

PEOPLES BANCORP INC
Form S-4/A
June 30, 2014

As filed with the Securities and Exchange Commission on June 30, 2014 Registration No. 333-196872
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Peoples Bancorp Inc.
(Exact name of Registrant as specified in its charter)

Ohio	6021	31-0987416
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

138 Putnam Street, Marietta, Ohio
(740) 373-3155
(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

M. Ryan Kirkham, Esq.
Corporate Counsel
Peoples Bancorp Inc.
138 Putnam Street, Marietta, Ohio
(740) 376-7574
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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Columbus, Ohio 43214
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Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

- Large accelerated filer Non-accelerated filer (do not check if smaller reporting company)
- Accelerated filer Smaller reporting company

If applicable, place an “x” in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- Exchange Act Rule 13e-4(i)(Cross-Border Tender Offer)
- Exchange Act Rule 14d-1(d)(Cross-Border Third Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Shares, no par value	1,400,000	N/A	\$30,649,991	\$3,947.71

Represents an estimate of the maximum number of shares of common shares, no par value per share, of Peoples (1) Bancorp Inc. that Registrant anticipates issuing in connection with the proposed merger to which this registration statement relates.

Pursuant to Rule 457(c) and (f)(3) under the Securities Act, and estimated solely for the purpose of calculating the registration fee, the proposed maximum aggregate offering price was calculated as (A) the product of (i) \$106.00, the average of the bid and ask prices per share of Ohio Heritage Bancorp, Inc. common stock as reported on the (2) OTCQB on June 13, 2014, the latest practicable date prior to the date of filing of this registration statement, and (ii) 342,458, the estimated maximum number of shares of common stock of Ohio Heritage Bancorp, Inc. that may be exchanged in the merger, minus (B) \$5,650,557, the estimated aggregate amount of cash to be paid by Peoples Bancorp Inc. in the proposed merger.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the

Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.

THE INFORMATION IN THIS PROXY STATEMENT/PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. WE MAY NOT ISSUE THESE SECURITIES UNTIL THE REGISTRATION STATEMENT IS EFFECTIVE. THIS PROXY STATEMENT/PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PRELIMINARY PROXY STATEMENT/PROSPECTUS
DATED JUNE 30, 2014, SUBJECT TO COMPLETION

PROXY STATEMENT FOR THE SPECIAL MEETING OF SHAREHOLDERS OF
OHIO HERITAGE BANCORP, INC.

and

PROSPECTUS OF PEOPLES BANCORP INC.

MERGER PROPOSAL - YOUR VOTE IS VERY IMPORTANT

Peoples Bancorp Inc. ("Peoples"), and Ohio Heritage Bancorp, Inc. ("Ohio Heritage"), have entered into an Agreement and Plan of Merger dated as of April 4, 2014 (the "Merger Agreement"), which provides for the merger of Ohio Heritage with and into Peoples (the "Merger"). Consummation of the Merger is subject to certain conditions, including, but not limited to, obtaining the requisite vote of the shareholders of Ohio Heritage and the approval of the Merger by various regulatory agencies.

The board of directors of Ohio Heritage has called a special meeting of its shareholders to vote on the adoption and approval of the Merger Agreement. The time, date and place of the Ohio Heritage special meeting is as follows: 4:30 p.m., Eastern Daylight Savings Time, on August 14, 2014, at Ohio Heritage Bank's main office at 200 Main Street, Coshocton, Ohio 43812. The adoption and approval of the Merger Agreement by the shareholders of Ohio Heritage requires the affirmative vote of the holders of at least 80% of the Ohio Heritage common shares outstanding and entitled to vote at the special meeting.

Under the terms of the Merger Agreement, shareholders of Ohio Heritage will be entitled to receive from Peoples, after the Merger is completed, merger consideration equal to \$110.00 per Ohio Heritage common share, payable in the form of a combination of cash and Peoples common shares to be calculated as set forth in the Merger Agreement. Such per share merger consideration will be paid as follows:

45%, or \$16.50 per Ohio Heritage common share, will be paid in cash, and

85%, or \$93.50 per Ohio Heritage common share, will be paid in Peoples' common shares (the number of which will be determined based upon the volume average-weighted closing sale price of Peoples' common shares for the 20 consecutive trading days prior to the effective date of the Merger (the "Share Exchange Ratio")).

