

FARMERS & MERCHANTS BANCORP

Form S-4/A

September 07, 2016

As filed with the Securities and Exchange Commission on September 7, 2016

Registration No. 333-213337

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

FARMERS & MERCHANTS BANCORP

(Exact name of Registrant as specified in its charter)

Delaware

6022

94-3327828

(State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code No.)

(I.R.S. Employer Identification No.)

111 West Pine Street
Lodi, California 95240

(209) 367-2300

(Address, including zip code and telephone number, including area code, of Registrant's principal executive offices)

Kent A. Steinwert

Farmers & Merchants Bancorp

Chairman, President and Chief Executive Officer

111 West Pine Street
Lodi, California 95240

(209) 367-2300

(Name, address, including zip code, and telephone number, including area code, of agent for service)

with a copy to:

John F. Stuart, Esq.

S. Alan Rosen, Esq.

Stuart | Moore

Horgan, Rosen, Beckham & Coren, L.L.P.

641 Higuera Street, Suite 302

23975 Park Sorrento, Suite 200

San Luis Obispo, CA 93401

Calabasas, California 91302- 4001

(805) 545-8590

(818) 591-2121

Approximate date of commencement of proposed sale to the public: As soon as practicable following the effectiveness of this Registration Statement, satisfaction or waiver of the other conditions to closing of the merger described herein,

and consummation of the merger.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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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 definitions 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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross Border Third Party Tender Offer)

Calculation of Registration Fee

| Title of Each Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share or Unit(2) | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|--|----------------------------|--|--|----------------------------|
| Common Stock, \$0.01 par value per share | 12,074 | N/A | \$7,244,400 | \$ 730.00 (3) |

(1) Represents the maximum number of shares of Farmers & Merchants Bancorp (“F&M Bancorp”) common stock which could be issued in the merger with Delta National Bancorp (“Delta Bancorp”), based upon the conversion ratio as set forth in the Agreement and Plan of Reorganization dated as of June 8, 2016 (the “merger agreement”).

(2) Estimated solely for the purposes of calculating the registration fee and computed pursuant to Rule 457(c) and 457(f)(1) of the Securities Act. The proposed maximum aggregate offering price is equal to the product of (a) \$600.00, and (b) the maximum number of shares of F&M Bancorp common stock to be issued pursuant to the merger agreement.

(3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

The information in this document is not complete and may be changed. We may not sell the securities offered by this document until the registration statement filed with the Securities and Exchange Commission is effective. This document is not an offer to sell these securities, and we are not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED SEPTEMBER 7, 2015

PROXY STATEMENT/PROSPECTUS

Proxy Statement of Delta National Bancorp

Prospectus of Farmers & Merchants Bancorp

MERGER PROPOSED — YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Delta National Bancorp:

Delta National Bancorp (“Delta Bancorp”) will hold its annual meeting of shareholders on Monday, October 17, 2016, at 5:00 p.m. (local time), at Delta Bank, National Association, 611 North Main Street, Manteca, California 95336. At the annual meeting, you will be asked to consider and to vote upon the following matters:

- The approval of a merger agreement providing for the merger of Delta National Bancorp with and into Farmers & Merchants Bancorp, as described in more detail herein;
- The election of five (5) directors;
- The ratification of Richardson & Company, LLP as Delta Bancorp’s independent public accounting firm for 2016; and
- A proposal to adjourn or postpone the annual meeting, if necessary or appropriate, including to solicit additional proxies to approve the merger agreement.

On June 8, 2016, Delta Bancorp entered into an Agreement and Plan of Reorganization (the “merger agreement”) with Farmers & Merchants Bancorp (F&M Bancorp”) that provides for the merger of the two companies. If approved by Delta Bancorp shareholders, under the merger agreement Delta Bancorp will merge with and into F&M Bancorp (the “merger”), and Delta Bancorp’s wholly-owned bank subsidiary, Delta Bank, National Association (“Delta Bank”), will merge with and into Farmers & Merchants Bank of Central California (“F&M Bank”), F&M Bancorp’s wholly-owned bank subsidiary (the “bank merger”).

If the merger is approved and consummated, holders of Delta Bancorp common stock will, subject to receiving cash in lieu of fractional shares, be entitled to receive, in exchange for each share of Delta Bancorp common stock, 0.031748 shares of F&M Bancorp Common Stock, and holders of Delta Bancorp preferred stock will be entitled to receive, in exchange for each share of Delta Bancorp preferred stock, cash in the amount of \$19.827 per share of Delta Bancorp preferred stock without further interest or dividend.

The market value of the merger consideration may fluctuate with the market price of F&M Bancorp common stock and will not be known at the time Delta Bancorp shareholders vote on the merger. Based on the \$[*] per share closing price of F&M Bancorp’s common stock on the OTCQX Market on September 7, 2016, the last practicable date before the date of this proxy statement/prospectus, the value of the per share merger consideration payable to holders of Delta

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Bancorp common stock was approximately \$[*] million and the cash payment to the holders of Delta Bancorp preferred stock will be approximately \$2.18 million, for an aggregate merger consideration approximating \$[*] million. We urge you to obtain current market quotations for F&M Bancorp common stock (OTCQX Market trading symbol "FMCB") because the value of the per share merger consideration will fluctuate.

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As of August 26, 2016, the record date for the Delta Bancorp annual meeting of shareholders, there were 380,303 shares of Delta Bancorp common stock outstanding and entitled to vote and there were 110,000 shares of Delta Bancorp preferred stock outstanding and entitled to vote.

Based on the 380,303 shares of common stock outstanding, F&M Bancorp will issue a maximum of 12,074 shares of common stock to holders of Delta Bancorp common stock before taking into account any fractional shares; provided, however, holders of Delta Bancorp common stock entitled to receive fractional interests of F&M Bancorp common stock will be paid cash instead at the rate of \$545.00 per whole share of F&M Bancorp common stock. Accordingly, the exact number of shares of F&M Bancorp common stock that will be issued in the merger will be dependent on the number of fractional interests resolved for cash.

This document, which serves as a proxy statement for Delta Bancorp's annual meeting of shareholders and as a prospectus with respect to the offering and issuance of the F&M Bancorp common stock to be issued in the merger to the holders of Delta Bancorp common stock, describes the Delta Bancorp annual meeting and includes important information about the proposed merger, the companies participating in the merger, and the merger agreement pursuant to which the merger will be consummated, if approved. We encourage you to read the entire document carefully, including the "Risk Factors" section beginning on page [*], for a discussion of the risks related to the proposed merger.

Delta Bancorp's board of directors has determined that the merger agreement and the transactions contemplated thereby, including the merger, are in the best interests of Delta Bancorp and its shareholders, has unanimously approved the merger agreement and the transactions contemplated thereby, and recommends that Delta Bancorp shareholders vote "FOR" all of the proposals described in this proxy statement/prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of these materials. Any representation to the contrary is a criminal offense. Shares of common stock of F&M Bancorp are not savings accounts, deposits or other obligations of any bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation or any other governmental agency.

The date of these materials is September [*], 2016, and they are expected to be first mailed to shareholders on or about September 14, 2016.

611 North Main Street
Manteca, California 95336

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on October 17, 2016

TO THE SHAREHOLDERS OF DELTA NATIONAL BANCORP:

The annual meeting of shareholders of Delta National Bancorp will be held on Monday, October 17, 2016, at 5:00 p.m. (local time), at Delta Bank, National Association, 611 North Main Street, Manteca, California 95336, for the following purposes:

1. Approval of Merger Agreement. To consider and vote on the Agreement and Plan of Reorganization (the “merger agreement”) under which Delta National Bancorp (“Delta Bancorp”) will merge with and into Farmers & Merchants Bancorp (“F&M Bancorp”), as more particularly described in the following materials.

