

First Internet Bancorp
Form FWP
May 24, 2016

Free Writing Prospectus

Filed Pursuant to Rule 433

Dated May 24, 2016

Registration Statement No. 333-208748

Relating to

Prospectus Supplement dated May 23, 2016

First Internet Bancorp Announces Pricing of Common Stock Offering

Fishers, Indiana, May 24, 2016 First Internet Bancorp (the **Company**) (NASDAQ: INBK), the parent company of First Internet Bank (the **Bank**) (www.firstib.com), today announced the pricing of an underwritten offering of 895,955 shares of the **Company**'s common stock under a previously filed and effective shelf registration statement at a price of \$24.00 per share. After deducting the underwriting discount and estimated offering expenses, the **Company** expects to receive net proceeds of approximately \$20.1 million. The offering is expected to close on or about May 26, 2016, subject to customary closing conditions. Sandler O'Neill + Partners, L.P. is serving as sole underwriter for the offering.

The **Company** expects to use the net proceeds of this offering for general corporate purposes, which may include contributing capital to the **Bank** to support organic growth and repaying or redeeming existing indebtedness. The **Company** does not have any immediate plans, arrangements or understandings related to any material acquisition.

As previously announced, on May 6, 2016, the **Company** and the **Bank** entered into a Sales Agency Agreement with Sandler O'Neill + Partners, L.P. to sell shares of the **Company**'s common stock having an aggregate gross sales price of up to \$25.0 million, from time to time, through an at-the-market equity offering program. As of May 20, 2016, a total of 5,000 shares had been issued under the program for gross proceeds of \$127,865. As of the same date, an additional 127,087 shares had been sold for gross proceeds of approximately \$3.1 million and were pending settlement. Assuming the shares pending settlement are issued as planned, the number of shares of **Company** common stock outstanding after the closing of the underwritten offering on or about May 26, 2016 would be 5,525,326.

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The Company has filed with the U.S. Securities and Exchange Commission (SEC) a prospectus supplement to the prospectus contained in the registration statement on Form S-3 (file no. 333-208748) for the offering of common stock described in this communication. The sale of shares in the underwritten offering will be made pursuant to the prospectus and prospectus supplement. Before you invest, you should read the prospectus in the registration statement, the prospectus supplement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting the SEC s website at www.sec.gov. Alternatively, copies of the prospectus supplement related to the underwritten offering may be obtained by contacting Sandler O Neill + Partners, L.P., 1251 Avenue of the Americas, 6th Floor, New York, New York 10020, Attn: Syndicate Operations (1-866-805-4128).

This press release is for informational purposes only and is not an offer to sell or the solicitation of an offer to sell any security of the Company, which is made only by means of a prospectus supplement and related prospectus, nor will there be any sale of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About First Internet Bancorp

First Internet Bancorp is the parent company of First Internet Bank of Indiana, which opened for business in 1999 as the nation's first state-chartered, FDIC-insured institution to operate solely via the Internet. With customers in all 50 states, First Internet Bank offers consumers services including checking, savings, money market, certificates of deposit and IRA accounts as well as consumer loans, residential mortgages, residential construction loans and home equity products. For commercial clients, it provides commercial real estate loans, commercial and industrial loans and treasury management services. First Internet Bank has been recognized as one of the Best Banks to Work For by American Banker Magazine, a Best Place to Work in Indiana by a consortium of statewide resources, and a Top Workplace by The Indianapolis Star. Additional information about the Company is available at www.firstinternetbancorp.com and additional information about the Bank, including its products and services, is available at www.firsttib.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Securities and Exchange Act of 1934, as amended, including statements regarding the timing and nature of future sales of Company securities, uses of proceeds from the same, and plans relating to future acquisitions. Forward-looking statements are generally identifiable by the use of words such as believe, expect, anticipate, plan, intend, estimate, may, will, would, could, should or other similar expressions. Forward-looking statements are not a guarantee of future performance or results, are based on information available at the time the statements are made and involve known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the information in the forward-looking statements. Factors that may cause such differences include: failures of or interruptions in the communications and information systems on which we rely to conduct our business; failure of our plans to grow our commercial real estate and commercial and industrial loan portfolios; competition with national, regional and community financial institutions; the loss of any key members of senior management; risks related to the satisfaction of the closing conditions of the underwritten offering; fluctuations in interest rates; general economic conditions; risks relating to the regulation of financial institutions; and other factors identified in reports we file with the SEC. All statements in this communication, including forward-looking statements, speak only as of the date they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.

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