume of our common stock, if there is no change in liquidity as a result of this offering, significant sales of our common stock in a brief period of time, or the

expectation of these sales, could cause a decline in the price of the stock.

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Any future offerings of debt, preferred stock, or trust preferred securities, each of which would be senior to our common stock upon liquidation and for purposes of dividend distributions, and any future equity offerings may adversely affect the market price of our common stock.

We may attempt to increase our capital resources, or we or our bank could be forced by federal and state bank regulators to raise additional capital, by making additional offerings of debt or preferred equity securities, including medium-term notes, trust preferred securities, senior or subordinated notes and preferred stock. Upon liquidation, holders of our debt securities and shares of preferred stock and lenders with respect to other borrowings will receive distributions of our available assets prior to the holders of our outstanding shares of common stock. Additional equity offerings may dilute the holdings of our existing shareholders or reduce the market price of our common stock, or both. Holders of our common stock are not entitled to preemptive rights or other protections against dilution.

Our board of directors is authorized to issue one or more classes or series of preferred stock from time to time without any action on the part of our shareholders. Our board of directors also has the power, without shareholder approval, to set the terms of any such classes or series of preferred stock that may be issued, including voting rights, dividend rights, and preferences over our common stock with respect to dividends or upon our dissolution, winding-up and liquidation and other terms. Therefore, if we issue preferred stock in the future that has a preference over our common stock with respect to the payment of dividends or upon our liquidation, dissolution, or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of holders of our common stock or the market price of our common stock could be adversely affected.

Our Articles of Incorporation, certain banking laws, and our Tax Benefits Preservation Plan may have an anti-takeover effect.

Provisions of our Articles of Incorporation and certain federal banking laws, including regulatory approval requirements, could make it more difficult for a third party to acquire us, even if doing so would be perceived to be beneficial to our shareholders. In addition, our Tax Benefits Preservation Plan (discussed above) is intended to discourage any person from acquiring 5% or more of our outstanding stock (with certain limited exceptions). The combination of these provisions may inhibit a non-negotiated merger or other business combination, which, in turn, could adversely affect the market price of our common stock.

Investors could become subject to regulatory restrictions upon ownership of our common stock.

Under the federal Change in Bank Control Act, a person may be required to obtain prior approval from the Federal Reserve before acquiring the power to direct or indirectly control our management, operations, or policy or before acquiring 10% or more of our common stock. As a result, potential investors who seek to participate in this offering should evaluate whether they could become subject to the approval and other requirements of this federal statute.

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NON-GAAP FINANCIAL MEASURES

The following table presents computations of certain financial measures related to "tangible common equity" and "Tier 1 common equity." The tangible common equity ratio has become a focus of some investors, and we believe this ratio may assist investors in analyzing our capital position absent the effects of intangible assets and preferred stock. Traditionally, the Federal Reserve and other banking regulators have assessed a bank's capital adequacy based on Tier 1 capital, the calculation of which is codified in federal banking regulations. More recently, the banking regulators have also supplemented their assessment of the capital adequacy of a bank based on a variation of Tier 1 capital, known as Tier 1 common equity. Because tangible common equity and Tier 1 common equity are not formally defined by generally accepted accounting principles (GAAP) or codified in the federal banking regulations, these measures are considered to be non-GAAP financial measures. Because analysts and banking regulators may assess our capital adequacy using tangible common equity and Tier 1 common equity, we believe it is useful to provide investors the ability to assess our capital adequacy on these same bases.

Tier 1 common equity is often expressed as a percentage of net risk-weighted assets. Under the risk-based capital framework, a bank's balance sheet assets and credit equivalent amounts of off-balance sheet items are assigned to one of four broad risk categories. The aggregated dollar amount in each category is then multiplied by the risk weight assigned to that category. The resulting weighted values from each of the four categories are added together and this sum is the risk-weighted assets total that, as adjusted, comprises the denominator of certain risk-based capital ratios. Tier 1 capital is then divided by this denominator (net risk-weighted assets) to determine the Tier 1 capital ratio. Adjustments are made to Tier 1 capital to arrive at Tier 1 common equity. Tier 1 common equity is also divided by net risk-weighted assets to determine the Tier 1 common equity ratio. The amounts disclosed as net risk-weighted assets are calculated consistent with banking regulatory requirements.

Non-GAAP financial measures have inherent limitations, are not required to be uniformly applied, and are not audited. To mitigate these limitations, we have procedures in place to ensure that these measures are calculated using the appropriate GAAP or regulatory components and to ensure that our capital performance is properly reflected to facilitate period-to-period comparisons. Although these non-GAAP financial measures are frequently used by investors in the evaluation of a company, they have limitations as analytical tools, and should not be considered in isolation, or as a substitute for analyses of results as reported under GAAP.

The following table provides reconciliations of the following:

☐ Total assets (GAAP) to tangible assets (non-GAAP)

☐ Total shareholders' equity (GAAP) to tangible common equity (non-GAAP)

☐ Total shareholders' equity (GAAP) to Tier 1 common equity (non-GAAP)

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These computations are based on our actual results without giving effect to the potential redemption of our Series B Convertible Preferred Stock and related Warrant pursuant to the Redemption Agreement or the offering contemplated by this prospectus.

| | June 30, 2013 (Unaudited) | December 31, 2012 | | 2011 | | 2010 | | 2009 | | 2008 | |
|--|---------------------------------|---|-------------|-------------|-------------|-------------|--|------|--|------|--|
| | | (Derived From Audited Financial Statements) | | | | | | | | | |
| (\$ in 000's) | | | | | | | | | | | |
| TANGIBLE COMMON EQUITY TO TANGIBLE ASSETS | | | | | | | | | | | |
| Total assets (GAAP) | \$2,134,674 | \$2,023,867 | \$2,307,406 | \$2,535,248 | \$2,965,364 | \$2,956,245 | | | | | |
| Deduct: Goodwill | - | - | - | - | - | 16,734 | | | | | |
| Deduct: Core deposit intangible assets (all other intangibles) | 3,569 | 3,975 | 7,609 | 8,980 | 10,260 | 12,190 | | | | | |
| Tangible assets (non-GAAP) | \$2,131,105 | \$2,019,892 | \$2,299,797 | \$2,526,268 | \$2,955,104 | \$2,927,321 | | | | | |
| Total shareholders' equity (GAAP) | | | | | | | | | | | |
| | \$208,835 | \$134,975 | \$102,627 | \$119,085 | \$109,861 | \$194,877 | | | | | |
| Deduct: Goodwill | - | - | - | - | - | 16,734 | | | | | |
| Deduct: Core deposit intangible assets (all other intangibles) | 3,569 | 3,975 | 7,609 | 8,980 | 10,260 | 12,190 | | | | | |
| Deduct: Preferred stock | 86,455 | 84,204 | 79,857 | 75,700 | 69,157 | 68,456 | | | | | |
| Tangible common equity (non-GAAP) | \$118,811 | \$46,796 | \$15,161 | \$34,405 | \$30,444 | \$97,497 | | | | | |
| Tangible common equity to tangible assets ratio (non-GAAP) | | | | | | | | | | | |
| | 5.58 | % 2.32 | % 0.66 | % 1.36 | % 1.03 | % 3.33 | | | | | |
| TIER 1 COMMON EQUITY | | | | | | | | | | | |
| Total shareholders' equity (GAAP) | \$208,835 | \$134,975 | \$102,627 | \$119,085 | \$109,861 | \$194,877 | | | | | |
| Add: Qualifying capital securities | 48,668 | 47,678 | 38,183 | 44,084 | 41,880 | 72,751 | | | | | |
| Deduct: Goodwill | - | - | - | - | - | 16,734 | | | | | |
| (Add) deduct: Accumulated other comprehensive (loss) income | (7,270) | (8,058) | (11,921) | (13,120) | (15,679) | (23,208) | | | | | |
| Deduct: Intangible assets | 3,569 | 3,975 | 7,609 | 8,980 | 10,260 | 12,190 | | | | | |
| Deduct: Disallowed servicing assets | 497 | 788 | 857 | 527 | 559 | 1,018 | | | | | |
| Deduct: Disallowed deferred tax assets | 52,769 | - | - | 780 | - | - | | | | | |
| | - | - | - | - | - | - | | | | | |

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| | | | | | | | | | |
|--|--------------|--------------|--------------|--------------|--------------|--------------|---|------|---|
| Deduct: Net unrealized losses on equity securities | | | | | | | | | |
| (Add) deduct: Other | - | - | - | (46 |) | (101 |) | (169 |) |
| Tier 1 capital (regulatory) | \$ 207,938 | \$ 185,948 | \$ 144,265 | \$ 166,048 | \$ 156,702 | 261,063 | | | |
| Deduct: Qualifying capital securities | 48,668 | 47,678 | 38,183 | 44,084 | 41,880 | 72,751 | | | |
| Deduct: Preferred stock | 86,455 | 84,204 | 79,857 | 75,700 | 69,157 | 68,456 | | | |
| Tier 1 common equity (non-GAAP) | \$ 72,815 | \$ 54,066 | \$ 26,225 | \$ 46,264 | \$ 45,665 | \$ 119,856 | | | |
| Net risk-weighted assets (regulatory) | \$ 1,396,008 | \$ 1,390,849 | \$ 1,543,372 | \$ 1,758,651 | \$ 2,204,157 | \$ 2,365,082 | | | |
| Tier 1 common equity ratio (non-GAAP) | 5.22 | % 3.89 | % 1.70 | % 2.63 | % 2.07 | % 5.07 | % | | |

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USE OF PROCEEDS

Our estimated net proceeds from this offering are approximately \$81.1 million, or approximately \$93.4 million if the underwriters exercise their over-allotment option in full, after deducting the underwriting discounts and commissions and other estimated expenses of this offering.

