

PEOPLES BANCORP INC  
Form 8-K  
March 03, 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): March 3, 2015

PEOPLES BANCORP INC.  
(Exact name of Registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Ohio<br>(State or other jurisdiction<br>of incorporation) | 0-16772<br>(Commission File<br>Number) | 31-0987416<br>(I.R.S. Employer<br>Identification Number) |
|---|--|--|

|   |                          |
|---|--------------------------|
| 138 Putnam Street, PO Box 738<br>Marietta, Ohio<br>(Address of principal executive offices) | 45750-0738<br>(Zip Code) |
|---|--------------------------|

|  |                |
|--|----------------|
| Registrant's telephone number, including area<br>code: | (740) 373-3155 |
|--|----------------|

Not applicable  
(Former name or former address, if changed since last report)

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)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders

On March 3, 2015, Peoples Bancorp Inc. (“Peoples”) held a Special Meeting of Shareholders (the “Shareholder Meeting”) at the Lafayette Hotel in Marietta, Ohio, with 9,817,238 (65.14%) of the 15,071,743 common shares outstanding and entitled to vote on the January 26, 2015 record date represented in person or by proxy.

Peoples' shareholders voted in favor of the following proposals: 1) to adopt and approve the Agreement and Plan of Merger dated as of August 4, 2014, by and between Peoples and NB&T Financial Group, Inc. (“NB&T Financial”), and 2) to approve the issuance of up to 3,500,000 Peoples common shares in connection with the merger of NB&T Financial with and into Peoples. The following is a summary of the voting results:

| Proposal   | For       | Against | Abstentions | Broker Non-Votes |
|--|-----------|---------|-------------|------------------|
| Agreement and Plan of Merger dated as of August 4, 2014, by and between Peoples and NB&T Financial | 9,713,025 | 71,127  | 33,086      | —                |

| Proposal  | For       | Against | Abstentions | Broker Non-Votes |
|---|-----------|---------|-------------|------------------|
| Issuance of up to 3,500,000 Peoples common shares in connection with the merger | 9,675,117 | 103,824 | 38,297      | —                |

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 INC.

Date: March 3, 2015

By:/s/ EDWARD G. SLOANE  
Edward G. Sloane

Executive Vice President,  
Chief Financial Officer and Treasurer