

OLD NATIONAL BANCORP /IN/
Form 424B3
August 11, 2014
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The information in this prospectus supplement is not complete and may be changed. This prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting offers to buy these securities, in any jurisdiction where the offer or sale is not permitted.

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-196587

SUBJECT TO COMPLETION, DATED AUGUST 11, 2014

PRELIMINARY PROSPECTUS SUPPLEMENT

(To Prospectus Dated June 6, 2014)

\$150,000,000

% Senior Notes due 2024

Old National Bancorp is offering and selling \$150,000,000 aggregate principal amount of its % senior notes due 2024. The notes will bear interest at the rate of % per year. Interest on the notes will be payable on August and February of each year, beginning on February , 2015. The notes will mature on August , 2024. The notes are not redeemable prior to maturity.

The notes will be our unsecured senior obligations and will rank equally with all of our other unsecured senior indebtedness. Because Old National Bancorp is a holding company, our cash flows and consequent ability to service our obligations, including our debt securities, are dependent on distributions and other payments of earnings to us by our subsidiaries, and funds raised from borrowings or in the capital markets. Accordingly, our right to receive any assets of our subsidiaries upon their liquidation or reorganization, and the consequent right of the holders of the debt securities to participate in those assets, will be effectively subordinated to the claims of our subsidiaries' creditors.

Investing in the notes involves risks. See Risk Factors beginning on page S-7 of this prospectus supplement to read about factors you should consider before buying the notes.

The notes are not savings accounts, deposits or other obligations of any bank or depository institution and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

	Per Note	Total
Public offering price	%	\$
Underwriting discounts and commissions	%	\$
Proceeds to us (before expenses)	%	\$

The public offering price set forth above does not include accrued interest, if any. Interest on the notes will accrue from August , 2014.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriter expects to deliver the notes in book-entry form through the facilities of The Depository Trust Company for the accounts of its participants, on or about August , 2014, against payment therefor in immediately available funds.

SANDLER O NEILL + PARTNERS, L.P.
The date of this prospectus supplement is August , 2014.

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About This Prospectus Supplement

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to the offering. Generally, the term prospectus refers to both parts combined.

We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. If anyone provides you with different or inconsistent information, you should not rely on it. We and the underwriter are offering to sell these notes and seeking offers to buy these notes only in jurisdictions where offers and sales are permitted. The information contained in this prospectus supplement and the accompanying prospectus is accurate only as of the date of each document regardless of the time of delivery of this prospectus supplement and the accompanying prospectus or any sale of these notes. In case there are any differences or inconsistencies between this prospectus supplement, the accompanying prospectus and the information incorporated by reference, you should rely on the information in the document with the latest date.

All references in this prospectus supplement to Old National, we, us, our or similar references mean Old National Bancorp and its successors, and include our consolidated subsidiaries where the context so requires.

Where You Can Find More Information

We are subject to the information requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). You may read and copy any materials we file with the SEC at the Public Reference Room of the SEC at Room 1580, 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, we file our documents electronically with the SEC, and you may access those documents over the Internet. The SEC maintains a website that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. The address of the SEC's website is www.sec.gov. Documents we have filed with the SEC are also available on our website at www.oldnational.com. Except as expressly stated herein, information contained on our website does not constitute a part of this prospectus and is not incorporated by reference herein.

Incorporation of Certain Documents by Reference

The SEC allows us to incorporate by reference information filed by us with the SEC into this prospectus. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus, except for any information that is superseded by other information that is included in or incorporated by reference into this document.

This prospectus incorporates by reference the documents listed below that we have previously filed with the SEC (File No. 001-15817). These documents contain important information about us:

our Annual Report on Form 10-K for the year ended December 31, 2013;

our Quarterly Reports on Form 10-Q for the quarter ended March 31, 2014 and for the quarter ended June 30, 2014; and

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our Current Reports on Form 8-K filed with the SEC on January 8, 2014, January 23, 2014, March 18, 2014, April 11, 2014, April 28, 2014, May 9, 2014, June 2, 2014, June 4, 2014, July 14, 2014, July 25, 2014, July 28, 2014, August 1, 2014 and August 11, 2014 (except, with respect to each of the foregoing, for portions of such reports which were deemed to be furnished and not filed).

