

FIDELITY SOUTHERN CORP  
 Form 4/A  
 March 28, 2017

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 SHEPHERD W CLYDE III

2. Issuer Name and Ticker or Trading Symbol  
 FIDELITY SOUTHERN CORP  
 [LION]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3490 PIEDMONT ROAD, SUITE 1550

3. Date of Earliest Transaction (Month/Day/Year)  
 01/06/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 ATLANTA, GA 30305

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/09/2017

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)              | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|----------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                              |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (D)                                                      | Price                                                 |
| Fidelity Southern Corporation - Common Stock | 01/06/2017                           |                                                    | P                              |                                                                   | 168.2587                                                                                      | A                                                        | \$ 23.763                                             |
| Fidelity Southern Corporation - Common Stock | 01/06/2017                           |                                                    | A <sup>(1)</sup>               |                                                                   | 84.1294                                                                                       | A                                                        | \$ 23.763                                             |
|                                              |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 2,078                                                 |
|                                              |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | I                                                     |

|                                              |        |   |  |                                |
|----------------------------------------------|--------|---|--|--------------------------------|
| Fidelity Southern Corporation - Common Stock |        |   |  | By Child - Wm Clyde S Shepherd |
| Fidelity Southern Corporation - Common Stock | 39,998 | I |  | By Family Foundation           |
| Fidelity Southern Corporation - Common Stock | 5,784  | I |  | By Family Partnership          |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                              |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                        | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 15.56                                               |                                      |                                                    |                                |                                                                                         | 01/23/2015 <sup>(2)</sup>                                | 01/23/2019                                                    | Fidelity Southern Corporation - Common Stock | 6,000                      |
| Stock Option (Right to Buy)                | \$ 16.82 <sup>(3)</sup>                                |                                      |                                                    |                                |                                                                                         | 03/19/2016                                               | 03/19/2020                                                    | Fidelity Southern Corporation - Common Stock | 10,000                     |

Stock  
Option  
(Right to  
Buy) \$ 17.87

01/21/2017<sup>(4)</sup> 01/21/2021

Fidelity  
Southern  
Corporation  
- Common  
Stock 10,000

## Reporting Owners

| Reporting Owner Name / Address                                                | Relationships |           |         |       |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                               | Director      | 10% Owner | Officer | Other |
| SHEPHERD W CLYDE III<br>3490 PIEDMONT ROAD<br>SUITE 1550<br>ATLANTA, GA 30305 | X             |           |         |       |

## Signatures

Brittany Caylor, Attorney in Fact for W. Clyde  
Shpherd III

03/28/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares awarded for service as a Director during the previous month.

(2) Exercisable: 1/3 on 1/23/2015; 1/3 on 1/23/2016; 1/3 on 1/23/2017

(3) Exercisable: 1/3 on 3/19/16, 1/3 on 3/19/17, 1/3 on 3/19/18

(4) Exercisable: 1/3 on 1/21/2017; 1/3 on 1/21/2018; 1/3 on 1/21/2019

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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