

INDEPENDENT BANK CORP /MI/
Form SC TO-I/A
March 18, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Amendment No. 1 to
SCHEDULE TO

TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

INDEPENDENT BANK CORPORATION

(Name of Subject Company (Issuer) and Filing Persons (Offeror))

Options to Purchase Common Shares with an Exercise Price Greater than \$10.00 per Share

(Title of Class of Securities)

453838104

(CUSIP Number of Class of Securities (Underlying Common Shares))

Independent Bank Corporation

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230 West Main Street

Ionia, Michigan 48846

(616) 527-9450

Attention: Robert N. Shuster

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Michael G. Wooldridge

Varnum LLP

333 Bridge Street, P.O. Box 352

Grand Rapids, Michigan 49501-0352

(616) 336-6000

CALCULATION OF FILING FEE

Transaction Valuation (1)
\$49,614.00

Amount of Filing Fee
\$3.56

- (1) Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Value assumes that all options to purchase shares of the Issuer's common shares that may be eligible for exchange in the offer will be tendered for new options and cancelled pursuant to this offer. These options have a value of \$49,614 calculated using the Black-Scholes option pricing method.
- x **Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.**

Amount Previously Paid: \$3.56
Filing Party: Independent Bank Corporation

Form or Registration No.: 005-35306
Date Filed: March 1, 2010

- “ **Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

Check the appropriate boxes below to designate any transactions to which the statement relates:

- “ third-party tender offer subject to Rule 14d-1.
- x issuer tender offer subject to Rule 13e-4.
- “ going-private transaction subject to Rule 13e-3.
- “ amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer: “

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- “ Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
- “ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (this "Amendment No. 1") amends and supplements the Tender Offer Statement on Schedule TO ("Schedule TO") filed with the Securities and Exchange Commission on March 1, 2010, relating to the offer by Independent Bank Corporation (the "Company") to exchange certain outstanding options to purchase shares of the Company's common stock for new options covering a lesser number of shares of the Company's common stock (the "Offer").

On March 18, 2010, the Company emailed a reminder to eligible participants regarding the approaching expiration date for the Offer and the related deadline for electing to participate. A copy of this email communication is attached as Exhibit (a)(5) to this Amendment No. 1 and is incorporated herein by reference.

Item 12.

Exhibits

Exhibit No.

Description

(a)(1)*	Offer to Exchange Certain Outstanding Stock Options for New Stock Options.
(a)(2)*	Form of Election Form/Notice of Withdrawal
(a)(3)*	Form of Communication to Eligible Employees Confirming Election to Participate
(a)(4)*	Form of Communication to Eligible Employees Confirming Election to Withdraw
(a)(5)	Form of Email Reminder to Eligible Participants
(b)	Not applicable.
(d)(1)	Independent Bank Corporation Long-Term Incentive Plan, as amended through April 26, 2005 (incorporated herein by reference to Exhibit 10 to our report on Form 10-K for the year ended December 31, 2005).
(d)(2)*	Form of Independent Bank Corporation Nonqualified Stock Option Agreement.
(g)	Not applicable.
(h)	Not applicable.

* Previously filed as an exhibit to the Schedule TO.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 1 to Schedule TO is true, complete, and correct.

Independent Bank Corporation

By: /s/ Robert N. Shuster
Name: Robert N. Shuster
Executive Vice President
Title: and Chief Financial Officer

Date: March 18, 2010