First Internet Bancorp
Form SC 13G/A
February 11, 2016

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

First Internet Bancorp

(Name of Issuer)

Common Stock

(Title of Class of Securities)

320557101

(CUSIP Number)

December 31, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[ ] Rule 13d-1(c)

[ ] Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 320557101

1. NAMES OF REPORTING PERSONS

   Wellington Management Group LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

   (a) [ ]
   (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	299,597
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	299,597

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

   299,597

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

    [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

    6.69%

12. TYPE OF REPORTING PERSON

HC

CUSIP No. 320557101

1. NAMES OF REPORTING PERSONS

   Wellington Group Holdings LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

   (a) [ ]
   (b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

   Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
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	7. SOLE DISPOSITIVE POWER	0
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   [ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

   6.69%

12. TYPE OF REPORTING PERSON

HC

CUSIP No. 320557101

1. NAMES OF REPORTING PERSONS

Wellington Investment Advisors Holdings LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]
(b) [ ]

3. SEC USE ONLY

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6.69%

12. TYPE OF REPORTING PERSON

HC

CUSIP No. 320557101

1. NAMES OF REPORTING PERSONS

Wellington Management Company LLP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [ ]
(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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[ ]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.69%

12. TYPE OF REPORTING PERSON

IA

Item 1.

(a) Name of Issuer
First Internet Bancorp

(b) Address of Issuer's Principal Executive Offices
8888 Keystone Crossing
Suite 1700
Indianapolis, IN 46240

Item 2.

(a) Name of Person Filing
Wellington Management Group LLP
Wellington Group Holdings LLP
Wellington Investment Advisors Holdings LLP
Wellington Management Company LLP

(b) Address of Principal Business Office or, if None, Residence
c/o Wellington Management Company LLP
280 Congress Street
Boston, MA 02210

(c) Citizenship
Wellington Management Group LLP - Massachusetts
Wellington Group Holdings LLP - Delaware
Wellington Investment Advisors Holdings LLP - Delaware
Wellington Management Company LLP - Delaware

(d) Title of Class of Securities
Common Stock

(e) CUSIP Number
320557101

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [ ] Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b) [ ] Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) [ ] Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) [ ] Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) [X] An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E); *

(f) [ ] An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);

(g) [X] A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);

(h) [ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) [ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box [ ]

Wellington Management Group LLP - HC
Wellington Group Holdings LLP - HC
Wellington Investment Advisors Holdings LLP - HC
Wellington Management Company LLP - IA

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

See the responses to Item 9 on the attached cover pages.

(b) Percent of Class:

See the responses to Item 11 on the attached cover pages.

(c) Number of shares as to which such person has:

(i)	sole power to vote or to direct the vote	0
(ii)	shared power to vote or to direct the vote	See the responses to Item 6 on the attached cover pages.
(iii)	sole power to dispose or to direct the disposition of	0
(iv)	shared power to dispose or to direct the disposition of	See the responses to Item 8 on the attached cover pages.

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed are owned of record by clients of one or more investment advisers identified in Exhibit A directly or indirectly owned by Wellington Management Group LLP. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: Wellington Management Group LLP

By: /s/ Steven M. Hoffman

Name: Steven M. Hoffman

Title: Authorized Person

Date: February 16, 2016

By: Wellington Group Holdings LLP

By: /s/ Steven M. Hoffman

Name: Steven M.

Hoffman
Title: Authorized Person
Date: February 16, 2016

By: Wellington Investment Advisors Holdings LLP
By: /s/ Steven M. Hoffman
Name: Steven M. Hoffman
Title: Authorized Person
Date: February 16, 2016

By: Wellington Management Company LLP
By: /s/ Steven M. Hoffman
Name: Steven M. Hoffman
Title: Managing Director
Date: February 16, 2016

Exhibit A

Pursuant to the instructions in Item 7 of Schedule 13G, the following lists the identity and Item 3 classification of each relevant entity that beneficially owns shares of the security class being reported on this Schedule 13G.

Wellington Group Holdings LLP – HC
Wellington Investment Advisors LLP – HC
Wellington Management Global Holdings, Ltd. - HC

One or more of the following investment advisers (the "Wellington Investment Advisers"):

Wellington Management Company LLP – IA
Wellington Management Canada LLC – IA
Wellington Management Singapore Pte Ltd – IA
Wellington Management Hong Kong Ltd – IA
Wellington Management International Ltd – IA
Wellington Management Japan Pte Ltd – IA
Wellington Management Australia Pty Ltd - IA

The securities as to which this Schedule is filed by Wellington Management Group LLP, as parent holding company of certain holding companies and the Wellington Investment Advisers, are owned of record by clients of the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP controls directly, or indirectly through Wellington Management Global Holdings, Ltd., the Wellington Investment Advisers. Wellington Investment Advisors Holdings LLP is owned by Wellington Group Holdings LLP. Wellington Group Holdings LLP is owned by Wellington Management Group LLP.

EXHIBIT B

JOINT FILING AGREEMENT

The undersigned hereby agree that this Schedule 13G (the "Schedule 13G") with respect to the common stock of First Internet Bancorp is, and any additional amendment thereto signed by each of the undersigned shall be, filed on behalf of each undersigned pursuant to and in accordance with the provisions of 13d-1(k) under the Securities Exchange Act of 1934, as amended, and that all subsequent amendments to the Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate. It is understood and agreed that the joint filing of the Schedule 13G shall not be construed as an admission that the persons named herein constitute a group for purposes of Regulation 13D-G of the Securities Exchange Act of 1934, nor is a joint venture for purposes of the Investment Company Act of 1940.

By: Wellington Management Group LLP

By: /s/ Steven M. Hoffman

Name: Steven M. Hoffman

Title: Authorized Person

Date: February 16, 2016

By: Wellington Group Holdings LLP

By: /s/ Steven M. Hoffman

Name: Steven M. Hoffman

Title: Authorized Person

Date: February 16, 2016

By: Wellington Investment Advisors Holdings LLP

By: /s/ Steven M. Hoffman

Name: Steven M. Hoffman

Title: Authorized Person

Date: February 16, 2016

By: Wellington Management Company LLP

By: /s/ Steven M. Hoffman

Name: Steven M. Hoffman

Title: Managing Director

Date: February 16, 2016

s of Default

The credit agreement governing the Term Loan Credit Facility contains a number of negative covenants that are substantially similar to those governing the Senior Notes (as defined below) and certain other customary covenants and events of default. However, the Company will not be required to comply with any financial ratio covenants, including the minimum fixed charge coverage ratio applicable to the Asset-Based Credit Facility.

3. Secured Hedging

The guarantors of the Term Loan Credit Facility and the Asset-Based Credit Facility also guaranteed the Company s obligations under various interest rate swaps, foreign currency swaps, commodities hedges or similar agreements (the Secured Hedging Agreements), on a pari passu basis. The collateral securing the Term Loan Credit Facility and the Asset-Based Credit Facility is also securing the Secured Hedging Agreements on a pari passu basis.

