

PEOPLES BANCORP INC
Form 8-K
April 28, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): April 28, 2015 (April 23, 2015)

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

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

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

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 23, 2015, Peoples Bancorp Inc. (“Peoples”) held its 2015 Annual Meeting of Shareholders (the “Annual Meeting”) at the Lafayette Hotel in Marietta, Ohio, with 11,690,528 (77.10%) of the 15,163,375 common shares outstanding and entitled to vote on the February 25, 2015 record date represented in person or by proxy.

Four Directors of Peoples were elected to serve terms of three years each (expiring in 2018): Carl L. Baker, Jr., George W. Broughton, Richard Ferguson and Charles W. Sulerzyski. Other Directors of Peoples who continue to serve after the Annual Meeting include Tara M. Abraham, S. Craig Beam, David F. Dierker, James S. Huggins, Brooke W. James, Dr. Brenda F. Jones, David L. Mead, Susan D. Rector, and Thomas J. Wolf. The following is a summary of the voting results:

| Nominee | For | Withheld | Abstentions | Broker Non-Votes |
|-----------------------|-----------|----------|----------------|------------------|
| Carl L. Baker, Jr. | 9,303,197 | 369,663 | not applicable | 2,017,668 |
| George W. Broughton | 9,293,926 | 378,934 | not applicable | 2,017,668 |
| Richard Ferguson | 9,426,389 | 246,471 | not applicable | 2,017,668 |
| Charles W. Sulerzyski | 9,342,047 | 330,813 | not applicable | 2,017,668 |

Also at the Annual Meeting, Peoples' shareholders: (1) approved, in a non-binding advisory vote, the compensation of Peoples' named executive officers as disclosed in Peoples' proxy statement for the Annual Meeting; and (2) ratified the appointment of Ernst & Young LLP as Peoples' independent registered public accounting firm for the fiscal year ending December 31, 2015. The following is a summary of the voting results:

| Proposal | For | Against | Abstentions | Broker Non-Votes |
|---|-----------|-----------|-------------|------------------|
| Non-binding advisory vote on executive compensation | 7,447,622 | 2,116,134 | 109,104 | 2,017,668 |

| Proposal | For | Against | Abstentions | Broker Non-Votes |
|--|------------|---------|-------------|------------------|
| Ratification of the appointment of independent registered public accounting firm | 11,613,144 | 53,681 | 23,702 | 0 |

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: April 28, 2015

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

Executive Vice President,
Chief Financial Officer and Treasurer