We incorporate by reference any additional documents that we may file with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than those furnished pursuant to Item 2.02 or Item 7.01 of Form 8-K or other information furnished to the SEC) from the date of the registration statement of which this prospectus supplement is part until the termination of the offering of the securities. These documents may include annual, quarterly and current reports, as well as proxy statements. Any material that we later file with the SEC will automatically update and replace the information previously filed with the SEC. These documents are available to you without charge. See [Where You Can Find More Information](#).

You may obtain copies of these documents, other than exhibits (unless that exhibit is specifically incorporated by reference into that filing), free of charge by contacting our Corporate Secretary, at our principal executive offices, which are located at One Main Street, Evansville, Indiana 47708, or by telephone at (812) 464-1294.

Special Note Regarding Forward-Looking Statements

This prospectus supplement, the prospectus and the information included or incorporated by reference in them include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements often include the words believes, expects, anticipates, estimates, forecasts, intends, plans, targets, potentially, probably, projects, outlook or similar conditional verbs such as may, will, should, would and could. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from the statements, including:

economic, market, operational, liquidity, credit and interest rate risks associated with our business;

economic conditions generally and in the financial services industry;

expected earnings and cost savings in connection with the consolidation of recent and pending acquisitions may not be fully realized or realized within the expected time frames, and deposit attrition, customer loss and revenue loss following completed acquisitions may be greater than expected;

our ability to close our pending acquisitions on currently anticipated terms, or within currently anticipated timeframes;

unexpected difficulties and losses related to FDIC-assisted acquisitions, including those resulting from our loss sharing arrangements with the FDIC;

failure to properly understand risk characteristics of newly entered markets;

increased competition in the financial services industry either nationally or regionally, resulting in, among other things, credit quality deterioration;

our ability to achieve loan and deposit growth;

volatility and direction of market interest rates;

governmental legislation and regulation, including changes in accounting regulation or standards;

our ability to execute our business plan;

a weakening of the economy which could materially impact credit quality trends and the ability to generate loans;

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changes in the securities markets; and

changes in fiscal, monetary and tax policies.

Some of these and other factors are discussed in our annual and quarterly reports previously filed with the SEC. Such developments could have an adverse impact on our financial position and our results of operations.

The forward-looking statements are based upon management's beliefs and assumptions and are made as of the date of this prospectus supplement. We undertake no obligation to publicly update or revise any forward-looking statements included or incorporated by reference in this prospectus supplement or to update the reasons why actual results could differ from those contained in such statements, whether as a result of new information, future events or otherwise, except to the extent required by federal securities laws. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus supplement or in the incorporated documents might not occur, and you should not put undue reliance on any forward-looking statements.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information about us and this offering. This information is not complete and does not contain all of the information you should consider before investing in the notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, including Risk Factors and Special Note Regarding Forward-Looking Statements contained in this prospectus supplement and Risk Factors and Forward-Looking Statements contained in the accompanying prospectus and the financial statements and the other information incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment decision.

Old National

We are a bank holding company, incorporated under Indiana law and headquartered in Evansville, Indiana. We are the largest financial services holding company headquartered in Indiana and, with \$10.4 billion in assets as of June 30, 2014, rank among the top 100 banking companies in the United States. Since our founding in Evansville in 1834, we have focused on community banking by building long-term, highly valued partnerships with clients in our primary footprint of Indiana, southeastern Illinois, western Kentucky and southwestern Michigan. In addition to providing extensive services in retail and commercial banking, wealth management, investments and brokerage, we also own Old National Insurance which is one of the top 100 largest agencies in the U.S. and the 10th largest bank-owned agency. Our common stock is listed on the NASDAQ Global Select Market under the symbol **ONB**. Our principal executive offices are located at One Main Street, Evansville, Indiana 47708. Our telephone number is (812) 464-1294.

Recent Developments

On June 3, 2014, we entered into a merger agreement with LSB Financial Corp. (**LSB**) with total assets of \$368.7 million and deposits of \$314.5 million at June 30, 2014. Based on our June 3, 2014 closing price of \$13.68 per share, the total merger consideration is estimated to be approximately \$66.7 million of which approximately \$16.7 million is cash. The transaction is expected to close in the mid to late fourth quarter of 2014.