4. Senior Indenture and Senior Notes due 2014

General

On December 19, 2006, the Company issued $600.0 million aggregate principal amount of 9%/9 $^{3}/4$% senior notes that mature on December 15, 2014 (the Senior Notes). The Senior Notes were issued pursuant to an indenture dated December 19, 2006 (the Senior Indenture), by and among Aurora Acquisition Merger Sub, Inc., the Company, the subsidiary guarantors named therein and LaSalle Bank National Association, as trustee.

Guarantees

The Senior Notes are guaranteed, jointly and severally, on an unsecured senior basis, by substantially all of the Company s domestic subsidiaries existing on the issue date. If the Company creates or acquires a wholly-owned domestic subsidiary that guarantees the Company s debt or the debt of any subsidiary guarantor, such newly created or acquired subsidiary will also guarantee the Senior Notes unless the Company designates such subsidiary as an unrestricted subsidiary under the Senior Indenture.

Ranking

The Senior Notes are the Company s unsecured senior obligations and rank senior in right of payment to all of the Company s existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the Senior Notes, including the Senior Subordinated Notes (as defined in Section 4 of this Item 1.01); rank equally in right of payment to all of the Company s existing and future debt and other obligations that are not, by their terms, expressly subordinated in right of payment to the Senior Notes; and are effectively subordinated in right of payment to all of the Company s existing and future secured debt (including obligations under the Asset-Based Credit Facility and the Term Loan Credit Facility (the Senior Secured Credit Facilities)), to the extent of the value of the assets securing such debt, and are structurally subordinated to all obligations of each of the Company s subsidiaries that does not guarantee the Senior Notes.

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Similarly, the Senior Note guarantees are the unsecured senior obligations of the subsidiary guarantors and rank senior in right of payment to all of the applicable subsidiary guarantor s existing and future debt and other obligations that are, by their terms, expressly subordinated in right of payment to such guarantee, including such subsidiary guarantor s guarantee under the Senior Subordinated Notes; rank equally in right of payment to all of the applicable subsidiary guarantor s existing and future debt and other obligations that are not, by their terms, expressly subordinated in right of payment to such guarantee; and are effectively subordinated in right of payment to all of the applicable subsidiary guarantor s existing and future secured debt (including such subsidiary guarantor s guarantee under the Senior Secured Credit Facilities), to the extent of the value of the assets securing such debt.

Optional Redemption

At any time prior to December 15, 2010, the Company may redeem all or a part of the Senior Notes, upon not less than 30 nor more than 60 days prior notice mailed by first-class mail to the registered address of each holder of Senior Notes or otherwise delivered in accordance with the procedures of the Depository Trust Company (DTC), at a redemption price equal to 100% of the principal amount of the Senior Notes redeemed plus the Applicable Premium (as defined in the Senior Indenture) as of, and accrued and unpaid interest and Additional Interest (as defined in the Senior Indenture), if any, to the redemption date, subject to the rights of holders of record on the relevant record date to receive interest due on the relevant interest payment date.

On and after December 15, 2010, the Company may redeem the Senior Notes, in whole or in part, upon not less than 30 nor more than 60 days prior notice, at the redemption prices (expressed as percentages of the principal amount of the Senior Notes to be redeemed) set forth below, plus accrued and unpaid interest thereon and Additional Interest, if any, to the applicable date of redemption, subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date, if redeemed during the twelve-month period beginning on each of the years indicated below:

Year	**Percentage**
2010	104.500%
2011	102.250%
2012 and thereafter	100.000%

In addition, prior to December 15, 2009, the Company may, at its option, redeem up to 35% of the sum of the aggregate principal amount of Senior Notes (including the aggregate principal amount of any Additional Senior Notes (as defined in the Senior Indenture) and PIK Notes (as defined in the Senior Indenture) issued after the issue date) at a redemption price equal to 109.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon and Additional Interest, if any, to the applicable date of redemption, subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date, with the net cash proceeds of one or more Equity Offerings (as defined in the Senior Indenture) of the Company or any direct or indirect parent of the Company to the extent such net proceeds are contributed to the Company; provided that at least 50% of the sum of the aggregate principal amount of Senior Notes originally issued under the Senior Indenture and the aggregate principal amount of any Additional Senior Notes and PIK Notes that are issued under the Senior Indenture after the issue date remains outstanding immediately after the occurrence of each such redemption; provided further that each such redemption occurs within 180 days of the date of closing of each such Equity Offering.

Mandatory Redemption

Other than for as set forth below, the Company is not required to make any mandatory redemption or sinking fund payments with respect to the senior notes.

If the aggregate amount which would be includible in gross income for federal income tax purposes with respect to a Senior Note before the close of any accrual period (as defined in Treasury Regulation Section Reg.

234 1.1272-1(b)(1)(ii)) ending after five years from the issue date of the Senior Notes (the Aggregate Inclusion) exceeds an amount equal to the sum of (x) the aggregate amount of interest that has been paid in cash under such Senior Note before the close of such accrual period and (y) the product of the issue price of such senior note (as determined under Section 1273(b) of the Code) multiplied by the yield to maturity of such senior note (as determined for purposes of applying Section 163(i) of the Code) (the sum of (x) and (y), the Adjusted Actual Payment), the Company shall, before the close of such accrual period, make a mandatory prepayment (any such prepayment a Special Mandatory Redemption) on such Senior Note, to the extent that the Aggregate Inclusion as of such time exceeds the Adjusted Actual Payment. Such mandatory prepayment will be applied against and reduce the principal amount of the applicable Senior Note outstanding at such time and will be made at the applicable redemption price as set forth under Optional Redemption above. The Company intends that the Special Mandatory Redemption be sufficient to result in each Senior Note being treated as not having significant original issue discount within the meaning of Section 163(i)(2) of the Internal Revenue Code of 1986, as amended.

Change of Control

If the Company experiences a change in control, the Company must make an offer to purchase all of the Senior Notes at a price in cash equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest, and Additional Interest, if any, to the date of purchase, subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date.

Covenants

The Senior Indenture contains covenants limiting, among other things, the Company s ability and the ability of the Company s restricted subsidiaries to:

incur additional debt;

pay dividends or distributions on the Company s capital stock or repurchase the Company s capital stock;

issue stock of subsidiaries;

make certain investments;

create liens on the Company s assets to secure debt;

enter into transactions with affiliates;

merge or consolidate with another company; and

sell or otherwise transfer assets.

Events of Default

The Senior Indenture also provides for events of default which, if certain of them occur, would permit the trustee or the holders of at least 30% in principal amount of the then total outstanding Senior Notes to declare the principal, premium, if any, interest and any other monetary obligations on all the then outstanding Senior Notes to be due and payable immediately.

5. Senior Subordinated Indenture and Senior Subordinated Notes due 2016

General

On December 19, 2006, the Company issued $400.0 million aggregate principal amount of 10% senior subordinated notes that mature on December 15, 2016 (the Senior Subordinated Notes). The Senior Subordinated Notes were issued pursuant to an indenture dated December 19, 2006 (the Senior Subordinated Indenture), by and among Aurora Acquisition Merger Sub, Inc., the Company, the subsidiary guarantors named therein and LaSalle Bank National Association, as trustee.

