## Edgar Filing: FIRST DEFIANCE FINANCIAL CORP - Form 4

FIRST DEFIANCE FINANCIAL CORP Form 4 March 13, 2017 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Beach Robert E Issuer Symbol FIRST DEFIANCE FINANCIAL (Check all applicable) CORP [FDEF] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) below) 601 CLINTON STREET 02/24/2017 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Dav/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting DEFIANCE, OH 43512 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code Beneficially Beneficial (D) (D) or any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 02/24/2017 Α 61.536 (1) 61,536 D Α Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. 6. Date Exercisa mumber Expiration Date of (Month/Day/Ye Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Beach Robert E 601 CLINTON STREET DEFIANCE, OH 43512	Х						
Signatures							
/s/ Robert E. Beach by Kevin T Thompson		03/13/2017					
**Signature of Reporting Person			Date				

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to the Agreement and Plan of Merger by and between First Defiance Financial Corp. (the "Issuer") and Commercial Bancshares, Inc. ("Commercial Bancshares"), dated as of August 23, 2016 (the "Merger Agreement"), at the effective time of the merger, each share of Commercial Bancshares common stock issued and outstanding immediately prior to the effective time of the merger was converted

(1) into the right to receive, at the shareholder's election and subject to allocation as set forth in the Merger Agreement, \$51.00 in cash or 1.1808 shares of Issuer common stock. As of the date of this Form 4 (the "Report"), the final merger consideration allocable to the reporting person is not available. The reporting person undertakes to amend the Report if the number of shares resulting from the final allocation calculation differs materially from the estimated number of shares of Issuer common stock reported as beneficially owned herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.