

PEOPLES BANCORP INC
Form DEF 14A
March 19, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

Peoples Bancorp Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Peoples Bancorp Inc. 138 Putnam Street P.O. Box 738
Marietta, OH 45750-0738
Telephone: (740) 374-6136
www.peoplesbancorp.com

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

PEOPLES BANCORP INC.

Marietta, Ohio

March 23, 2018

Dear Fellow Shareholders:

The Annual Meeting of Shareholders (the “Annual Meeting”) of Peoples Bancorp Inc. (“Peoples”) will be held at 10:00 a.m., Eastern Daylight Saving Time, on Thursday, April 26, 2018, at Peoples' corporate headquarters located at 138 Putnam Street, Marietta, Ohio, for the following purposes:

1. To elect the following individuals as directors of Peoples for terms of three years each:

Nominee	Term Will Expire In
George W. Broughton (for re-election)	2021
Charles W. Sulerzyski (for re-election)	2021
Terry T. Sweet (for re-election)	2021
2. To consider and vote upon a non-binding advisory resolution to approve the compensation of Peoples' named executive officers as disclosed in the accompanying Proxy Statement for the Annual Meeting.
3. To conduct an advisory vote on the frequency of future advisory votes on the compensation of Peoples' named executive officers.
4. To consider and vote upon a proposal to approve the Peoples Bancorp Inc. Third Amended and Restated 2006 Equity Plan.
5. To consider and vote upon a proposal to adopt an amendment to Section 2.02 of Peoples' Code of Regulations in order to provide for the annual election of all directors commencing with the election of directors at Peoples' 2019 Annual Meeting of Shareholders.
6. To consider and vote upon a proposal to ratify the appointment of Ernst & Young LLP as Peoples' independent registered public accounting firm for the fiscal year ending December 31, 2018.

7. To transact any other business that properly comes before the Annual Meeting. Peoples' Board of Directors is not aware of any other business to come before the Annual Meeting.

If you were a holder of record of common shares of Peoples at the close of business on February 26, 2018, you will be entitled to vote in person or by proxy at the Annual Meeting.

You are cordially invited to attend the Annual Meeting. Your vote is important, regardless of the number of common shares you own. Whether or not you plan to attend the Annual Meeting in person, it is important that your common shares be represented.

Please complete, sign, date and return your proxy card in the postage-paid envelope provided as promptly as possible. Alternatively, refer to the instructions on the proxy card for details about transmitting your voting instructions electronically via the Internet or by telephone. Returning the proxy card or transmitting your voting instructions electronically does not deprive you of the right to attend the Annual Meeting and to vote your common shares in person in the manner described in the accompanying Proxy Statement.

Peoples' 2017 Annual Report to Shareholders, which includes the Annual Report on Form 10-K for the fiscal year ended December 31, 2017, accompanies this notice and the Proxy Statement for the Annual Meeting. To obtain directions to attend the Annual Meeting and vote in person, please call Investor Relations at 740-374-6136.

By Order of the Board,

M. Ryan Kirkham
Corporate Secretary

PEOPLES BANCORP INC.

PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 26, 2018

<u>GENERAL</u>	1
<u>INFORMATION</u>	
<u>Mailing</u>	1
<u>SHAREHOLDER</u>	1
<u>PROPOSALS FOR 2019</u>	
<u>ANNUAL MEETING</u>	
<u>VOTING</u>	2
<u>INFORMATION</u>	
<u>Who can vote at the</u>	2
<u>Annual Meeting?</u>	
<u>How do I vote?</u>	2
<u>How do I vote if my</u>	3
<u>common shares are</u>	
<u>held through the</u>	
<u>Peoples Bancorp</u>	
<u>Inc. Retirement</u>	
<u>Savings Plan?</u>	
<u>How will my</u>	3
<u>common shares be</u>	
<u>voted?</u>	
<u>How do I change or</u>	3
<u>revoke my proxy?</u>	
<u>If I vote in advance,</u>	4
<u>can I still attend the</u>	
<u>Annual Meeting?</u>	
<u>What constitutes a</u>	4
<u>quorum and what is</u>	
<u>the vote required</u>	
<u>with respect to the</u>	
<u>proposals to be</u>	
<u>considered at the</u>	
<u>Annual Meeting?</u>	
<u>Who pays the costs</u>	6
<u>of proxy</u>	
<u>solicitation?</u>	
<u>SECURITY</u>	7
<u>OWNERSHIP OF</u>	
<u>CERTAIN BENEFICIAL</u>	
<u>OWNERS AND</u>	
<u>MANAGEMENT</u>	