We currently expect to use the net proceeds from this offering to redeem the Series B Convertible Preferred Stock and related Warrant held by the Treasury, as contemplated by the Redemption Agreement. As described in this prospectus, we have the ability to cause such redemption if we meet certain conditions. After completion of this offering, we expect all conditions to be met except for our receipt of regulatory approval to cause such redemption. Assuming we are able to receive such regulatory approval following our completion of this offering, we intend to close on the purchase and sale contemplated by the Redemption Agreement as soon as possible after paying in full all accrued but unpaid dividends and distributions on our subordinated debentures (and the related trust preferred securities) in accordance with their governing documents. The purchase price for our redemption of these securities from the Treasury is \$81.0 million.

If the underwriters exercise their over-allotment option, it would result in additional net cash proceeds to us of up to approximately \$12.3 million. We currently do not have any specific plans as to how such additional cash proceeds would be used. One potential use of the proceeds would be to redeem a portion of our outstanding trust preferred securities. The aggregate liquidation amount (excluding accrued dividends) of our outstanding trust preferred securities is \$48.7 million. Of this amount, an aggregate of \$9.2 million in liquidation amount (excluding accrued dividends) has a fixed annual dividend rate of 8.25%. (By comparison, as of June 30, 2013, the dividend rates on the \$39.5 million balance of our outstanding trust preferred securities ranged from 1.88% to 3.73%.) We have no definitive plans to redeem these trust preferred securities, and such redemption would be subject to the prior approval of our regulators.

Although we currently intend to use the proceeds from this offering in the manner described above, it is possible that other events could change our plans, and we could use any or all of the proceeds for other purposes.

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CAPITALIZATION

The following table sets forth our capitalization and selected capital ratios as of June 30, 2013, reflecting the following three scenarios:

(a) Actual capitalization as of June 30, 2013;

Pro forma capitalization as of June 30, 2013, giving effect to the issuance and sale of [] shares of common stock in (b) this offering, assuming that the underwriters' over-allotment is not exercised, at an assumed price per share of \$[], net of underwriting discounts and commissions and estimated offering expenses; and

Pro forma capitalization as of June 30, 2013, giving effect to the issuance of common stock described in paragraph (b) above, the payment of approximately \$8.3 million of accrued but unpaid interest on the subordinated (c) debentures issued to our trust subsidiaries as of September 30, 2013 (which payment is required before we can redeem the preferred shares and related warrant held by the Treasury), and the redemption of the preferred stock and related warrant held by the Treasury using the net proceeds from this offering.

This table should be read in conjunction with the historical financial data included within this prospectus, including the consolidated financial statements (and notes thereto) incorporated in this prospectus by reference.

| | June 30, 2013 | | |
|--|----------------|----------------------------|----------------------------|
| | Actual | As adjusted ⁽¹⁾ | As adjusted ⁽²⁾ |
| | (in thousands) | | |
| | (unaudited) | | |
| Certain Long-Term Debt: | | | |
| Subordinated debentures | \$50,175 | \$ [] | \$ [] |
| Amount not qualifying as regulatory capital | (1,507) | [] | [] |
| Amount qualifying as regulatory capital | 48,668 | [] | [] |
| Shareholders' Equity: | | | |
| Convertible preferred stock | 86,455 | [] | [] |
| Common stock | 255,114 | [] | [] |
| Accumulated deficit | (125,464) | [] | [] |
| Accumulated other comprehensive loss | (7,270) | [] | [] |
| Total shareholders' equity | 208,835 | [] | [] |
| Total capitalization | \$257,503 | \$ [] | \$ [] |
| Capital Ratios for Independent Bank Corporation: | | | |
| Total Risk-Based Capital Ratio | 16.17 % | [] % | [] % |
| Tier 1 Capital Leverage Ratio | 10.28 % | [] % | [] % |

⁽¹⁾ As adjusted to reflect the issuance of common stock in this offering. Assumes \$[] million in net proceeds from this offering. See subparagraph (b) above.

⁽²⁾ As adjusted to reflect the issuance of common stock in this offering, our payment of accrued but unpaid quarterly payments on our trust preferred securities, and our intended application of the proceeds from this offering. See subparagraph (c) above.

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CAPITAL PLAN AND THIS OFFERING

We are conducting the offering described in this prospectus as part of the more comprehensive Capital Plan adopted by our board of directors and described below. The primary objective of our Capital Plan was to enable our bank to achieve and thereafter maintain the minimum capital ratios established by its board pursuant to resolutions adopted in December 2009. As of June 30, 2013, our bank met both of these minimum capital ratios. However, another objective of our Capital Plan is to complete this offering and cause the redemption of the Series B Convertible Preferred Stock and related Warrant currently held by the Treasury.

Capital Plan

In December 2009, the board of directors of our bank adopted resolutions designed to enhance and strengthen our operations. Importantly, alongside other resolutions regarding the improvement of asset quality, liquidity, and cash management, the resolutions required our bank to adopt a capital restoration plan designed to achieve a minimum Tier 1 capital leverage ratio of 8% and a minimum total risk based capital ratio of 11%. After the adoption of these resolutions, we adopted the Capital Plan required by the resolutions. Although the Capital Plan has been modified from time to time since its initial adoption, the target capital ratios have remained the same.

The primary objective of our Capital Plan was to enable our bank to achieve and thereafter maintain the minimum capital ratios required by the board resolutions adopted in December 2009. As of June 30, 2013, our bank met both of the required minimum capital ratios:

| | Independent Bank — Actual as of June 30, 2013 | Minimum Ratios Established by Bank's Board | Required to be Well-Capitalized |
|-----------------------------------|---|--|------------------------------------|
| Total Risk-Based Capital Ratio | 16.35% | 11.00% | 10.00% |
| Tier 1 Capital Leverage Ratio | 10.35% | 8.00% | 5.00% |

Although we have met the minimum capital ratios required by the December 2009 board resolutions and our Capital Plan, we also seek to exit our participation in TARP through the repurchase of the equity position currently held by the Treasury.

Anticipated Payment of Accrued Dividends on Trust Preferred Securities

Beginning in the fourth quarter of 2009, we discontinued cash dividends on our common stock and exercised our right to defer all quarterly distributions on our outstanding trust preferred securities, as well as on all shares of preferred stock issued to the Treasury under TARP. We are currently still deferring all quarterly distributions on our outstanding trust preferred securities and on all shares of preferred stock held by the Treasury.

Pursuant to the instruments governing our trust preferred securities, we are prohibited from paying any dividends on or redeeming any securities ranking junior to the trust preferred securities, including the preferred stock held by the Treasury, unless we are current on all quarterly dividends related to our trust preferred securities. As a result, before we can redeem the preferred stock and warrant held by the Treasury, we must pay all accrued but unpaid interest on the subordinated debentures we issued to our trust subsidiaries, which will allow those trust subsidiaries to pay all accrued but unpaid dividends on our outstanding trust preferred securities. As of June 30, 2013, the aggregate amount of accrued but unpaid dividends on these trust preferred securities was approximately \$7.7 million. This amount will be approximately \$8.3 million as of September 30, 2013.

Pursuant to the resolutions adopted by our Board of Directors that are described under "Summary – Background to the Offering" above, we are currently prohibited from making any payments on our trust preferred securities without the approval of our federal and state regulators. We recently requested regulatory approval to pay all accrued but unpaid dividends on our outstanding trust preferred securities. We currently expect to receive that approval prior to completing the offering described in this prospectus.

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Anticipated Return of Capital from Independent Bank to Independent Bank Corporation

We do not currently have sufficient cash on hand at our holding company to pay the accrued but unpaid dividends on our outstanding trust preferred securities, which amounted to approximately \$7.7 million at June 30, 2013 and will total approximately \$8.3 million at September 30, 2013. In order to fund such payment, we need our subsidiary bank to return capital previously contributed by our holding company to our holding company, which requires prior regulatory approval. We have recently requested regulatory approval to allow our subsidiary bank to return \$7.5 million of capital to our holding company to allow us to pay the accrued but unpaid dividends on our outstanding trust preferred securities. We currently expect to receive this approval, as well as the approval that would allow us to pay those dividends (as described above), prior to completing the offering described in this prospectus.

Assuming all of the required regulatory approvals are received, we would expect to cause our subsidiary bank to return \$7.5 million of prior capital contributions to our holding company and then pay all accrued but unpaid dividends on our trust preferred securities after completion of the offering described in this prospectus in accordance with their governing documents.

Redemption of the Preferred Stock and Related Warrant Held by the Treasury

Originally, we issued Series A Fixed Rate Cumulative Perpetual Preferred Stock to the Treasury in December 2008 under the TARP's Capital Purchase Program (CPP). The aggregate liquidation value of the Series A preferred stock issued to the Treasury was \$72.0 million.

On April 16, 2010, we completed a transaction with Treasury pursuant to which the Treasury accepted shares of our Series B Fixed Rate Cumulative Mandatorily Convertible Preferred Stock in exchange for the entire \$72.0 million in aggregate liquidation value of the shares of Series A Preferred Stock, plus the value of all accrued and unpaid dividends on such shares of Series A Preferred Stock (approximately \$2.4 million). The shares of Series B Convertible Preferred Stock have an aggregate liquidation preference equal to \$74,426,000.

