

MERCANTILE BANK CORP
Form 11-K
June 29, 2015
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 11-K

**ANNUAL
REPORT
PURSUANT
TO SECTION
15(d) OF THE
SECURITIES
EXCHANGE
ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

**TRANSITION
REPORT
PURSUANT
TO SECTION
15(d) OF THE
SECURITIES
EXCHANGE
ACT OF 1934.**

For the transition period from to

Commission File No. 000-26719

Mercantile Bank of Michigan

401(k) Plan

Mercantile Bank Corporation

310 Leonard Street, NW

Grand Rapids, Michigan 49504

(616) 406-3000



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REQUIRED INFORMATION

THE MERCANTILE BANK OF MICHIGAN 401(K) plan IS SUBJECT TO THE EMPLOYEE RETIREMENT INCOME SECURITY ACT OF 1974 (ERISA). IN LIEU OF THE REQUIREMENTS OF items 1, 2 and 3 of form 11-k for annual reports, the financial statements and schedules of the plan for the two years ended december 31, 2014 and 2013, which have been prepared in accordance with the financial reporting requirements of erisa, are included in this report.

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Mercantile Bank of Michigan

401(k) Plan

Financial Statements

And Supplemental Schedule

Years Ended December 31, 2014 and 2013

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Mercantile Bank of Michigan 401(k) Plan

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Report of Independent Registered Public Accounting Firm

Plan Administrator

Mercantile Bank of Michigan 401(k) Plan

Grand Rapids, Michigan

We have audited the accompanying statements of net assets available for benefits of Mercantile Bank of Michigan 401(k) Plan (the Plan) as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

As further discussed in Note 7, the Firstbank Corporation 401(k) Plan was merged into the Plan effective June 9, 2014.

The accompanying supplemental Schedule of Assets (Held at End of Year) as of December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental schedule is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental schedule reconciles to the financial statements or the underlying accounting and other

records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental schedule. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental schedule is fairly stated, in all material respects, in relation to the financial statements as a whole.

/s/BDO USA, LLP

Grand Rapids, Michigan

June 29, 2015

Table Of Contents**Mercantile Bank of Michigan 401(k) Plan****Statements of Net Assets Available for Benefits**

<i>December 31,</i>	2014	2013
Assets		
Investments, at fair value		
Mutual funds	\$37,139,258	\$13,730,606
Mercantile Bank Corporation common stock	14,976,077	7,759,067
Money market fund	2,254,258	11,448
Common/collective trust	-	679,807
Total investments	54,369,593	22,180,928
Notes receivable from participants	956,496	416,392
Accrued income	19	
Cash	-	1,309
Net Assets Available for Benefits, at Fair Value	55,326,108	22,598,629
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	-	(2,216)
Net Assets Available for Benefits	\$55,326,108	\$22,596,413

See accompanying notes to financial statements.

Table Of Contents**Mercantile Bank of Michigan 401(k) Plan****Statements of Changes in Net Assets Available for Benefits**

<i>Year ended December 31,</i>	2014	2013
Additions		
Investment income		
Net appreciation (depreciation) in fair value of investments	\$(804,760)	\$3,808,250
Interest and dividends	2,832,739	751,114
Total investment income	2,027,979	4,559,364
Contributions		
Employer	918,949	500,431
Employee	1,731,387	988,265
Rollover	127,927	17,413
Total contributions	2,778,263	1,506,109
Interest from notes receivable	31,533	10,579
Total Additions	4,837,775	6,076,052
Deductions		
Benefits paid to participants	7,145,213	779,334
Administrative expenses	77,425	5,211
Total Deductions	7,222,638	784,545
Net Increase (Decrease)	(2,384,863)	5,291,507
Assets Transferred to the Plan	35,114,558	-
Net Assets Available for Benefits, beginning of year	22,596,413	17,304,906
Net Assets Available for Benefits, end of year	\$55,326,108	\$22,596,413

See accompanying notes to financial statements.

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Mercantile Bank of Michigan 401(k) Plan

Notes to Financial Statements

1. Plan Description

The following description of Mercantile Bank of Michigan 401(k) Plan (Plan) provides only general information. Participants should refer to the Plan Agreement or Summary Plan Description for a more complete description of the Plan's provisions.

General

The Plan was established by the Plan Sponsor, Mercantile Bank of Michigan (Bank), effective January 1, 1998. The Plan was amended and restated effective January 1, 2013. The Plan is subject to the Employee Retirement Income Security Act of 1974 (ERISA).