2. Election of Directors. To elect the following five (5) nominees to the Delta Bancorp board of directors to serve: (i) until the consummation of the merger; or (ii) in the event the merger is not consummated and the merger agreement is terminated, until the next annual meeting of shareholders and until their successors are duly elected and have qualified:

William B. Barringer Valerie Rossi
Theodore Poulos Warren E. Wegge
Toinette Rossi

3. Ratification of Auditors. To consider and ratify the appointment of Richardson & Company, LLP as Delta Bancorp’s independent public accounting firm for the year ending December 31, 2016.

4. Adjournment. To approve the adjournment or postponement of the annual meeting, if necessary or appropriate, including to solicit additional proxies to approve the merger agreement.

5. Transaction of Other Business. To transact such other business as may properly come before the annual meeting or any adjournments of the annual meeting.

Management of Delta Bancorp is not aware of any other business to be conducted at the annual meeting.

This proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the following materials, including the merger agreement and all other annexes, and any documents incorporated by reference, for further information with respect to the business to be transacted at the annual meeting. You are encouraged to read this entire document carefully before voting. In particular, see the section entitled “Risk Factors” beginning on page [*].

The Delta Bancorp board of directors has fixed the close of business on August 26, 2016, as the record date for determination of shareholders entitled to notice of, and the right to vote at, the annual meeting. Therefore, if you were a shareholder of record at the close of business on August 26, 2016, you may vote at the annual meeting.

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The board of directors has determined that the merger is advisable and in the best interests of Delta Bancorp shareholders based upon its analysis, investigation and deliberation, and unanimously recommends that its shareholders vote “FOR” approval of the merger agreement.

The Board of Directors also recommends that shareholders vote to approve the remaining proposals to elect the five (5) nominees named in this proxy statement/prospectus to the board of directors, to ratify the appointment of Richardson & Company, LLP as Delta Bancorp’s independent public accounting firm for 2016, and to approve the proposal to adjourn the annual meeting to a later date or dates, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the merger agreement or for any other legally permissible purpose.

YOUR VOTE IS VERY IMPORTANT. The enclosed proxy card is solicited by the board of directors. Whether or not you plan to attend the annual meeting, we urge you to promptly complete, sign and date the enclosed proxy card and return it in the postage-paid envelope provided for that purpose. You may revoke your proxy at any time before it is voted at the annual meeting by giving written notice of revocation to the Corporate Secretary of Delta Bancorp, by submitting a properly executed proxy bearing a later date, or by being present at the annual meeting and electing to vote in person by advising the Chairman of the annual meeting of your election.

Please indicate on the proxy card whether or not you expect to attend the annual meeting so that arrangements for adequate accommodations can be made.

If you would like to attend the annual meeting and your shares are held by a broker, bank or other nominee, you must bring to the annual meeting a recent brokerage statement or a letter from the nominee confirming your beneficial ownership of the shares. You must also bring a form of personal identification. In order to vote your shares at the annual meeting, you must also obtain a proxy issued in your name from that nominee.

By Order
of the
Board of
Directors,

September [*], 2016
Toinette
Rossi,
Corporate
Secretary

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REFERENCES TO ADDITIONAL INFORMATION

This proxy statement/prospectus incorporates important business and financial information about F&M Bancorp from documents that are not included in or delivered with this document. Delta Bancorp shareholders can obtain these documents through the website of the Securities and Exchange Commission (“Commission”), at <http://www.sec.gov>, or by requesting them in writing or by telephone from F&M Bancorp as follows:

Farmers & Merchants Bancorp
111 West Pine Street
Lodi, California 95240
Attention: Stephen Haley
Telephone: (209) 367-2300

If any Delta Bancorp shareholder would like to request documents, please do so by October 10, 2016 in order to receive them before the Delta Bancorp annual meeting.

DELTA BANCORP SHAREHOLDERS

If you are a Delta Bancorp shareholder and have questions about the merger, the merger agreement or the Delta Bancorp annual meeting, need additional copies of this proxy statement/prospectus or need to obtain proxy cards or other information related to the Delta Bancorp proxy solicitation, you may contact Mr. Warren E. Wegge, Delta Bancorp’s President & CEO, at the following address:

Delta National Bancorp
611 North Main Street
Manteca CA 95336

or at the following telephone number:
(209) 824-4030

Delta Bancorp does not have a class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is not subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, and accordingly, does not file documents or reports with the Commission.

For additional information, please see “Where You Can Find More Information” beginning on page [*].

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QUESTIONS AND ANSWERS
ABOUT THE MERGER AND THE ANNUAL MEETING

The following are some questions that you, as a Delta Bancorp shareholder, may have regarding the merger agreement, the merger and the other matters being considered at the annual meeting and the answers to those questions. F&M Bancorp and Delta Bancorp urge you to read carefully the remainder of this document because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the annual meeting. Additional important information is also contained in the appendices to this proxy statement/prospectus and in the documents incorporated herein by reference.

Questions and Answers about the Delta Bancorp Annual Meeting

Q: Why have I received these materials?

A: Delta Bancorp is sending these materials to its shareholders to help them decide how to vote their shares of Delta Bancorp common stock and preferred stock with respect to the proposed merger and the other matters to be considered at the annual meeting.

This document constitutes both a proxy statement of Delta Bancorp and a prospectus of F&M Bancorp. It is a proxy statement because the Board of Directors is soliciting proxies from its shareholders. It is a prospectus of F&M Bancorp because F&M Bancorp will use it in connection with the issuance of shares of F&M Bancorp common stock in exchange for shares of Delta Bancorp common stock in connection with the merger. Delta Bancorp's audited financial statements for the years ended December 31, 2015 and 2014 were previously mailed to its shareholders as a part of its Annual Report. Shareholders requesting additional copies of the Annual Report should contact Mr. Warren E. Wegge, Delta Bancorp's President & CEO, at the following address:

Delta National Bancorp
611 North Main Street
Manteca, CA 95336

or at the following telephone number:
(209) 824-4030

In order to complete the merger, shareholders of Delta Bancorp must vote to approve the merger agreement (which sets forth the terms of the merger). The enclosed proxy card and voting materials allow you to vote your shares without actually attending the annual meeting.

Q: When and where will the annual meeting be held?

A: The Delta Bancorp annual meeting will be held at Delta Bank, National Association, 611 North Main Street, Manteca, California 95336, on Monday, October 17, 2016, at 5:00 p.m. (local time).

Q: Who is entitled to vote at the annual meeting?

A: Delta Bancorp shareholders of record as of the close of business on August 26, 2016, will be entitled to vote at the annual meeting.

Q: What are Delta Bancorp shareholders being asked to vote on?

A: If you hold shares of Delta Bancorp common stock and/or Delta Bancorp preferred stock as of the record date for the annual meeting you are being asked to vote to:

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·approve the merger agreement;

elect the five (5) nominees named in this proxy statement/prospectus to the board of directors to serve: (i) until consummation of the merger; or (ii) in the event the merger is not consummated and the merger agreement is terminated, until the next annual meeting of shareholders and until their successors are elected and have qualified;

ratify the selection of Richardson & Company, LLP to serve as Delta Bancorp's independent public accounting firm for the year ending December 31, 2016;

approve any adjournment or postponement of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes in favor of the merger agreement or for any other legally permissible purpose; and

transact such other business as may properly come before the annual meeting and any adjournment or adjournments thereof.

Q: What vote is required to approve each proposal?

A: The proposal to approve the merger agreement requires the affirmative votes of the holders of (i) a majority of the outstanding shares of Delta Bancorp common stock and preferred stock, voting together, and (ii) 66-2/3% of the Delta Bancorp preferred stock voting as a separate class; in each case, based upon the number of shares outstanding as of the record date for the annual meeting and entitled to vote at the meeting.