With the exception of being convertible into shares of our common stock, the terms of the Series B Convertible Preferred Stock are substantially similar to the terms of the Series A Preferred Stock that were exchanged. The Series B Convertible Preferred Stock qualifies as Tier 1 regulatory capital, subject to limitations, and is entitled to cumulative dividends quarterly at a rate of 5% per annum through February 14, 2014, and 9% per annum thereafter. A detailed description of the terms of the Series B Convertible Preferred Stock is set forth under "Description of Our Capital Stock" below.

On July 26, 2013, we entered into the Redemption Agreement with the Treasury. Under the Redemption Agreement, the Treasury has agreed to sell to us all of the Series B Convertible Preferred Stock (including all accrued but unpaid dividends) and the related Warrant for an aggregate purchase price of \$81.0 million. The closing of the purchase and sale contemplated by the Redemption Agreement is conditioned upon our receipt of applicable regulatory approvals and our completion of one or more cash equity raises of \$86.0 million or more in gross proceeds. This offering is intended to satisfy the condition in the Redemption Agreement that we complete new cash equity raises of not less than \$86.0 million and to provide a source of funding for the purchase and sale contemplated by the Redemption Agreement. After completion of this offering, we expect all conditions to be met except for our receipt of regulatory approval to cause such redemption. Assuming we are able to receive such regulatory approval following our completion of this offering, we intend to close on the purchase and sale contemplated by the Redemption Agreement as soon as possible after paying in full all accrued but unpaid dividends and distributions on our subordinated debentures (and the related trust preferred securities) in accordance with their governing documents.

The Redemption Agreement gives both us and the Treasury the right to terminate the Redemption Agreement if the closing of the redemption of securities contemplated by the Redemption Agreement does not occur by October 31, 2013.

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DIVIDEND POLICY

We are not currently paying any cash dividends on our common stock and our ability to pay cash dividends in the near term is significantly restricted by the factors described below.

Current Prohibitions on Our Payment of Dividends

In March 2013, our board of directors adopted resolutions prohibiting us from paying any dividends on our common stock without the prior written approval of the Federal Reserve and the Michigan Department of Insurance and Financial Services ("DIFS"). These resolutions were adopted in conjunction with the termination of a Memorandum of Understanding entered into between the respective boards of directors of our holding company and our bank, the Federal Reserve, and the Michigan DIFS. The March 2013 resolutions also prohibit us from rescinding or materially modifying these resolutions without notice to the Federal Reserve and the Michigan DIFS.

Moreover, our primary source for dividends are dividends payable to us by our bank. The board of directors of our bank adopted similar resolutions in March 2013 that prohibit our bank from paying any dividends to us without the prior written approval of the Federal Reserve and the Michigan DIFS.

In addition, as a result of our election to defer regularly scheduled quarterly payments on our outstanding trust preferred securities and our outstanding shares of Series B Convertible Preferred Stock, we are currently prohibited from paying any cash dividends on shares of our common stock. We may not pay any cash dividends on our common stock until all accrued but unpaid dividends and distributions on such senior securities have been paid in full. As described under "Capital Plan and This Offering" above, we anticipate paying in full all accrued but unpaid dividends and distributions on our subordinated debentures (and the related trust preferred securities) after completion of the offering described in this prospectus in accordance with their governing documents and then redeeming all outstanding shares of Series B Convertible Preferred Stock (including accrued but unpaid dividends thereon) and the related Warrant using the proceeds from this offering. As a result, we expect the restrictions noted in this paragraph to lapse following completion of this offering and our use of the proceeds from this offering in the manner described above. The dividend restrictions contained in our and our bank's board resolutions, described above, will remain in effect following this offering until such time as we receive approval to modify or rescind them.

Other Restrictions

Aside from the specific restrictions set forth above, there are other restrictions that apply under federal and state law to restrict our ability to pay dividends to our shareholders and the ability of our bank to pay dividends to us. Capital guidelines adopted by federal and state regulatory agencies and restrictions imposed by law limit the amount of cash dividends our bank can pay to us. Under these guidelines, the amount of dividends that may be paid in any calendar year is limited to the bank's current year's net profits combined with the retained net profits of the preceding two years. In addition, the bank cannot pay a dividend at any time that it has negative undivided profits. As of June 30, 2013, our bank had negative undivided profits of \$59.3 million. We recently requested regulatory approval to reclassify \$59.3 million of additional paid-in capital at the bank to retained earnings of the bank. This reclassification would eliminate the bank's negative undivided profits, but would have no impact on our total equity or total regulatory capital. We do not expect our ability to complete such reclassification or the timing of such reclassification, if approved, to have any effect on our ability to complete this offering and apply the proceeds of this offering in the manner described in this prospectus. Even if we receive the required regulatory approval and complete such reclassification, it is not our intent to have dividends paid in amounts that would reduce the capital of our bank to levels below those which we consider prudent and in accordance with guidelines of regulatory authorities.

In addition, the Federal Reserve requires bank holding companies like us to act as a source of financial strength to their subsidiary banks. Accordingly, we are required to inform and consult with the Federal Reserve before paying

dividends that could raise safety and soundness concerns. See "Business—Supervision and Regulation" in our Annual Report on Form 10-K for more information.

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MARKET PRICE AND DIVIDEND INFORMATION

Our common stock is currently listed on the Nasdaq Global Select Market under the symbol "IBCP." As of August 7, 2013, we had 9,493,399 shares of our common stock outstanding, which were held by approximately 2,200 shareholders of record. The following table sets forth, for the periods indicated, the high and low closing sales prices per share and the cash dividends declared per share of our common stock.

| | Closing Sales | | |
|--|---------------|-----------|-----------------------|
| | Price | Cash | |
| | Per Share | Dividends | |
| | Low | High | Declared per Share |
| 2013 | | | |
| Third Quarter through August 16, 2013 | \$5.79 | \$8.48 | None |
| Second Quarter ended June 30, 2013 | 5.99 | 8.79 | None |
| First Quarter ended March 31, 2013 | 3.50 | 8.46 | None |
| 2012 | | | |
| Fourth Quarter ended December 31, 2012 | \$2.65 | \$3.95 | None |
| Third Quarter ended September 30, 2012 | 2.49 | 3.10 | None |
| Second Quarter ended June 30, 2012 | 2.18 | 3.89 | None |
| First Quarter ended March 31, 2012 | 1.36 | 2.44 | None |
| 2011 | | | |
| Fourth Quarter ended December 31, 2011 | \$1.30 | \$1.94 | None |
| Third Quarter ended September 30, 2011 | 1.80 | 2.64 | None |
| Second Quarter ended June 30, 2011 | 1.87 | 3.65 | None |
| First Quarter ended March 31, 2011 | 1.36 | 4.53 | None |

On August 16, 2013, the closing sales price of our common stock on the Nasdaq Global Select Market was \$7.94 per share.

There are restrictions that currently materially limit our ability to pay dividends on our common stock and that may continue to materially limit future payment of dividends on our common stock. Please see "Dividend Policy" above.

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DESCRIPTION OF OUR CAPITAL STOCK

The following section is a summary and does not describe every aspect of our capital stock. In particular, we urge you to read our articles of incorporation and bylaws because they describe the rights of holders of our common stock. Our articles of incorporation and bylaws are exhibits to the registration statement filed with the SEC of which this prospectus is a part.

Common Stock

General

Our authorized capital stock consists of 500,000,000 shares of common stock and 200,000 shares of preferred stock (described below). As of August 7, 2013, there were 9,493,399 shares of common stock and 74,426 shares of preferred stock outstanding.

All of the outstanding shares of our common stock are fully paid and non-assessable. Subject to the prior rights of the holders of shares of preferred stock that may be issued and outstanding, the holders of common stock are entitled to receive:

dividends when, as, and if declared by our board out of funds legally available for the payment of dividends; and in the event of our dissolution, to share ratably in all assets remaining after payment of liabilities and satisfaction of the liquidation preferences, if any, of then outstanding shares of our preferred stock, as provided in our articles of incorporation.

We do not currently pay any cash dividends on our common stock and are currently prohibited from doing so. See "Dividend Policy" above for information regarding these prohibitions and other restrictions that materially limit our ability to pay dividends on our common stock.

In addition, as a bank holding company, our ability to pay dividends on our common stock is affected by the ability of our bank to pay dividends to us under applicable laws, rules and regulations. The ability of our bank, as well as us, to pay dividends in the future currently is, and could be further, influenced by bank regulatory requirements and capital guidelines. See "Dividend Policy" above for more information.

Each holder of our common stock is entitled to one vote for each share held of record on all matters presented to a vote at a shareholders meeting, including the election of directors. Holders of our common stock have no cumulative voting rights or preemptive rights to purchase or subscribe for any additional shares of our common stock or other securities, and there are no conversion rights or redemption or sinking fund provisions with respect to our common stock. Our common stock is currently listed on the Nasdaq Global Select Market under the symbol "IBCP."

Certain Restrictions Under Federal Banking Laws

As a bank holding company, the acquisition of large interests in our common stock is subject to certain limitations described below. These limitations may have an anti-takeover effect and could prevent or delay mergers, business combination transactions, and other large investments in our common stock that may otherwise be in our best interests and the best interests of our shareholders.

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The federal Bank Holding Company Act generally would prohibit any company that is not engaged in banking activities and activities that are permissible for a bank holding company or a financial holding company from acquiring control of us. Control is generally defined as ownership of 25% or more of the voting stock or other exercise of a controlling influence. In addition, any existing bank holding company would require the prior approval of the Federal Reserve before acquiring 5% or more of our voting stock. In addition, the federal Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, such as us, would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company. See "Business—Supervision and Regulation" in our Annual Report on Form 10-K for more information.