Eligibility and Enrollment

The Plan is a defined contribution plan covering eligible employees who have completed a minimum of one hour of service. Beginning January 1, 2014, eligible employees can enter the Plan on the first day of the month following date of hire. During 2013, eligible employees entered the Plan on the first day of the fiscal quarter following date of hire. Beginning May 1, 2014, the Bank adopted automatic enrollment provisions in which an amount equal to 3% of employee compensation for all newly eligible employees is automatically withheld, until such time as the employee elects a different percentage or elects no contributions.

Contributions

Elective deferrals by participants under the Plan provisions are based on a percentage of their compensation, subject to certain limitations as defined by the Plan Agreement. Participants may also make after tax Roth contributions, and

may roll over account balances from other qualified defined benefit or defined contribution plans into their account.

Effective January 1, 2013, the Bank made safe harbor matching contributions equal to 100% of the first 4% of compensation deferred by each participant, subject to certain limitations as specified in the Plan Agreement. Effective January 1, 2014, the safe harbor matching contribution increased to 100% of the first 4.25% of compensation deferred by each participant. The Bank may also make a discretionary profit sharing contribution subject to certain limitations as specified in the Plan Agreement. There were no profit sharing contributions in 2014 and 2013.

Participant Accounts

Each participant's account is credited with the participant's contributions, allocations of the Bank's matching contribution and Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

Vesting

Participants are immediately vested in their elective deferrals and all employer contributions and earnings thereon.

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Mercantile Bank of Michigan 401(k) Plan

Notes to Financial Statements

Notes Receivable From Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. The notes are secured by the balance in the participant's account and bear interest at rates that are commensurate with local borrowing rates. Interest rates on notes receivable outstanding as of December 31, 2014 ranged from 3.25% to 7.75%. Principal and interest is paid ratably through payroll deductions over a period not to exceed five years, unless the notes were used to purchase a primary residence, in which case the note terms shall not exceed ten years.

Payment of Benefits

Upon separation of service, death, disability or retirement, a participant or his or her beneficiary will receive a distribution of the participant's account as a lump-sum amount. A participant may receive the portion of his or her account invested in Mercantile Bank Corporation common stock in either common shares or cash. Additionally, under certain circumstances of financial hardship, participants are allowed to withdraw funds from the Plan.

Administrative Expenses

Certain administrative expenses are paid by the Plan Sponsor. Certain fees incurred as a result of participant-directed transactions (e.g., participant loan origination and distribution fees) are charged directly to the participant's account. Effective June 2014, an annual trustee fee is paid to Greenleaf Trust. The trustee fee is calculated quarterly based on the market value of the Plan assets and allocated to participant accounts on a quarterly basis.

2. Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates.

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

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Mercantile Bank of Michigan 401(k) Plan

Notes to Financial Statements

Concentration of Credit Risk

At December 31, 2014 and 2013, approximately 28% and 35%, respectively, of the Plan's assets were invested in Mercantile Bank Corporation common stock. A significant decline in the market value of the common stock would significantly affect the net assets available for benefits.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset (an exit price) in the principal or most advantageous market for the asset in an orderly transaction between market participants on the measurement date. See Note 3 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable – Participant Loans

Participant loans are classified as notes receivable from participants, and are measured at the unpaid principal balance plus unpaid accrued interest. Defaulted loans, if any, are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

3. Investments

In accordance with ASC 820, *Fair Value Measurements and Disclosures*, the Plan utilizes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets in active markets.

Level 2 - Inputs to the valuation methodology include quoted prices for similar assets in active markets, quoted prices for identical or similar assets in inactive markets, and other inputs that are observable or can be corroborated by observable market data.

Level 3 - Inputs to the valuation methodology are both significant to the fair value measurement and unobservable.

The following valuation methodologies were used to measure the fair value of the Plan's investments. There have been no changes in the methodologies used at December 31, 2014 and 2013.

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Mercantile Bank of Michigan 401(k) Plan

Notes to Financial Statements

Money market and mutual funds - Valued at quoted market prices in an exchange and active market, which represent the net asset values (NAV) of shares held by the Plan.

Mercantile Bank Corporation common stock - Valued at the closing price reported on the active market on which the security is traded.