<u>SECTION 16(a)</u>	11
<u>BENEFICIAL</u>	
<u>OWNERSHIP</u>	
<u>REPORTING</u>	
<u>COMPLIANCE</u>	

<u>TRANSACTIONS WITH</u>	11
<u>RELATED PERSONS</u>	

<u>PROPOSAL NUMBER</u>	12
<u>1: ELECTION OF</u>	
<u>DIRECTORS</u>	

<u>Recommendation</u>	13
<u>and Vote Required</u>	

<u>EXECUTIVE OFFICERS</u>	19
---------------------------	----

<u>THE BOARD AND</u>	20
<u>COMMITTEES OF THE</u>	
<u>BOARD</u>	

<u>Independence of</u>	20
<u>Directors</u>	

<u>Executive Sessions</u>	21
---------------------------	----

<u>Meetings of the</u>	21
<u>Board and</u>	

<u>Attendance at</u>	
<u>Annual Meetings of</u>	
<u>Shareholders</u>	

<u>Committees of the</u>	21
<u>Board</u>	

<u>Audit</u>	21
--------------	----

<u>Committee</u>	
------------------	--

<u>Compensation</u>	23
---------------------	----

<u>Committee</u>	
------------------	--

<u>Executive</u>	24
------------------	----

<u>Committee</u>	
------------------	--

<u>Governance</u>	25
-------------------	----

<u>and</u>	
------------	--

<u>Nominating</u>	
-------------------	--

<u>Committee</u>	
------------------	--

<u>Risk</u>	26
-------------	----

<u>Committee</u>	
------------------	--

<u>NOMINATING</u>	27
<u>PROCEDURES</u>	

<u>SHAREHOLDER</u>	28
<u>COMMUNICATIONS</u>	
<u>WITH THE BOARD</u>	

PROPOSAL NUMBER 29
2: VOTE ON
ADVISORY
RESOLUTION TO
APPROVE NAMED
EXECUTIVE
OFFICERS'
COMPENSATION
Recommendation 29
and Vote Required

PROPOSAL NUMBER 30
3: ADVISORY VOTE
ON THE FREQUENCY
OF FUTURE
SHAREHOLDER
ADVISORY VOTES ON
EXECUTIVE
COMPENSATION
Recommendation 30
and Vote Required

PROPOSAL NUMBER
4: APPROVAL OF THE
PEOPLES BANCORP 31
INC. THIRD AMENDED
AND RESTATED 2006
EQUITY PLAN
General 31
Purpose 32
Effective Date and 33
Expiration of the
Third A&R 2006
Plan

<u>Administration of</u>	33
<u>the Third A&R 2006</u>	
<u>Plan</u>	
<u>Eligibility and</u>	34
<u>Participation</u>	
<u>Common Shares</u>	35
<u>Available Under the</u>	
<u>Third A&R 2006</u>	
<u>Plan</u>	
<u>Limitations on</u>	36
<u>Awards</u>	
<u>Options</u>	36
<u>SARs</u>	37
<u>Restricted Stock and</u>	38
<u>Restricted</u>	
<u>Performance Stock</u>	
<u>Unrestricted</u>	38
<u>Common Shares</u>	
<u>Performance Units</u>	38
<u>General</u>	39
<u>Performance Goals</u>	
<u>Change in Control</u>	40
<u>Tax Withholding</u>	42
<u>Termination</u>	42
<u>Adjustments</u>	43
<u>Clawback</u>	43
<u>Limitation on</u>	43
<u>Transferability of</u>	
<u>Awards</u>	
<u>Amendment.</u>	43
<u>Suspension and</u>	
<u>Termination of the</u>	
<u>Third A&R 2006</u>	
<u>Plan</u>	
<u>U.S. Federal Income</u>	44
<u>Tax Consequences</u>	
<u>Recommendation</u>	47
<u>and Vote Required</u>	
<u>PROPOSAL NUMBER</u>	47
<u>5: AMENDMENT TO</u>	
<u>SECTION 2.02 OF</u>	
<u>PEOPLES' CODE OF</u>	
<u>REGULATIONS TO</u>	
<u>PROVIDE FOR THE</u>	
<u>ANNUAL ELECTION</u>	
<u>OF ALL DIRECTORS</u>	
<u>COMMENCING WITH</u>	
<u>THE ELECTION OF</u>	
<u>DIRECTORS OF</u>	
<u>PEOPLES AT THE 2019</u>	

<u>ANNUAL MEETING</u>	
<u>Recommendation</u>	48
<u>and Vote Required</u>	
<u>EXECUTIVE</u>	48
<u>COMPENSATION:</u>	
<u>COMPENSATION</u>	
<u>DISCUSSION AND</u>	
<u>ANALYSIS</u>	
<u>Executive Summary</u>	48
<u>of 2017 Fiscal Year</u>	
<u>Performance and</u>	
<u>Compensation</u>	
<u>Compensation</u>	58
<u>Philosophy and</u>	
<u>Objectives</u>	
<u>Role of Executive</u>	59
<u>Officers in</u>	
<u>Compensation</u>	
<u>Decisions</u>	
<u>Setting Executive</u>	60
<u>Compensation</u>	
<u>2017 Executive</u>	61
<u>Compensation</u>	
<u>Components</u>	
<u>Base Salary</u>	61
<u>Cash and</u>	62
<u>Equity-Based</u>	
<u>Incentive</u>	
<u>Program</u>	
<u>Retirement</u>	66
<u>and Other</u>	
<u>Benefits</u>	
<u>Perquisites and</u>	69
<u>Other Personal</u>	
<u>Benefits</u>	
<u>Change in</u>	69
<u>Control</u>	
<u>Agreements</u>	
<u>Tax and Accounting</u>	70
<u>Implications</u>	
<u>Deductibility</u>	70
<u>of Executive</u>	
<u>Compensation</u>	
<u>Non-Qualified</u>	70
<u>Deferred</u>	
<u>Compensation</u>	
<u>Accounting for</u>	71
<u>Equity-Based</u>	
<u>Compensation</u>	
<u>Other Information</u>	71