Restrictions Under Our Tax Benefits Preservation Plan

On November 15, 2011, we entered into a Tax Benefits Preservation Plan (the "Preservation Plan") with our stock transfer agent, American Stock Transfer & Trust Company. Our board of directors adopted the Preservation Plan in an effort to protect the value to our shareholders of our ability to use deferred tax assets such as net operating loss carryforwards to reduce potential future federal income tax obligations. Under federal tax rules, this value could be lost in the event we experienced an "ownership change," as defined in Section 382 of the federal Internal Revenue Code. The Preservation Plan attempts to protect this value by reducing the likelihood that we will experience such an ownership change by discouraging any person who is not already a 5% shareholder from becoming a 5% shareholder (with certain limited exceptions)

On November 15, 2011, our board of directors declared a dividend of one preferred share purchase right (a "Right") for each outstanding share of our common stock under the terms of the Preservation Plan. The dividend is payable to the holders of common stock outstanding as of the close of business on November 15, 2011 or outstanding at any time thereafter but before the earlier of a "Distribution Date" and the date the Preservation Plan terminates. Each Right entitles the registered holder to purchase from us 1/1000 of a share of our Series C Junior Participating Preferred Stock, no par value per share ("Series C Preferred Stock"). Each 1/1000 of a share of Series C Preferred Stock has economic and voting terms similar to those of one whole share of common stock. The Rights are not exercisable and generally do not become exercisable until a person or group has acquired, subject to certain exceptions and conditions, beneficial ownership of 4.99% or more of the outstanding shares of common stock. At that time, each Right will generally entitle its holder to purchase securities of the Company at a discount of 50% to the current market price of the common stock. However, the Rights owned by the person acquiring beneficial ownership of 4.99% or more of the outstanding shares of common stock would automatically be void. The significant dilution that would result is expected to deter any person from acquiring beneficial ownership of 4.99% or more and thereby triggering the Rights.

To date, none of the Rights have been exercised or have become exercisable because no unpermitted 4.99% or more change in the beneficial ownership of the outstanding common stock has occurred. The Rights will generally expire on the earlier to occur of the close of business on November 15, 2016 and certain other events described in the Preservation Plan, including such date as our board of directors determines that the Preservation Plan is no longer necessary for its intended purposes.

Certain Other Limitations

In addition to the foregoing limitations, our articles of incorporation and bylaws contain provisions that could also have an anti-takeover effect. Some of the provisions also may make it difficult for our shareholders to replace incumbent directors with new directors who may be willing to entertain changes that our shareholders may believe will lead to improvements in our business.

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Preferred Stock

Our authorized capital stock includes 200,000 shares of preferred stock, no par value per share. Our board of directors is authorized to issue preferred stock in one or more series, to fix the number of shares in each series, and to determine the designations and preferences, limitations, and relative rights of each series, including dividend rates, terms of redemption, liquidation amounts, sinking fund requirements, and conversion rights, all without any vote or other action on the part of our shareholders. This power is limited by applicable laws or regulations and may be delegated to a committee of our board of directors.

Series B Convertible Preferred Stock

On April 16, 2010, we issued 74,426 shares of Series B Fixed Rate Cumulative Mandatorily Convertible Preferred Stock (the "Series B Convertible Preferred Stock") to the Treasury pursuant to the terms of an Exchange Agreement we entered into with the Treasury on April 2, 2010 (the "Exchange Agreement"). Under the Exchange Agreement, the Treasury accepted the shares of Series B Convertible Preferred Stock in exchange for the entire \$72 million in aggregate liquidation value of the shares of Series A Preferred Stock we issued to the Treasury under its Capital Purchase Program, plus the value of all accrued and unpaid dividends on such shares of Series A Preferred Stock (approximately \$2.4 million). The shares of Series B Convertible Preferred Stock have an aggregate liquidation preference equal to \$74,426,000, plus accrued but unpaid dividends (which totaled \$12,866,000 as of June 30, 2013).

With the exception of being convertible into shares of our common stock, the terms of the Series B Convertible Preferred Stock are substantially similar to the terms of the Series A Preferred Stock that were exchanged. The Series B Convertible Preferred Stock qualifies as Tier 1 regulatory capital, subject to limitations, and pays cumulative dividends quarterly at a rate of 5% per annum through February 14, 2014, and 9% per annum thereafter. The Series B Convertible Preferred Stock is non-voting, other than class voting rights on certain matters that could adversely affect such shares. In addition, the Series B Convertible Preferred Stock contains a provision that automatically increases the size of our board of directors by two persons and allows the Treasury to fill the two new director positions at such time that the dividends payable on the Series B Convertible Preferred Stock have not been paid for an aggregate of six quarterly dividend periods or more, whether or not consecutive. These two directors would be elected annually and serve until all accrued and unpaid dividends on the Series B Convertible Preferred Stock have been paid. Because we have deferred dividends on the Series B Convertible Preferred Stock for at least six quarterly dividend periods, the Treasury currently has the right to elect two directors to our board. At this time, in lieu of electing such directors, the Treasury requested us to allow (and we agreed) an observer to attend our Board of Directors meetings beginning in the third quarter of 2011. The Treasury continues to retain the right to elect two directors as described above.

The Series B Convertible Preferred Stock may be redeemed by us, subject to prior regulatory approval, at any time at a redemption price per share equal to the greater of (i) the \$1,000 liquidation amount plus accrued and unpaid dividends, and (ii) the product of the conversion rate (as described below) and the average of the market prices per share of our common stock over the 20 consecutive trading day period after the notice of redemption is given, plus accrued and unpaid dividends. In the event of any such redemption, certain rules would apply that would require us to redeem a minimum amount of the outstanding Series B Convertible Preferred Stock.

The Treasury (and any subsequent holder of the shares) has the right to convert the Series B Convertible Preferred Stock into our common stock at any time, subject to the receipt of any applicable approvals. We have the right to compel a conversion of the Series B Convertible Preferred Stock into our common stock if the following conditions are met:

- (i) we receive appropriate approvals from the Federal Reserve;
- (ii) at least \$40 million aggregate liquidation amount of our trust preferred securities are exchanged for shares of our common stock;

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- (iii) we complete a new cash equity raise of not less than \$100 million on terms acceptable to the Treasury in its sole discretion (other than with respect to the price offered per share); and
- (iv) we make any required anti-dilution adjustments to the rate at which the Series B Convertible Preferred Stock is converted into our common stock, to the extent required.

On June 23, 2010, we completed the exchange of an aggregate of 5,109,125 newly issued shares of our common stock for \$41.4 million in aggregate liquidation amount of our outstanding trust preferred securities. As a result, we have satisfied the condition to our ability to compel a conversion of the Series B Convertible Preferred Stock that at least \$40 million aggregate liquidation amount of our trust preferred securities are exchanged for shares of our common stock.

If converted by the Treasury (or any subsequent holder) or by us pursuant to either of the above-described conversion rights, each share of Series B Convertible Preferred Stock (liquidation amount of \$1,000 per share) will convert into a number of shares of our common stock equal to a fraction, the numerator of which is \$750 and the denominator of which is \$7.234, referred to as the "conversion rate," provided that such conversion rate will be subject to certain anti-dilution adjustments.

The conversion rate is subject to anti-dilution adjustments that may result in a greater number of shares being issued to the holder of the Series B Convertible Preferred Stock. Specifically, the conversion rate is subject to adjustment in the event of any of the following:

Cash Offering. If we issue shares of our common stock (or rights or warrants or other securities exercisable or convertible into or exchangeable for such shares) to one or more investors other than the Treasury pursuant to an offering providing a minimum aggregate amount of \$100 million in cash proceeds to us, including pursuant to the offering described in this prospectus, at a consideration per share (or having a conversion price per share) that is less than 90% of the market price of our common stock on the trading day immediately preceding the pricing of such offering (as such market price is determined pursuant to the terms of the Series B Convertible Preferred Stock), then the conversion rate is subject to adjustment.

Other Issuances of Common Stock. If we otherwise issue shares of our common stock or convertible securities, other than pursuant to certain "permitted transactions" (including issuances to fund acquisitions or in connection with employee benefit plans and compensation arrangements or a public or broadly marketed registered offering for cash), at a consideration per share (or having a conversion price per share) that is less than the conversion rate in effect immediately prior to such issuance, then the conversion rate is subject to adjustment.

Stock Splits, Subdivisions, Reclassifications or Combinations. If we (i) pay a dividend or make a distribution on our common stock in shares of our common stock, (ii) subdivide or reclassify the outstanding shares of our common stock into a greater number of such shares, or (iii) combine or reclassify the outstanding shares of our common stock into a smaller number of such shares, then the conversion rate is subject to adjustment.

Other Events. The conversion rate is also subject to adjustment in connection with certain distributions to our shareholders (excluding permitted cash dividends and certain other distributions) and in connection with a pro rata repurchase of our common stock. In addition, if any event occurs as to which the other anti-dilution adjustments are not strictly applicable or, if strictly applicable, would not fairly and adequately protect the conversion rights of the Treasury in accordance with their intent, then we must make such adjustments in the application thereof as necessary to protect such conversion rights.

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Unless earlier converted by the Treasury (or any subsequent holder) or by us as described above, the Series B Convertible Preferred Stock will convert into shares of our common stock on a mandatory basis on April 16, 2017, the seventh anniversary of the date of issuance. In any such mandatory conversion, each share of Series B Convertible Preferred Stock (liquidation amount of \$1,000 per share) will convert into a number of shares of our common stock equal to a fraction, the numerator of which is \$1,000 and the denominator of which is the market price of the Company's common stock at the time of such mandatory conversion (as such market price is determined pursuant to the terms of the Series B Convertible Preferred Stock).