Common/collective trust (CCT): The Plan's interest in the Union Bond & Trust Company Morley Stable Value Fund (the Fund) is valued based on information reported by the issuer, The Union Bond & Trust Company (Union) using the net asset value from the audited financial statements of the Fund. Union determines fair value based on the underlying investments (primarily conventional, synthetic and separate account investment contracts, and cash equivalents). Investment contracts held by a defined contribution plan are required to be reported at fair value, with an adjustment to contract value in the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The contract value of the CCT represents contributions plus earnings, less participant withdrawals and administrative expenses. The investment objective of the Fund is to provide preservation of capital, relatively stable returns consistent with its comparatively low risk profile, and liquidity for benefit-responsive payments. Withdrawals from the Fund for benefit payments and participant transfers to noncompeting options to be paid to plan participants are made within 30 days after written notification has been received. The Plan's interest in the Fund was withdrawn during 2014 when Plan assets were transferred to Greenleaf Trust.

The Plan's valuation methods may result in a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Although Plan management believes the valuation methods are appropriate and consistent with the market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The tables below set forth by level within the fair value hierarchy the Plan's investments as of December 31, 2014 and 2013. There have been no significant transfers in or out of Levels 1, 2 or 3 in 2014 or 2013.

Investments at Fair Value

<i>December 31, 2014</i>	Level 1	Level 2	Level 3	Total
Mutual funds				
Domestic stock funds	\$11,979,798	\$ -	\$ -	\$11,979,798
International stock funds	2,996,951	-	-	2,996,951
Fixed income funds	2,874,251	-	-	2,874,251
Lifestyle/asset allocation funds	19,288,258	-	-	19,288,258
Total mutual funds	37,139,258	-	-	37,139,258
Common stock	14,976,077	-	-	14,976,077
Money market fund	2,254,258	-	-	2,254,258
Investments, at fair value	\$54,369,593	\$ -	\$ -	\$54,369,593

Table Of Contents**Mercantile Bank of Michigan 401(k) Plan****Notes to Financial Statements**

Investments at Fair Value

<i>December 31, 2013</i>	Level 1	Level 2	Level 3	Total
Mutual funds				
Domestic stock funds	\$6,498,113	\$-	\$ -	\$6,498,113
International stock funds	5,289,258	-	-	5,289,258
Fixed income funds	718,890	-	-	718,890
Balanced funds	679,885	-	-	679,885
Lifestyle/asset allocation funds	544,460	-	-	544,460
Total mutual funds	13,730,606	-	-	13,730,606
Common stock	7,759,067	-	-	7,759,067
Common/collective trust	-	679,807	-	679,807
Money market fund	11,448	-	-	11,448
Investments, at fair value	\$21,501,121	\$679,807	\$ -	\$22,180,928

Investments that represent 5% or more of the fair value of the Plan's net assets available for benefits are as follows:

<i>December 31,</i>	2014	2013
Mutual Funds		
T Rowe Price Retirement 2020 Fund	3,757,351	-
T Rowe Price Retirement 2030 Fund	7,144,537	-
T Rowe Price Retirement 2040 Fund	3,619,250	-
American Funds Growth Fund of America	-	\$2,009,178
Franklin Mutual Beacon	-	1,254,343
Mercantile Bank Corporation common stock	14,976,077	7,759,067

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During 2014 and 2013, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in fair value as follows:

<i>Year Ended December 31,</i>	2014	2013
Mutual funds	\$(779,252)	\$1,924,604
Common/collective trust	-	2,939
Common stock	(25,508)	1,880,707
Net Appreciation (Depreciation) in Fair Value of Investments	\$(804,760)	\$3,808,250

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Mercantile Bank of Michigan 401(k) Plan

Notes to Financial Statements

4. Related Party Transactions

Parties-in-interest are defined under Department of Labor (DOL) regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer and certain other parties. Professional fees for the administration and audit of the Plan are paid by the Bank.

Certain Plan investments were managed by Charles Schwab Trust Company (Schwab) and Union Bond and Trust Company (Union) prior to the change in custodian that occurred in June 2014. Schwab and Union were Plan custodians as defined by the Plan; therefore, these transactions qualify as party-in-interest transactions.

The 712,468 and 359,549 shares of Mercantile Bank Corporation common stock held by the Plan as of December 31, 2014 and 2013, respectively, represent approximately 4.20% and 4.11% of the Corporation's outstanding shares as of December 31, 2014 and 2013, respectively.

Cash dividends of \$1,031,298 and \$164,129 were paid to the Plan by Mercantile Bank Corporation during 2014 and 2013, respectively.

