

FARMERS NATIONAL BANC CORP /OH/  
Form 10-K/A  
April 27, 2015

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

**FORM 10-K/A**  
**(Amendment No. 1)**

**(Mark One)**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the fiscal year ended December 31, 2014**

**or**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number 001-35296**

**Farmers National Banc Corp.**

**(Exact name of registrant as specified in its charter)**

<b>Ohio</b> (State or other jurisdiction of incorporation or organization)	<b>34-1371693</b> (I.R.S. Employer Identification No.)
<b>20 South Broad Street, Canfield, Ohio</b> (Address of principal executive offices)	<b>44406</b> (Zip Code)
<b>Registrant's telephone number, including area code: <u>330-533-3341</u></b>	

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
<b>Common Shares, no par value</b>	<b>The NASDAQ Stock Market LLC</b>

**Securities registered pursuant to Section 12(g) of the Act:**

**None**

**(Title of Class)**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition 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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2014, the estimated aggregate market value of the registrant's common shares, no par value (the only common equity of the registrant), held by non-affiliates of the registrant was approximately \$146.3 million based upon the last sales price as of June 30, 2014 reported on NASDAQ. (The exclusion from such amount of the market value of the common shares owned by any person shall not be deemed an admission by the registrant that such person is an affiliate of the registrant).

As of February 23, 2015, the registrant had outstanding 18,408,612 common shares, no par value.

#### DOCUMENTS INCORPORATED BY REFERENCE

**Part of Form 10-K  
into which  
Document is Incorporated  
III**

**Document**

Portions of the registrant's definitive proxy statement for the 2015 Annual Meeting of Shareholders

### **EXPLANATORY NOTE**

This Amendment No. 1 on Form 10-K/A (the Amendment ) amends the Annual Report on Form 10-K for the fiscal year ended December 31, 2014, of Farmers National Banc Corp. (the Company ), as filed with the Securities and Exchange Commission on February 27, 2015 (the Original Filing ). This Amendment is being filed solely for the purpose of correcting an incorporation by reference under Part III, Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, on page 87 of the Original Filing, regarding information required by Item 201(d) of Regulation S-K. The incorporation by reference in the Original Filing inadvertently referred to the 2012 Proxy Statement of the Company, rather than the 2015 Proxy Statement of the Company. This Amendment corrects that incorporation by reference statement. Except for this correction, there have been no changes in any of the financial or other information contained in the Original Filing. This Amendment does not reflect events occurring after the Original Filing or, except as described above, modify or update the disclosures therein in any way.

**PART III**

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.**

The information required by Item 201(d) of Regulation S-K is incorporated herein by reference from the disclosure included under the caption "Equity Compensation Plan Information" in the 2015 Proxy Statement of the Company.

The information required by Item 403 of Regulation S-K is incorporated herein by reference from the disclosure included under the caption "Beneficial Ownership of Management and Certain Beneficial Owners" in the 2015 Proxy Statement of the Company.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(a) (3) *Exhibits* The following documents are included as exhibits to this Form 10-K/A

**Exhibit**

**Number**

**Description**

- |      |                                                                                                                                                                                                                                               |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification by Kevin J. Helmick, President and Chief Executive Officer, pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (principal executive officer) (filed herewith).         |
| 31.2 | Certification by Carl D. Culp, Executive Vice President and Treasurer of Farmers, pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (principal financial officer) (filed herewith). |

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the under signed, thereunto duly authorized, on this 27th day of April, 2015.

FARMERS NATIONAL BANC CORP.

By: /s/ Kevin J. Helmick  
Kevin J. Helmick

President and Chief Executive Officer

(Principal Executive Officer)

**EXHIBIT INDEX**

**Exhibit**

**Number**

**Description**

- |      |                                                                                                                                                                                                                                               |
|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification by Kevin J. Helmick, President and Chief Executive Officer, pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).                                       |
| 31.2 | Certification by Carl D. Culp, Executive Vice President and Treasurer of Farmers (principal financial officer), pursuant to Item 601 of Regulation S-K as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith). |