At the time any shares of Series B Convertible Preferred Stock are converted into our common stock, we will be required to pay all accrued and unpaid dividends on the shares being converted in cash or, at our option, in shares of our common stock at the same conversion rate as is applicable to the conversion of the Series B Convertible Preferred Stock.

The maximum number of shares of our common stock that may be issued upon conversion of all Series B Convertible Preferred Stock (including any accrued dividends) is 14.4 million, unless we receive shareholder approval to issue a greater number of shares.

As part of the terms of the Exchange Agreement, we also amended and restated the terms of the Warrant, dated December 12, 2008, issued to the Treasury to purchase 346,154 shares of our common stock. The amended and restated Warrant issued upon the closing of the Exchange Agreement adjusted the exercise price of the Warrant to be the same as the conversion rate applicable to the Series B Convertible Preferred Stock described above.

As a result of the transactions contemplated by the Exchange Agreement, all outstanding shares of Series A Preferred Stock were surrendered in exchange for the Series B Convertible Preferred Stock. As a result, our only series of preferred stock issued and outstanding is our Series B Convertible Preferred Stock.

On July 26, 2013, we entered into the Redemption Agreement with the Treasury. Under the Redemption Agreement, the Treasury has agreed to sell to us all of the Series B Convertible Preferred Stock (including all accrued but unpaid dividends) and the related Warrant for an aggregate purchase price of \$81.0 million. The closing of the purchase and sale contemplated by the Redemption Agreement is conditioned upon our receipt of applicable regulatory approvals and our completion of one or more cash equity raises of \$86.0 million or more in gross proceeds. In lieu of pursuing the conversion of the Series B Convertible Preferred Stock into shares of our common stock, this offering is intended to allow us to cause the redemption of the Series B Convertible Preferred Stock (including accrued and unpaid dividends) and the related Warrant pursuant to the Redemption Agreement.

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UNDERWRITING

Subject to the terms and conditions stated in the underwriting agreement with Keefe, Bruyette & Woods, Inc., as the representatives of the underwriters named below, each underwriter named below has severally agreed to purchase from us the respective number of shares of our common stock set forth opposite its name in the table below.

| Name | Number of Shares |
|----------------------------------|---------------------|
| Keefe, Bruyette & Woods, Inc. | [] |
| Sandler O'Neill & Partners, L.P. | [] |
| Boenning & Scattergood, Inc. | [] |
| Total | [] |

The underwriting agreement provides that the underwriters' obligations are several, which means that each underwriter is required to purchase a specific number of shares of common stock, but it is not responsible for the commitment of any other underwriter. The underwriting agreement provides that the underwriters' several obligations to purchase our shares of common stock depend on the satisfaction of the conditions contained in the underwriting agreement, including:

- the representations and warranties made by us to the underwriters are true;
- there is no material adverse change in the financial markets; and
- we deliver customary closing documents and legal opinions to the underwriters.

Subject to these conditions, the underwriters are committed to purchase and pay for all shares of common stock offered by this prospectus, if any such shares of common stock are purchased. However, the underwriters are not obligated to purchase or pay for the shares of common stock covered by the underwriters' over-allotment option described below, unless and until they exercise this option.

The shares of common stock are being offered by the several underwriters, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of certain legal matters by counsel for the underwriters and other conditions. The underwriters reserve the right to withdraw, cancel, or modify this offering and to reject orders in whole or in part.

Offering Price

We have been advised that the underwriters propose to offer the shares of common stock to the public at the offering price set forth on the cover of this prospectus and to certain selected dealers at this price, less a concession not in excess of \$[] per share. The underwriters may allow, and any selected dealers may reallow, a concession not to exceed \$[] per share to certain brokers and dealers. After the shares of common stock are released for sale to the public, the offering price and other selling terms may from time to time be changed by the underwriters.

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Over-Allotment Option

We have granted to the underwriters an over-allotment option, exercisable no later than 30 days from the date of this prospectus, to purchase up to an aggregate of [] additional shares of our common stock at the public offering price, less the underwriting discount and commission set forth on the cover page of this prospectus. To the extent that the underwriters exercise their over-allotment option, the underwriters will become obligated, so long as the conditions of the underwriting agreement are satisfied, to purchase the additional shares of our common stock in proportion to their respective initial purchase amounts. We will be obligated to sell the shares of our common stock to the underwriters to the extent the over-allotment option is exercised. The underwriters may exercise this option only to cover over-allotments made in connection with the sale of the shares of our common stock offered by this prospectus.

Commissions and Expenses

The following table shows the per share and total underwriting discount that we will pay to the underwriters. These amounts are shown assuming both no exercise and full exercise of the underwriters' over-allotment option.

| | Per Share | Total Without Option Exercised | Total With Option Exercised |
|-----------------------|--------------|---|--------------------------------------|
| Public offering price | \$ | \$ | \$ |
| Underwriting discount | \$ | \$ | \$ |

We estimate that our share of the total offering expenses, excluding underwriting discounts and commissions, will be approximately \$[].

Lock-Up Agreements

We, our executive officers and our directors have agreed that for a period of [] days from the date of this prospectus (subject to possible extension), neither we nor any of our executive officers or directors will, without the prior written consent of Keefe, Bruyette & Woods, Inc., on behalf of the underwriters, subject to certain exceptions, sell, offer to sell or otherwise dispose of or hedge any shares of our common stock or any securities convertible into or exercisable or exchangeable for our common stock. The []-day restricted period described above will be automatically extended if (1) during the last 17 days of the []-day restricted period, we issue an earnings release or material news or a material event relating to us occurs or (2) prior to the expiration of the []-day restricted period, we announce we will release earnings results or become aware that material news or a material event will occur during the 16-day period beginning on the last day the []-day restricted period, in which case the restricted period will continue to apply until the expiration of the 18-day period beginning on the date on which the earnings release is issued or the material news or material event related to us occurs. Keefe, Bruyette & Woods, Inc. in its sole discretion may release the securities subject to these lock-up agreements at any time without notice.

Indemnity

We and our bank, jointly and severally, have agreed to indemnify the underwriters and persons who control the underwriters against certain liabilities, including liabilities under the Securities Act, and to contribute to payments that the underwriters may be required to make for these liabilities.

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Electronic Prospectus Delivery

A prospectus in electronic format may be made available on the web sites maintained by one or more of the underwriters. In connection with this offering, certain of the underwriters or securities dealers may distribute this prospectus electronically. Keefe, Bruyette & Woods, Inc., as representatives for the several underwriters, may agree to allocate a number of shares of common stock to underwriters for sale to their online brokerage account holders.

The representatives will allocate shares of common stock to underwriters that may make Internet distributions on the same basis as other allocations. Other than this prospectus in electronic format, the information on any of these web sites and any other information contained on a web site maintained by an underwriter or syndicate member is not part of this prospectus.

Passive Market Making

In connection with this offering, the underwriters and selected dealers, if any, who are qualified market makers on The Nasdaq Global Select Market, may engage in passive market making transactions in our common stock on The Nasdaq Global Select Market in accordance with Rule 103 of Regulation M under the Securities Act. Rule 103 permits passive market making activity by the participants in our common stock offering. Passive market making may occur before the pricing of our offering, or before the commencement of offers or sales of our common stock.

Each passive market maker must comply with applicable volume and price limitations and must be identified as a passive market maker. In general, a passive market maker must display its bid at a price not in excess of the highest independent bid for the security. If all independent bids are lowered below the bid of the passive market maker, however, the bid must then be lowered when purchase limits are exceeded. Net purchases by a passive market maker on each day are limited to a specified percentage of the passive market maker's average daily trading volume in our common stock during a specified period and must be discontinued when that limit is reached. The underwriters and other dealers are not required to engage in passive market making and may end passive market making activities at any time.

Stabilization

In connection with this offering, the underwriters may engage in stabilizing transactions, over-allotment transactions, covering transactions, and penalty bids in accordance with Regulation M under the Exchange Act as set forth below:

Over-allotment involves sales by the underwriters of shares in excess of the number of shares the underwriters are obligated to purchase, which creates a short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of shares over-allotted by the underwriters is not greater than the number of shares that they may purchase in the over-allotment option. In a naked short position, the number of shares involved is greater than the number of shares in the over-allotment option. The underwriters may close out any covered short position by either exercising their over-allotment option or purchasing shares in the open market;

Covering transactions involve the purchase of common stock in the open market after the distribution has been completed in order to cover short positions. In determining the source of shares to close out the short position, the underwriters will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which they may purchase shares through the over-allotment option. If the underwriters sell more shares than could be covered by the over-allotment option, a naked short position, the position can only be closed out by buying shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in this offering; and

Penalty bids permit the underwriters to reclaim a selling concession from a selected dealer when the common stock originally sold by the selected dealer is purchased in a stabilizing covering transaction to cover short positions.

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These stabilizing transactions, covering transactions and penalty bids may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of our common stock. As a result, the price of our common stock may be higher than the price that might otherwise exist in the open market.

Neither we nor the underwriters make any representation or prediction as to the effect that the transactions described above may have on the price of our common stock. These transactions may be effected on the Nasdaq Global Select Market or otherwise and, if commenced, may be discontinued at any time.

Other Considerations

It is expected that delivery of the shares of our common stock will be made against payment therefor on or about the date specified on the cover page of this prospectus. Under Rule 15c6-1 promulgated under the Exchange Act, trades in the secondary market generally are required to settle in three business days, unless the parties to any such trade expressly agree otherwise.