The Share Exchange Ratio will not be determined until after the date of the special meeting. Therefore, at the time of the special meeting, you will not know the precise number of Peoples' common shares you may receive on the date the Merger is completed. Peoples will not issue any fractional common shares in connection with the Merger. As a result, cash will be paid instead of any fractional common shares based upon the volume average-weighted closing sale price of Peoples' common shares for the 20 consecutive trading days prior to the effective date of the Merger.

This document is a proxy statement that Ohio Heritage is using to solicit proxies for use at its special meeting of shareholders to be held on August 14, 2014, to vote on the Merger. It is also a prospectus relating to Peoples' issuance of its common shares in connection with the Merger. This proxy statement/prospectus describes the special meeting, the merger proposal and other related matters.

Ohio Heritage's board of directors recommends that you vote "FOR" the Merger

Peoples' common shares are traded on the NASDAQ Global Select Market® under the symbol "PEBO." On April 4, 2014, the date of execution of the Merger Agreement, the closing price of Peoples' common shares was \$24.45 per share. On June 26, 2014, the closing price of Peoples' common shares was \$26.20 per share. Ohio Heritage's common shares are traded in the over-the-counter market under the symbol "OHHB." On April 4, 2014, the date of execution of the Merger Agreement, the closing price of Ohio Heritage's common shares (based upon the closing price of such common shares on January 22, 2014, which was the most recent day that such common shares were traded prior to April 4, 2014) was \$40.40. On June 26, 2014, the closing price of Ohio Heritage's common shares was \$106.00.

You are encouraged to read this document, including the materials incorporated by reference into this document, carefully. In particular, you should read the "Risk Factors" section beginning on page 15 for a discussion of the risks you should consider in evaluating the Merger and how it will affect you.

Whether or not you plan to attend the special meeting of shareholders of Ohio Heritage, please complete, sign and return the enclosed proxy card in the enclosed postage-paid envelope.

Not voting by proxy or at the special meeting will have the same effect as voting against the adoption and approval of the Merger Agreement. We urge you to read carefully this proxy statement/prospectus, which contains a detailed description of the special meeting, the merger proposal, Peoples' common shares to be issued in the Merger and other related matters.

Sincerely,
/s/ W. RICHARD BAKER
W. Richard Baker
Chairman
Ohio Heritage Bancorp, Inc.

An investment in Peoples' common shares in connection with the Merger involves risk. See "RISK FACTORS" beginning on page 15.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of Peoples' common shares to be issued in the Merger or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities to be issued in connection with the Merger described in this proxy statement/prospectus are not savings accounts, deposit accounts or other obligations of any bank or savings association and are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other federal or state governmental agency.

This proxy statement/prospectus is dated June 30, 2014, and it

is first being mailed to Ohio Heritage shareholders on or about July 7, 2014.

Notice of Special Meeting of Shareholders

To be held at 4:30 p.m., Eastern Daylight Savings Time, on August 14, 2014, at 200 Main Street, Coshocton, Ohio 43812

To the Shareholders of Ohio Heritage Bancorp, Inc.:

Notice is hereby given that a special meeting of the shareholders of Ohio Heritage Bancorp, Inc. will be held at 4:30 p.m., Eastern Daylight Savings Time, on August 14, 2014, at Ohio Heritage Bank's main office at 200 Main Street, Coshocton, Ohio 43812, for the purpose of considering and voting on the following matters:

1. A proposal to adopt and approve the Agreement and Plan of Merger dated as of April 4, 2014, by and between Peoples Bancorp Inc. and Ohio Heritage Bancorp, Inc.;
2. A proposal to approve the adjournment of the special meeting, if necessary, to solicit additional proxies in the event there are not sufficient votes at the time of the special meeting to adopt and approve the Agreement and Plan of Merger; and
3. Any other business which properly comes before the special meeting or any adjournment or postponement of the special meeting. The board of directors of Ohio Heritage Bancorp, Inc. is unaware of any other business to be transacted at the special meeting.

Holders of record of Ohio Heritage Bancorp, Inc. common shares at the close of business on June 30, 2014, the record date, are entitled to notice of and to vote at the special meeting and any adjournment or postponement of the special meeting. The affirmative vote of the holders of at least 80% of Ohio Heritage's shares is required to adopt and approve the Agreement and Plan of Merger.

A proxy statement/prospectus and proxy card for the special meeting are enclosed. A copy of the Agreement and Plan of Merger is attached as Annex A to the proxy statement/prospectus.