<u>Stock Holding Requirement</u>	71
<u>Clawback Policy</u>	71
<u>CEO Pay Ratio</u>	71
<u>Summary</u>	72
<u>COMPENSATION COMMITTEE REPORT</u>	72
<u>Discussion of Risk Review and Assessment</u>	72
<u>SUMMARY COMPENSATION TABLE FOR 2017</u>	74
<u>GRANTS OF PLAN-BASED AWARDS FOR 2017</u>	76
<u>OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017</u>	78
<u>OPTION EXERCISES AND STOCK VESTED FOR 2017</u>	79
<u>PENSION BENEFITS FOR 2017</u>	80
<u>NON-QUALIFIED DEFERRED COMPENSATION FOR 2017</u>	80
<u>OTHER POTENTIAL POST EMPLOYMENT PAYMENTS</u>	83
<u>Payments Made Upon Termination</u>	83
<u>Payments Made Upon Retirement</u>	83
<u>Payments Made Upon Death or Disability</u>	84

<u>Payments</u>	84
<u>Made Upon a</u>	
<u>Change in</u>	
<u>Control</u>	
<u>EQUITY</u>	88
<u>COMPENSATION</u>	
<u>PLAN INFORMATION</u>	
<u>DIRECTOR</u>	89
<u>COMPENSATION</u>	
<u>Compensation Paid</u>	89
<u>to Board Members</u>	
<u>2017 Fiscal</u>	89
<u>Year</u>	
<u>2018 Fiscal</u>	90
<u>Year</u>	
<u>Other Information</u>	90
<u>Regarding</u>	
<u>Equity-Based</u>	
<u>Compensation</u>	
<u>Deferred</u>	90
<u>Compensation Plan</u>	
<u>for Directors</u>	
<u>All Other</u>	91
<u>Compensation</u>	
<u>Stock Ownership</u>	91
<u>Guidelines</u>	
<u>DIRECTOR</u>	92
<u>COMPENSATION FOR</u>	
<u>2017</u>	
<u>COMPENSATION</u>	93
<u>COMMITTEE</u>	
<u>INTERLOCKS AND</u>	
<u>INSIDER</u>	
<u>PARTICIPATION</u>	
<u>AUDIT COMMITTEE</u>	93
<u>REPORT FOR THE</u>	
<u>FISCAL YEAR ENDED</u>	
<u>DECEMBER 31, 2017</u>	
<u>INDEPENDENT</u>	94
<u>REGISTERED PUBLIC</u>	
<u>ACCOUNTING FIRM</u>	
<u>Fees</u>	94
<u>Pre-Approval Policy</u>	94
	95

PROPOSAL NUMBER
6: RATIFICATION OF
APPOINTMENT OF
INDEPENDENT
REGISTERED PUBLIC
ACCOUNTING FIRM
Recommendation 95
and Vote Required

HOUSEHOLDING OF 96
ANNUAL MEETING
MATERIALS

OTHER MATTERS 96

APPENDIX A – Peoples A-1
Bancorp Inc. Third
Amended and Restated
2006 Equity Plan

APPENDIX B – ProposedB-1
Amendment to Section
2.02 of Code of
Regulations of Peoples
Bancorp Inc.

PEOPLES BANCORP INC.

138 Putnam Street

P.O. Box 738

Marietta, Ohio 45750-0738

(740) 374-6136

www.peoplesbancorp.com

PROXY STATEMENT FOR THE ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 26, 2018

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors (the “Board”) of Peoples Bancorp Inc. (“Peoples”) for use at the Annual Meeting of Shareholders, to be held on Thursday, April 26, 2018, at 10:00 a.m., Eastern Daylight Saving Time (the “Annual Meeting”). The Annual Meeting will be held at Peoples’ corporate headquarters located at 138 Putnam Street, Marietta, Ohio. This Proxy Statement summarizes the information that you will need in order to vote.

Peoples has two wholly-owned operating subsidiaries: Peoples Bank and Peoples Investment Company, and Peoples holds all of the common securities of NB&T Statutory Trust III. Peoples Bank's operating subsidiaries include an insurance agency, Peoples Insurance Agency, LLC, and an asset management company, Peoples Tax Credit Equity, LLC. In 2003, Peoples established Peoples Bank Foundation, Inc. as an independent charitable foundation to provide financial assistance and grants to local organizations within Peoples' market area.

Mailing

We mailed this Proxy Statement and the accompanying proxy card on or about March 23, 2018 to all shareholders entitled to vote their common shares at the Annual Meeting. Other than the common shares, there are no voting securities of Peoples outstanding. We also sent with this Proxy Statement Peoples’ 2017 Annual Report to Shareholders, which includes the Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the “2017 Annual Report”).