5. Plan Termination

Although it has not expressed any intent to do so, the Bank has the right under the Plan to terminate the Plan, subject to the provisions of ERISA.

6. Tax Status

The Internal Revenue Service has determined and informed the Bank by a letter dated August 7, 2014 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter; however the Plan Administrator believes that the Plan is designed and is being operated in compliance with the applicable requirements of the IRC. The related trust, therefore, is not subject to tax under present tax law.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there currently are no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to tax examinations for years prior to 2011.

7. Plan Merger

On August 14, 2013, Mercantile Bank Corporation (Mercantile) and Firstbank Corporation (Firstbank) entered into an agreement to merge. Under the terms of the merger agreement, Firstbank was merged with and into Mercantile, with Mercantile as the surviving corporation. The merger became effective on June 1, 2014. As a result, the Firstbank Corporation 401(k) Plan was merged into the Plan effective June 9, 2014, and assets of approximately \$35,115,000 were merged into the Plan. Effective June 9, 2014, the Plan changed custodians, and Plan assets were transferred from Charles Schwab Trust Company to Greenleaf Trust Company.

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EIN: 38-3360868

Plan Number: 001

December 31, 2014

		(c)		
(a)	(b)	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost	(e) Current Value
Mutual funds				
	Blackrock Equity Dividend Fund	72,647 shares	**	\$1,812,551
	Fidelity Advisor New Insights	81,017 shares	**	2,199,617
	Franklin Small Cap Value R6	7,314 shares	**	408,501
	Goldman Sachs Mid Cap Value Fund	19,810 shares	**	823,698
	Prudential Jennison Small Cap Z Fund	29,693 shares	**	793,106
	T Rowe Price Mid Cap Growth Fund	17,138 shares	**	1,292,923
	Vanguard 500 Index Admiral Shares	14,170 shares	**	2,690,732
	Vanguard Mid Cap Index Admiral Shares	7,172 shares	**	1,097,155
	Vanguard Small Cap Index Admiral Shares	15,420 shares	**	861,515
	Delaware Emerging Market	19,482 shares	**	282,294
	Manning & Napier World Opportunities	253,836 shares	**	1,860,617
	Matthews Pacific Tiger Fund	11,987 shares	**	318,504
	Vanguard Total International Index Admiral	20,598 shares	**	535,536
	T Rowe Price Personal Income Fund	58,647 shares	**	1,062,690
	T Rowe Price Retirement 2010 Fund	20,832 shares	**	369,348
	T Rowe Price Retirement 2015 Fund	103,830 shares	**	1,502,427
	T Rowe Price Retirement 2020 Fund	181,427 shares	**	3,757,351
	T Rowe Price Retirement 2030 Fund	310,362 shares	**	7,144,537
	T Rowe Price Retirement 2040 Fund	151,306 shares	**	3,619,250
	T Rowe Price Retirement 2045 Fund	61,579 shares	**	985,264
	T Rowe Price Retirement 2050 Fund	63,191 shares	**	847,393
	T Rowe Price Retirement Income Fund	49,384 shares	**	732,856

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Vanguard Intermediate Term Treasury Admiral	15,638	shares	**	177,800
Vanguard Short Term Treasury ADM	27,710	shares	**	296,215
Vanguard Short Term Invest Grade Fund Admiral	54,277	shares	**	578,591
Vanguard Total Bond Market Admiral Shares	100,165	shares	**	1,088,789
Total mutual funds				37,139,258
Common stock				
* Mercantile Bank Corporation	712,468	shares	**	14,976,077
Money market fund				
Northern Institutional Treasury Portfolio	2,254,258	shares	**	2,254,258
Total Investments, at Fair Value				\$54,369,593
* Notes Receivable From Participants	(3.25% to 7.75%)			\$956,496

* *A party-in-interest as defined by ERISA.*

** *The cost of participant-directed investments is not required to be disclosed.*

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Exhibit to Report on Form 11-K

Exhibit No. Exhibit Description

23.1 Consent of Independent Registered Public Accounting Firm

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee (or other persons who administer the employee benefit plan) has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Mercantile Bank of
Michigan

401(k) Plan

Date: June 29, 2015 By: /s/ Lonna L.
Wiersma
Lonna L. Wiersma,
Plan Administrator

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Exhibit Index

Exhibit No. Exhibit Description

23.1 Consent of Independent Registered Public Accounting Firm

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