

PEOPLES BANCORP INC
Form 8-K
May 25, 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): May 25, 2012 (May 24, 2012)

PEOPLES BANCORP INC.

(Exact name of Registrant as specified in its charter)

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|-----------------------------------------------------------|----------------------------------------|----------------------------------------------------------|
| Ohio (State or other jurisdiction of incorporation) | 0-16772 (Commission File Number) | 31-0987416 (I.R.S. Employer Identification Number) |
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|---------------------------------------------------------------------------------------------|--------------------------|
| 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 24, 2012, following the unanimous recommendation of the Governance and Nominating Committee, the Board of Directors of Peoples Bancorp Inc. ("Peoples") increased the number of directors from eleven to twelve in accordance with Section 2.02(C) of Peoples' Code of Regulations, and elected Tara Abraham to fill the vacancy created by the increase. Ms. Abraham was elected as a director in the class whose terms expire at the 2014 Annual Meeting of Shareholders of Peoples. The Peoples Board of Directors also appointed Ms. Abraham to serve on the Risk and Audit Committees of the Peoples Board effective May 24, 2012.

At the May 24, 2012 meeting of the Board of Directors of Peoples Bank, National Association, the national bank subsidiary of Peoples ("Peoples Bank"), Ms. Abraham was elected as a member of the Peoples Bank Board.

In her capacity as a nonemployee director of Peoples and Peoples Bank, Ms. Abraham will receive compensation on the same basis as the other non-employee directors receive for their service on the Peoples and Peoples Bank Boards. In addition, in her capacity as a member of the Risk and Audit Committees of Peoples, Ms. Abraham will receive compensation on the same basis as the other members of those committees receive for their service on the respective committees.

Ms. Abraham is Chairman and Co-CEO of Accel, Inc. in New Albany, Ohio.

Peoples has determined that neither Ms. Abraham nor any of her immediate family members has had (or proposes to have) a direct or indirect transaction in which Peoples or any of Peoples' subsidiaries was (or is proposed to be) a participant, that would be required to be disclosed under Item 404(a) of SEC Regulation S-K.

A copy of the press release announcing Ms. Abraham's election to the Peoples Board of Directors is included as Exhibit 99 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 on Page 3.

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 25, 2012

By:/s/ M. RYAN KIRKHAM
M. Ryan Kirkham
Corporate Counsel and Corporate Secretary

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|-------------------------------------------------------------|
| 99 | News Release issued by Peoples Bancorp Inc. on May 25, 2012 |