



## EXPLANATORY NOTE

This Form 8-A/A is filed by First Mid-Illinois Bancshares, Inc. (the “Company”) to reflect the expiration of the common stock purchase rights (the “Rights”) registered on the Form 8-A filed by the Company on April 30, 2014 (the “Form 8-A”).

### Item 1. Description of Registrant’s Securities to Be Registered.

Item 1 of the Form 8-A is hereby amended by adding the following paragraph:

On January 21, 2015, the Company announced that it executed an amendment (the “Amendment”) to the Rights Agreement (the “Rights Agreement”), dated as of September 22, 2009, between the Company and Computershare Trust Company, N.A. The Amendment accelerates the expiration of the Company’s common stock purchase rights (the “Rights”) from 5:00 p.m., Mattoon, Illinois time, on September 22, 2019, to 5:00 p.m., Mattoon, Illinois time, on January 21, 2015, and has the effect of terminating the Rights Agreement on that date. At the time of the termination of the Rights Agreement, all of the Rights distributed to holders of the Company’s common stock pursuant to the Rights Agreement will expire.

The foregoing is a summary of the terms of the Amendment. The summary does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached as Exhibit 4.2 and incorporated herein by reference.

### Item 2. Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
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4.1	Rights Agreement, dated as of September 22, 2009 by and between the Company and Computershare Trust Company, N.A., as rights agent (incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8-A filed by the Company with the Securities and Exchange Commission on September 24, 2009).
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4.2	Amendment No. 1 to Rights Agreement by and between First Mid-Illinois Bancshares, Inc. and Computershare Trust Company, N.A., dated as of January 21, 2015 (incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on January 21, 2015).
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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

FIRST MID-ILLINOIS BANCSHARES, INC.

Dated: January 21, 2015

By: /s/ Joseph R. Dively

Joseph R. Dively

Chairman and Chief Executive Officer

**INDEX TO EXHIBITS**

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