With respect to the election of directors, the five nominees receiving the greatest number of votes will be elected to the board of directors with the common and preferred stock voting together.

The proposal to adjourn the annual meeting, if necessary, and the proposal to ratify the selection of auditors require the affirmative vote of at least a majority of the outstanding shares of Delta Bancorp common stock and preferred stock, voting together, present in person or represented by proxy and entitled to vote at the annual meeting.

There are 380,303 shares of common stock and 110,000 shares of preferred stock outstanding and entitled to vote at the annual meeting. Therefore, the approval of the merger agreement will require the favorable vote of at least 245,152 shares, on a combined basis, and at least 73,334 shares of the preferred stock.

All of Delta Bancorp's directors and executive officers have agreed, in writing, to vote their shares "FOR" the merger agreement. See "Proposal 1 – The Merger—Shareholder Agreements" beginning on page [*] for more information. Delta Bancorp's directors and executive officers collectively hold, as of the record date for the annual meeting: (i) 174,941 shares of Delta Bancorp common stock, representing 46.0% of Delta Bancorp's issued and outstanding shares of common stock; and (ii) 110,000 shares of Delta Bancorp preferred stock, representing 100.0% of the issued and outstanding shares of preferred stock. Therefore, on a combined basis, the directors and executive officers hold 284,941 shares.

Q: How does the board of directors recommend that I vote on each proposal?

A: The board of directors recommends that you vote as follows:

·"FOR" the merger agreement;

·"FOR" the election of each of William B. Barringer, Theodore Poulos, Toinette Rossi, Valerie Rossi, and Warren E. Wegge to the board of directors;

“FOR” the ratification of Richardson & Company, LLP as Delta Bancorp’s independent public accounting firm for the year ending December 31, 2016, and

“FOR” the adjournment or postponement of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes in favor of the merger agreement or for any other legally permissible purpose.

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Q: How many votes do I have and how do I vote at the annual meeting?

A: Except with respect to the election of directors, you may vote “FOR,” “AGAINST” or “ABSTAIN” with respect to any of the proposals presented at the annual meeting. You are entitled to one vote for each share that you owned as of the record date for the annual meeting. Each share of preferred stock is entitled to one vote per share on all matters on which holders of common stock are entitled to vote.

With respect to the election of directors you may vote “FOR” the election of all the nominees to the board of directors, or you may “WITHHOLD vote from all nominees,” or you may vote “FOR ALL EXCEPT” and withhold your vote for one or more of the nominees by marking your enclosed proxy card in the manner instructed on the proxy card. Shares may be voted cumulatively for the election of directors if a nominee’s or nominees’ name(s) have been properly placed in nomination prior to the voting and you or another shareholder informs Delta Bancorp at or prior to the annual meeting of your or their intention to cumulate votes at the annual meeting. See “The Delta Bancorp Annual Meeting—Number of Votes; Cumulative Voting” beginning on page [*] for a discussion of cumulative voting with respect to the election of directors.

If you are a shareholder of record, you may vote in person at the annual meeting, or you may vote by proxy using the enclosed proxy card.

Whether or not you plan to attend the annual meeting, you are urged to vote by proxy to ensure your vote is counted. You may still attend the annual meeting and vote in person if you have already voted by proxy.

To vote in person, simply attend the annual meeting and you will be given a ballot when you arrive.

To vote using the proxy card, simply complete, sign and date the enclosed proxy card and return it promptly in the envelope provided. If you return your signed proxy card before the annual meeting, your shares will be voted as you direct.

Q: What if my shares are held in street name by my broker or other nominee?

A: If you are a beneficial owner of shares registered in the name of your broker or other nominee, you should have received a proxy card and voting instructions with these proxy materials directly from that organization rather than from Delta Bancorp. Except with respect to the ratification of accountants, which is a routine matter, your broker or nominee cannot vote your shares unless you provide instructions on how to vote them, which is referred to as a broker non-vote. To vote your shares, follow the voting instructions your broker or nominee provides when forwarding these proxy materials to you and complete and mail the proxy card to ensure that your vote is counted. Alternatively, you may vote by telephone or over the Internet as instructed by your broker or nominee. To vote in person at the annual meeting, you must obtain a valid proxy from your broker or nominee. If you do not provide voting instructions to your broker, bank or agent, this will have the same effect as a vote “AGAINST” the merger agreement. Your abstention will have no effect on the outcome of any of the other proposals to be voted on at the annual meeting. See “The Delta Bancorp Annual Meeting—Abstentions and Broker Non-Votes” beginning on page [*].

Q: May I revoke or change my vote after I have provided proxy instructions?

A: Yes. If you hold shares in certificate form, you may revoke or change your proxy at any time before the time your proxy is voted at the annual meeting by: (i) filing with the Corporate Secretary of Delta Bancorp at the applicable address listed below an instrument revoking it or a duly executed proxy bearing a later date; or (ii) appearing and voting in person at the annual meeting.

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Your attendance alone at the annual meeting will not revoke your proxy. If you wish to revoke your vote by providing written notice, such notice must be sent so that notice is received before the vote is taken at the annual meeting and should be addressed as follows:

Delta National Bancorp
611 North Main Street
Manteca, CA 95336
Attention: Toinette Rossi,
Corporate Secretary

If you have instructed a broker or other nominee to vote your shares, you must follow directions received from your broker or other nominee in order to change those instructions.

Q: What will happen if I do not return my proxy card or otherwise vote?

A: If you fail to execute and return your proxy card or otherwise do not vote in person at the annual meeting, it will have the same effect as voting against the merger agreement. The failure to execute and return your proxy card or the failure to vote in person will have no effect on the other proposals to which you are entitled to vote at the annual meeting.

Q: What will happen if I sign and return my proxy card without indicating how I wish to vote?

A: If you sign and return your proxy card without indicating how to vote on any particular proposal, the proxy holder designated in your proxy card will vote your proxy as recommended by Delta Bancorp's board of directors, including voting "FOR" approval of the merger agreement, in which case you will be prohibited from asserting dissenters' rights.

Q: What constitutes a quorum for purposes of the annual meeting?

A: A quorum of shareholders is necessary to hold a valid meeting. A majority of the shares of Delta Bancorp common stock and preferred stock issued and outstanding and entitled to vote on the record date (taken together) must be represented in person or by proxy at the annual meeting in order for a quorum to be present for purposes of transacting business. Proxies marked as abstaining (including proxies containing broker non-votes) on any matter to be acted upon by shareholders will be treated as present at the meeting for purposes of determining a quorum but will not be counted as votes cast on such matters. If there is no quorum, a majority of the votes present at that meeting may adjourn the meeting to another date.

Questions and Answers Specific to the Merger Agreement and the Merger

Q: What will happen if Delta Bancorp shareholders approve the merger agreement, and what will I receive if the merger is completed?

A: Subject to the satisfaction or waiver of all other conditions in the merger agreement, including regulatory approvals, if Delta Bancorp shareholders approve the merger agreement: (i) F&M Bancorp will acquire Delta Bancorp by merging Delta Bancorp with and into F&M Bancorp, with F&M Bancorp surviving; (ii) F&M Bancorp will issue shares of its common stock in exchange for shares of Delta Bancorp common stock and will pay cash for fractional shares of common stock and for shares of Delta Bancorp preferred stock pursuant to the terms of the merger agreement; and (iii) following the merger of Delta Bancorp with and into F&M Bancorp, Delta Bank will be merged with and into F&M Bank with F&M Bank surviving and continuing commercial bank operations of the combined bank following the merger.

If you hold shares of Delta Bancorp stock and do not exercise and/or perfect your dissenters' rights under California law (which is discussed more fully below under the caption "The Delta Bancorp Annual Meeting – Dissenters' Rights" beginning on page [*]), your shares of Delta Bancorp stock will be converted, effective as of the close of the merger, into the right to receive the merger consideration as determined in accordance with the merger agreement.