Certain of the underwriters and their affiliates have in the past provided, and may in the future from time to time provide, investment banking and other financing and banking services to us, for which they have in the past received, and may in the future receive, customary fees and reimbursement for their expenses.

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LEGAL MATTERS

The validity of the shares of common stock to be issued in this offering will be passed upon for us by Varnum LLP, Grand Rapids, Michigan. Certain legal matters related to this offering are being passed upon for the underwriters by Lewis, Rice & Fingersh, L.C., St. Louis, Missouri.

EXPERTS

The financial statements incorporated in this prospectus by reference to the Annual Report on Form 10-K for the year ended December 31, 2012, have been so incorporated in reliance on the report of Crowe Horwath LLP, independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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\$86,000,000
Common Stock

PROSPECTUS

[]

Keefe, Bruyette & Woods
A Stifel Company

Sandler O'Neill + Partners, L.P.

Boenning & Scattergood, Inc.

Neither we nor any of the underwriters have authorized anyone to provide information different from that contained in this prospectus. When you make a decision whether to invest in our common stock, you should not rely upon any information other than the information that is in this prospectus. Neither the delivery of this prospectus nor the sale of common stock means that the information in this prospectus is current after the date of this prospectus. This prospectus is not an offer to sell or solicitation of an offer to buy these shares of common stock in any circumstances under which the offer or solicitation is unlawful.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 13. Other Expenses of Issuance and Distribution.

The following table sets forth the costs and expenses, other than underwriting commissions, to be paid in connection with the sale of shares of our common stock being registered, all of which will be paid by us. All of the amounts shown are estimates, except the SEC Registration Fee and the FINRA Filing Fee.

| | Amount |
|---|----------------|
| SEC Registration Fee | \$ 15,000 |
| Registrant's Legal Fees and Expenses | 250,000 |
| Registrant's Accounting Fees and Expenses | 200,000 |
| Printing and EDGAR Expenses | 75,000 |
| FINRA Filing Fee | 15,000 |
| Blue Sky Legal Fees | 10,000 |
| Other | 35,000 |
| Total | \$ 600,000 |

Item 14. Indemnification of Directors and Officers.

Michigan Business Corporation Act

The Company is organized under the Michigan Business Corporation Act (the "MBCA") which, in general, empowers Michigan corporations to indemnify a person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, other than an action by or in the right of the corporation, by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another enterprise, against expenses, including attorney's fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection therewith if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders and, with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

The MBCA also empowers Michigan corporations to provide similar indemnity to such a person for expenses, including attorney's fees, and amounts paid in settlement actually and reasonably incurred by the person in connection with actions or suits by or in the right of the corporation if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the interests of the corporation or its shareholders, except in respect of any claim, issue or matter in which the person has been found liable to the corporation, unless the court determines that the person is fairly and reasonably entitled to indemnification in view of all relevant circumstances, in which case indemnification is limited to reasonable expenses incurred. If a person is successful in defending against a derivative action or third-party action, the MBCA requires that a Michigan corporation indemnify the person against expenses incurred in the action.

The MBCA also permits a Michigan corporation to purchase and maintain on behalf of such a person insurance against liabilities incurred in such capacities. IBC has obtained a policy of directors' and officers' liability insurance.

The MBCA further permits Michigan corporations to limit the personal liability of directors for a breach of their fiduciary duty. However, the MBCA does not eliminate or limit the liability of a director for any of the following: (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) intentional infliction of harm on the corporation or the shareholders; (iii) a violation of Section 551 of the MBCA; or (iv) an intentional criminal act. If a Michigan corporation adopts such a provision, then the Michigan corporation may indemnify its directors without a determination that they have met the applicable standards for indemnification set forth above, except, in the case of an action or suit by or in the right of the corporation, only against expenses reasonably incurred in the action. The foregoing does not apply if the director's actions fall into one of the exceptions to the limitation on personal liability discussed above, unless a court determines that the person is fairly and reasonably entitled to indemnification in view of all relevant circumstances.

IBC's Articles of Incorporation and Bylaws

The Company's Restated Articles of Incorporation, as amended, provide, among other things, for the indemnification of directors and officers and authorize the Board of Directors to indemnify other persons in addition to the officers and directors. Directors and officers are indemnified against any actual or threatened civil, criminal, administrative, or investigative action, suit, or proceeding in which the director or officer is a witness or which is brought against such officer or director while serving at the request of the Company.

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Insurance

The Company's Restated Articles of Incorporation, as amended, authorize the purchase of insurance for indemnification purposes and that the right of indemnity in the Restated Articles of Incorporation, as amended, is not the exclusive means of indemnification.

Indemnification Agreements

The Company has entered into Indemnification Agreements with each of its directors that provides for additional indemnity protection for the directors, consistent with the provisions of the MBCA.

For the undertaking with respect to indemnification, see Item 17 below.

Item 15. Recent Sales of Unregistered Securities.

On July 7, 2010 we executed an Investment Agreement and Registration Rights Agreement with Dutchess Opportunity Fund, II, LP ("Dutchess") for the sale of shares of our common stock. These agreements serve to establish an equity line facility as a contingent source of liquidity at the parent company level. Pursuant to the Investment Agreement, Dutchess committed to purchase up to \$15.0 million of our common stock over a 36-month period ending November 1, 2013. We have the right, but no obligation, to draw on this equity line facility from time to time during such 36-month period by selling shares of our common stock to Dutchess. The sales price is at a 5% discount to the market price of our common stock at the time of the draw (as such market price is determined pursuant to the terms of the Investment Agreement).

Through the date of this prospectus, we have sold a total of 1.40 million shares (0.17 million shares during 2013, 0.45 million shares during 2012, 0.43 million shares during 2011 and 0.35 million shares during 2010) of our common stock to Dutchess under this equity line for total net proceeds of approximately \$4.2 million. The Company issued the shares of common stock to Dutchess under the Investment Agreement pursuant to an exemption from registration under Section 4(2) of the Securities Act of 1933, as amended, due to the fact that the offering of the shares was made on a private basis to a single purchaser and in accordance with written guidance of the SEC's Division of Corporation Finance pertaining to equity line facility transactions. At the present time, we have shareholder approval to sell approximately 2.6 million additional shares under this equity line. However, if the offering described in this prospectus is successful, we do not expect to sell any additional shares under this equity line.

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Item 16. Exhibits and Financial Statement Schedules

| Exhibit Number | Description |
|----------------|--|
| 1.1 | Form of Underwriting Agreement.* |
| 3.1 | Restated Articles of Incorporation, conformed through May 12, 2009 (incorporated herein by reference to Exhibit 3.1 to our Form S-4 Registration Statement dated January 27, 2010, filed under registration No. 333-164546). |
| 3.1(a) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 99.1 to our current report on Form 8-K dated February 1, 2010 and filed February 3, 2010). |
| 3.1(b) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated April 9, 2010 and filed April 9, 2010). |
| 3.1(c) | Certificate of Designations for Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series B, filed as an amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated April 16, 2010 and filed April 21, 2010). |
| 3.1(d) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated August 31, 2010 and filed August 31, 2010). |
| 3.1(e) | Certificate of Designations for Series C Junior Participating Preferred Stock, filed as an amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 4.2 to our Registration Statement on Form 8-A dated November 15, 2011 and filed November 15, 2011). |
| 3.2 | Amended and Restated Bylaws, conformed through December 8, 2008 (incorporated herein by reference to Exhibit 3.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008). |
| 4.1 | Certificate of Trust of IBC Capital Finance II dated February 26, 2003 (incorporated herein by reference to Exhibit 4.1 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.2 | Amended and Restated Trust Agreement of IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.2 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.3 | Preferred Securities Certificate of IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.3 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.4 | Preferred Securities Guarantee Agreement dated March 19, 2003 (incorporated herein by reference to Exhibit 4.4 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.5 | |

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Agreement as to Expenses and Liabilities dated March 19, 2003 (incorporated herein by reference to Exhibit 4.5 to our report on Form 10-Q for the quarter ended March 31, 2003).

4.6 Indenture dated March 19, 2003 (incorporated herein by reference to Exhibit 4.6 to our report on Form 10-Q for the quarter ended March 31, 2003).

4.7 First Supplemental Indenture of Independent Bank Corporation issued to IBC Capital Finance II dated as of April 1, 2010 (incorporated herein by reference to Exhibit 4.4 to our Form S-4/A Registration Statement dated April 5, 2010, filed under registration No. 333-164546).

4.8 8.25% Junior Subordinated Debenture of Independent Bank Corporation issued for IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.7 to our report on Form 10-Q for the quarter ended March 31, 2003).

4.9 Cancellation Direction and Release between Independent Bank Corporation, IBC Capital Finance II and U.S. Bank National Association dated as of June 23, 2010 and related Irrevocable Stock Power (incorporated herein by reference to Exhibit 4.9 to our Form S-1 Registration Statement dated July 8, 2010).

4.19 Form of Certificate for the Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated herein by reference to Exhibit 4.1 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).

4.20 Warrant dated December 12, 2008 to purchase shares of Common Stock of Independent Bank Corporation (incorporated herein by reference to Exhibit 4.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).

4.21 Certificate for the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series B (incorporated herein by reference to Exhibit 4.1 to our current report on Form 8 K dated April 16, 2010 and filed April 21, 2010).