On July 25, 2014, we entered into a merger agreement with Founders Financial Corporation (**Founders**) with total assets of \$466 million and deposits of \$378 million at June 30, 2014. Based on our July 25, 2014 closing price of \$13.87 per share, the total merger consideration is estimated to be approximately \$88.2 million of which approximately \$39.8 million is cash. The transaction is expected to close in the first half of 2015.

On July 31, 2014, we closed on the acquisition of United Bancorp, Inc. (**United**) with total assets of \$881.7 million and deposits of \$769.7 million at June 30, 2014. Based on our July 31, 2014 closing price of \$13.38 per share, the total merger consideration was approximately \$157.8 million of which approximately \$34.0 million was cash.

On July 31, 2014, we also completed the merger of our subsidiary Old National Trust Company into Old National Bank.

While we may use a portion of the proceeds from this offering to finance the cash consideration of our pending acquisitions, the completion of this offering is not a condition to the closing of either of the pending acquisitions. See **Use of Proceeds**. We have sufficient cash on hand to finance our pending acquisitions without the proceeds of this offering. Our pending acquisitions are in various stages of completion and may not be completed on currently anticipated terms, or within currently anticipated timeframes, or at all. The completion of the pending acquisitions is subject to the satisfaction of various conditions.

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Summary of the Offering

Securities Offered \$150,000,000 aggregate principal amount of % Senior Notes due August , 2024.

Issuer Old National Bancorp.

Maturity Date August , 2024.

Price to Public % of the principal amount per note plus accrued interest, if any, from the date of issuance.

Interest Rate % per annum, computed on the basis of a 360-day year of twelve 30-day months, from August , 2014.

Interest Payment Dates August and February of each year, commencing February , 2015.

Listing The notes will not be listed on any national securities exchange or included in any automated quotation system. Currently there is no market for the notes.

Ranking The notes will be senior unsecured obligations of ours and will rank equally with all our existing and future unsecured and unsubordinated indebtedness.

Because we are a holding company, our cash flows and consequent ability to service our obligations, including our debt securities, are dependent on distributions and other payments of earnings to us by our subsidiaries, and funds raised from borrowings or in the capital markets. Accordingly, our right to receive any assets of our subsidiaries upon their liquidation or reorganization, and the consequent right of the holders of the debt securities to participate in those assets, will be effectively subordinated to the claims of our subsidiaries' creditors. As of June 30, 2014, we had no outstanding secured debt. At June 30, 2014, our subsidiaries' direct borrowings and deposit liabilities totaled approximately \$8.9 billion.

Default The notes will contain events of default, the occurrence of which may result in the acceleration of our obligations under the notes prior to maturity upon notice by the Trustee (as defined below) or holders of at least 25% of the aggregate principal amount of the outstanding notes. See Description of Notes Events of Default; Waiver in this prospectus supplement.

Certain Covenants We will issue the notes under an indenture and related second indenture supplement between us and the Trustee, which we refer to as the Indenture. The Indenture contains covenants that limit: (1) our and Old National Bank's ability to sell or otherwise dispose

of certain equity securities of Old National Bank; (2) Old National Bank's ability to issue certain equity securities;

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(3) Old National Bank's ability to merge or consolidate, or lease, sell, assign or transfer all or substantially all of its assets; and (4) our and Old National Bank's ability to incur debt secured by certain equity securities of Old National Bank. These covenants are subject to a number of important exceptions, qualifications and limitations. See "Description of Notes—Certain Covenants" in this prospectus supplement.

Trustee The Bank of New York Mellon Trust Company, N.A. (the "Trustee") will act as indenture trustee under the Indenture.

Future Issuances We may, from time to time, without notice to or consent of the holders, increase the aggregate principal amount of the notes outstanding by issuing additional notes in the future with the same terms as the notes, except for the issue date and offering price, and such additional notes shall be consolidated with the notes issued in this offering and form a single series.

Use of Proceeds We expect that the net proceeds, after underwriting discounts and estimated expenses, to us from the sale of the notes offered hereby will be approximately \$ million. We intend to use the net proceeds for general corporate purposes, which may include providing capital to support the growth of our business, payment of the cash consideration of our pending acquisitions of LSB and Founders, payment of the cash consideration components of opportunistic acquisitions of other financial institutions, and repurchases of our common stock. Other than the pending acquisitions of LSB and Founders, we have no current commitments or agreements with respect to any additional acquisitions and may decide not to make any additional acquisitions. If, for any reason, one or both of the pending acquisitions are not consummated, we will use the net proceeds of the notes that would have been used in connection with the acquisition for general corporate purposes. See "Old National—Recent Developments." Pending this use, the proceeds from the offering may be invested in short-term investments.