Guarantees

The Senior Subordinated Notes are guaranteed, jointly and severally, on an unsecured senior subordinated basis, by substantially all of the Company s domestic subsidiaries existing on the issue date. If the Company creates or acquires a wholly-owned domestic subsidiary that guarantees the Company s debt or the debt of any subsidiary guarantor, such newly created or acquired subsidiary will also guarantee the Senior Subordinated Notes unless the Company designates such subsidiary as an unrestricted subsidiary under the Senior Subordinated Indenture.

Ranking

The Senior Subordinated Notes are the Company s unsecured senior subordinated obligations and are subordinated in right of payment to all of the Company s existing and future senior debt, including the Senior Secured Credit Facilities and the Senior Notes; rank equally in right of payment to all of the Company s future senior subordinated debt; are effectively subordinated in right of payment to all of the Company s existing and future secured debt (including obligations under the Senior Secured Credit Facilities), to the extent of the value of the assets securing such debt, and are structurally subordinated to all obligations of each of the Company s subsidiaries that does not guarantee the Senior Subordinated Notes; and rank senior in right of payment to all of the Company s future debt and other obligations that are, by their terms, expressly subordinated in right of payment to the Senior Subordinated Notes.

Similarly, the Senior Subordinated Note guarantees are the unsecured senior subordinated obligations of the subsidiary guarantors and are subordinated in right of payment to all of the applicable subsidiary guarantor s existing and future senior debt, including such subsidiary guarantor s guarantees under the Senior Secured Credit Facilities and the Senior Notes; rank equally in right of payment to all of the applicable subsidiary guarantor s future senior subordinated debt; are effectively subordinated in right of payment to all of the applicable subsidiary guarantor s existing and future secured debt (including such subsidiary guarantor s guarantee under the Senior Secured Credit Facilities), to the extent of the value of the assets securing such debt; and rank senior in right of payment to all of the applicable subsidiary guarantor s future subordinated debt and other obligations that are, by their terms, expressly subordinated in right of payment to such guarantee.

Optional Redemption

At any time prior to December 15, 2011, the Company may redeem all or a part of the Senior Subordinated Notes, upon not less than 30 nor more than 60 days prior notice mailed by first-class mail to the registered address of each holder of Senior Subordinated Notes or otherwise delivered in accordance with the procedures of the DTC, at a redemption price equal to 100% of the principal amount of the Senior Subordinated Notes redeemed plus the Applicable Premium (as defined in the Senior Subordinated Indenture) as of, and accrued and unpaid interest and Additional Interest (as defined in the Senior Subordinated Indenture), if any, to the redemption date, subject to the rights of holders of record on the relevant record date to receive interest due on the relevant interest payment date.

On and after December 15, 2011, the Company may redeem the Senior Subordinated Notes, in whole or in part, upon not less than 30 nor more than 60 days prior notice, at the redemption prices (expressed as percentages of the principal amount of the Senior Subordinated Notes to be redeemed) set forth below, plus accrued and unpaid interest thereon and Additional Interest, if any, to the applicable date of redemption, subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date, if redeemed during the twelve-month period beginning on each of the years indicated below:

Year	Percentage
2011	105.000%
2012	103.333%
2013	101.667%
2014 and thereafter	100.000%

In addition, prior to December 15, 2009, the Company may, at its option, redeem up to 35% of the sum of the aggregate principal amount of Senior Subordinated Notes (including the aggregate principal amount of any Additional Senior Subordinated Notes (as defined in the Senior Indenture) issued after the issue date) at a redemption price equal to 110.000% of the aggregate principal amount thereof, plus accrued and unpaid interest thereon and Additional Interest, if any, to the applicable date of redemption, subject to the right of holders of record on the relevant record date to receive interest due on the relevant interest payment date, with the net cash proceeds of one or more Equity Offerings (as defined in the Senior Indenture) of the Company or any direct or indirect parent of the Company to the extent such net proceeds are contributed to the Company; provided that at least 50% of the sum of the aggregate principal amount of Senior Subordinated Notes originally issued under the Senior Subordinated Indenture and the aggregate principal amount of any Additional Senior Subordinated Notes that are issued under the Senior Subordinated Indenture after the issue date remains outstanding immediately after the occurrence of each such redemption; provided further that each such redemption occurs within 180 days of the date of closing of each such Equity Offering.

Change of Control

If the Company experiences a change in control, unless the Company has previously or concurrently mailed a redemption notice with respect to all the outstanding Senior Subordinated Notes, the Company must make an offer to purchase all of the Senior Subordinated Notes at a price in cash equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest.

Covenants

The Senior Subordinated Indenture contains covenants limiting, among other things, the Company s ability and the ability of the Company s restricted subsidiaries to:

incur additional debt;

pay dividends or distributions on the Company s capital stock or repurchase the Company s capital stock;

issue stock of subsidiaries;

make certain investments;

create liens on the Company s assets to secure debt;

enter into transactions with affiliates;

merge or consolidate with another company; and

sell or otherwise transfer assets.

Events of Default

The Senior Subordinated Indenture also provides for events of default which, if certain of them occur, would permit the trustee or the holders of at least 30% in principal amount of the then total outstanding Senior Subordinated Notes to declare the principal, premium, if any, interest and any other monetary obligations on all the then outstanding Senior Subordinated Notes to be due and payable immediately; provided, however, that so long as any indebtedness

permitted to be incurred under the Senior Subordinated Indenture as part of the Senior Secured Credit Facilities or any series of the Senior Notes shall be outstanding, there will be certain restrictions on such acceleration, as indicated in the Senior Subordinated Indenture.

6. Registration Rights Agreement regarding the Notes

On December 19, 2006, the Aurora Acquisition Merger Sub, Inc., the Company and the guarantors named therein entered into registration rights agreements with respect to the Senior Notes and the Senior Subordinated Notes (the Registration Rights Agreement) described above. Pursuant to the Registration Rights Agreement, the Company has agreed that it will use its commercially reasonable efforts to register with the Securities and Exchange Commission notes having substantially identical terms as the Senior Notes and notes having substantially identical terms as the Senior Subordinated Notes as part of offers to exchange freely tradable exchange notes for each series of the Notes (each, an Exchange Offer).

The Company is required to use its commercially reasonable efforts to cause each Exchange Offer to be completed within 360 days after the issue date of the Notes or, if required, to have one or more shelf registration statements declared effective on the time frames specified in the Registration Rights Agreements.

If the Company fails to meet these targets (a Registration Default), the annual interest rate on the applicable series of Notes will increase by 0.25% for the first 90 days commencing on the date the Company fails to meet the targets. The annual interest rate on the applicable series of Notes will increase by an additional 0.25% for each subsequent 90-day period during which the Registration Default continues, up to a maximum additional interest rate of 1.00% per year over the applicable interest rate described above. If the registration default is corrected, the applicable interest rate on the applicable series of Notes will revert to the original level.

7. Limited Liability Company Operating Agreement

On December 19, 2006, simultaneous with the Closing, affiliates of TPG entered into an amended and restated limited liability company agreement in respect of the Company s indirect parent company, Aurora Acquisition Holdings, LLC (the LLC Agreement), which contains provisions, among others, with respect to certain corporate governance matters. The LLC Agreement provides that material corporate actions of Aurora and the Company require, in addition to any direct or delegated approval of the board of directors required under applicable law, approval by TPG (or a majority of the directors appointed by TPG).