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- 4.22 Amended and Restated Warrant dated April 16, 2010 to purchase shares of Common Stock of Independent Bank Corporation (incorporated herein by reference to Exhibit 4.2 to our current report on Form 8-K dated April 16, 2010 and filed April 21, 2010).
- 4.23 Tax Benefits Preservation Plan, including exhibits, dated as of November 15, 2011, by and between Independent Bank Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to our Registration Statement on Form 8-A filed November 15, 2011).
- 4.24 Form of Right Certificate (incorporated in this Exhibit 4.15 by reference to Exhibit B of the Plan, included as Exhibit 4.1 to our Registration Statement on Form 8-A filed November 15, 2011).
- 5.1 Opinion of Varnum LLP.*
- 10.1 Deferred Benefit Plan for Directors (incorporated herein by reference to Exhibit 10(C) to our report on Form 10-K for the year ended December 31, 1984).**
- 10.2 First Amendment to Amended and Restated Deferred Compensation and Stock Purchase Plan for Nonemployee Directors, effective March 1, 2012 (incorporated herein by reference to Exhibit 10.1 to our annual report on Form 10-K for the year ended December 31, 2011, filed on March 13, 2012).**
- 10.3 Amended and Restated Deferred Compensation and Stock Purchase Plan for Nonemployee Directors (incorporated herein by reference to Exhibit 10.2 to our report on Form 10-K filed March 10, 2011.)**
- 10.4 Form of Restricted Stock Unit Grant Agreement as executed with certain executive officers (incorporated herein by reference to Exhibit 10.2 to our report on Form 10-Q for the quarter ended March 31, 2011, filed on May 9, 2011.)
- 10.5 Purchase and Assumption Agreement, dated as of May 23, 2012, by and between Independent Bank and Chemical Bank (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated May 23, 2012 and filed May 30, 2012).
- 10.6 The form of Indemnity Agreement approved by our shareholders at its April 19, 1988 Annual Meeting, as executed with all of the Directors of the Registrant (incorporated herein by reference to Exhibit 10(F) to our report on Form 10-K for the year ended December 31, 1988).
- 10.7 Non-Employee Director Stock Option Plan, as amended, approved by our shareholders at its April 15, 1997 Annual Meeting (incorporated herein by reference to Exhibit 4 to our Form S-8 Registration Statement dated July 28, 1997, filed under registration No. 333-32269).
- 10.8 Employee Stock Option Plan, as amended, approved by our shareholders at its April 17, 2000 Annual Meeting (incorporated herein by reference to Exhibit 4 to our Form S-8 Registration Statement dated October 8, 2000, filed under registration No. 333-47352).
- 10.9 The form of Management Continuity Agreement as executed with executive officers and certain senior managers (incorporated herein by reference to Exhibit 10 to our report on Form 10-K for the year ended December 31, 1998).
- 10.10 Independent Bank Corporation Long-Term Incentive Plan, as amended through April 23, 2013, (incorporated herein by reference to Appendix A to our proxy statement on Form DEF 14A filed with the SEC on March 13,

2013).**

10.11 Letter Agreement, dated as of December 12, 2008, between Independent Bank Corporation and the United States Department of the Treasury, and the Securities Purchase Agreement—Standard Terms attached thereto (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).

10.12 Form of Letter Agreement executed by each of Michael M. Magee, Jr., Robert N. Shuster, William B. Kessel, Stefanie M. Kimball, and David C. Reglin (incorporated herein by reference to Exhibit 10.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).

10.13 Form of waiver agreement executed by, among other employees, Michael M. Magee (President and Chief Executive Officer), William B. Kessel (Executive Vice President and Chief Operating Officer), Robert N. Shuster (Executive Vice President and Chief Financial Officer), David C. Reglin (Executive Vice President for Retail Banking), and Stefanie M. Kimball (Executive Vice President and Chief Lending Officer) (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated April 16, 2010 and filed on April 21, 2010).

10.14 Exchange Agreement, dated April 2, 2010, between Independent Bank Corporation and the United States Department of the Treasury (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated April 2, 2010 and filed on April 2, 2010).

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- 10.15 Form of waiver agreement executed by, among other employees, Michael M. Magee (President and Chief Executive Officer), William B. Kessel (Executive Vice President and Chief Operating Officer), Robert N. Shuster (Executive Vice President and Chief Financial Officer), David C. Reglin (Executive Vice President for Retail Banking), and Stefanie M. Kimball (Executive Vice President and Chief Lending Officer) and Mark L. Collins (Executive Vice President and General Counsel) (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated April 16, 2010 and filed on April 21, 2010).
- 10.16 Technology Outsourcing Renewal Agreement, dated as of April 1, 2006, between Independent Bank Corporation and Metavante Corporation (incorporated herein by reference to Exhibit 10 to our report on Form 10-Q for the quarter ended March 31, 2006).
- 10.17 Amendment to Technology Outsourcing Renewal Agreement, dated July 22, 2010, by and between Independent Bank Corporation and Metavante Corporation (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated July 22, 2010 and filed on July 27, 2010.)
- 10.18 Consulting and Transition Agreement, dated February 16, 2011, by and among Independent Bank Corporation, Independent Bank, and Michael M. Magee, Jr. (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated February 15, 2011 and filed on February 16, 2011).*
- 10.19 Securities Purchase Agreement, dated July 26, 2013, between Independent Bank Corporation and the United States Department of the Treasury (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated July 26, 2013 and filed on August 1, 2013).
- 21.1 Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21 to our report on Form 10-K for the year ended December 31, 2009).
- 23.1 Consent of Crowe Horwath LLP.
- 23.2 Consent of Varnum LLP (as contained in Exhibit 5.1).*
- 24.1 Power of Attorney. ***
- 99.1 Investment Agreement, dated July 7, 2010, between Independent Bank Corporation and Dutchess Opportunity Fund, II, LP (incorporated herein by reference to Exhibit 99.1 to our Form S-1 Registration Statement dated July 8, 2010 and filed on July 8, 2010).
- 99.2 Registration Rights Agreement, dated July 7, 2010, between Independent Bank Corporation and Dutchess Opportunity Fund, II, LP (incorporated herein by reference to Exhibit 99.2 to our registration statement on Form S-1 dated July 8, 2010 and filed on July 8, 2010).

* To be filed by amendment.

**Represents a compensation plan.

*** Previously filed.

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Item 17. Undertakings.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Securities Act") may be permitted to directors, officers and controlling persons of the registrant pursuant to the indemnification provisions described herein, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

The undersigned registrant hereby undertakes:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b) (1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 1 to the Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Ionia, State of Michigan, on August 19, 2013.

Independent Bank Corporation
(Registrant)

By: /s/ Robert N. Shuster Date: August 19, 2013
Robert N. Shuster
Executive Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Amendment No. 1 to the Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Capacity</u> | <u>Date</u> |
|--|--|-----------------|
| /s/ Robert N. Shuster Robert N. Shuster | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | August 19, 2013 |
| /s/ William B. Kessel William B. Kessel | Director, President and Chief Executive Officer (Principal Executive Officer) | August 19, 2013 |
| /s/ James J. Twarozynski James J. Twarozynski | Senior Vice President and Controller (Principal Accounting Officer) | August 19, 2013 |
| * Donna J. Banks | Director | August 19, 2013 |
| * Jeffrey A. Bratsburg | Director | August 19, 2013 |
| * Stephen L. Gulis, Jr. | Director | August 19, 2013 |
| * Terry L. Haske | Director | August 19, 2013 |
| * Robert L. Hetzler | Director | August 19, 2013 |

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Signature

Capacity Date

* Director August 19, 2013

James E. McCarty

Director

Charles A. Palmer

* Director August 19, 2013

Charles C. Van Loan

* Director August 19, 2013

Michael M. Magee, Jr.

* Director August 19, 2013

William J. Boer

By: /s/ Robert N. Shuster

*By Robert N. Shuster, Attorney in Fact

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EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 1.1 | Form of Underwriting Agreement.* |
| 3.1 | Restated Articles of Incorporation, conformed through May 12, 2009 (incorporated herein by reference to Exhibit 3.1 to our Form S-4 Registration Statement dated January 27, 2010, filed under registration No. 333-164546). |
| 3.1(a) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 99.1 to our current report on Form 8-K dated February 1, 2010 and filed February 3, 2010). |
| 3.1(b) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated April 9, 2010 and filed April 9, 2010). |
| 3.1(c) | Certificate of Designations for Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series B, filed as an amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated April 16, 2010 and filed April 21, 2010). |
| 3.1(d) | Amendment to Article III of the Articles of Incorporation (incorporated herein by reference to Exhibit 3.1 to our current report on Form 8-K dated August 31, 2010 and filed August 31, 2010). |
| 3.1(e) | Certificate of Designations for Series C Junior Participating Preferred Stock, filed as an amendment to the Articles of Incorporation (incorporated herein by reference to Exhibit 4.2 to our Registration Statement on Form 8-A dated November 15, 2011 and filed November 15, 2011). |
| 3.2 | Amended and Restated Bylaws, conformed through December 8, 2008 (incorporated herein by reference to Exhibit 3.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008). |
| 4.1 | Certificate of Trust of IBC Capital Finance II dated February 26, 2003 (incorporated herein by reference to Exhibit 4.1 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.2 | Amended and Restated Trust Agreement of IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.2 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.3 | Preferred Securities Certificate of IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.3 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.4 | Preferred Securities Guarantee Agreement dated March 19, 2003 (incorporated herein by reference to Exhibit 4.4 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.5 | Agreement as to Expenses and Liabilities dated March 19, 2003 (incorporated herein by reference to Exhibit 4.5 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.6 | Indenture dated March 19, 2003 (incorporated herein by reference to Exhibit 4.6 to our report on Form 10-Q for the quarter ended March 31, 2003). |
| 4.7 | |

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First Supplemental Indenture of Independent Bank Corporation issued to IBC Capital Finance II dated as of April 1, 2010 (incorporated herein by reference to Exhibit 4.4 to our Form S-4/A Registration Statement dated April 5, 2010, filed under registration No. 333-164546).