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Please read the sections entitled “Proposal 1 – The Merger—Structure of the Merger” and “Proposal 1 – The Merger—The Merger Consideration” beginning on pages [*] and [*], respectively, for additional information.

Q: Is the exchange ratio subject to adjustment based on changes in the price of F&M Bancorp common stock or Delta Bancorp common stock?

A: No. The exchange ratio of 0.031748 shares of F&M Bancorp common stock for each share of Delta Bancorp common stock is fixed and no adjustments to the exchange ratio will be made based upon changes in the price of either F&M Bancorp common stock or Delta Bancorp common stock prior to the completion of the merger. As a result of any such changes in stock price, the aggregate market value of the shares of F&M Bancorp common stock that a Delta Bancorp shareholder is entitled to receive at the time that the merger is completed could vary significantly from the value of such shares on the date of this proxy statement/prospectus, the date of the annual meeting or the date on which such Delta Bancorp shareholder actually receives shares of F&M Bancorp common stock in the merger.

However, the merger agreement provides that if Delta Bancorp’s tangible equity (as defined in the merger agreement) falls below a pre-determined level (as provided in the merger agreement) then the exchange ratio of 0.031748 will be adjusted lower.

The cash payment of \$19.827 for each share of Delta Bancorp preferred stock is not subject to adjustment, regardless of any variation in the price of Delta Bancorp preferred stock from the value of such shares on the date of this proxy statement/prospectus, the date of the annual meeting or the date on which the Delta Bancorp shareholders actually receive the cash payment for their preferred stock in the merger, or based on the level of tangible equity.

Q: Why has the Board of Directors approved the merger?

A: The board of directors of Delta Bancorp has considered a number of available strategic options and, in the board’s opinion, none of these options, including remaining independent, is likely to create value for Delta Bancorp shareholders greater than that created by the proposed transaction with F&M Bancorp. Please read the sections entitled “Proposal 1 – The Merger—Background of the Merger” and “Proposal 1 – The Merger—Delta Bancorp’s Reasons for Merger and Recommendation of the Delta Bancorp Board of Directors” beginning on page [*].

Q: When do you expect the merger to be completed?

A: Delta Bancorp and F&M Bancorp are working to complete the merger as soon as possible and expect to complete the merger in the fourth quarter of 2016. However, the merger is subject to various conditions, including shareholder and regulatory approvals. Subject to the various conditions and due to possible factors outside Delta Bancorp’s and F&M Bancorp’s control, it is possible that the merger will not be completed until a later time, or not at all. Therefore, there may be a substantial amount of time between the date of the annual meeting and the completion of the merger.

Q: What are the U.S. federal income tax consequences of the merger?

A: Crowe Horwath, LLP has issued a tax opinion to F&M Bancorp and Delta Bancorp that the merger will qualify as a “reorganization” within the meaning of Section 368(a) of the Internal Revenue Code. As a “reorganization,” Delta Bancorp shareholders who own only common stock receiving F&M Bancorp common stock will not recognize gain or loss on the exchange of their Delta Bancorp common stock for F&M Bancorp common stock for U.S. federal income tax purposes, except with respect to any cash received in exchange for fractional shares. However, holders of Delta Bancorp common stock who also own preferred stock will recognize gain, but not loss upon the receipt of the cash payment in the merger. See “Proposal 1 – The Merger—Material Federal Income Tax Consequences” beginning on page [*].

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Q: What happens if I sell my shares after the record date for the annual meeting, but before the annual meeting?

A: If you transfer your shares after the record date for the annual meeting but before the date of the annual meeting, you will retain your right to vote at the annual meeting. However, you will not have the right to receive any shares of F&M Bancorp common stock in exchange for your former shares of Delta Bancorp common stock if and when the merger is completed. In order to receive shares of F&M Bancorp common stock in exchange for your shares of Delta Bancorp common stock, you must hold your Delta Bancorp common stock through the completion of the merger.

Q: Should I send in my certificates now?

A: No. You should NOT send in your stock certificates in the envelope provided for use in returning your proxy card. You will be sent written instructions for exchanging your stock certificates only if the merger agreement and the transactions contemplated therein are approved and completed.

Q: What should I do now?

A: You should do two things now:

First, after reading this proxy statement/prospectus, you should vote on the proposals. Simply indicate on your proxy card how you want to vote, then sign and mail your proxy card in the enclosed return envelope in time to be represented at the annual meeting.

Second, if you do not own your shares through a brokerage firm which holds your shares in street name, you should immediately locate and make sure you have possession of the certificates evidencing your Delta Bancorp common and preferred stock.

IF YOUR CERTIFICATE(S) FOR DELTA BANCORP COMMON STOCK IS/ARE LOST, STOLEN, OR DESTROYED, YOU ARE URGED TO IMMEDIATELY NOTIFY MR. WARREN E. WEGGE, DELTA BANCORP'S PRESIDENT & CEO, AT (209) 824-4030, SO THAT A "STOP TRANSFER" INSTRUCTION CAN BE PLACED ON YOUR LOST CERTIFICATE(S) TO PREVENT TRANSFER OF OWNERSHIP TO ANOTHER PERSON. DELTA BANCORP WILL SEND YOU THE FORMS TO PERMIT THE ISSUANCE OF A REPLACEMENT CERTIFICATE(S).

As soon as reasonably practicable after the effective time of the merger, the exchange agent for the merger, Computershare, Inc. ("Computershare"), will mail to each holder of record of a Delta Bancorp common and preferred stock certificate a letter of transmittal and instructions for use in effecting the surrender of the holder's certificate(s).

Q: Who can help answer my other questions?

A: If you have any additional questions about the merger agreement and the merger you may direct your questions to Warren Wegge, President and Chief Executive Officer, Delta National Bancorp, 611 North Main Street, Manteca CA 95336; phone: (209) 824-4030.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to the shareholders of Delta National Bancorp. To more fully understand the merger and for a more complete description of the legal terms of the merger, you should read carefully this entire proxy statement/prospectus, including the merger agreement and the other documents included with this proxy statement/prospectus. See “Where You Can Find More Information” beginning on page [*]. Page references are included in this summary to direct the reader to a more complete description of the topics.

Throughout this proxy statement/prospectus, “F&M Bancorp” refers to Farmers & Merchants Bancorp,” “Delta Bancorp” refers to Delta National Bancorp and “Delta Bank” refers to Delta Bank, National Association. Also, throughout this proxy statement/prospectus, the Agreement and Plan of Reorganization, dated as of June 8, 2016 by and between F&M Bancorp and Delta Bancorp, is referred to as the “merger agreement.” The merger of Delta Bancorp with and into F&M Bancorp is referred to as the “merger.”

Parties to the Proposed Merger (Page [*])

F&M Bancorp

Farmers & Merchants Bancorp is a California-based bank holding company for Farmers & Merchants Bank of Central California (“F&M Bank”), a California chartered commercial bank. F&M Bancorp’s principal asset is all of the capital stock of F&M Bank which is currently celebrating its 100th anniversary.

Although F&M Bancorp has initiated efforts to expand its geographic footprint into the East Bay of San Francisco, its primary service area remains the mid Central Valley of California. Through its network of 24 full-service banking offices, F&M Bancorp emphasizes personalized service along with a broad range of banking services to businesses and individuals located in the service areas of its offices. Although it focuses on marketing its services to small- and medium-sized businesses, a broad range of retail banking services are made available to the local consumer market. F&M Bancorp provides a broad complement of lending products, including commercial, real estate construction, agribusiness, consumer, credit card, real estate loans, and equipment leases. Commercial products include term loans, lines of credit and other working capital financing and letters of credit. Financing products for individuals include automobile financing, lines of credit, residential real estate, home improvement and home equity lines of credit.