8. Management Services Agreement

In connection with the Transactions, the Company entered into a management services agreement (the Management Services Agreement) with affiliates of TPG pursuant to which affiliates of TPG received on the Closing date a transaction fee of $42.5 million in cash in connection with the Transactions. In addition, pursuant to the Management Services Agreement, and in exchange for consulting and management advisory services that will be provided to the Company by TPG and its affiliates, affiliates of TPG will receive an aggregate management fee equal to $9.0 million per annum; provided that in the event TPG or any of its affiliates increases its equity contribution to the Company, the management fee will be increased proportionately to reflect such increased equity commitment. The Management Services Agreement also provides that affiliates of TPG will receive a success fee equal to up to four times the management fee in effect at such time in connection with certain sales or an initial public offering as well as fees in connection with certain financing, acquisition or disposition transactions. An affiliate of TPG will advise the Company in connection with financing, acquisition, disposition and change of control transactions involving the Company or any of its direct or indirect subsidiaries, and the Company will pay to the affiliate of TPG an aggregate fee in connection with any such transaction equal to customary fees charged by internationally-recognized investment banks for serving as a financial advisor in similar transactions, such fee to be due and payable for the foregoing services at the closing of any such transaction. Affiliates of TPG will also receive reimbursement for out-of-pocket expenses incurred by them or their affiliates in connection with providing services pursuant to the Management Services Agreement.

9. Stockholders Agreement

On December 19, 2006, simultaneous with the Closing, the Company, the Parent, certain affiliates of TPG and certain members of management entered into a stockholders agreement (the Stockholders Agreement). The Stockholders Agreement contains agreements among the parties with respect to restrictions on the issuance or transfer of shares and other rights, including call rights, drag along rights, tag along rights and registration rights.

10. Rollover Agreements

The executive officers elected to invest in Parent by contributing a combination of cash and equity interests in the Company to Parent prior to the merger and receiving equity interests in Parent in exchange therefor immediately after completion of the merger pursuant to rollover agreements with Parent entered into on December 15, 2006. The aggregate amount of this investment was $10 million.

11. Employment Agreements

On December 19, 2006, the Company entered into employment agreements with each of Steven J. Demetriou, its Chairman and Chief Executive Officer; Michael D. Friday, its Executive Vice President and Chief Financial Officer; John J. Wasz, its Executive Vice President and President, Rolled Products North America; Sean M. Stack, its Executive Vice President and President, Europe; and Christopher R. Clegg, its Senior Vice President, General Counsel and Secretary, in each case to serve in those respective roles for the Company. In addition, Mr. Demetriou s employment agreement provides that he will serve as a member of the Company s board of directors and will be appointed to the board of directors of the Parent, the Company s sole stockholder following the merger.

The employment agreements provide that Messrs. Demetriou, Friday, Wasz, Stack and Clegg will receive annual base salaries of $1,000,000, $425,000, $400,000, $325,000 and $315,000, respectively, and generally all benefits and perquisites available to executives of the Company. The agreements provide that the executive officers will receive all bonuses and other incentives to which they are entitled under the incentive plans in effect on December 19, 2006. Beginning in the fiscal year ending December 31, 2007, the executive officers will be eligible to participate in an annual incentive plan pursuant to which each executive may earn an annual bonus based on achievement of annual performance objectives set forth in the plan, with a target annual bonus of 100% of base salary up to a maximum bonus of 200% of base salary for Mr. Demetriou, a target annual bonus of 75% of base salary up to a maximum bonus of 150% of base salary for Messrs. Friday, Wasz and Stack, and a target annual bonus of 60% of base salary up to a maximum bonus of 120% of base salary for Mr. Clegg. The employment agreements contain non-competition and non-solicitation provisions that extend for two years (for Mr. Demetriou) and 18 months (for Messrs. Friday, Wasz, Stack and Clegg) after any termination of employment. The employment agreements also provide that the executive officers will be granted, as soon as practicable after December 19, 2006, options to purchase shares of Parent at an exercise price equal to the price per share paid by the other stockholders of Parent. The specific terms and conditions governing all aspects of the options shall be provided in separate grant agreements and any relevant plan documents.

The executive officers employment may be terminated at any time by either party, subject to certain notice provisions and severance obligations in the event of termination under certain circumstances, as described below. The severance agreements between the executive officers and the Company, which are described in the Company s Proxy Statement for Annual Meeting of Stockholders filed with the Commission on April 13, 2006, will continue in effect until December 19, 2008, on which date those agreements will terminate. Prior to termination of the severance agreements, the executive officers will be entitled to severance compensation in the event of certain terminations of their employment as provided under the severance agreements. After termination of the severance agreements, the executive officers will be entitled severance compensation under their employment agreements. Mr. Demetriou s employment agreement provides that if his employment is terminated without cause or if he resigns for good reason (as defined in his employment agreement), he will be entitled to a lump sum payment equal to two times the sum of his base salary and target bonus and continued welfare benefits for two years following his termination date. The other executive officers employment agreements provide that if their employment is terminated without cause or if they resign for good reason prior to a change in control, they will be entitled to a lump sum payment equal to one and one-half times the sum of their respective base salary and target bonus and continued welfare benefits for eighteen months following the termination date. If their employment is terminated without cause or if they resign for good reason after a change in control, the lump sum payment to which they are entitled is reduced to an amount equal to one and one-half times their respective base salary. All post-termination payments under the employment agreements or the severance agreements are conditioned upon the execution by the executive officer of a release of all claims against the Company.

The employment agreements provide that Parent and the executive officers shall use commercially reasonable best efforts to take such actions as may be necessary to avoid the imposition of any excise tax imposed by Section 4999 of the Code on the executive officers, including seeking to obtain stockholder approval in accordance with the terms of Section 280G(b)(5). In addition, Mr. Demetriou s employment agreement provides that if a transaction that triggers an excise tax liability occurs, and prior to that transaction Parent or the Company is an entity whose stock is readily tradeable on a securities market such that an exemption from the excise tax is not available, Mr. Demetriou will be entitled to a gross-up payment to cover any excise tax owed by him as a result of certain payments made by the Company to Mr. Demetriou if such payments exceed 110% of the safe harbor limit under the Code.

Item 1.02. Termination of a Material Definitive Agreement.

1. Existing ABL Facility

On December 19, 2006, in connection with the Transactions, the credit agreement, dated as of August 1, 2006, by and among the Company, certain of its subsidiaries, the lenders party thereto from time to time, Deutsche Bank AG New York Branch, as administrative agent, Deutsche Bank AG, Canada Branch, as Canadian administrative agent, Citicorp North America, Inc., as syndication agent and as collateral agent, and PNC Bank, National Association, National City Business Credit, Inc. and Key Bank National Association, as co-documentation agents (the Existing ABL Facility), was terminated. The Existing ABL Facility was a $750.0 million asset backed lending credit facility. The Existing ABL Facility had a maturity date of August 1, 2011. At December 19, 2006, there was $264.8 million outstanding under the Existing ABL Facility; the outstanding amount of $273.8 million, including fees, was paid in full in connection with the Transactions. The Company incurred no early termination penalties in connection with the termination of the Existing ABL Facility.

