

First Internet Bancorp
Form SC 13G/A
January 23, 2019

**SECURITIES
AND
EXCHANGE
COMMISSION
Washington,
D.C. 20549**

**SCHEDULE
13G/A**

Under the
Securities
Exchange Act of
1934
(Amendment No.
3)*

First Internet
Bancorp
(Name of Issuer)

Common Stock,
no par value
(Title of Class of
Securities)

320557101
(CUSIP Number)

December 31,
2018
(Date of event
which requires
filing of this
statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule 13G is
filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

(Page 1 of 9
Pages)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1	NAMES OF REPORTING PERSONS Stieven Financial Investors, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
2	
3	
4	
5	Delaware SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	688,294 shares of Common Stock SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	688,294 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

688,294 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

6.76%

TYPE OF

REPORTING

PERSON

PN

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	NAMES OF REPORTING PERSONS
1	Stieven Financial Offshore Investors, Ltd.
	CHECK THE APPROPRIATE
2	BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
	Cayman Islands
	SOLE VOTING
5	POWER
	-0- SHARED VOTING POWER
6	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
	136,282 shares of Common Stock SOLE DISPOSITIVE POWER
7	
	-0- SHARED DISPOSITIVE POWER
8	
	136,282 shares of Common Stock
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH

REPORTING
PERSON

136,282 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

1.34%

TYPE OF

REPORTING

PERSON

OO

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1	NAMES OF REPORTING PERSONS
2	Stieven Capital Advisors, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	Delaware SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8	824,576 shares of Common Stock SOLE DISPOSITIVE POWER
9	-0- SHARED DISPOSITIVE POWER
9	824,576 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING

PERSON

824,576 shares of
Common Stock

CHECK BOX

IF THE

AGGREGATE

AMOUNT IN ..

ROW (9)

EXCLUDES

CERTAIN

SHARES

PERCENT OF

CLASS

REPRESENTED BY

AMOUNT IN ROW

(9)

8.10%

TYPE OF

REPORTING

PERSON

IA, PN

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1	NAMES OF REPORTING PERSONS
2	Joseph A. Stieven CHECK THE APPROPRIATE BOX IF A MEMBER (b) x OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF
4	ORGANIZATION
5	United States SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
8	824,576 shares of Common Stock SOLE DISPOSITIVE POWER
9	-0- SHARED DISPOSITIVE POWER
9	824,576 shares of Common Stock AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	824,576 shares of Common Stock CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	8.10% TYPE OF REPORTING PERSON IN

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Item 1(a). NAME OF ISSUER:

The name of the issuer is First Internet Bancorp (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

The Company's principal executive offices are located at 11201 USA Parkway, Fishers, Indiana 46037.

Item 2(a). NAME OF PERSON FILING:

This statement is filed by:

- (i) Stieven Financial Investors, L.P., a Delaware limited partnership ("SFI"), with respect to the shares of Common Stock (as defined in Item 2(d) below) held by it;
- (ii) Stieven Financial Offshore Investors, Ltd., a Cayman Islands exempted company ("SFOI"), with respect to the shares of Common Stock held by it;
- (iii) Stieven Capital Advisors, L.P., a Delaware limited partnership ("SCA"), which serves as the investment manager to SFI and SFOI, with respect to the shares of Common Stock held by SFI and SFOI; and
- (iv) Joseph A. Stieven ("Mr. Stieven"), Chief Executive Officer of SCA, with respect to the shares of Common Stock held by SFI and SFOI.

The foregoing persons are hereinafter collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Stieven Capital GP, LLC, a Delaware limited liability company ("SFIGP"), is the general partner of SFI. Stieven Capital Advisors GP, LLC, a Delaware limited liability company ("SCAGP"), is the general partner of SCA. Mr. Stieven is managing member of SFIGP and SCAGP.

The filing of this statement should not be construed as an admission that any of the Reporting Persons is, for the purposes of Section 13 of the Act, the beneficial owner of the Common Stock reported herein.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The address of the business office of each of the Reporting Persons is 12412 Powerscourt Drive, Suite 250, St. Louis, Missouri 63131.

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Item 2(c). CITIZENSHIP:

SFI and SCA are limited partnerships organized under the laws of the State of Delaware. SFOI is a Cayman Islands exempted company. Mr. Stieven is a citizen of the United States.

Item 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, no par value (the "Common Stock")

Item 2(e). CUSIP NUMBER:

320557101

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) "Broker or dealer registered under Section 15 of the Act;
- (b) "Bank as defined in Section 3(a)(6) of the Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (f) "

- A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (g) "

- A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (h) "

- A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (i) "

- (j) "A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) "Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please
specify the type of institution: _____

Item 4. OWNERSHIP.

The information required by Items 4(a)-(c) is set forth in rows 5-11 for each Reporting Person hereto and is incorporated herein by reference for each Reporting Person.

The figures used to calculate beneficial ownership are calculated based upon the 10,181,675 shares of Common Stock outstanding as of November 2, 2018 as reflected in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the Securities and Exchange Commission on November 9, 2018.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant

in any transaction having that purpose or effect.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: January 23, 2019

STIEVEN FINANCIAL
INVESTORS, L.P.

By: Stieven Capital GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

STIEVEN FINANCIAL
OFFSHORE INVESTORS,
LTD.

/s/ Christine Fletcher
Name: Christine Fletcher
Title: Director

STIEVEN CAPITAL
ADVISORS, L.P.

By: Stieven Capital Advisors
GP, LLC
its general partner

/s/ Joseph A. Stieven
Name: Joseph A. Stieven
Title: Managing Member

JOSEPH A. STIEVEN

/s/ Joseph A. Stieven
JOSEPH A. STIEVEN,
individually

