

LCNB CORP  
Form 8-K  
January 24, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 24, 2014

LCNB CORP.

(Exact name of Registrant as specified in its Charter)

Ohio  
(State or other jurisdiction of  
incorporation)

0-26121  
(Commission File No.)

31-1626393  
(IRS Employer Identification  
Number)

2 North Broadway, Lebanon, Ohio

45036

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (513) 932-1414

N/A

(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 (*see* General Instruction A.2. below):

—

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

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

**Item 2.01**

**Completion of Acquisition or Disposition of Assets.**

On January 24, 2014, LCNB Corp. (“LCNB”) consummated the acquisition of Eaton National Bank & Trust Co. (“Eaton National”), a national bank and wholly-owned subsidiary of Colonial Banc Corp. (“Colonial”), and its merger with and into LCNB National Bank, a national bank and wholly-owned subsidiary of LCNB, in accordance with the Stock Purchase Agreement, dated as of October 28, 2013, by and between LCNB and Colonial (the “Purchase Agreement”).

Pursuant to the terms of the Purchase Agreement, the all-cash purchase price paid for all of the issued and outstanding shares of Eaton National was \$24.75 million.

The description of the Purchase Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is filed with this Current Report on Form 8-K as Exhibit 2.1 and is incorporated by reference.

LCNB issued a press release on January 24, 2014 announcing the consummation of the acquisition and merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

**Item 7.01 Regulation FD Disclosure.**

The information set forth in Item 2.01 of this Current Report on Form 8-K and in the press release attached as Exhibit 99.1 is incorporated in this Item 7.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)

Exhibits.

**Exhibit No.**

**Description**

2.1

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Stock Purchase Agreement dated as of October 28, 2013, by and between LCNB Corp. and Colonial Banc Corp. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by LCNB with the Securities and Exchange Commission on October 28, 2013)

99.1

Press release issued by LCNB Corp. on January 24, 2014.

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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.

LCNB CORP.

Date: January 24, 2014

By: /s/ Robert C. Haines II  
Robert C. Haines II

Chief Financial Officer