As of June 30, 2016, F&M Bancorp had, on a consolidated basis, total assets of \$2.7 billion, total stockholders’ equity of \$265.3 million and total deposits of \$2.3 billion. Earnings for the six months ended June 30, 2016 were \$14.5 million compared to \$13.2 million for the first six months of 2015.

F&M Bancorp’s principal executive offices are located at 111 West Pine Street, Lodi, California 95241 and its telephone number is (209) 367-2300.

Financial statements and other important information relating to F&M Bancorp are incorporated by reference into this proxy statement/prospectus in accordance with the rules of the Securities and Exchange Commission (the “Commission”). See “Where You Can Find More Information” at page [*] for information on how you may obtain this information.

Delta Bancorp

Delta Bancorp is a California-based bank holding company for Delta Bank, a national banking association, headquartered in Manteca, California. Delta Bank received its national charter and commenced banking operations in 1973. It maintains four full-service banking offices in Stanislaus and San Joaquin counties in California’s Central

Valley. As of June 30, 2016, Delta Bancorp had, on a consolidated basis, total assets of \$109.1 million, total deposits of \$100.1 million and total stockholders' equity of \$8.6 million. Losses for the six months ended June 30, 2016 were \$280,000 compared to \$404,000 for the first six months of 2015.

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Delta Bancorp's principal executive offices are located at 611 North Main Street, Manteca, California 95336 and its telephone number is (209) 824-4000.

Date, Time and Location of the Delta Bancorp Annual Meeting (Page [*])

The Delta Bancorp annual meeting will be held on Monday, October 17, 2016, at 5:00 p.m. (local time), at Delta Bank, 611 North Main Street, Manteca, California 95336. At the Delta Bancorp annual meeting, Delta Bancorp shareholders will be asked to:

- approve the merger agreement providing for the merger of Delta Bancorp with and into F&M Bancorp, as described in more detail herein;
- elect five (5) directors;
- ratify Richardson & Company, LLP as Delta Bancorp's independent public accounting firm for 2016; and
- approve a proposal to adjourn or postpone the annual meeting, if necessary or appropriate, including to solicit additional proxies to approve the merger agreement.

Record Date and Voting Rights for the Delta Bancorp Annual Meeting (Page [*])

Each Delta Bancorp common and preferred shareholder is entitled to vote at the Delta Bancorp annual meeting if he or she owned shares of Delta Bancorp common or preferred stock as of the close of business on August 26, 2016, the record date for the Delta Bancorp annual meeting. Each Delta Bancorp common shareholder will have one vote at the annual meeting for each share of Delta Bancorp common stock that he or she owned on that date and each Delta Bancorp preferred shareholder will also have one vote at the annual meeting for each share of Delta Bancorp preferred stock that he or she owned on that date.

Delta Bancorp shareholders of record may vote by mail or by attending the Delta Bancorp annual meeting and voting in person. Each proxy returned to Delta Bancorp by a holder of Delta Bancorp common or preferred stock, which is not revoked, will be voted in accordance with the instructions indicated thereon. If no instructions are indicated on a signed Delta Bancorp proxy that is returned, such proxy will be voted "FOR" the approval of the merger agreement; "FOR" the election of the five (5) nominees named in this proxy statement/prospectus to the board of directors; "FOR" the ratification of the selection of Richardson & Company, LLP as Delta Bancorp's independent public accounting firm for the year ending December 31, 2016; and "FOR" the approval of any adjournment or postponement of the annual meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes in favor of the merger agreement or for any other legally permissible purpose.

Information Concerning Nominees for Directors (Page [*])

For information concerning the five nominees for directors of Delta Bancorp as well as Delta Bancorp's management, compensation, and related party transactions, see "Proposal 2 - Election of Directors" beginning on page [*].

The Merger (Page [*])

The merger agreement is attached to this proxy statement/prospectus as Appendix A, which is incorporated by reference herein. Please read the entire merger agreement. It is the legal document that governs the merger. Pursuant to the terms and conditions set forth in the merger agreement, Delta Bancorp will be acquired by F&M Bancorp in a transaction in which Delta Bancorp will merge with and into F&M Bancorp, with F&M Bancorp as the surviving institution. Immediately following the consummation of the merger, Delta Bank will be merged with and into F&M

Bank, with F&M Bank as the surviving institution. The parties expect to complete the mergers in the fourth quarter of 2016.

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Delta Bancorp's Reasons for Merger and Factors Considered by Delta Bancorp's Board of Directors (Page [*])

Based on Delta Bancorp's reasons for the merger described in this proxy statement/prospectus, including the fairness opinion of FIG Partners, LLC ("FIG"), an independent investment banking firm, the Delta Bancorp board of directors believes that the merger is fair to Delta Bancorp shareholders from a financial point of view and in their best interests, and unanimously recommends that Delta Bancorp shareholders vote "FOR" approval of the merger agreement. For a discussion of the circumstances surrounding the merger and the factors considered by Delta Bancorp's board of directors in approving the merger agreement, see "Proposal 1 - The Merger—Delta Bancorp's Reasons for the Merger and Recommendation of the Delta Bancorp Board of Directors" beginning on page [*].

FIG Provided a Fairness Opinion to Delta Bancorp's Board of Directors in connection with the Merger (Page [*])

FIG delivered its written opinion to Delta Bancorp's board of directors that, as of June 7, 2016, and based upon and subject to the assumptions made, procedures followed, matters considered and limitations and qualification on the review undertaken set forth in its opinion, the merger consideration to be paid by F&M Bancorp to Delta Bancorp shareholders in the merger pursuant to the merger agreement was fair, from a financial point of view, to Delta Bancorp and the holders of Delta Bancorp common and/or preferred stock.

The full text of the written opinion of FIG, dated June 7, 2016, which sets forth the assumptions made, procedures followed, matters considered and limitations and qualifications on the review undertaken is attached as Appendix B to this proxy statement/prospectus. Delta Bancorp's shareholders should read the opinion in its entirety. FIG provided its opinion for the information and assistance of Delta Bancorp's board of directors in connection with its consideration of the transaction. The FIG opinion does not address the underlying business decision to proceed with the merger and is not a recommendation as to how any holder of Delta Bancorp common or preferred stock should vote on matters to be considered at the Delta Bancorp annual meeting.

Delta Bancorp Common Shareholders Will Receive Shares of F&M Bancorp Common Stock for Each Share of Delta Bancorp Common Stock Exchanged in the Merger, except to the Extent that Cash Is Received in lieu of Fractional Shares (Page [*])

At the effective time of the merger, each outstanding share of Delta Bancorp common stock (subject to certain exceptions) will, by virtue of the merger and without any action on the part of a Delta Bancorp shareholder, be converted into the right to receive 0.031748 shares of F&M Bancorp common stock, subject to possible downward adjustment as described below. Cash will be paid in lieu of any fractional share interest.

Exchange Ratio and Possible Adjustment

The common stock exchange ratio of 0.031748 shares of F&M Bancorp common stock is subject to possible downward adjustment in the event that Delta Bancorp's tangible equity falls below the "minimum tangible equity amount" provided for in the merger agreement, as described below under "Proposal 1 - The Merger – The Merger Consideration" at page [*].

Fractional Shares

No fractional shares of F&M Bancorp common stock will be issued and, in lieu thereof, each holder of Delta Bancorp common stock who would otherwise be entitled to a fractional share interest will receive an amount in cash, without interest, determined by multiplying such fractional interest by \$545.00, rounded to the nearest whole cent.

Per Share Market Price and Dividend Information (Page [*])

Shares of F&M Bancorp common stock currently trade on the OTCQX market under the symbol “FMCB. Shares of Delta Bancorp common stock are quoted on the OTC Pink market under the symbol “DEBC.”