2. Existing Term Loan Facility

On December 19, 2006, in connection with the Transactions, the credit agreement, dated as of August 1, 2006, by and among the Company, certain of its subsidiaries, the lenders party thereto from time to time, Deutsche Bank AG New York Branch, as administrative agent, and Citicorp North America, Inc., as syndication agent and as collateral agent (the Existing Term Loan Facility), was terminated. The Existing Term Loan Facility was a $650.0 million term loan facility. The Existing Term Loan Facility had a maturity date of August 1, 2013. At December 19, 2006, there was $655.6 million outstanding under the Existing Term Loan Facility; the outstanding amount of $681.6 million, including fees, was paid in full in connection with the Transactions. The Company incurred no early termination penalties in connection with the termination of the Existing Term Loan Facility.

3. Existing Senior Unsecured Facility

On December 19, 2006, in connection with the Transactions, the credit agreement, dated as of August 1, 2006, by and among the Company, certain of its subsidiaries, the lenders party thereto from time to time, Deutsche Bank AG Cayman Islands Branch, as administrative agent, Citicorp North America, Inc., as syndication agent, and PNC Bank National Association and Key Bank National Association, as co-documentation agents (the Existing Senior Unsecured Facility), was terminated. The Existing Senior Unsecured Facility was a temporary senior unsecured bridge credit facility which provided borrowings of approximately $505.0 million. The Existing Senior Unsecured Facility had a maturity date of August 1, 2007. At December 19, 2006, there was $510.5 million outstanding under the Existing Senior Unsecured Facility; the outstanding amount of $538.3 million, including fees, was paid in full in connection with the Transactions. The Company incurred no early termination penalties in connection with the termination of the Existing Senior Unsecured Facility.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

The information set forth in Sections 1, 2, 3, 4 and 5 of Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 19, 2006, the Company notified the New York Stock Exchange (the NYSE) that the Merger was consummated, pursuant to which the Company s stockholders (other than shares held in the Company s treasury or owned by the Parent, Aurora or any direct or indirect subsidiary of the Company or the Parent) became entitled to receive $52.50 per share in cash, without interest and less any required withholding taxes, for each share of the Company s common stock. The Company requested that the NYSE file with the Securities and Exchange Commission an application on Form 25 to report that shares of the Company s common stock are no longer listed on the NYSE.

Item 3.03. Material Modification to Rights of Security Holders

On December 19, 2006, pursuant to the terms of the Merger Agreement, each share of the Company s common stock (other than shares held in the Company s treasury or owned by the Parent, Aurora or any direct or indirect subsidiary of the Company or the Parent) issued and outstanding immediately prior to the effective time of the Merger was canceled and automatically converted into the right to receive $52.50 per share in cash, without interest and less any required withholding taxes. Pursuant to the terms of the Merger Agreement, effective immediately upon consummation of the Merger on December 19, 2006, the restated certificate of incorporation and by-laws of the Company were amended and restated. The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.01. Changes in Control of Registrant.

On December 19, 2006, pursuant to the terms of the Merger Agreement, affiliates of TPG consummated the Merger of Aurora with and into the Company. The Company was the surviving corporation in the Merger. Immediately prior to the Merger, the Parent owned all of the stock of Aurora. Each share of capital stock of Aurora issued and outstanding immediately prior to the Merger was converted into one share of common stock of the Company. As a result of the Merger, the Company is owned by the Parent.

The aggregate consideration paid in connection with the Merger was approximately $3.3 billion, including the payment of fees and expenses related to the Transactions. The aggregate consideration was funded by the new credit facilities and private offerings of debt securities described in Item 1.01 of this Current Report on Form 8-K, as well as by equity funding from the Investors.

For so long as it owns the majority of the outstanding shares of stock of the Company, the Parent will effectively have the ability to elect the board of directors of the Company.

A copy of the press release issued by the Company on December 19, 2006 announcing the consummation of the Merger is attached as an exhibit hereto and is incorporated herein by reference.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

Upon consummation of the Merger, the Company s sole stockholder elected four new directors to the Company s board of directors: Kelvin L. Davis, a senior partner at TPG, Kevin Burns, a partner at TPG, Michael MacDougall, a partner at TPG, and Jonathan Garfinkel, a vice president at TPG. In addition, the sole stockholder reelected Steven J. Demetriou, the Company s chief executive officer, to the board of directors. Effective December 19, 2006, John

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E. Balkcom, C. Frederick Fetterolf, John E. Grimes, Dale V. Kesler, Larry E. Kittelberger, Paul E. Lego, John E. Merow and Hugh G. Robinson are no longer members of the board of directors of the Company.

As a result of their respective positions with affiliates of TPG, one or more of Kelvin L. Davis, Kevin Burns, Michael MacDougall and Jonathan Garfinkel may be deemed to have an indirect material interest in the Management Services Agreement by and among affiliates of TPG and the Company dated as of December 18, 2006. Accordingly, the information set forth in Section 8 of Item 1.01 and Item 5.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

On December 19, 2006, in connection with the Merger, the Company entered into employment agreements with Messrs. Demetriou, Friday, Wasz, Stack and Clegg. The information set forth in Section 11 of Item 1.01 is incorporated by reference into this Item 5.02.

Item 5.03. Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.

Pursuant to the terms of the Merger Agreement, effective immediately upon consummation of the Merger on December 19, 2006, the certificate of incorporation, as amended, of the Company as in effect immediately prior to the Merger was amended and restated and, as so amended, became the amended and restated certificate of incorporation of the Company, the surviving corporation in the Merger. A copy of the amended and restated certificate of incorporation of the Company is attached as an exhibit hereto and is incorporated herein by reference.

On December 19, 2006, immediately upon consummation of the Merger, the by-laws of Aurora replaced the Company s by-laws as in existence immediately prior to the consummation of the Merger. A copy of the by-laws of the Company is attached as an exhibit hereto and is incorporated herein by reference.

As amended and restated, the certificate of incorporation and by-laws together set the number of directors constituting the board of directors of the Company to not less than one nor more than fifteen (subject to change pursuant to the terms of the certificate of incorporation and by-laws). The amended and restated certificate of incorporation also provides that Section 203 of the Delaware General Corporation Law will not apply to the Company. Section 203 restricts transactions between a corporation and an interested stockholder, generally defined as stockholders owning 15% or more of the voting stock of the corporation.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of Aleris International, Inc.
3.2	Amended and Restated By-laws of Aleris International, Inc.
99.1	Press Release, dated December 19, 2006

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SIGNATURES

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 22, 2006

Aleris International, Inc.

By: /s/ Robert R. Holian
Robert R. Holian
Senior Vice President and Controller

EXHIBIT INDEX

Exhibit No.	Description
3.1	Amended and Restated Certificate of Incorporation of Aleris International, Inc.
3.2	Amended and Restated By-laws of Aleris International, Inc.
99.1	Press Release, dated December 19, 2006

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Shinhan Bank

52,096.0 46,811.0 111.3 39,631.1 35,968.5 110.2 31,925.0 27,205.6 117.4

Shinhan Investment Corp.

