

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NORTHWEST INDIANA BANCORP
(Exact name of Registrant as specified in its charter)

Indiana
(State or other jurisdiction of incorporation or organization)

35-1927981
(I.R.S. Employer Identification No.)

**9204 Columbia Avenue
Munster, Indiana**
(Address of Principal Executive Offices)

46321
(Zip Code)

NORTHWEST INDIANA BANCORP 2015 STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

Leane E. Cerven
Executive Vice President, General Counsel and Secretary
NorthWest Indiana Bancorp
9204 Columbia Avenue
Munster, Indiana 46321
(Name and address of agent for service)

Telephone number, including area code, of agent for service:
(219) 836-4400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (check one)

- Large accelerated filer
 Accelerated filer
 Non-accelerated filer (do not check if a smaller reporting company)
 Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee (2)
Common Stock, without par value	250,000	\$ 27.25	\$ 6,812,500	\$ 791.61

- (1) Estimated solely to determine the registration fee and based on the average of the high and low sales prices per share of Common Stock of NorthWest Indiana Bancorp on May 26, 2015, as to shares not yet subject to options granted under the Plan, pursuant to Rule 457(c) and (h).
(2) Determined in accordance with Section 6(b) of the Securities Act at a rate of \$116.20 per \$1,000,000 of the proposed maximum aggregate offering price.
(3) Any additional shares of Common Stock to be issued as a result of stock dividends, stock splits, or similar transactions shall be covered by this Registration Statement as provided in Rule 416.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Document(s) containing information specified by Part I of this Form S-8 Registration Statement, promulgated under the Securities Act of 1933, as amended (the "1933 Act"), will be sent or given to participants in the NorthWest Indiana Bancorp 2015 Stock Option and Incentive Plan (the "Plan") as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the 1933 Act. Such document(s) are not being filed with the Commission but constitute (along with the documents incorporated by reference into this Form S-8 Registration Statement (the "Registration Statement") pursuant to Item 3 of Part II hereof), a prospectus that meets the requirements of Section 10(a) of the 1933 Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are hereby incorporated by reference into this Registration Statement:

- (1) The annual report of NorthWest Indiana Bancorp (the "Registrant") for the year ended December 31, 2014, filed with the Securities and Exchange Commission ("SEC") on Form 10-K on February 24, 2015;
- (2) Registrant's quarterly report for the quarter ended March 31, 2015, filed with the SEC on Form 10-Q on April 24, 2015;
- (3) Current Reports on Form 8-K filed on January 15, 2015, February 27, 2015, March 20, 2015, and April 24, 2015;
- (4) All other reports filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "1934 Act") by the Registrant since December 31, 2014; and
- (5) The description of the capital stock of the Registrant set forth under the caption "Description of Capital Stock" contained in the Registrant's definitive proxy statement/prospectus dated March 23, 1994, filed with the Commission under Rule 424(b) under the Securities Act of 1933, as amended, on March 23, 1994, and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the 1934 Act prior to the filing of a post-effective amendment that indicates that all shares offered hereby have been sold or that deregisters all shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part thereof from the date they are filed.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

IND. CODE § 23-1-37-1 *et. seq.* grants to each corporation broad powers to indemnify directors, officers, employees or agents against expenses incurred in certain proceedings if the conduct in question was found to be in good faith and was reasonably believed to be in the corporation's best interests. This statute provides, however, that this indemnification should not be deemed exclusive of any other indemnification rights provided by the articles of incorporation, by-laws, resolution or other authorization adopted by a majority vote of the voting shares then issued and outstanding.

Section 7.8 of Article VII of the Registrant's Articles of Incorporation provides for indemnification of directors, officers, employees or agents of the Registrant against any and all liabilities (including attorneys' fees), judgments, penalties and fines (including excise taxes assessed with respect to employee benefit plans) incurred in any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, if the indemnified party acted in good faith and in a manner he reasonably believed was in the best interest of the Registrant or, in certain cases, not opposed to the best interests of the Registrant and in the case of criminal actions or proceedings he reasonably believed his conduct was lawful or had no reason to believe his conduct was unlawful. Such indemnification is required in cases where the directors or officers are successful, on the merits or otherwise, in the defense of any such matter. Section 7.8 of Article VII also provides for the authority to purchase insurance with respect thereto.