Denomination; Form The notes will be issued only in fully registered form without coupons, in denominations of \$1,000 and integral multiples of \$1,000. The notes will be evidenced by one or more global notes deposited with the Trustee, as custodian for The Depository Trust Company, or DTC. Beneficial interests in the global notes will be shown on, and transfers of those beneficial interests can only be made through, records maintained by DTC and its participants. See "Description of the Notes—Book-Entry, Delivery and Form of Notes."

Risk Factors Investing in the notes involves risks. See "Risk Factors" beginning on page S-7.

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The following summary selected consolidated financial information of Old National as of and for each of the years ended December 31, 2013, 2012 and 2011 has been derived from our audited consolidated financial statements. Our audited consolidated financial statements have been audited by Crowe Horwath LLP, our independent registered public accounting firm. The summary selected consolidated financial information of Old National as of and for the six months ended June 30, 2014 and 2013 has been derived from our unaudited consolidated financial statements. In the opinion of our management, the unaudited interim consolidated financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the financial position and results of operations as of such dates and for such periods. Results for the interim periods are not necessarily indicative of the results to be expected for the full year. This information is only a summary, and should be read together with, and is qualified in its entirety by reference to, our historical consolidated financial statements and notes thereto and the section entitled Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and our Annual Report on Form 10-K for the year ended December 31, 2013, which are incorporated by reference herein.

	Six Months Ended June 30,		Year ended December 31,		
	2014	2013	2013	2012	2011
	(Unaudited)				
	(in thousands of dollars)				
Consolidated Income Statement Data					
Interest Income	\$ 177,793	\$ 171,784	\$ 341,810	\$ 344,699	\$ 326,593
Interest Expense	9,833	13,543	24,386	35,942	53,720
Net interest income	167,960	158,241	317,424	308,757	272,873
Provision for loan losses	(363)	(2,848)	(2,319)	5,030	7,473
Noninterest income	80,216	92,559	184,758	189,816	182,883
Noninterest expense	186,356	\$ 177,099	361,984	365,758	348,521
Income before income taxes	62,183	76,549	142,517	127,785	99,762
Income tax expense	16,900	24,126	41,597	36,110	27,302
Net income	45,283	52,423	100,920	91,675	72,460
Consolidated Balance Sheet Data					
Securities (excludes trading securities)	\$ 3,388,961	\$ 3,060,150	\$ 3,134,935	\$ 2,903,612	\$ 2,555,866
Loans, excluding held for sale	5,538,868	5,176,222	5,082,964	5,196,594	4,767,203
Total assets	10,387,933	9,641,071	9,581,744	9,543,623	8,609,683
Deposits	7,555,003	6,840,093	7,210,903	7,278,953	6,611,563
Shareholders' equity	1,277,331	1,166,978	1,162,640	1,194,565	1,033,556
Consolidated Capital Ratios					
Tier 1 risk-based capital ratio	13.96%	14.44%	14.32%	13.63%	13.51%
Total risk-based capital ratio	14.74%	15.36%	15.19%	14.69%	14.99%
Leverage ratio	9.27%	8.80%	8.92%	8.53%	8.29%

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Allowance for loan losses at period end	\$ 46,152	\$ 49,318	\$ 47,145	\$ 54,763	\$ 58,060
Allowance to period-end loans ratio	0.83%	0.95%	0.93%	1.05%	1.22%
Net charge-offs	\$ 630	\$ 2,597	\$ 5,299	\$ 8,327	\$ 21,722
Total non-performing loans	\$ 139,464	\$ 198,828	\$ 144,186	\$ 264,250	\$ 299,533
Non-performing loans as a percent of period-end loans	2.52%	3.84%	2.84%	5.08%	6.28%
Accruing loans past due 90 days or more	\$ 380	\$ 1,207	\$ 238	\$ 1,077	\$ 3,448

Selected Consolidated Performance Ratios

Return on assets	0.93%	1.10%	1.05%	1.04%	0.86%
Return on equity	7.47%	8.75%	8.54%	8.34%	7.24%
Net interest margin fully taxable equivalent	4.14%	4.01%	4.02%	4.23%	3.87%