

PEOPLES BANCORP INC
Form 8-K
April 27, 2012

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 27, 2012 (April 24, 2012)

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 2.02 Results of Operation and Financial Condition

On April 24, 2012, management of Peoples Bancorp Inc. (“Peoples”) conducted a facilitated conference call at approximately 11:00 a.m., Eastern Daylight Savings Time, to discuss results of operations for the quarterly period ended March 31, 2012. A replay of the conference call audio will be available on Peoples’ website, www.peoplesbancorp.com, in the “Investor Relations” section for one year. A copy of the transcript of the conference call is included as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 2.02 and Exhibit 99.1 included with this Current Report on Form 8-K, is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 26, 2012, Peoples Bancorp Inc. (“Peoples”) held its 2012 Annual Meeting of Shareholders (the “Annual Meeting”) in the Ball Room at the Holiday Inn in Marietta, Ohio, with 8,700,492.490 (81.48%) of the 10,678,613 common shares outstanding and entitled to vote on the February 24, 2012 record date represented in person or by proxy.

Four Directors of Peoples were re-elected to serve terms of three years each (expiring in 2015): 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 James S. Huggins, Brenda F. Jones, M.D., David L. Mead, Susan D. Rector, Theodore P. Sauber, Paul T. Theisen and Thomas J. Wolf. The following is a summary of the voting results:

| Nominee | For | Withheld | Abstentions | Broker Non-Votes |
|-----------------------|---------------|-------------|----------------|------------------|
| Carl L. Baker, Jr. | 6,920,036.136 | 196,936.354 | not applicable | 1,583,520 |
| George W. Broughton | 6,881,499.933 | 235,472.557 | not applicable | 1,583,520 |
| Richard Ferguson | 6,859,213.114 | 257,759.376 | not applicable | 1,583,520 |
| Charles W. Sulerzyski | 6,943,754.271 | 173,218.219 | not applicable | 1,583,520 |

Also at the 2012 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 2012 Annual Meeting; (2) advised, in a non-binding advisory vote, that the frequency of shareholder votes on the compensation of Peoples' named executive officers should occur every one year, and (3) ratified the appointment of Ernst & Young LLP as Peoples' independent registered public accounting firm for the fiscal year ending December 31, 2012. The following is a summary of the voting results:

| Proposal | For | Against | Abstentions | Broker Non-Votes |
|-----------------------------------------------------|---------------|-------------|-------------|------------------|
| Non-binding advisory vote on executive compensation | 6,798,435.080 | 270,705.029 | 47,832.381 | 1,583,520 |

| Proposal | Every 1 Year | Every 2 Years | Every 3 Years | Abstentions | Broker Non-Votes |
|-------------------------------------------------------------------------------------|---------------|---------------|---------------|-------------|------------------|
| Non-binding advisory vote on frequency of shareholder advisory vote on compensation | 5,918,044.674 | 312,388.128 | 793,022.046 | 93,537.642 | 1,583,520 |

| Proposal | For | Against | Abstentions | Broker Non-Votes |
|----------------------------------------------------------------------------------|---------------|------------|-------------|------------------|
| Ratification of the appointment of independent registered public accounting firm | 8,584,054.309 | 89,015.349 | 27,422.832 | — |

Based on the voting results above, with respect to the advisory vote on the frequency of future advisory votes on named executive officer compensation, the Board of Directors of Peoples determined on April 26, 2012 that Peoples will submit an advisory vote to shareholders on an annual basis to approve Peoples' compensation for its named executive officers as set forth in its proxy statement for the year.

Item 8.01 Other Events

On April 27, 2012 Peoples issued a news release announcing the Board of Directors declared a quarterly dividend of \$0.11 per common share. A copy of the news release is attached as Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

a) - c)

Not applicable.

d) Exhibits

See Index to Exhibits below.

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 27, 2012

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

Executive Vice President,
Chief Financial Officer and Treasurer

INDEX TO EXHIBITS

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| Exhibit Number | Description |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Transcript of conference call conducted by management of Peoples Bancorp Inc. on April 24, 2012 to discuss results of operations for the quarterly period ended March 31, 2012. |
| 99.2 | News Release issued by Peoples Bancorp on April 27, 2012 |