- 4.8 8.25% Junior Subordinated Debenture of Independent Bank Corporation issued for IBC Capital Finance II dated March 19, 2003 (incorporated herein by reference to Exhibit 4.7 to our report on Form 10-Q for the quarter ended March 31, 2003).
- 4.9 Cancellation Direction and Release between Independent Bank Corporation, IBC Capital Finance II and U.S. Bank National Association dated as of June 23, 2010 and related Irrevocable Stock Power (incorporated herein by reference to Exhibit 4.9 to our Form S-1 Registration Statement dated July 8, 2010).
- 4.10 Certificate of Trust of IBC Capital Finance III dated May 25, 2007 (incorporated herein by reference to Exhibit 4.4 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.11 Amended and Restated Trust Agreement of IBC Capital Finance III dated March 31, 2007 (incorporated herein by reference to Exhibit 4.5 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.12 Junior Subordinated Indenture of Independent Bank Corporation issued for IBC Capital Finance III dated May 31, 2007 (incorporated herein by reference to Exhibit 4.6 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.13 Certificate of Trust of IBC Capital Finance IV dated September 4, 2007 (incorporated herein by reference to Exhibit 4.7 to our Registration Statement on Form S-4 filed on January 27, 2010).
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- 4.14 Amended and Restated Declaration of Trust of IBC Capital Finance IV dated September 6, 2007 (incorporated herein by reference to Exhibit 4.8 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.15 Indenture of Independent Bank Corporation issued for IBC Capital Finance IV dated September 6, 2007 (incorporated herein by reference to Exhibit 4.9 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.16 Certificate of Trust of Midwest Guaranty Trust I dated October 11, 2002 (incorporated herein by reference to Exhibit 4.10 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.17 Amended and Restated Declaration of Trust of Midwest Guaranty Trust I dated October 29, 2002 (incorporated herein by reference to Exhibit 4.11 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.18 Indenture of Midwest Guaranty Bancorp, Inc. issued for Midwest Guaranty Trust I dated October 29, 2002 (incorporated herein by reference to Exhibit 4.12 to our Registration Statement on Form S-4 filed on January 27, 2010).
- 4.19 Form of Certificate for the Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated herein by reference to Exhibit 4.1 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).
- 4.20 Warrant dated December 12, 2008 to purchase shares of Common Stock of Independent Bank Corporation (incorporated herein by reference to Exhibit 4.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).
- 4.21 Certificate for the Fixed Rate Cumulative Mandatorily Convertible Preferred Stock, Series B (incorporated herein by reference to Exhibit 4.1 to our current report on Form 8 K dated April 16, 2010 and filed April 21, 2010).
- 4.22 Amended and Restated Warrant dated April 16, 2010 to purchase shares of Common Stock of Independent Bank Corporation (incorporated herein by reference to Exhibit 4.2 to our current report on Form 8 K dated April 16, 2010 and filed April 21, 2010).
- 4.23 Tax Benefits Preservation Plan, including exhibits, dated as of November 15, 2011, by and between Independent Bank Corporation and American Stock Transfer & Trust Company, LLC, as Rights Agent (incorporated herein by reference to Exhibit 4.1 to our Registration Statement on Form 8-A filed November 15, 2011).
- 4.24 Form of Right Certificate (incorporated in this Exhibit 4.15 by reference to Exhibit B of the Plan, included as Exhibit 4.1 to our Registration Statement on Form 8-A filed November 15, 2011).
- 5.1 Opinion of Varnum LLP.*
- 10.1 Deferred Benefit Plan for Directors (incorporated herein by reference to Exhibit 10(C) to our report on Form 10-K for the year ended December 31, 1984).**
- 10.2 First Amendment to Amended and Restated Deferred Compensation and Stock Purchase Plan for Nonemployee Directors, effective March 1, 2012 (incorporated herein by reference to Exhibit 10.1 to our annual report on Form 10-K for the year ended December 31, 2011, filed on March 13, 2012).**

- 10.3 Amended and Restated Deferred Compensation and Stock Purchase Plan for Nonemployee Directors (incorporated herein by reference to Exhibit 10.2 to our report on Form 10-K filed March 10, 2011.)**
- 10.4 Form of Restricted Stock Unit Grant Agreement as executed with certain executive officers (incorporated herein by reference to Exhibit 10.2 to our report on Form 10-Q for the quarter ended March 31, 2011, filed on May 9, 2011.)
- 10.5 Purchase and Assumption Agreement, dated as of May 23, 2012, by and between Independent Bank and Chemical Bank (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated May 23, 2012 and filed May 30, 2012).
- 10.6 The form of Indemnity Agreement approved by our shareholders at its April 19, 1988 Annual Meeting, as executed with all of the Directors of the Registrant (incorporated herein by reference to Exhibit 10(F) to our report on Form 10-K for the year ended December 31, 1988).
- 10.7 Non-Employee Director Stock Option Plan, as amended, approved by our shareholders at its April 15, 1997 Annual Meeting (incorporated herein by reference to Exhibit 4 to our Form S-8 Registration Statement dated July 28, 1997, filed under registration No. 333-32269).
- 10.8 Employee Stock Option Plan, as amended, approved by our shareholders at its April 17, 2000 Annual Meeting (incorporated herein by reference to Exhibit 4 to our Form S-8 Registration Statement dated October 8, 2000, filed under registration No. 333-47352).
- 10.9 The form of Management Continuity Agreement as executed with executive officers and certain senior managers (incorporated herein by reference to Exhibit 10 to our report on Form 10-K for the year ended December 31, 1998).
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- 10.10 Independent Bank Corporation Long-Term Incentive Plan, as amended through April 23, 2013, (incorporated herein by reference to Appendix A to our proxy statement on Form DEF 14A filed with the SEC on March 13, 2013).**
- 10.11 Letter Agreement, dated as of December 12, 2008, between Independent Bank Corporation and the United States Department of the Treasury, and the Securities Purchase Agreement—Standard Terms attached thereto (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).
- 10.12 Form of Letter Agreement executed by each of Michael M. Magee, Jr., Robert N. Shuster, William B. Kessel, Stefanie M. Kimball, and David C. Reglin (incorporated herein by reference to Exhibit 10.2 to our current report on Form 8-K dated December 8, 2008 and filed on December 12, 2008).
- 10.13 Form of waiver agreement executed by, among other employees, Michael M. Magee (President and Chief Executive Officer), William B. Kessel (Executive Vice President and Chief Operating Officer), Robert N. Shuster (Executive Vice President and Chief Financial Officer), David C. Reglin (Executive Vice President for Retail Banking), and Stefanie M. Kimball (Executive Vice President and Chief Lending Officer) (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated April 16, 2010 and filed on April 21, 2010).
- 10.14 Exchange Agreement, dated April 2, 2010, between Independent Bank Corporation and the United States Department of the Treasury (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated April 2, 2010 and filed on April 2, 2010).
- 10.15 Form of waiver agreement executed by, among other employees, Michael M. Magee (President and Chief Executive Officer), William B. Kessel (Executive Vice President and Chief Operating Officer), Robert N. Shuster (Executive Vice President and Chief Financial Officer), David C. Reglin (Executive Vice President for Retail Banking), and Stefanie M. Kimball (Executive Vice President and Chief Lending Officer) and Mark L. Collins (Executive Vice President and General Counsel) (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated April 16, 2010 and filed on April 21, 2010).
- 10.16 Technology Outsourcing Renewal Agreement, dated as of April 1, 2006, between Independent Bank Corporation and Metavante Corporation (incorporated herein by reference to Exhibit 10 to our report on Form 10-Q for the quarter ended March 31, 2006).
- 10.17 Amendment to Technology Outsourcing Renewal Agreement, dated July 22, 2010, by and between Independent Bank Corporation and Metavante Corporation (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated July 22, 2010 and filed on July 27, 2010.)
- 10.18 Consulting and Transition Agreement, dated February 16, 2011, by and among Independent Bank Corporation, Independent Bank, and Michael M. Magee, Jr. (incorporated herein by reference to Exhibit 10.1 to our current report on Form 8-K dated February 15, 2011 and filed on February 16, 2011).*
- 10.19 Securities Purchase Agreement, dated July 26, 2013, between Independent Bank Corporation and the United States Department of the Treasury (incorporated herein by referenced to Exhibit 10.1 to our current report on Form 8-K dated July 26, 2013 and filed on August 1, 2013).
- 21.1 Subsidiaries of the Registrant (incorporated herein by reference to Exhibit 21 to our report on Form 10-K for the year ended December 31, 2009).

23.1 Consent of Crowe Horwath LLP.

23.2 Consent of Varnum LLP (as contained in Exhibit 5.1).*

24.1 Power of Attorney. ***

99.1 Investment Agreement, dated July 7, 2010, between Independent Bank Corporation and Dutchess Opportunity Fund, II, LP (incorporated herein by reference to Exhibit 99.1 to our Form S-1 Registration Statement dated July 8, 2010 and filed on July 8, 2010).

99.2 Registration Rights Agreement, dated July 7, 2010, between Independent Bank Corporation and Dutchess Opportunity Fund, II, LP (incorporated herein by reference to Exhibit 99.2 to our registration statement on Form S-1 dated July 8, 2010 and filed on July 8, 2010).

* To be filed by amendment.

**Represents a compensation plan.

*** Previously filed.
