

MERCANTILE BANK CORP

Form S-3MEF

September 18, 2003

As filed with the Securities and Exchange Commission on September 18, 2003

Registration No. 333-

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Form S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Mercantile Bank Corporation**

*(Exact name of registrant as specified in its charter)*

**Michigan**  
*(State or other jurisdiction of  
incorporation or organization)*

**38-3360865**  
*(I.R.S. Employer  
Identification Number)*

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**5650 Byron Center Avenue SW**  
**Wyoming, Michigan 49509**  
**(616) 406-3000**

*(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)*

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**Gerald R. Johnson, Jr.**  
**Chairman and Chief Executive Officer**  
**5650 Byron Center Avenue SW**  
**Wyoming, Michigan 49509**  
**(616) 406-3000**

*(Name, address, including zip code, and telephone number, including area code, of agent for service)*

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**Copies of Communications to:**

**Jerome M. Schwartz**  
**Dickinson Wright PLLC**  
**500 Woodward Avenue**  
**Suite 4000**  
**Detroit, Michigan 48226**  
**(313) 223-3628**

**Jennifer R. Evans**  
**Vedder, Price, Kaufman & Kammholz, P.C.**  
**222 North LaSalle Street**  
**Suite 2600**  
**Chicago, Illinois 60601**  
**(312) 609-7500**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.        Registration No. 333-107814.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.   

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.   

**CALCULATION OF REGISTRATION FEE**

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<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock	224,606 shares	\$33.26	\$7,470,396	\$605

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**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE PURSUANT TO  
GENERAL INSTRUCTION IV OF FORM S-3**

In accordance with the provisions of General Instruction IV of Form S-3, Mercantile Bank Corporation is registering the additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, and incorporates by reference the contents of its Registration Statement on Form S-3, Registration No. 333-107814 (the Incorporated Registration Statement ). The Incorporated Registration Statement was declared effective by the Securities and Exchange Commission on Wednesday, September 17, 2003.

**PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 16. Exhibits**

All Exhibits filed with the Incorporated Registration Statement are incorporated by reference into this Registration Statement, except the following, which are filed with this Registration Statement.

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Dickinson Wright PLLC
23.1	Consent of Crowe Chizek and Company LLC
23.2	Consent of Dickinson Wright PLLC (included in opinion filed as Exhibit 5.1 above)



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Gerald R. Johnson, Jr.

Chairman of the Board, Chief Executive Officer  
and Director (principal executive officer)

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ SUSAN K. JONES*</u>	Director	September 18, 2003
Susan K. Jones		
<u>/s/ LAWRENCE W. LARSEN*</u>	Director	September 18, 2003
Lawrence W. Larsen		
<u>/s/ CALVIN D. MURDOCK*</u>	Director	September 18, 2003
Calvin D. Murdock		
<u>/s/ MICHAEL H. PRICE</u>	Director	September 18, 2003
Michael H. Price		
<u>/s/ DALE J. VISSER*</u>	Director	September 18, 2003
Dale J. Visser		
<u>Donald Williams, Sr.</u>	Director	September 18, 2003
Donald Williams, Sr.		
<u>/s/ ROBERT M. WYNALDA*</u>	Director	September 18, 2003
Robert M. Wynalda		

\* Signed pursuant to power of attorney

By: /s/ GERALD R. JOHNSON, JR.

Gerald R. Johnson, Jr.

**EXHIBIT INDEX**

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