7,931.2 6,915.6 114.7 5,635.3 5,073.4 111.1 1,875.7 1,793.8 104.6

Shinhan Capital

93.0 0.3 30,573.9 80.3 1.1 7,333.0 83.1 73.4 113.2

Jeju Bank

20.4 14.0 145.5 13.3 10.7 124.7 15.2 9.7 156.3

Notes :

Foreign currency liquidity ratios are computed with assets and liabilities due within 3 months.

Shinhan Bank s foreign currency liquidity ratio reflected securitization weight with the guidelines issued by the FSS.

Shinhan Financial Group figures are based on the separate basis.

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3) Asset Quality

SFG Consolidated Basis

(KRW billion)

	Sep. 30, 2017	Dec. 31, 2016	Dec. 31, 2015
Total Loans	271,951.3	259,772.6	246,487.6
Substandard & Below	1,742.1	1,927.6	2,171.6
Substandard & Below Ratio	0.64%	0.74%	0.88%
Non-Performing Loans	1,460.1	1,595.8	1,691.5
NPL Ratio	0.54%	0.61%	0.69%
Substandard & Below Coverage Ratio	127.40%	125.99%	191.22%
Loan Loss Allowance	2,219.5	2,428.7	4,152.5[1)]
Substandard & Below Loans	1,742.1	1,927.6	2,171.6

1) Including reserve for credit losses

Separate Basis

(%)

	Sep. 30, 2017			Dec. 31, 2016			Dec. 31, 2015		
	Substandard & Below Ratio	NPL Ratio	Substandard & Below Coverage Ratio	Substandard & Below Ratio	NPL Ratio	Substandard & Below Coverage Ratio	Substandard & Below Ratio	NPL Ratio	Substandard & Below Coverage Ratio [1)]
Shinhan Financial Group									
Shinhan Bank	0.57	0.49	104	0.65	0.56	96	0.80	0.61	173
Shinhan Card	1.12	0.72	226	1.16	0.76	271	1.24	0.81	355
Shinhan Investment Corp.	0.09	0.09	470	0.10	0.10	413	0.15	0.15	485
Shinhan Life Insurance	0.07	0.06	336	0.09	0.08	335	0.09	0.09	927
Shinhan Capital	1.36	1.61	124	2.61	2.93	94	3.06	3.58	86
Jeju Bank	1.17	1.12	27	1.24	0.93	35	0.87	0.50	141
Shinhan Savings Bank	4.37	3.16	61	5.42	3.45	53	6.51	5.37	58

1) Including reserve for credit losses

4) Debt to Equity Ratios

Shinhan Financial Group (Separate Basis)

(KRW billion)

	Sep. 30, 2017	Dec. 31, 2016	Dec. 31, 2015
Debt	7,668.1	6,977.7	6,894.5
Equity	20,243.2	20,217.9	20,781.0
Debt to Equity Ratio	37.88%	34.51%	33.18%

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Twenty Largest Exposures by Borrower

(KRW billion)

As of Sep. 30, 2017 Consolidated basis	Loans in Won	Loans in Foreign Currency	Securities	Guarantees and Acceptances	Others	Total Exposures
Ministry of Strategy & Finance	0.0		14,561.4			14,561.4
Bank of Korea	170.0		5,654.2	0.1		5,824.2
Korea Development Bank	465.3		5,080.3			5,545.6
Korea Housing Finance Corporation	0.0		5,015.5			5,015.5
Industrial Bank of Korea	652.1	149.1	2,165.4	0.5		2,967.0
Export-Import Bank of Korea			2,374.7	58.0		2,432.6
Korea Deposit Insurance Corporation			2,350.0			2,350.0
Korea Securities Finance Corporation	995.0		1,313.8			2,308.8
Samsung Electronics Co., Ltd.		2,165.4	25.7		0.0	2,191.1
NongHyup Bank	1,567.6	7.5	592.5	2.4		2,170.0
Korea Land & Housing Corporation			1,367.7			1,367.7
Kookmin Bank	477.1	114.7	689.7	0.6		1,281.9
Woori Bank	90.6	154.3	1,009.2	0.1		1,254.2
Hana Bank	138.8	289.9	580.8	2.9		1,012.4
Small & medium Business Corporation	0.0		873.3			873.3
Korea Investment & Securities Co., Ltd.	651.2		170.0			821.2
LG Electronics Inc.	71.3	60.8	206.2	445.0		783.4
Hotel Lotte Co., Ltd.	160.0	321.1	10.0	196.0	0.0	687.1
Hyundai Motor Company	58.7	525.4	40.0	26.1	0.1	650.2
Korea Student Aid Foundation			622.8			622.8
Total	5,497.6	3,788.1	44,703.0	731.6	0.1	54,720.3

Note) Some of the totals may not sum due to rounding

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Exposure to ten Main Debtor Groups

(KRW billion)

As of Sep. 30, 2017 Consolidated basis	Loans in Won	Loans in Foreign Currency	Securities	Guarantees and Acceptances	Others	Total Exposures
Samsung	409.0	2,710.4	1,075.6	833.9	0.0	5,028.9
Hyundai Motors	1,031.7	2,053.8	986.1	364.5	0.2	4,436.4
Lotte	379.8	789.9	978.0	482.9	0.2	2,630.8
SK	603.5	262.9	637.6	451.6	0.0	1,955.6
LG	393.8	197.1	421.0	601.5	0.0	1,613.4
Hyundai Heavy Industries	178.4	161.5	385.9	887.1		1,612.9
Hanwha	477.5	244.6	554.5	308.6	0.0	1,585.2
LS	127.8	426.3	239.3	599.1		1,392.5
GS	345.0	100.0	366.6	133.5	0.0	945.1
Hyosung	152.5	426.8	75.0	151.3	0.0	805.6
Total	4,098.9	7,373.1	5,719.7	4,814.2	0.4	22,006.4

Note) Some of the totals may not sum due to rounding

Loans, Due from banks and Securities Concentration by Industry

(KRW billion)

As of Sep. 30, 2017 Consolidated basis	Total Exposures Amount	Weight (%)
Finance and Insurance	77,370.8	20.4%
Manufacturing	46,413.6	12.2%
Retail and wholesale	17,633.5	4.6%
Real Estate, leasing and service	24,717.6	6.5%
Construction	4,039.4	1.1%
Hotel and Restaurant	5,284.4	1.4%
Others	64,335.5	16.9%
Consumers	140,244.4	36.9%
Total	380,039.2	100.0%

Note) Some of the totals may not sum due to rounding

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Top Twenty Non-Performing Loans

(KRW billion)

Borrower	Industry	Gross Principal Outstanding	Substandard & Below	Allowance for Loan Losses
A	Manufacture of Cold Rolled, Drawn and Extruded Iron or Steel Products	113.2	113.2	32.3
B	Manufacture of Distilling Machinery, Heat exchange unit and Gas Generators	81.0	81.0	54.6
C	Manufacture of Plastic Products for Fabricating of Machine	56.8	56.8	42.0
D	Manufacture of Sections for Ships	40.6	38.3	25.8
E	Building of Steel Ships	35.8	35.8	11.5
F	Other Civil Engineering Construction	29.9	29.9	20.5
G	Building of Steel Ships	24.6	24.6	12.0
H	Manufacture of Sections for Ships	25.9	24.4	0.0
I	Building of Steel Ships	22.9	22.9	0.8
J	Construction of Highways, Streets and Roads	17.4	17.4	12.3
K	Apartment Building Construction	16.7	16.7	1.8
L	Apartment Building Construction	17.6	16.6	15.0
M	Golf Course Operation	14.2	14.2	0.0
N	Wholesale of Non-Specialized Goods	12.1	12.1	11.4
O	Manufacture of Sections for Ships	11.4	11.4	3.4
P	Golf Course Operation	11.4	11.4	0.0
Q	Manufacture of Other Smelting, Refining and Alloys of Non-ferrous Metals	9.2	9.2	3.3
R	Development and Subdividing of Other Real Estate	8.2	8.2	0.0
S	Wastewater Treatment Services	7.7	7.7	3.7
T	Wedding Chapel Services	7.4	7.4	0.0
	Total	564.0	559.2	250.4

Notes :

Consolidated basis as of Sep. 30, 2017.

