

MidWestOne Financial Group, Inc.
Form SC 13D/A
February 01, 2016

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

**SCHEDULE 13D
(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED
PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

MIDWESTONE FINANCIAL GROUP, INC.

(Name of Issuer)

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

598511103

(CUSIP Number)

Kurt R. Weise

945 Winnetka Avenue N. Suite 145

Golden Valley, MN 55427

(763) 512-5299

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(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 23, 2015

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* 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 on 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).

CUSIP No. 598511103

| | | |
|---|--|---------------------------------------|
| 1 | Name of Reporting Persons John M. Morrison | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization United States | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 500 |
| | 8 | Shared Voting Power 2,465,583 |
| | 9 | Sole Dispositive Power 500 |
| | 10 | Shared Dispositive Power 2,465,583 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,466,083 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | <input type="radio"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 21.6% | |
| 14 | Type of Reporting Person IN | |

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| | | |
|---|--|---------------------------------------|
| 1 | Name of Reporting Persons John M. Morrison Revocable Trust #4 | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | o |
| 3 | SEC Use Only | |
| 4 | Source of Funds SC | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Item 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization Florida | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 7 | Sole Voting Power 0 |
| | 8 | Shared Voting Power 2,265,583 |
| | 9 | Sole Dispositive Power 0 |
| | 10 | Shared Dispositive Power 2,265,583 |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 2,265,583 | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares | o |
| 13 | Percent of Class Represented by Amount in Row (11) 19.9% | |
| 14 | Type of Reporting Person OO | |

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This Amendment No. 1 to Schedule 13D (Amendment No. 1) amends and supplements the prior statement on Schedule 13D (the Schedule 13D) as filed on May 11, 2015, by John M. Morrison (Mr. Morrison) and John M. Morrison Revocable Trust #4 (the Trust and, together with Mr. Morrison, the Reporting Persons), related to the common stock, par value \$1.00 per share (Common Stock), of MidWestOne Financial Group, Inc., an Iowa corporation (the Issuer). Each item below amends and supplements the information disclosed under the corresponding item of the Schedule 13D. Except as indicated herein, the information set forth in the Schedule 13D remains unchanged in all material respects. Unless otherwise indicated, all capitalized terms used herein but not defined shall have the same meanings as set forth in the Schedule 13D.

Item 1. Security and Issuer.

There are no amendments to Item 1 of the Schedule 13D pursuant to this Amendment No. 1.

Item 2. Identity and Background.

There are no amendments to Item 2 of the Schedule 13D pursuant to this Amendment No. 1.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding thereto the following information:

Since the Schedule 13D was filed, shares of Common Stock for which the Reporting Persons are reporting beneficial ownership herein have been acquired or disposed of in the following manner:

- (a) On May 15, 2015, Mr. Morrison acquired beneficial ownership of 500 shares of the Common Stock pursuant to a grant by the Issuer of restricted stock units which vest on May 15, 2016. All non-employee directors of the Issuer were granted 500 restricted stock units on that date.
- (b) On November 24, 2015, the Trust sold 26,250 shares of the Common Stock for \$29.00 per share in a private transaction.
- (c) On November 25, 2015, the Trust sold 31,250 shares of the Common Stock for \$29.00 per share in a private transaction.

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(d) On December 23, 2015, the Trust made a gift of 200,000 shares of the Common Stock to the Community Foundation of Collier County (Naples, FL), a public registered charitable foundation. The Reporting Persons do not retain any direction on the public foundation.

(e) On December 23, 2015, the Trust made a gift of 200,000 shares of the Common Stock to the John M. & Susan Morrison Foundation, a private registered charitable foundation (the Foundation). Because Mr. Morrison and his spouse serve as directors of the Foundation and

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have voting and investment power over the shares of the Common Stock, Mr. Morrison is deemed to have beneficial ownership over such shares.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding thereto the following information:

The purpose of filing this Amendment No. 1 is to update the beneficial ownership of the Reporting Persons previously disclosed as a result of the transactions of the Common Stock described in Item 3.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended by deleting paragraphs (a), (b), (c) and (d) thereof and inserting the following:

(a) For purposes of calculating each Reporting Person's beneficial ownership percentage, the total shares of Common Stock outstanding is based on 11,408,773 shares of Common Stock outstanding as of December 31, 2015.

As of December 31, 2015, Mr. Morrison beneficially owned 2,466,083 shares of Common Stock, representing approximately 21.6% of the outstanding shares of Common Stock. This amount consisted of 500 shares of Common Stock held individually that were acquired pursuant to a grant by the Issuer of restricted stock units which vest on May 15, 2016, 2,265,583 shares of Common Stock held by the Trust, for which Mr. Morrison is the sole trustee, and 200,000 shares of Common Stock held by the Foundation, for which Mr. Morrison is a director.

As of December 31, 2015, the Trust beneficially owned 2,265,583 shares of Common Stock, representing approximately 19.9% of the outstanding shares of Common Stock.

(b) Mr. Morrison has sole power to vote or to direct the vote, and the sole power to dispose or direct the disposition of, 500 shares of the Common Stock. As the sole trustee of the Trust, Mr. Morrison shares with the Trust the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 2,265,583 shares of the Common Stock held by the Trust. As a director of the Foundation, Mr. Morrison shares the power to vote or to direct the vote, and the power to dispose or to direct the disposition of, the 200,000 shares of the Common Stock held by the Foundation.

(c) No transactions in the Issuer's Common Stock were effected during the past 60 days by the Reporting Persons except as set forth in Item 3 above

(d) Except as described herein, no one other than the Reporting Persons has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any of the Common Stock of the Issuer reported on this Schedule 13D.

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no amendments to Item 6 of the Schedule 13D pursuant to this Amendment No. 1.

Item 7. Material to be Filed as Exhibits.

There are no amendments to Item 7 of the Schedule 13D pursuant to this Amendment No. 1.

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SIGNATURES

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.

Pursuant to Rule 13d-1(k)(1)(iii) of Regulation 13D-G of the General Rules and Regulations of the Securities and Exchange Act of 1934, as amended, the undersigned agree that the attached statement is filed on behalf of each of them.

Dated: February 1, 2016

By: /s/ John M. Morrison

Name: John M. Morrison

By: /s/ John M. Morrison

Name: John M. Morrison, Trustee for the
John M. Morrison Revocable Trust #4