

PEOPLES BANCORP INC  
Form 8-K  
May 20, 2016

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): May 20, 2016 (May 19, 2016)

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

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

#### Retirement of Richard Ferguson from Board of Directors

On May 19, 2016, Richard Ferguson, Chairman of the Board, informed the Board of Directors of Peoples Bancorp Inc. (“Peoples”) of his decision to retire from the Board of Directors of Peoples and the Board of Directors of Peoples’ banking subsidiary, Peoples Bank, effective May 19, 2016. Peoples’ press release announcing Mr. Ferguson’s retirement is attached as Exhibit 99 to this Current Report of Form 8-K and incorporated herein by reference. A copy of Mr. Ferguson’s email communication to the Board of Directors of his retirement is included as Exhibit 17 to this Current Report on Form 8-K and incorporated herein by reference.

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: May 20, 2016 By: /s/ CHARLES W. SULERZYSKI  
Charles W. Sulerzyski  
President and Chief Executive Officer

#### INDEX TO EXHIBITS

| Exhibit Number | Description  |
|----------------|--|
| 17             | Email received by Peoples Bancorp Inc. on May 19, 2016 from Richard Ferguson giving notice of his intention to retire from the Boards of Peoples Bancorp Inc. and Peoples Bank, effective immediately. |
| 99             | News Release issued by Peoples Bancorp Inc. on May 20, 2016  |