Additional copies of the 2017 Annual Report may be obtained, without charge, by sending a written request to: M. Ryan Kirkham, Corporate Secretary, Peoples Bancorp Inc., 138 Putnam Street, P.O. Box 738, Marietta, Ohio 45750-0738. A copy of the 2017 Annual Report can be obtained through the “SEC Filings - Documents” section of the “Investor Relations” page of Peoples' website at www.peoplesbancorp.com and is also on file with the Securities and Exchange Commission (the “SEC”) and available on the SEC's website at www.sec.gov.

SHAREHOLDER PROPOSALS

FOR 2019 ANNUAL MEETING

Proposals by shareholders intended to be presented at the 2019 Annual Meeting of Shareholders (the “2019 Annual Meeting”) must be received by the Corporate Secretary of Peoples no later than November 23, 2018, to be eligible for inclusion in Peoples' form of proxy, notice of meeting, Proxy Statement and Notice of Internet Availability of Proxy

Materials, as applicable, relating to the 2019 Annual Meeting. Peoples will not be required to include in its form of proxy, notice of meeting, Proxy Statement or Notice of Internet Availability of Proxy Materials, as applicable, a shareholder proposal that is received after that date or that otherwise fails to meet the requirements for shareholder proposals established by the applicable SEC rules.

1

The SEC has promulgated rules relating to the exercise of discretionary voting authority under proxies solicited by the Board. If a shareholder intends to present a proposal at the 2019 Annual Meeting without inclusion of that proposal in Peoples' proxy materials, and does not notify the Corporate Secretary of Peoples of the proposal by February 6, 2019, or if Peoples meets other requirements of the applicable SEC rules, the proxies solicited by the Board for use at the 2019 Annual Meeting will confer discretionary authority to vote on the proposal should it then be raised at the 2019 Annual Meeting.

In each case, written notice must be given to Peoples' Corporate Secretary, at the following address: Peoples Bancorp Inc., 138 Putnam Street, P.O. Box 738, Marietta, Ohio 45750-0738, Attention: Corporate Secretary.

Shareholders desiring to nominate candidates for election as directors at the 2019 Annual Meeting must follow the procedures described in the section captioned "NOMINATING PROCEDURES."

VOTING INFORMATION

Who can vote at the Annual Meeting?

Only holders of common shares of record at the close of business on February 26, 2018, are entitled to receive notice of and to vote at the Annual Meeting. At the close of business on February 26, 2018, there were 18,364,088 common shares outstanding and entitled to vote. Other than the common shares, there are no voting securities of Peoples outstanding.

Each common share entitles the holder thereof to one vote on each matter to be voted upon at the Annual Meeting. There is no cumulative voting with respect to the election of directors.

How do I vote?

Your common shares may be voted by one of the following methods:

- by traditional paper proxy card;
- by submitting voting instructions via the website identified on your proxy card;
- by submitting voting instructions by telephone; or
- in person at the Annual Meeting.

Submitting Voting Instructions via the Internet or by Telephone. If you are a shareholder of record (i.e., if your common shares are registered with Peoples in your own name), you may submit voting instructions via the Internet or by telephone, by following the instructions stated on your proxy card. If your common shares are registered in the name of a broker, a financial institution or another nominee (i.e., you hold your common shares in "street name"), your nominee may be participating in a program that allows you to submit voting instructions via the Internet or by telephone. If so, the voting instruction form your nominee sent you will provide instructions for submitting your voting instructions via the Internet or by telephone. The last-dated proxy or voting instructions you submit (by any means) will supersede any previously-submitted proxies and voting instructions. Also, if you are a shareholder of record and you submit voting instructions via the Internet or by telephone and later decide to attend the Annual Meeting, you may revoke your previously-submitted voting instructions and vote in person at the Annual Meeting.

The deadline for submitting voting instructions via the Internet or by telephone as a shareholder of record is 11:59 p.m., Central Daylight Saving Time, on April 25, 2018. For shareholders whose common shares are registered in the name of a broker, a financial institution or another nominee, please consult the instructions provided by your nominee for information about the deadline for submitting voting instructions via the Internet or by telephone.

Voting in Person. If you are a record shareholder and you attend the Annual Meeting, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the Annual

Meeting.

2

If you hold your common shares in “street name” through a broker, a financial institution or another nominee, then that nominee is considered the shareholder of record for voting purposes and will give you instructions for voting your common shares. As a beneficial owner, you have the right to direct the nominee how to vote the common shares held in your account. Your nominee may only vote the common shares of Peoples that your nominee holds for you in accordance with your instructions. If you have instructed a broker, a financial institution or another nominee to vote your common shares, the options for revoking your proxy described below do not apply and instead you must follow the instructions provided by your nominee to change your vote.

If you hold your common shares in “street name” and wish to attend the Annual Meeting and vote in person, you must bring an account statement or letter from your broker, financial institution or other nominee authorizing you to vote on behalf of such nominee. The account statement or letter must show that you were the direct or indirect beneficial owner of the common shares on February 26, 2018, the record date for voting at the Annual Meeting.

How do I vote if my common shares are held through the Peoples Bancorp Inc. Retirement Savings Plan?