Some of the totals may not sum due to rounding.

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3. Independent Auditor

Audit Opinion for the last 3 years

	2017 3Q	FY2016	FY2015
Audit Opinion		Unqualified	Unqualified

* For the third quarter of 2017, the independent accountant conducted a review for our financial statements instead of auditing them.

Compensation to the Independent Auditor for Audit and Review Services

The following is a description of the fees for audit and review services performed by our independent auditor for the last three years in connection with our financial statements preparation.

Year	Auditor	Payment [1] (KRW mil.)	Details	Working hours
FY2017	KPMG Samjong Accounting Corp.	626 (annualized basis)	Review/Audit of Financial Statements	3,768 Hours
	KPMG Samjong Accounting Corp.	78 (annualized basis)	K-IFRS Report Package Audit for Shinhan Savings Bank	408 Hours
FY2016	KPMG Samjong Accounting Corp.	581 (annualized basis)	Review/Audit of Financial Statements	7,512 Hours
	KPMG Samjong Accounting Corp.	73 (annualized basis)	K-IFRS Report Package Audit for Shinhan Savings Bank	807 Hours
FY2015	KPMG Samjong Accounting Corp.	561 (annualized basis)	Review/Audit of Financial Statements	8,236 Hours
	KPMG Samjong Accounting Corp.	73 (annualized basis)	K-IFRS Report Package Audit for Shinhan Savings Bank	895 Hours
	KPMG Samjong Accounting Corp.	12	Non-statutory audit of subsidiaries under the consolidated corporate tax	282 hours

	(annualized basis)	system for CY2015	

1) Excluding value-added taxes.

* In addition to above mentioned description of fees for audit and review services, KPMG Samjong Accounting Corp. also provided services related to US listing and ICOFR audit in accordance with the standards of the PCAOB which we agreed to pay KRW1,430 million(excluding value-added taxes) for FY2017.

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4. Major Shareholder and Market Price Information of our Common Shares and ADRs

Major Shareholders[1] of Shinhan Financial Group as of Sep. 30, 2017

Name	No. of Common Shares owned[2]	Ownership%
National Pension Service	45,269,850	9.55%
BlackRock Fund Advisors[3]	24,320,723	5.13%

1) Shareholders who own beneficial ownership of 5% or more(common share basis).
2) Based on the results of shareholder registry closing as of December 31, 2016
3) Based on the large equity ownership discloser by BlackRock Fund Advisors with the Financial Supervisory Service on Oct. 20, 2016.

Share ownership of Employee Stock Ownership Association

(Number of shares, %)

Share ownership	Beginning Balance (Jan. 1, 2017)	Increase	Decrease	Ending Balance (Sep. 30, 2017)	Ownership% (Sep. 30, 2017)
Employee Stock Ownership	22,310,764	2,366,996	2,371,330	22,306,430	
ESOA account	88,320	41,775	25,621	104,474	
Total	22,399,084	2,408,771	2,396,951	22,410,904	4.73%

Common Share Traded on the Korea Exchange

(KRW, number of shares)

		Apr. 2017	May. 2017	Jun. 2017	Jul. 2017	Aug. 2017	Sep. 2017
Price per share	High	48,900	50,800	50,700	53,200	55,400	51,700
	Low	45,600	48,150	48,450	48,900	51,600	48,000
	Avg.	47,200	49,392	49,567	50,671	53,277	50,114
Trading Volume		15,982,095	20,318,010	19,994,728	20,212,738	18,024,052	20,132,865
Highest Daily Trading Volume		1,314,224	2,329,091	1,404,702	2,426,599	1,350,593	1,992,199
Lowest Daily Trading Volume		369,293	543,818	437,819	503,554	393,748	443,303

American Depositary Receipts traded on the New York Stock Exchange

(USD, number of shares)

	Apr. 2017	May. 2017	Jun. 2017	Jul. 2017	Aug. 2017	Sep. 2017

Price per share	High	43.06	45.35	45.1	47.63	48.76	46.32
	Low	40.2	41.79	42.66	42.5	45.52	42.59
	Avg.	41.57	43.83	43.99	44.98	46.97	44.09
Trading Volume		1,457,502	1,862,440	2,066,088	1,740,216	1,718,672	1,714,260
Highest Daily Trading Volume		109,599	196,431	227,522	159,928	158,601	195,481
Lowest Daily Trading Volume		54,358	28,081	52,780	37,466	35,920	41,549

Note) 1 ADR = 1 Common Shares

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5. Directors, Executive Officers and Employees

Directors and Executive Officers

1) Executive Director

(As of Sep. 30, 2017)

Name	Month and Year of Birth	Position	Service Term
Cho Yong-byoung	June 1957	- Chairman of Shinhan Financial Group - Board Steering Committee Chair - Corporate Governance & CEO Recommendation Committee member - Outside Director Recommendation Committee member - Corporate Social Responsibility Committee member	3 years starting from March 23, 2017

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2) Non-Executive Directors

Currently, 11 non-executive directors are in office, 10 of which outside directors who are nominated by our Outside Director Recommendation Committee and appointed pursuant to the approval of general shareholders meeting.

7 outside directors were appointed as board of directors at the 16th Annual General Meeting of Shareholders on March 23, 2017, of which 5 directors renewed their terms and 2 directors were newly appointed.