The following table sets forth the closing sale prices of (i) F&M Bancorp common stock as quoted on the OTCQX, and (ii) Delta Bancorp common stock as quoted on the OTC Pink market, on June 7, 2016, the last trading day before F&M Bancorp announced the merger, and on September 7, 2016, the last practicable trading day before the distribution of this proxy statement/prospectus. To illustrate the market value of the per share merger consideration to be received by Delta Bancorp’s shareholders, the following table also presents the equivalent market values per share of Delta Bancorp common stock as of June 7, 2016 and September 7, 2016, which were determined by multiplying the closing price for the F&M Bancorp common stock on those dates by the exchange ratio of 0.031748 of a share of F&M Bancorp common stock for each share of Delta Bancorp common stock. The equivalent market value per share of Delta Bancorp common stock presented below does not reflect the possible downward adjustment if Delta Bancorp’s minimum tangible equity amount is less than that specified in the merger agreement. See “Proposal 1 – The Merger—The Merger Consideration” beginning on page [*] for additional information about the merger consideration to be received by holders of Delta Bancorp common stock.

| | F&M Bancorp Common Stock | Delta Bancorp Common Stock | Equivalent Market Value Per Share of Delta Bancorp |
|----------------------|-----------------------------|-------------------------------|--|
| At June 7, 2016 | \$ 600.00 | \$ 7.90 | \$ 19.05 |
| At September 7, 2016 | \$ | \$ | \$ |

The market price of F&M Bancorp common stock and Delta Bancorp common stock will fluctuate prior to the date of Delta Bancorp’s annual meeting and the date such Delta Bancorp shareholder receives the merger consideration. Therefore, the value of the stock to be received in the merger by the Delta Bancorp shareholders will not be known at the time the Delta Bancorp common shareholders vote on the merger agreement in connection with the merger. Delta Bancorp shareholders should obtain a current price quotation for the shares of F&M Bancorp common stock to update the implied value for a share of Delta Bancorp common stock.

Following the completion of the merger, and based on [*] shares of F&M Bancorp common stock outstanding as of September 7, 2016, the former Delta Bancorp common shareholders will own approximately [*]% of the outstanding shares of F&M Bancorp common stock and the current shareholders of F&M Bancorp will own the remaining approximately [*]% of the outstanding shares of F&M Bancorp common stock.

F&M Bancorp and, before it was formed, F&M Bank, have paid cash dividends for the past 82 consecutive years. F&M Bancorp pays semi-annual dividends and paid a total of \$12.90 in cash dividends for 2015. For the first half of 2016, F&M Bancorp declared a cash dividend of \$6.55 per share. It is anticipated that the cash dividend for the second half of 2016 will be declared on or about November 8, 2016, with a record date in December, and that Delta Bancorp shareholders who receive shares of F&M Bancorp common stock in the merger will receive such dividend. The decision regarding the amount and frequency of dividends is solely within the discretion of the F&M Bancorp board of directors.

There are limitations under Delaware corporate law as to the amounts of cash dividends that may be paid by F&M Bancorp. Additionally, if F&M Bancorp decided to defer interest on its 2003 subordinated debentures, it would be prohibited from paying cash dividends on the F&M Bancorp common stock. F&M Bancorp is dependent on cash dividends paid by F&M Bank to fund its cash dividend payments to its shareholders. There are also regulatory limitations on cash dividends that may be paid by F&M Bank under state and federal laws.

Delta Bancorp has not paid a cash dividend on its common stock since 2008. Pursuant to the merger agreement, Delta Bancorp has certain restrictions on the payment of dividends to its shareholders pending the closing of the merger. See “Proposal 1 – The Merger—Business Pending the Merger” beginning on page [*].

Delta Bancorp Preferred Shareholders Will Receive Cash for Each Share of Delta Bancorp Preferred Stock Exchanged in the Merger (Page [*])

At the effective time of the merger, each outstanding share of Delta Bancorp preferred stock will, by virtue of the merger and without any action on the part of a Delta Bancorp preferred shareholder, be converted into the right to receive cash of \$19.827 per preferred share.

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Transmittal Materials (Page [*])

Within three business days of the closing of the merger, F&M's transfer agent, Computershare, will send to both common and preferred shareholders of Delta Bancorp an approved form of transmittal materials. These materials will contain detailed instructions on how to exchange a shareholder's shares along with materials to be completed and signed. After the transmittal materials have been received back by F&M Bancorp's transfer agent, the Delta Bancorp shareholders will be sent the F&M Bancorp common stock and/or cash to which they are entitled. If a Delta Bancorp shareholder holds shares in street name, he or she will receive information from his or her bank, broker or other nominee advising such Delta Bancorp shareholder of the process for receiving the F&M Bancorp common stock and/or cash to which he or she is entitled.

Each Delta Bancorp shareholder will need to surrender his or her Delta Bancorp common or preferred stock certificates, as the case may be, to receive the appropriate merger consideration. However, Delta Bancorp shareholders should not send any certificates now.

Material Federal Income Tax Consequences of the Merger (Page [*])

The merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Code, which is referred to in this proxy statement/prospectus as the Code, and it is a condition to completion of the merger that F&M Bancorp and Delta Bancorp receive an opinion to that effect.

Assuming the merger qualifies as a reorganization, subject to the limitations and more detailed discussion set forth in "Proposal 1 – The Merger—Material Federal Income Tax Consequences" of this proxy statement/prospectus, a Delta Bancorp common shareholder that is a U.S. holder generally will not recognize gain or loss on such exchange, other than with respect to cash received in lieu of fractional shares of F&M Bancorp common stock. However, holders of Delta Bancorp common stock who also receive cash for their Delta Bancorp preferred stock will recognize gain, but not loss, for U.S. federal income tax purposes in an amount equal to the lesser of (1) the amount of cash received by such holder in the merger and (2) an amount equal to the excess, if any, of (a) the sum of the amount of cash plus the fair market value of the shares of F&M Bancorp common stock received in the merger, over (b) such holder's tax basis in the Delta Bancorp common stock and Delta Bancorp preferred stock. (The preceding sentence does not apply to any cash you receive in lieu of fractional F&M Bancorp common stock, the tax consequences of which are discussed above).

Tax matters are complicated, and the tax consequences of the merger to a particular Delta Bancorp shareholder will depend in part on such shareholder's individual circumstances and whether such shareholder is a common or a preferred shareholder or both. Accordingly, each Delta Bancorp shareholder is urged to consult his or her own tax advisor for a full understanding of the tax consequences of the merger to such shareholder, including the applicability and effect of federal, state, local and foreign income and other tax laws.

Approval of the Merger Agreement Requires the Affirmative Vote of Holders of (i) Two-Thirds of the Issued and Outstanding Shares of Delta Bancorp Preferred Stock Voting as a Separate Class and (ii) a Majority of the Issued and Outstanding Shares of Delta Bancorp Common and Preferred Stock Voting Together (Page [*])

The affirmative vote of the holders of two-thirds of the issued and outstanding shares of Delta Bancorp preferred stock voting as a class is necessary to approve the merger agreement on behalf of Delta Bancorp. The affirmative vote of the holders of a majority of the issued and outstanding shares of Delta Bancorp preferred and common stock voting together is also necessary to approve the merger agreement on behalf of Delta Bancorp. When the common and preferred shares vote together, each share of common and preferred stock is entitled to one vote. At the close of business on the record date, there were 380,303 shares of Delta Bancorp common stock outstanding held by 225 holders of record and there were 110,000 shares of Delta preferred stock outstanding held by two holders of record. If

a Delta Bancorp shareholder does not vote, it will have the same effect as a vote against the merger agreement.