Your vote is very important, regardless of the number of shares of Ohio Heritage Bancorp, Inc. common stock you own. Please vote as soon as possible to make sure that your shares of common stock are represented at the special meeting. If you are a holder of record, you may cast your vote in person at the special meeting or, to ensure that your shares of Ohio Heritage Bancorp, Inc. common stock are represented at the special meeting, you may vote your shares by completing, signing and returning the enclosed proxy card. If your shares are held in a stock brokerage account or by a bank or other nominee (in "street name"), please follow the voting instructions provided by your broker, bank or nominee.

The Ohio Heritage Bancorp, Inc. board of directors unanimously recommends that you vote (1) "FOR" the adoption and approval of the Agreement and Plan of Merger and (2) "FOR" the proposal to adjourn the special meeting, if necessary, to solicit additional proxies.

By Order of the Board of Directors,
/s/ W. RICHARD BAKER
W. Richard Baker
Chairman
Ohio Heritage Bancorp, Inc.

June 30, 2014

WHERE YOU CAN FIND MORE INFORMATION

Peoples is a publicly traded company that files annual, quarterly and other reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the “SEC”). You may obtain copies of these documents by mail from the public reference room of the SEC at 100 F Street, N.E., Room 1580, Washington, D.C. 20549, at prescribed rates. Please call the SEC at (800) SEC-0330 for further information on the public reference room. Peoples also files reports and other information with the SEC electronically, and the SEC maintains a web site located at www.sec.gov containing this information. Certain information filed by Peoples with the SEC is also available, without charge, through Peoples’ web site at www.peoplesbancorp.com under the “Investor Relations” section.

Peoples has filed a registration statement on Form S-4 to register its common shares to be issued as part of the merger consideration with the SEC. This document is a part of that registration statement. As permitted by SEC rules, this document does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits at the addresses set forth below. Statements contained in this document as to the contents of any contract or other documents referred to in this document are not necessarily complete. In each case, you should refer to the copy of the applicable contract or other document filed as an exhibit to the registration statement. This document incorporates by reference documents that Peoples has previously filed with the SEC, which contain important information about the company and its financial condition. See “Incorporation of Certain Documents by Reference” on page 51. These documents are available, without charge, to you upon written or oral request at the applicable company’s address and telephone number listed below:

Peoples Bancorp Inc.
138 Putnam Street
P.O. Box 738
Marietta, Ohio 45750
Attention: M. Ryan Kirkham, Esq.
Corporate Counsel
(740) 373-3155

Additional information about Ohio Heritage may be obtained by contacting Ohio Heritage Bancorp, Inc., 200 Main Street, Coshocton, Ohio 43812, Attention: Investor Relations, (740) 622-8311.

To obtain timely delivery, you must request the information no later than August 7, 2014.

Peoples’ common shares are traded on the Nasdaq Global Select Market® under the symbol “PEBO.” Ohio Heritage’s common shares are traded in the over-the-counter market under the symbol “OHHB.”

Peoples has not authorized anyone to provide you with any information other than the information included in this document and documents to which are incorporated by reference. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this document and the documents incorporated by reference are accurate only as of their respective dates. Peoples’ business, financial condition, results of operations and prospects may have changed since those dates.

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Questions and Answers About the Merger and the Special Meeting

The following are answers to certain questions that you may have regarding the special meeting. You are urged to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the appendices to, and the documents incorporated by reference in, this document.

Q.: Why am I receiving this proxy statement/prospectus?

A: You are receiving this proxy statement/prospectus because Peoples Bancorp Inc. (“Peoples”) and Ohio Heritage Bancorp, Inc. (“Ohio Heritage”) have entered into an Agreement and Plan of Merger dated as of April 4, 2014 (the “Merger Agreement”), attached to this proxy statement/prospectus as Annex A, pursuant to which Ohio Heritage will be merged with and into Peoples (the “Merger”). Immediately following the Merger, Ohio Heritage Bank, an Ohio-chartered savings bank and a wholly-owned subsidiary of Ohio Heritage (“Ohio Heritage Bank”), will merge with and into Peoples Bank, National Association, a national banking association and wholly owned subsidiary of Peoples (“Peoples Bank”), with Peoples Bank being the surviving entity, which transaction is referred to as the “subsidiary bank merger.” The Merger Agreement must be adopted and approved by the holders of at least 80% of the Ohio Heritage common shares outstanding and entitled to vote at the special meeting, in accordance with Section 1701.78 of the Ohio General Corporation Law and Ohio Heritage’s Articles of Incorporation.