Our non-executive directors are as follows:

(As of Sep. 30, 2017)

Name	Month and Year of Birth	Outside Director	Sub-Committees	Service Term
Wi Sung-ho	June 1958	X	-	2 years starting from March 23, 2017
Park Ansoon	January 1945	O	Corporate Social Responsibility Committee member Outside Director Recommendation Committee member	2 years starting from March 23, 2017
Park Cheul	April 1946	O	Chairman of Board of Directors Outside Director Recommendation Committee Chair Risk Management Committee member Board Steering Committee member	3 years starting from March 25, 2015
Lee Manwoo	November 1954	O	Audit Committee Chair Corporate Social Responsibility Committee member Board Steering Committee member	4 years starting from March 26, 2014
Lee Sang-kyung	September 1945	O	Corporate Governance & CEO Recommendation Committee member Audit Committee member Remuneration Committee member Outside Director Recommendation Committee member	6 years starting from March 29, 2012
Lee Steven Sung-ryang	August 1955	O	Remuneration Committee Chair	2 years starting from March 24, 2016

			Audit Committee member Corporate Governance & CEO Recommendation Committee member	
Lee Jung-il	August 1952	O	Corporate Governance & CEO Recommendation Committee member Risk Management Committee member	2 years starting from March 24, 2016
Lee Heun-ya	September 1959	O	Board Steering Committee member Outside Director Recommendation Committee member Risk Management Committee Chair	2 years starting from March 24, 2016
Joo Jaeseong	January 1956	O	Corporate Social Responsibility Committee Chair	2 years starting from March 23, 2017
Yuki Hirakawa	October 1960	O	Board Steering Committee member Corporate Social Responsibility Committee member Corporate Governance & CEO Recommendation Committee member Risk Management Committee member	3 years starting from March 25, 2015
Philippe Avril	April 1960	O	Remuneration Committee member Corporate Governance & CEO Recommendation Committee member	3 years starting from March 25, 2015

* Audit Committee Member Recommendation Committee consists of all the outside directors.

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3) Executive Officers

In addition to the executive directors, we currently have the following executive officers:

(As of Sep. 30, 2017)

Name	Month and Year of Birth	Position	In charge of
Lee Dong-hwan	September 1959	Deputy President	- Group & Global Investment Banking Business Department - Finance Management Team
Yim Bo-hyuk	March 1961	Deputy President & Chief Financial Officer	- Investor Relations Team - Human Resource Team - Accounting Team
Heo Young-taeg	August 1961	Deputy President	- Corporate Culture Development Team - Global Business Planning Office - Strategic Planning Team
Woo Young-woong	March 1960	Deputy President & Chief Strategy Officer	- Global Business & Capital Market Team - Future Strategy Research Institute
Jin Okdong	February 1961	Deputy President	- Digital Strategy Team - One Shinhan Strategy Team - Public Relations Team - Management Support Team - CSR Team
Lee Chang-goo	January 1961	Executive Vice President	- Platform Marketing Team - Wealth Management Planning Office
Park Woo-gyun	March 1959	Executive Director & Compliance Officer	- Compliance Team
Kim Im-geun	July 1963	Executive Director & Chief Risk Officer	- Risk Management Team - Risk Model Validation Team

- Credit Review Team

Compensation to Directors

1) Total Amount Approved at the Meeting of Shareholders

(As of Sep. 30, 2017)

	Total number of persons	Total amount approved at shareholders meeting (KRW millions)	Notes
Directors (Outside directors)	12(10)	3,500	

Note) Represents the aggregate amount for all directors(including outside directors). Excludes long-term incentives.

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2) Total Amount Paid

(As of Sep. 30, 2017)

	Total number of Persons	Total Compensation (KRW millions)	Average Compensation per person (KRW millions)	Notes
Registered Directors	2	1,026	446	Excluding outside directors
Outside Directors	7	312	47	Excluding Audit committee members
Audit committee members or internal auditor	3	162	54	
Total	12	1,500	125	

Notes :

Represents the total number of applicable persons as of Sep. 30, 2017.

Under the Financial Supervisory Service s standards for preparing corporate disclosure forms, which standards were amended in November 2013, we are required to disclose in our Business Report the individual annual compensation paid by us to our directors and auditors if such individual annual compensation is W500 million or greater.

Stock Options

(As of Sep. 30, 2017)

	No. of Granted Options (A)	**No. of Exercised Options (B)**	**No. of Cancelled Options (C)**	**No. of Exercisable Options (D = A B C)**	**Exercise Price (KRW)**
Granted in 2005	102,389	99,889		2,500	28,006
Granted in 2006	108,356	105,856		2,500	38,829
Granted in 2007	58,764			58,764	54,560
Granted in 2008	60,753		15,125	45,628	49,053
Total	330,262	205,745	15,125	109,392	

Notes :

The weighted-average exercise price of outstanding exercisable options as of Sep. 30, 2017 is KRW 51,297.

The closing price of our common stock was KRW 50,300 on Sep. 30, 2017.

As of Sep. 30, 2017, the exercise of 9,466 options granted in 2008 is temporarily suspended.

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Employees

(As of Sep. 30, 2017)

Gender	Number of Employees	Average length of Service	Total Salaries and wages paid in 2017 (KRW million)	Average Payment per person (KRW million)
Male	121	2 yrs 7 mths (13 yrs 5 mths) [1)]	10,012	82
Female	22	5 yrs 6 mths (9 yrs 3 mths) [1)]	1,240	56
Total	143	3 yrs 0 mths (12 yrs 9 mths) [1)]	11,252	78

1) Average length of service including service within group subsidiaries

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6. Related Party Transactions

Loans to Subsidiaries

(KRW billion)

Subsidiary	Loan Type	Origination Date	Maturity Date	Lending Rate	Beginning Balance (Jan. 1, 2017)	Decrease	Increase	Ending Balance (Sep. 30, 2017)
Shinhan Card	Loans in KRW	2012-03-14	2017-03-14	4.12%	150	150		
	Loans in KRW	2016-01-26	2021-01-26	1.98%	150			150
	Loans in KRW	2016-02-24	2021-02-24	1.84%	150			150
	Loans in KRW	2017-03-22	2022-03-22	2.22%			150	150
	Loans in KRW	2017-04-20	2022-04-20	2.21%			100	100
	Loans in KRW	2017-05-12	2022-05-12	2.35%			50	50
Shinhan Capital	Loans in KRW	2012-03-14	2017-03-14	4.12%	50	50		
	Loans in KRW	2012-12-14	2017-12-14	3.33%	50			50
	Loans in KRW	2013-01-18	2018-01-18	3.18%	50			50
	Loans in KRW	2013-09-05	2018-09-05	3.61%	80			80
	Loans in KRW	2014-01-27	2019-01-27	3.60%	50			50
	Loans in KRW	2016-03-16	2021-03-16	1.90%	50			50
	Loans in KRW	2016-04-27	2019-04-27	1.63%	100			100
	Loans in KRW	2017-03-22	2022-03-22	2.22%			50	50
	Loans in KRW	2017-04-20	2022-04-20	2.21%			50	50
	Loans in KRW	2017-05-12	2022-05-12	2.35%			50	50
	Loans in KRW	2017-08-24	2022-08-24	2.37%			50	50
Shinhan Private Equity	Loans in KRW	2016-11-23	2017-11-22	1.95%	5			5
Shinhan Savings Bank	Loans in KRW	2016-06-17	2021-06-17	1.61%	50			50

	Loans in KRW	2017-06-23	2022-06-23	2.27%			50	50
Total					**935**	**200**	**550**	**1,285**

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Exhibit 99.1

Independent Auditors Review Report (Separate Financial Statements) of Shinhan Financial Group as of September 30, 2017

Exhibit 99.2

Independent Auditors Review Report (Consolidated Financial Statements) of Shinhan Financial Group as of September 30, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SHINHAN FINANCIAL GROUP CO., LTD.

/s/ Yim Bo-hyuk
Name: Yim Bo-hyuk
Title: Chief Financial Officer

Date: November 14, 2017