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Management of Delta Bancorp Owns Shares Which May Be Voted at the Delta Bancorp Annual Meeting (Page [*])

As of the record date, the executive officers and directors of Delta Bancorp, as a group, held (i) 174,971 shares of Delta Bancorp common stock, or approximately 46.0% of the outstanding Delta Bancorp common stock, and 110,000 shares of Delta Bancorp preferred stock, or 100% of the outstanding Delta Bancorp preferred stock. These executive officers and directors have each entered into shareholder agreements with F&M Bancorp pursuant to which they have agreed, among other things, in their capacity as shareholders of Delta Bancorp, to vote their shares of Delta Bancorp common and preferred stock in favor of the merger agreement. The form of shareholder agreements are attached as Annexes A and B to the merger agreement, which is attached as Appendix A to this proxy statement/prospectus.

Delta Bancorp's Shareholders Have Dissenters' Rights (Page [*])

Under the California General Corporation Law ("CGCL"), holders of Delta Bancorp common and preferred stock have the right to demand appraisal of their shares of Delta Bancorp common or preferred stock, as the case may be, in connection with the merger and to receive, in lieu of the merger consideration, payment in cash, for the fair value of their shares of Delta Bancorp common or preferred stock. Any Delta Bancorp shareholder electing to exercise dissenters' rights must not have voted his, her or its shares of Delta Bancorp common or preferred stock "FOR" approval of the merger agreement and must specifically comply with the provisions of the CGCL in order to perfect the rights of dissent and appraisal. Strict compliance with the statutory procedures is required to perfect dissenters' rights. These procedures are described under "Proposal 1 – The Merger—Dissenters' Rights" in this proxy statement/prospectus, and a copy of the relevant provisions of the CGCL is attached as Appendix C to this proxy statement/prospectus.

Delta Bancorp is Prohibited from Soliciting Other Offers (Page [*])

Delta Bancorp has agreed that, while the merger is pending, it will not solicit, initiate, encourage or, subject to some limited exceptions, engage in discussions with any third party other than F&M Bancorp regarding extraordinary transactions such as a merger, business combination or sale of a material amount of its assets or capital stock.

F&M Bancorp and Delta Bancorp Must Meet Several Conditions to Complete the Merger (Page [*])

Completion of the merger depends on meeting a number of conditions, including the following:

· common and preferred shareholders of Delta Bancorp must approve the merger agreement;

F&M Bancorp and Delta Bancorp must receive all required regulatory approvals for the merger and the merger of their respective banking subsidiaries, no such approval may contain any condition that F&M Bancorp's board of directors reasonably determines in good faith would materially reduce the benefits of the merger to such a degree that, had such condition been known, F&M Bancorp would not have entered into the merger agreement and any waiting periods required by law must have passed;

· there must be no law, injunction or order enacted or issued preventing completion of the merger;

· the representations and warranties of each of F&M Bancorp and Delta Bancorp in the merger agreement must be true and correct, subject to the materiality standards provided in the merger agreement;

· F&M Bancorp and Delta Bancorp must have complied in all material respects with their respective obligations in the merger agreement;

· F&M Bancorp and Delta Bancorp must have received a written opinion that the merger will be treated for federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code;

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as of the month end prior to the closing date, Delta Bank shall not have materially increased the costs of its deposits from the previous month end, shall have aggregate outstanding balance of total deposits equal to at least \$90 million and non-CD deposits equal to at least \$75 million, excluding brokered or wholesale sourced deposits;

as of the month end prior to the closing date, Delta Bancorp's tangible equity (as defined and subject to certain specified adjustments set forth in the merger agreement) must not be less than \$8.3 million, provided, that this minimum amount will be reduced by \$75,000 for each month end occurring after September 30;

dissenting shares must not represent 10% or more of the outstanding shares of Delta Bancorp common stock;

neither F&M Bancorp nor Delta Bancorp must have suffered any event which has had or could reasonably be expected to result in a material adverse change;

Warren Wegge, Theodore Poulos, Valerie Rossi and Toinette Rossi shall have entered into post-closing shareholder agreements with F&M Bancorp restricting their ability to sell or transfer the shares of F&M Bancorp common stock that they receive in the merger. The form of the post-closing shareholder agreement is attached as Annex F to the merger agreement, which is attached as Appendix A to this proxy statement/prospectus; and

as of the closing date, Delta Bancorp's allowance for loan losses shall be maintained in accordance with generally accepted accounting principles and its reserve for loan losses shall be not less than 1.38%.

Unless prohibited by law, the party benefitted by a condition could elect to waive such condition that has not been satisfied and complete the merger. The parties cannot be certain whether or when any of the conditions to the merger will be satisfied, or waived where permissible, or that the merger will be completed.

F&M Bancorp and Delta Bancorp Have Filed Regulatory Applications to Seek Regulatory Approvals to Complete the Merger (Page [*])

To complete the merger and the bank merger, the parties need the prior approval from (i) the Board of Governors of the Federal Reserve System (the "Federal Reserve"), (ii) the Federal Deposit Insurance Corporation (the "FDIC"), and (iii) the California Department of Business Oversight ("CA DBO"). The U.S. Department of Justice is also able to provide input into the approval process of federal banking agencies and will have between fifteen (15) and thirty (30) days following any approval of a federal banking agency to challenge the approval on antitrust grounds. F&M Bancorp and Delta Bancorp have filed all necessary applications with the FDIC and the CA DBO and have filed a waiver request with the Federal Reserve in accordance with its regulations in lieu of an application. The Federal Reserve waiver was granted on July 15, 2016. F&M Bancorp and Delta Bancorp have also received regulatory approvals from the FDIC and the CA DBO and neither of such approvals have conditions which are deemed to be detrimental to F&M Bancorp following completion of the merger.

F&M Bancorp and Delta Bancorp may Terminate the Merger Agreement (Page [*])

F&M Bancorp and Delta Bancorp can mutually agree at any time to terminate the merger agreement before completing the merger, even if shareholders of Delta Bancorp have already voted to approve it.

F&M Bancorp or Delta Bancorp can also terminate the merger agreement:

if the other party breaches any of its representations, warranties, covenants or agreements under the merger agreement that (i) cannot be or has not been cured within thirty (30) days of the giving of written notice to the breaching party or parties and (ii) would entitle the non breaching party or parties not to consummate the merger;

if the merger is not consummated by November 30, 2016, except to the extent that the failure to consummate the merger by that date is due to (i) the terminating party's failure to perform or observe its covenants and agreements in the merger agreement, or (ii) the failure of any of the Delta Bancorp shareholders (if Delta Bancorp is the party seeking to terminate) to perform or observe their respective covenants under the relevant shareholder agreement;

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if any required governmental approval of the merger has been denied by final non appealable action or an application for approval of the merger has been permanently withdrawn at the request of a governmental authority, provided that no party has the right to terminate the merger agreement if the denial is due to the terminating party's failure to perform or observe its covenants in the merger agreement; or

·if the shareholders of Delta Bancorp do not approve the merger agreement.

In addition, F&M Bancorp may terminate the merger agreement at any time prior to the Delta Bancorp annual meeting if the board of directors of Delta Bancorp withdraws or modifies its recommendation to the Delta Bancorp shareholders that the merger agreement be approved in any way which is adverse to F&M Bancorp, or breaches its covenants requiring the calling and holding of the Delta Bancorp annual meeting to consider the merger agreement and prohibiting the solicitation of other offers. F&M Bancorp also may terminate the merger agreement if a third party commences a tender offer or exchange offer for 15% or more of the outstanding Delta Bancorp common stock and the board of directors of Delta Bancorp recommends that Delta Bancorp shareholders tender their shares in the offer or otherwise fails to recommend that they reject the offer within a specified period.

Termination Fee (Page [*])

Delta Bancorp and F&M Bancorp have agreed to cause payment to the other of a \$425,000 termination fee if the merger agreement is terminated under specified circumstances.