If you participate in the Peoples Bancorp Inc. Retirement Savings Plan (the “Retirement Savings Plan”), you will be entitled to instruct the trustee of the Retirement Savings Plan how to vote common shares that have been allocated to your account. If you are such a participant, you will receive a proxy card for the common shares allocated to your account in the Retirement Savings Plan. If you do not provide voting instructions to the trustee of the Retirement Savings Plan by 11:59 p.m., Central Daylight Saving Time, on April 23, 2018, the trustee will not vote the common shares allocated to your account.

How will my common shares be voted?

Those common shares represented by a properly-executed proxy card that is received prior to the Annual Meeting or by properly-authenticated Internet or telephone voting instructions that are submitted prior to the deadline for doing so, and not subsequently revoked, will be voted in accordance with your instructions by your “proxies” (the individuals named on your proxy card or in the voting instructions). If you submit a valid proxy card prior to the Annual Meeting, or timely submit your voting instructions via the Internet or by telephone, but do not complete the proxy card or voting instructions, your proxy will vote your common shares as recommended by the Board, except in the case of broker non-votes, where applicable, as follows:

- “FOR” the election as Peoples directors of the nominees listed on pages 12 through 15 under “PROPOSAL NUMBER 1: ELECTION OF DIRECTORS”;
- “FOR” the non-binding advisory resolution to approve the compensation of Peoples' named executive officers as disclosed in this Proxy Statement;
- to hold an advisory vote for the approval of the compensation of Peoples' named executive officers “EVERY ONE YEAR”;
- “FOR” the approval of the Peoples Bancorp Inc. Third Amended and Restated 2006 Equity Plan;
- “FOR” the adoption of an amendment to Section 2.02 of Peoples' Code of Regulations in order to provide for the annual election of all directors commencing with the election of directors at Peoples' 2019 Annual Meeting; and
- “FOR” the ratification of the appointment of Ernst & Young LLP as Peoples' independent registered public accounting firm for the fiscal year ending December 31, 2018.

No appraisal or dissenters' rights exist for any action proposed to be taken at the Annual Meeting. If any other matters are properly presented for voting at the Annual Meeting, the individuals appointed as proxies will vote on those matters, to the extent permitted by applicable law, in accordance with their best judgment.

How do I change or revoke my proxy?

Registered shareholders who submit proxies retain the right to revoke them at any time before they are exercised. Unless revoked, the common shares represented by such proxies will be voted at the Annual Meeting. If

3

you are a registered shareholder, you may revoke your proxy at any time before it is actually exercised at the Annual Meeting by:

- filing a written notice of revocation with the Corporate Secretary of Peoples at 138 Putnam Street, P.O. Box 738, Marietta, Ohio 45750-0738, which must be received prior to the Annual Meeting;
- executing and returning a later-dated proxy card, which must be received prior to the Annual Meeting;
- accessing the designated Internet website prior to the deadline for transmitting voting instructions electronically;
- using the designated toll-free telephone number prior to the deadline for transmitting voting instructions telephonically; or
- attending the Annual Meeting and giving notice of revocation in person.

Attendance at the Annual Meeting will not, by itself, revoke your proxy. The last-dated proxy or voting instructions you submit (by any means) will supersede all previously-submitted proxies and voting instructions. If you hold your common shares in “street name” and instructed your broker, financial institution or other nominee to vote your common shares and you would like to revoke or change your vote, then you must follow the instructions received from your nominee to change your vote.

If I vote in advance, can I still attend the Annual Meeting?

Yes. You are encouraged to vote promptly, by returning your signed proxy card by mail or by submitting your voting instructions via the Internet or by telephone, so that your common shares will be represented at the Annual Meeting. However, appointing a proxy or submitting voting instructions does not affect your right to attend the Annual Meeting and vote your common shares in person.

What constitutes a quorum and what is the vote required with respect to the proposals to be considered at the Annual Meeting?

Under Peoples' Code of Regulations, a quorum is a majority of the voting shares of Peoples then outstanding and entitled to vote at the Annual Meeting. Other than the common shares, there are no voting shares outstanding. Common shares may be present in person or represented by proxy at the Annual Meeting. Both abstentions and broker non-votes are counted as being present for purposes of determining the presence of a quorum. There were 18,364,088 common shares outstanding and entitled to vote on February 26, 2018, the record date for the Annual Meeting. A majority of the outstanding common shares, or 9,182,045 common shares, present in person or represented by proxy, will constitute a quorum. A quorum must exist to conduct business at the Annual Meeting.

If a proposal is routine, a broker holding common shares for a beneficial owner in street name may vote on the proposal without receiving instructions from the beneficial owner. If a proposal is non-routine, a broker may vote on the proposal only if the beneficial owner has provided voting instructions. A “broker non-vote” occurs when a broker holding common shares for a beneficial owner is unable to vote on a proposal because the proposal is non-routine and the beneficial owner has not provided any voting instructions.

The ratification of the appointment of Peoples' independent registered public accounting firm is the only routine proposal. Each of the other proposals is a non-routine proposal on which a broker may vote only if the beneficial owner has provided voting instructions.