The Registrant also maintains directors' and officers' liability insurance.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The exhibits furnished with this registration statement are listed on page E-1.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement (i) to include any prospectus required by Section 10(a)(3) of the 1933 Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that clauses (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the 1934 Act that are incorporated by reference in the Registration Statement; (2) that, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and (3) to remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 Act that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the 1933 Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission, such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the 1933 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Munster, and the State of Indiana, on this 29th day of May, 2015.

NORTHWEST INDIANA BANCORP

By /s/ David A. Bochnowski
David A. Bochnowski
Chairman of the Board and Chief Executive Officer

Each person whose signature appears below hereby constitutes and appoints David A. Bochnowski, Robert T. Lowry, and Leane E. Cerven, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
(1) Principal Executive Officer:)
<u>/s/ David A. Bochnowski</u>	Chairman and Chief)
David A. Bochnowski	Executive Officer)
)
)
(2) Principal Financial and Accounting Officer:)
)
)
<u>/s/ Robert T. Lowry</u>	Executive Vice President, Chief)
Robert T. Lowry	Financial Officer and Treasurer)
)
)
)

INDEX TO EXHIBITS

Exhibit No.	Description
4.1	Articles of Incorporation of the Registrant are incorporated by reference to Exhibit 3(i) to the Registrant's Registration Statement on Form S-4 filed March 3, 1994, File No. 33-76038.
4.2	By-Laws of the Registrant are incorporated by reference to Exhibit 3.2 to the Registrant's Form 10-K filed February 24, 2015.
5	Opinion of Barnes & Thornburg as to the legality of the securities being registered.
23.1	Consent of Plante & Moran, PLLC.
23.2	Consent of Barnes & Thornburg LLP (included as part of Exhibit 5).
24	Power of Attorney (set forth on page S-1 of this Registration Statement).
99	NorthWest Indiana Bancorp 2015 Stock Option and Incentive Plan (incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed on April 24, 2015.

May 29, 2015

NorthWest Indiana Bancorp
9204 Columbia Avenue
Munster, Indiana 46321

Ladies and Gentlemen:

You have requested our opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") of NorthWest Indiana Bancorp (the "Corporation"), relating to the offer and sale of 250,000 shares of the Common Stock, without par value, of the Corporation under the NorthWest Indiana Bancorp 2015 Stock Option and Incentive Plan adopted by the Board of Directors of the Corporation on February 27, 2015, and by the Corporation's shareholders on April 24, 2015 (the "Plan"). In connection with your request, we have made such examination of the corporate records and proceedings of the Corporation and considered such questions of law and taken such further action as we deemed necessary or appropriate to enable us to render this opinion.

Based upon such examination, we are of the opinion that when the Common Stock has been purchased and the purchase price therefor has been paid as contemplated by the Plan and as described in the Registration Statement, as the same may be amended, and when the Corporation has complied with the Securities Act of 1933, as amended, and with the securities laws of the State of Indiana and all other jurisdictions in which the Common Stock is to be sold pursuant to the exercise of stock options granted under the Plan, the Common Stock will be legally issued, fully paid and nonassessable.

We consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, however, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the Rules and Regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

A handwritten signature in cursive script that reads "Barnes & Thornburg LLP". The signature is written in dark ink and is positioned above the printed name of the firm.

BARNES & THORNBURG LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this registration statement on Form S-8 of NorthWest Indiana Bancorp of our report dated February 23, 2015, on our audits of the consolidated financial statements of NorthWest Indiana Bancorp as of December 31, 2014 and 2013 and for the years then ended, appearing in the Company's Annual Report on Form 10-K.

/s/ Plante & Moran, PLLC

Plante & Moran, PLLC

Chicago, Illinois

May 29, 2015