F&M Bancorp and Delta Bancorp May Amend the Merger Agreement (Page [*])

The parties may amend or supplement the merger agreement by written agreement at any time before the merger actually takes place; provided, however, no amendment may be made after the Delta Bancorp annual meeting which by law requires further approval by the shareholders of Delta Bancorp without obtaining such approval.

Delta Bancorp's Directors and Officers Have Some Interests in the Merger that Are in Addition to or Different than the Interests of Delta Bancorp Shareholders (Page [*])

Delta Bancorp directors and officers have interests in the merger as individuals that are in addition to, or different from, their interests as shareholders of Delta Bancorp, which are:

the agreement of F&M Bancorp to honor indemnification obligations of Delta Bancorp for a period of six (6) years, as well as to purchase liability insurance for Delta Bancorp's directors and officers for six (6) years following the merger, subject to the terms of the merger agreement;

Warren Wegge, Delta Bancorp's Chief Executive Officer and a director, and Valerie and Toinette Rossi, officers and directors of Delta Bancorp, shall have each entered into a consulting agreement with F&M Bank, to be effective as of the closing of the merger, and provide compensation to those individuals for continued provision of services to F&M Bank following the merger. The form of consulting agreements are attached as Annex F to the merger agreement, which is attached as Appendix A to this proxy statement/prospectus; and

The holders of the Delta Bancorp preferred stock, who are both directors of Delta Bancorp, will receive cash in exchange for their shares of Delta preferred stock.

The board of directors of F&M Bancorp and Delta Bancorp were aware of the foregoing interests and considered them, among other matters, in approving the merger agreement and the merger.

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Accounting Treatment of the Merger (Page [*])

The merger will be accounted for under the acquisition method of accounting under generally accepted accounting principles (“GAAP”).

Shareholders of F&M Bancorp and Delta Bancorp Have Different Rights (Page [*])

The rights of shareholders of F&M Bancorp differ from the rights of shareholders of Delta Bancorp. F&M Bancorp is incorporated under the laws of the State of Delaware and Delta Bancorp is incorporated under the laws of the State of California. The rights of holders of F&M Bancorp common stock are governed by the Delaware General Corporation Law (“DGCL”), as well as its amended and restated certificate of incorporation (“certificate of incorporation”) and amended and restated bylaws (“bylaws”), and the rights of holders of Delta Bancorp common stock are governed by the CGCL, as well as its articles of incorporation and bylaws. Shareholders of Delta Bancorp will receive shares of F&M Bancorp common stock in exchange for their shares of Delta Bancorp common stock and become shareholders of F&M Bancorp, and their rights as shareholders of F&M Bancorp will be governed by F&M Bancorp’s certificate of incorporation and bylaws and the DGCL.

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SELECTED HISTORICAL FINANCIAL DATA

The following tables present selected consolidated historical financial data of F&M Bancorp and selected consolidated historical financial data of Delta Bancorp.

Selected Consolidated Historical Financial Data of Farmers & Merchants Bancorp

| | At or for the Six Months Ended June 30, | | At or for the Year Ended December 31, | | | | |
|---|--|-----------|---------------------------------------|-----------|-----------|-----------|-----------|
| | 2016 | 2015 | 2015 | 2014 | 2013 | 2012 | 2011 |
| (Dollars in thousands, except per share data) | | | | | | | |
| Balance Sheet | | | | | | | |
| Data: | | | | | | | |
| Investment securities | \$432,044 | \$426,620 | \$438,328 | \$438,082 | \$480,331 | \$493,751 | \$549,947 |
| Total loans & leases, gross | 2,068,107 | 1,818,642 | 1,996,359 | 1,712,244 | 1,388,236 | 1,246,902 | 1,163,078 |
| Allowance for credit losses | 44,118 | 39,037 | 41,523 | 35,401 | 34,274 | 34,217 | 33,017 |
| Total assets | 2,690,865 | 2,456,759 | 2,615,345 | 2,360,551 | 2,076,073 | 1,974,686 | 1,919,684 |
| Total deposits | 2,327,946 | 2,163,136 | 2,277,532 | 2,064,073 | 1,807,691 | 1,722,026 | 1,626,197 |
| Total long term debt | 10,310 | 10,310 | 10,310 | 10,310 | 10,310 | 10,310 | 10,310 |
| Total liabilities | 2,425,593 | 2,215,595 | 2,363,510 | 2,127,373 | 1,866,169 | 1,769,653 | 1,730,338 |
| Total shareholders' equity | 265,272 | 241,164 | 251,835 | 233,178 | 209,904 | 205,033 | 189,346 |
| Income Statement | | | | | | | |
| Data: | | | | | | | |
| Interest income | \$48,340 | \$43,049 | \$90,075 | \$81,521 | \$76,531 | \$78,491 | \$82,354 |
| Interest expense | 1,871 | 1,627 | 3,325 | 2,813 | 2,891 | 5,140 | 7,974 |
| Net interest income | 46,469 | 41,422 | 86,750 | 78,708 | 73,640 | 73,351 | 74,380 |
| Provision for credit losses | 2,600 | 650 | 750 | 1,175 | 425 | 1,850 | 6,775 |
| Net interest income after provision for credit losses | 43,869 | 40,772 | 86,000 | 77,533 | 73,215 | 71,501 | 67,605 |
| Noninterest income | 5,596 | 7,490 | 14,575 | 14,329 | 15,937 | 14,110 | 12,274 |
| Noninterest expense | 26,756 | 26,979 | 56,259 | 51,366 | 50,870 | 48,277 | 45,028 |
| Income before income tax | 22,709 | 21,283 | 44,316 | 40,496 | 38,282 | 37,334 | 34,851 |
| Income tax | 8,205 | 8,131 | 16,924 | 15,094 | 14,221 | 13,985 | 12,642 |

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| | | | | | | | | |
|--|-----------|-----------|-----------|-----------|-----------|-----------|-----------|---|
| Net income | \$ 14,504 | \$ 13,152 | \$ 27,392 | \$ 25,402 | \$ 24,061 | \$ 23,349 | \$ 22,209 | |
| Per Share Data: | | | | | | | | |
| Net income per common share | \$ 18.31 | \$ 16.74 | \$ 34.82 | \$ 32.64 | \$ 30.93 | \$ 29.99 | \$ 28.49 | |
| Common shares outstanding at end of period | 792,387 | 785,782 | 790,787 | 784,082 | 777,882 | 777,882 | 779,424 | |
| Weighted average common shares outstanding | 792,141 | 785,575 | 786,582 | 778,358 | 777,882 | 778,648 | 779,424 | |
| Book value per common share | \$ 334.78 | \$ 306.91 | \$ 318.46 | \$ 297.39 | \$ 269.84 | \$ 263.61 | \$ 242.93 | |
| Dividends per common share | \$ 6.55 | \$ 6.40 | \$ 12.90 | \$ 12.70 | \$ 12.50 | \$ 12.10 | \$ 11.75 | |
| Performance Ratios: | | | | | | | | |
| Return on average assets | 1.12 | % 1.10 | % 1.12 | % 1.17 | % 1.21 | % 1.22 | % 1.19 | % |
| Return on average equity | 11.13 | % 10.94 | % 11.21 | % 11.43 | % 11.54 | % 11.62 | % 12.10 | % |
| Average equity to average assets | 10.10 | % 10.05 | % 10.02 | % 10.28 | % 10.52 | % 10.45 | % 9.85 | % |
| Equity to total assets at end of period | 9.86 | % 9.82 | % 9.63 | % 9.88 | % 10.11 | % 10.38 | % 9.86 | % |
| Net interest rate spread | 3.85 | % 3.76 | % 3.80 | % 3.94 | % 4.05 | % 4.13 | % 4.26 | % |
| Net interest margin | 3.92 | | | | | | | |