Edgar Filing: PEOPLES BANCORP INC - Form DEF 14A

The following table sets forth the votes required, and the impact of abstentions and broker non-votes, if any, on the six proposals:

Item	Vote Required	Impact of Abstentions and Broker
Election of Directors	Under Ohio law and Peoples' Code of Regulations, the three nominees for election as directors of Peoples receiving the greatest number of votes "FOR" their election will be elected as directors of Peoples in the class whose terms will expire in 2021.	Non-Votes, if any Common shares as to which the authority to vote is withheld will be counted for quorum purposes but will not affect whether a nominee has received sufficient votes to be elected. Broker non-votes will not count as a vote on the proposal and will not affect the outcome of the vote.
Approval of Non-Binding Advisory Resolution to Approve Compensation of Peoples' Named Executive Officers	The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, is required to approve the non-binding advisory resolution to approve the compensation of Peoples' named executive officers as disclosed in this Proxy Statement.	Abstentions have the same effect as a vote "AGAINST" the proposal. Broker non-votes will not be counted in determining whether the proposal has been approved.
Determination, in a Non-Binding Advisory Vote, of the Frequency of Future Shareholder Advisory Votes on the Compensation of Peoples' Named Executive Officers	The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, is required to approve on a non-binding advisory basis, one of the selections as to the frequency of future shareholder advisory votes on the compensation of Peoples' named executive officers.	Abstentions will not count as a vote for any of the selections and will not affect the outcome of the vote. Broker non-votes will not count as a vote for any of the selections and will not affect the outcome of the vote.

Approval of the Peoples Bancorp Inc. Third Amended and Restated 2006 Equity Plan

The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, is required to approve the Peoples Bancorp Inc. Third Amended and Restated 2006 Equity Plan.

Abstentions have the same effect as a vote "AGAINST" the proposal.

Adoption of Amendment to Section 2.02 of Peoples' Code of Regulations

The affirmative vote of at least a majority of the outstanding common shares is required to adopt the amendment to Section 2.02 of Peoples' Code of Regulations.

Broker non-votes will not be counted in determining whether the proposal has been approved.

Abstentions have the same effect as a vote "AGAINST" the proposal.

Broker non-votes have the same affect as a vote "AGAINST" the proposal.

<p>Ratification of Appointment of Independent Registered Public Accounting Firm</p>	<p>The affirmative vote of a majority of the common shares represented at the Annual Meeting, in person or by proxy, and entitled to vote on the proposal, is required to ratify the appointment of Ernst & Young LLP as Peoples' independent registered public accounting firm for the fiscal year ending December 31, 2018.</p>	<p>Abstentions have the same effect as a vote "AGAINST" the proposal.</p>
---	---	---

Peoples' policy is to maintain confidentiality with respect to proxy cards, ballots, voting instructions submitted electronically and telephonically and voting tabulations that identify individual shareholders. However, exceptions to this policy may be necessary in some instances to comply with applicable legal requirements and, in the case of any contested proxy solicitation, to verify the validity of proxies presented by any person and the results of the voting. Inspectors of election and any employees associated with processing proxy cards or ballots, reviewing voting instructions submitted electronically and telephonically and tabulating the vote must acknowledge their responsibility to comply with this policy of confidentiality. Who pays the costs of proxy solicitation? Peoples will pay the costs of soliciting proxies on behalf of the Board, other than the Internet access or telephone usage fees which may be charged to shareholders when voting electronically or by telephone. Although we are soliciting proxies by mailing these proxy materials to the holders of our common shares, the directors, officers and employees of Peoples and our subsidiaries also may solicit proxies by further mailings, telephone, electronic mail, facsimile, or personal contact without receiving any additional compensation for such solicitations. Arrangements will also be made with brokerage firms, financial institutions and other nominees who are record holders of common shares of Peoples for the forwarding of solicitation materials to the beneficial owners of such common shares. Peoples will reimburse its transfer agent, as well as these brokers, financial institutions and other nominees, for their reasonable out-of-pocket costs in forwarding the proxy materials to the beneficial shareholders. **NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS** Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on April 26, 2018: Peoples' Notice of Annual Meeting of Shareholders, this Proxy Statement and Peoples' 2017 Annual Report are available at www.peoplesbancorp.com by selection the "Proxy Statement" or "2017 Annual Report" link as appropriate, next to the caption "Peoples Bancorp Inc. Proxy Materials."

SECURITY OWNERSHIP OF CERTAIN

BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of February 26, 2018 (except as otherwise noted), information concerning the beneficial ownership of common shares by the only persons known by Peoples to be the beneficial owner of more than 5% of Peoples' outstanding common shares:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (1)
Dimensional Fund Advisors LP		
Building One		
6300 Bee Cave Road		
Austin, TX 78746	1,351,679	(2) 7.36 %
BlackRock, Inc.		
55 East 52nd Street		
New York, NY 10055	1,291,788	(3) 7.03 %
Peoples Bank - Trustee		
138 Putnam Street		
P.O. Box 738		
Marietta, OH 45750-0738	1,288,263	(4) 7.02 %
Franklin Advisory Services, LLC	55 Challenger	
Road	Suite	
501	Ridgefield Park, NJ	
07660	988,988	(5) 5.39 %

(1) The "Percent of Class" computation is based on 18,364,088 common shares outstanding and entitled to vote on February 26, 2018.

