

PEOPLES BANCORP INC
Form 8-K
October 24, 2017

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): October 24, 2017

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

Ohio	0-16772	31-0987416
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)
138 Putnam Street, PO Box 738		
Marietta, Ohio	45750-0738	
(Address of principal executive offices) (Zip Code)		
Registrant's telephone number, including area 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operation and Financial Condition.

On October 24, 2017 Peoples Bancorp Inc. ("Peoples") issued a news release regarding its financial results for the third quarter of 2017. A copy of the news release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Conference Call to Discuss Earnings:

Peoples will conduct a facilitated conference call to discuss third quarter 2017 results of operations today at 11:00 a.m., Eastern Daylight Time, with members of Peoples' executive management participating. Analysts, media and individual investors are invited to participate in the conference call by calling (866) 890-9285. A simultaneous webcast of the conference call audio will be available online via the "Investor Relations" section of Peoples' website, www.peoplesbancorp.com. Participants are encouraged to call or sign in at least 15 minutes prior to the scheduled conference call time to ensure participation and, if required, to download and install the necessary software. A replay of the call will be available on Peoples' website in the "Investor Relations" section for one year.

Item 8.01 Other Events

On October 23, 2017, Peoples issued a news release announcing that the Board of Directors declared a quarterly dividend of \$0.22 per common share. A copy of the news release is included as Exhibit 99.2 to this Current Report on Form 8-K.

On October 23, 2017, Peoples announced the execution of an Agreement and Plan of Merger (the "Merger Agreement"), dated as of October 24, 2017, by and between Peoples and ASB Financial Corp. ("ASB"). The Merger Agreement calls for ASB to merge into Peoples and for ASB's wholly owned subsidiary, American Savings Bank, FSB, which operates six branches in Ohio and Kentucky, to merge into Peoples' wholly owned subsidiary, Peoples Bank (the "Merger"). A copy of the news release is included as Exhibit 99.3 to this Current Report on Form 8-K.

Important Additional Information About the Merger

In connection with the proposed transaction, Peoples will file a registration statement on Form S-4 that will include a proxy statement of ASB and a prospectus of Peoples, and Peoples will file other documents regarding the proposed transaction with the SEC. A definitive proxy statement/prospectus will be sent to the shareholders of ASB in advance of the special meeting of shareholders that will be held to consider the proposed Merger. Before making any voting or investment decisions, ASB investors and security holders are urged to read the proxy statement/prospectus and any other relevant documents to be filed with the SEC in connection with the proposed transaction, because they contain important information about Peoples, ASB and the proposed transaction. Investors and security holders may obtain free copies of the proxy statement/prospectus and other documents containing important information about Peoples and ASB, once such documents are filed with the SEC, through the website maintained by the SEC at www.sec.gov. Copies of the documents filed with the SEC by Peoples will be available free of charge on Peoples' website at www.peoplesbancorp.com under the tab "Investor Relations" or by contacting Peoples' Investor Relations Department at: Peoples Bancorp Inc., 138 Putnam Street, PO Box 738, Marietta, Ohio 45750, Attn: Investor Relations.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy securities nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. This communication is also not a solicitation of any vote in any jurisdiction pursuant to the proposed transactions or otherwise. No offer of securities or solicitation will be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. The communication is not a substitute for the proxy statement/prospectus that Peoples will file with the SEC and ASB will mail to its shareholders.

Proxy Solicitation

Peoples and ASB and their directors, executive officers and certain other persons may be deemed to be participants in the solicitation of proxies from the shareholders of ASB in connection with the Merger. Shareholders may obtain additional information regarding the interests of such participants and other persons who may be deemed participants by reading the proxy statement/prospectus when it becomes available.

Forward Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, as amended. In addition to those risk factors listed in Peoples' Annual Report on Form 10-K, the following factors could cause the actual results of Peoples' operations to differ materially from Peoples' expectations: (i) a failure to satisfy the conditions to closing for the Merger in a timely manner or at all; (ii) failure of the ASB shareholders to approve the Merger; (iii) failure to obtain the necessary regulatory approvals for the proposed Merger or adverse regulatory conditions in connection with such approvals; (iv) disruption to the parties' businesses as a result of the announcement and pendency of the transaction; and (v) difficulties related to the integration of the businesses following the merger. Peoples does not assume any duty to update forward-looking statements.

Item 9.01 Financial Statements and Exhibits

a) Financial statements of businesses acquired

No response required.

b) Pro forma financial information

No response required.

c) Exhibits

See Index to Exhibits on Page 4.

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: October 24, 2017 By: /s/JOHN C. ROGERS

John C. Rogers

Executive Vice President,
Chief Financial Officer and Treasurer

INDEX TO EXHIBITS

Exhibit Number	Description
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<u>99.1</u>	News Release issued by Peoples Bancorp Inc. on October 24, 2017
<u>99.2</u>	News Release issued by Peoples Bancorp Inc. on October 24, 2017
<u>99.3</u>	News Release issued by Peoples Bancorp Inc. on October 24, 2017