

PEOPLES BANCORP OF NORTH CAROLINA INC
Form 8-K
May 11, 2015

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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): May 7, 2015

Peoples Bancorp of North Carolina, Inc.
(Exact Name of Registrant as Specified in Its Charter)

North Carolina
(State or Other Jurisdiction of Incorporation)

000-27205
(Commission File No.)

56-2132396
(IRS Employer Identification No.)

518 West C Street, Newton, North Carolina
(Address of Principal Executive Offices)

28658
(Zip Code)

(828) 464-5620
(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Peoples Bancorp of North Carolina, Inc.

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Item Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
5.02. Compensatory Arrangements of Certain Officers

On March 27, 2015, the Company announced that Joseph F. Beaman, Jr., Executive Vice President and Corporate Secretary of Peoples Bancorp of North Carolina, Inc. and Executive Vice President, Chief Administrative Officer and Secretary of Peoples Bank will be retiring in 2015.

Item Submission of Matters to a Vote of Security Holders
5.07.

(a) Annual
Shareholders'
Meeting - May 7,
2015

(b) Directors elected at the meeting are as follows: James S. Abernethy, Robert C. Abernethy, Douglas S. Howard, John W. Lineberger, Jr., Gary E. Matthews, Billy L. Price, Jr. MD, Larry E. Robinson, William Gregory Terry, Dan Ray Timmerman, Sr. and Benjamin I. Zachary

At the May 7, 2015 Annual Shareholders' Meeting the following items were submitted to a vote of shareholders:

1) Election of
Directors:

| | Votes For | Votes Against | Votes Withheld | Broker Non-votes |
|----------------------------|-----------|---------------|----------------|------------------|
| James S. Abernethy | 3,528,649 | - | 729,951 | 817,535 |
| Robert C. Abernethy | 3,531,697 | - | 726,903 | 817,535 |
| Douglas S. Howard | 3,678,286 | - | 580,314 | 817,535 |
| John W. Lineberger, Jr. | 3,606,346 | - | 652,254 | 817,535 |
| Gary E. Matthews | 3,679,386 | - | 579,214 | 817,535 |
| Billy L. Price, Jr. MD | 3,680,749 | - | 577,851 | 817,535 |
| Larry E. Robinson | 3,531,433 | - | 727,167 | 817,535 |
| William Gregory Terry | 3,533,428 | - | 725,172 | 817,535 |
| Dan Ray Timmerman, Sr. | 3,533,428 | - | 725,172 | 817,535 |
| Benjamin I. Zachary | 3,679,386 | - | 579,214 | 817,535 |

2) Ratification of appointment of Independent Registered
Public Accountants - Porter Keadle Moore, LLC

Votes For - 5,046,903; Votes Against - 27,807; Votes
Abstained - 1,425; Broker Non-votes - 0

(c) Not applicable

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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 hereunto duly authorized.

PEOPLES BANCORP OF NORTH CAROLINA, INC.

Date: May 11, 2015

By: /s/ A. Joseph Lampron, Jr.
A. Joseph Lampron, Jr.
Executive Vice President and Chief Financial Officer