(2) Based on information contained in a Schedule 13G/A, dated February 9, 2018 and filed with the SEC on the same date, on behalf of Dimensional Fund Advisors LP, a registered investment adviser, to report its beneficial ownership of common shares of Peoples as of December 31, 2017. The Schedule 13G/A reported that Dimensional

Fund Advisors LP had sole voting power as to 1,295,218 common shares and sole investment power as to 1,351,679 common shares, all of which common shares were held in portfolios of four registered investment companies to which Dimensional Fund Advisors LP or one of its subsidiaries furnishes investment advice and of certain other commingled funds, group trusts and separate accounts for which Dimensional Fund Advisors LP or one of its subsidiaries serves as investment manager or sub-adviser. The common shares reported were owned by the investment companies, commingled funds, group trusts and separate accounts. Dimensional Fund Advisors LP disclaimed beneficial ownership of the reported common shares.

- (3) Based on information contained in a Schedule 13G/A dated January 24, 2018 and filed with the SEC on January 29, 2018, on behalf of BlackRock, Inc., to report the beneficial ownership by its subsidiaries (BlackRock Advisors, LLC; BlackRock Investment Management (UK) Limited; BlackRock Asset Management Canada Limited; BlackRock (Luxembourg) S.A.; BlackRock (Netherlands) B.V.; BlackRock Fund Advisors; BlackRock Asset Management Ireland Limited; BlackRock Institutional Trust Company, National Association; BlackRock Financial Management, Inc.; BlackRock Asset Management Schweiz AG; and BlackRock Investment Management, LLC) of common shares of Peoples as of December 31, 2017. The Schedule 13G/A reported that BlackRock, Inc., through its subsidiaries, had sole voting power as to 1,249,595 common shares and sole investment power as to 1,291,788 common shares.
- (4) Includes Peoples Bank's beneficial ownership through Trust and Investment Services, a division of Peoples Bank, in the following manner: 65,120 common shares with sole voting power; 1,223,143 common shares with shared voting power; 17,367 common shares with sole investment power; and 1,270,896 common shares

with shared investment power. The officers and directors of Peoples Bank and of Peoples disclaim beneficial ownership of the common shares beneficially owned by Peoples Bank through Trust and Investment Services.

(5) Based on information contained in a Schedule 13G dated January 30, 2018 and filed with the SEC on February 5, 2018, on behalf of Franklin Advisory Services, LLC (“FAS”) to report its beneficial ownership of common shares of Peoples as of December 31, 2017. The Schedule 13G reported that FAS had sole voting power as to 906,788 common shares and sole investment power as to 988,988 common shares. The Schedule 13G reported that common shares reported were beneficially owned by one or more open-end investment management companies or other managed accounts that are clients of FAS, an indirect wholly-owned subsidiary of Franklin Resources, Inc. (“FRI”). The Schedule 13G further reported that when an investment management contract (including a sub-advisory agreement) delegates to FAS investment discretion or voting power over the securities held in the investment advisory accounts that subject to that agreement, FRI treats FAS as having sole investment discretion or voting authority, as the case may be, unless the agreement specifies otherwise. FAS disclaimed any pecuniary interest in, and disclaimed that it was the beneficial owner of, any of the common shares reported in the Schedule 13G.

The following table sets forth, as of February 26, 2018, certain information with respect to the common shares beneficially owned by each current director of Peoples (including each nominee for re-election as a director of Peoples), by each individual named in the “SUMMARY COMPENSATION TABLE FOR 2017” on page 74 and by all current executive officers and directors of Peoples as a group:

Name of Beneficial Owner	Amount and Nature of		Beneficial Ownership (1)	Percent of Common Shares Class (2)
	Presently Held			
Tara M. Abraham	6,391	(3)	(4)	
S. Craig Beam	19,553	(5)	(4)	
George W. Broughton	161,750	(6)	(4)	
David F. Dierker	6,000	(7)	(4)	
James S. Huggins	6,047	(8)	(4)	
Brooke W. James	177,952	(9)	(4)	
David L. Mead	12,362	(10)	(4)	
Susan D. Rector	14,719	(11)	(4)	
John C. Rogers (12)	13,908	(13)	(4)	
Carol A. Schneeberger (12)	54,376	(14)	(4)	
Robyn A. Stevens (12)	9,425	(15)	(4)	
Charles W. Sulerzyski (12)	56,503	(16)	(4)	
Terry T. Sweet	6,338	(17)	(4)	
Douglas V. Wyatt (12)	10,727	(18)	(4)	
All current directors and executive officers as a group (numbering 14)	556,052	(19)	3.03%	

(1) Unless otherwise indicated in the footnotes to this table, the beneficial owner has sole voting and investment power with respect to all of the common shares reflected in the table. All fractional common shares have been rounded down to the nearest whole common share. The mailing address of each of the current executive officers and

directors of Peoples is 138 Putnam Street, P.O. Box 738, Marietta, Ohio 45750-0738.

(2) The "Percent of Class" computation is based on 18,364,088 common shares outstanding and entitled to vote on February 26, 2018.

