

Northwest Bancshares, Inc.  
Form SC 13G/A  
February 05, 2019  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment 2)\*

Northwest Bancshares, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value per share  
(Title of Class of Securities)

667340103  
(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 is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\*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).

Page 1 of 5 Pages

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CUSIP NO. 667340103 Page 2 of 5 Pages

Names of Reporting  
Persons

1 Northwest Bank 2015  
Amended and Restated  
401(k) Plan Trust

Check the Appropriate Box  
if a Member of a Group  
(See Instructions)

2 (a)   
(b)

3 SEC Use Only

4 Citizenship or Place of  
Organization  
Pennsylvania  
Sole Voting Power  
5

Number of 0  
Shares Shared Voting Power  
Beneficially 6  
Owned by 5,641,351  
Each Sole Dispositive Power  
Reporting 7  
Person 0  
With: Shared Dispositive Power  
8

5,641,351  
Aggregate Amount  
Beneficially Owned by  
9 Each Reporting Person

5,641,351  
Check if the Aggregate  
Amount in Row (9)  
Excludes Certain Shares  
10 (See Instructions)

11 Percent of Class  
Represented by Amount in  
Row 9  
  
5.5% of 103,354,030 shares  
of Common Stock  
outstanding as of December

31, 2018.

Type of Reporting Person  
(See Instructions)

12

EP

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CUSIP NO. 667340103 Page 3 of 5 Pages

Item 1.

(a) Name of Issuer

Northwest Bancshares, Inc.

(b) Address of Issuer's Principal Executive Offices

100 Liberty Street  
Warren, Pennsylvania 16365

Item 2.

(a) Name of Person Filing

Northwest Bank 2015 Amended and Restated 401(k) Plan Trust  
Trustee: Trust Department of Northwest Bank

(b) Address of Principal Business Office

100 Liberty Street  
Warren, Pennsylvania 16365

(c) Citizenship or Place of Organization

See Page 2, Item 4.

(d) Title of Class of Securities

Common Stock, par value \$.01 per share

(e) CUSIP Number

See Page 1.

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b, or (c), check whether the person filing is  
a:

(f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: See Page 2, Item 9.

(b) Percent of class: See Page 2, Item 11.

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(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: See Page 2, Item 5.
- (ii) Shared power to vote or to direct the vote: Page 2, item 6.
- (iii) Sole power to dispose or to direct the disposition of: See Page 2, Item 7.
- (iv) Shared power to dispose or to direct the disposition of: See Page 2, Item 8.

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

The reporting person is an employee benefit plan subject to the provisions of the Employee Retirement Income Security Act of 1974.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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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CUSIP NO. 667340103 Page 5 of 5 Pages

SIGNATURE

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

Date: February 5, 2018

NORTHWEST  
BANK  
2015  
AMENDED  
AND  
RESTATED  
401(K) PLAN  
TRUST

By Trust  
Department of  
By: Northwest  
Bank, as  
Trustee

/s/ Terry  
Thierman  
Name: Terry  
Thierman  
Title: Senior  
Vice President  
and Group  
Trust  
Controller