(3) Includes 51 common shares held jointly by Tara M. Abraham and her husband, as to which Ms. Abraham exercises shared voting and investment power. Also includes 550 common shares held jointly in an investment account by Ms. Abraham and her husband, as to which Ms. Abraham exercises shared voting and investment power. Does not include 6,585 common shares accrued to Ms. Abraham's bookkeeping account under the

8

Third Amended and Restated Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries (the “Deferred Compensation Plan for Directors”), as to which Ms. Abraham has no voting or investment power.

(4) Reflects beneficial ownership of less than 1% of the outstanding common shares.

(5) Includes 6,326 common shares held in an investment account by S. Craig Beam, as to which Mr. Beam exercises sole voting and investment power. Also includes 8,709 common shares held jointly by Mr. Beam and his wife, as to which Mr. Beam exercises shared voting and investment power. Does not include 1,997 common shares held of record and beneficially owned by Mr. Beam's wife, as to which Mr. Beam has no voting or investment power and disclaims beneficial ownership.

(6) Includes 10,913 common shares held in an Individual Retirement Account by Peoples Bank as custodian, as to which George W. Broughton exercises sole voting and investment power. Does not include 16,333 common shares held of record and beneficially owned by Mr. Broughton's wife, as to which Mr. Broughton has no voting or investment power and disclaims beneficial ownership. Does not include 1,793 common shares accrued to Mr. Broughton's bookkeeping account under the Deferred Compensation Plan for Directors, as to which Mr. Broughton has no voting or investment power.

(7) Includes 5,000 common shares held in an investment account by David F. Dierker, as to which Mr. Dierker exercises sole voting and investment power. Does not include 7,991 common shares accrued to Mr. Dierker's bookkeeping account under the Deferred Compensation Plan for Directors, as to which Mr. Dierker has no voting or investment power.

(8) Also includes 114 common shares held jointly by Mr. Huggins and his wife, as to which Mr. Huggins exercises shared voting and investment power. Includes 1,064 common shares held jointly in an investment account by Mr. Huggins and his wife, as to which Mr. Huggins exercises shared voting and investment power. Does not include 4,651 common shares accrued to Mr. Huggins' bookkeeping account under the Deferred Compensation Plan for Directors, as to which Mr. Huggins has no voting or investment power.

(9) Includes 3,866 common shares held by Ms. James as custodian, as to which Ms. James exercises sole voting and investment power.

(10) Includes 3,500 common shares held in an investment account by David L. Mead, as to which Mr. Mead exercises sole voting and investment power. Does not include 12,552 common shares accrued to Mr. Mead's bookkeeping account under the Deferred Compensation Plan for Directors, as to which Mr. Mead has no voting or investment power.

(11) Includes 3,120 common shares held in an investment account by Susan D. Rector, as to which Ms. Rector exercises sole voting and investment power.

(12) Executive officer of Peoples during the 2017 fiscal year and named in the “SUMMARY COMPENSATION TABLE FOR 2017” on page 74.

(13) Includes 2,009 common shares held in an investment account by John C. Rogers, as to which Mr. Rogers exercises sole voting and investment power. Also includes 221 common shares held by John C. Rogers in the Peoples Bancorp Inc. Employee Stock Purchase Plan (the “ESPP”), as to which Mr. Rogers exercises sole voting and investment power. Also includes (i) 1,700 unvested restricted common shares which were granted to Mr. Rogers on February 13, 2017 and will vest as described in footnote (5) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017;” and (ii) 2,540 unvested restricted common shares which were granted to Mr. Rogers on February 2, 2018 and will vest as described in footnote (7) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017.” Mr. Rogers has voting power with respect to all of the reported restricted common shares and the right to receive dividends paid with respect to the underlying common shares at the same level as paid to other shareholders of Peoples; however, the dividends will be subject to the same restrictions on transfer as the restricted common shares with respect to which they were paid.

(14) Includes 8,875 common shares held jointly by Carol A. Schneeberger and her husband, as to which Ms. Schneeberger exercises shared voting and investment power. Includes 18,274 common shares allocated to the account of Ms. Schneeberger in the Retirement Savings Plan, as to which Ms. Schneeberger has the power to

direct the voting and investment. Includes 1,771 common shares held by Ms. Schneeberger in the ESPP. Also includes (i) 1,700 unvested restricted common shares which were granted to Ms. Schneeberger on February 13, 2017 and will vest as described in footnote (5) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017;” and (ii) 2,116 unvested restricted common shares which were granted to Ms. Schneeberger on February 2, 2018 and will vest as described in footnote (7) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017.” Ms. Schneeberger has voting power with respect to all of the reported restricted common shares and the right to receive dividends paid with respect to the underlying common shares at the same level as paid to other shareholders of Peoples; however, the dividends will be subject to the same restrictions on transfer as the restricted common shares with respect to which they were paid.

(15) Includes 501 common shares allocated to the account of Robyn A. Stevens in the Retirement Savings Plan, as to which Ms. Stevens has the power to direct the voting and investment. Also includes (i) 1,000 unvested restricted common shares which were granted to Ms. Stevens on February 2, 2016 and will vest as described in footnote (4) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END 2017;” (ii) 1,700 unvested restricted common shares which were granted to Ms. Stevens on February 13, 2017 and will vest as described in footnote (5) to the table under “OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-