This proxy statement/prospectus contains important information about the Merger and the special meeting of the shareholders of Ohio Heritage, and you should read it carefully. The enclosed voting materials allow you to vote your Ohio Heritage common shares without attending the special meeting.

Q: Why are Peoples and Ohio Heritage proposing to merge?

A: Ohio Heritage believes that the Merger is in the best interests of its shareholders and other constituencies because, among other reasons, the merger consideration will provide enhanced value and increased liquidity to Ohio Heritage shareholders. Furthermore, as a result of the Merger, Ohio Heritage will become part of a larger banking institution improving its ability to compete with larger financial institutions and better serve its customers’ needs while maintaining the community bank philosophy that both institutions currently share.

Peoples believes that the Merger will benefit Peoples and its shareholders by enabling Peoples to further expand into the markets currently served by Ohio Heritage and strengthening the competitive position of the combined organization. Furthermore, Peoples believes its increased asset size after the Merger will create additional economies of scale and provide opportunities for asset and earnings growth in an extremely competitive banking environment. To review the reasons for the Merger in more detail, see “THE MERGER” on page 22 of this proxy statement/prospectus.

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serif;font-size:10pt;margin:0pt;text-align:justify;">10.25

10.26

10.27

Form of Common Stock Purchase Warrant Agreement, dated June 30, 2016, filed as an exhibit to the Registrant's current report on Form 8-K, filed with the SEC on July 6, 2016, and incorporated herein by reference.

Form of Registration Rights Agreement, filed as an exhibit to the Registrant's current report on Form 8-K, filed with the SEC on July 6, 2016, and incorporated herein by reference.

Garden State Securities Engagement Agreement, filed as an exhibit to the Registrant's Registration Statement

- 10.28 on Form S-1, filed with the SEC on August 9, 2016, and incorporated herein by reference.
H.C. Wainwright and Co., LLC Engagement Agreement filed as an exhibit to the Registrant's Registration Statement on Form S-1, filed with the SEC on August 9, 2016, and incorporated herein by reference.
- 10.29 First Amendment to the Securities Purchase Agreement filed as an exhibit to the Registrant's Registration Statement on Form S-1, filed with the SEC on August 9, 2016, and incorporated herein by reference.
- 10.30 10% Debenture, filed as an exhibit to the Registrant's Current Report on Form 8-K, filed with the SEC on August 15, 2016, and incorporated herein by reference.
- 10.31 Securities Purchase Agreement, filed as an exhibit to the Registrant's Current Report on Form 8-K, filed with the SEC on August 15, 2016, and incorporated herein by reference.
- 10.32 Promissory Note, filed as an exhibit to the Registrant's Current Report on Form 8-K, filed with the SEC on August 15, 2016, and incorporated herein by reference.
- 10.33 Employment Agreement, between Innovus Pharmaceuticals, Inc. and Robert Hoffman, dated September 6, 2016, filed as an exhibit to the Registrant's current report on Form 8-K, filed with the SEC on August 29, 2016 and incorporated herein by reference.
- 10.34 Employment Agreement, between Innovus Pharmaceuticals, Inc. and Randy Berholtz, dated January 9, 2017, filed as an exhibit to the Registrant's current report on Form 8-K, filed with the SEC on January 6, 2017, and incorporated herein by reference.
- 10.35 Innovus Pharmaceuticals, Inc. 2014 Equity Incentive Plan, filed as an exhibit to the registration statement on Form S-8, filed with the SEC on January 2, 2015, and incorporated herein by reference.
- 10.36 Amended and Restated 2016 Equity Incentive Plan of the Registrant, filed as an exhibit to the Registrant's registration statement on Form S-8, filed with the SEC on November 28, 2016, and incorporated herein by reference.
- 10.37 H.C. Wainwright and Co., LLC Engagement Agreement, dated January 17, 2017, filed as an exhibit to the Registrant's registration statement on Form S-1, filed with the SEC on February 1, 2017, and incorporated herein by reference.
- 10.38 Employment Agreement, dated as of September 23, 2016 by and between Innovus Pharmaceuticals, Inc.

	<u>and Rauly Gutierrez (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 14, 2017)</u>
10.39	<u>Employment Agreement, dated as of April 27, 2018, by and between Innovus Pharmaceuticals, Inc. and Ryan J. Selhorn (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 23, 2017)</u>
10.40	<u>Letter Agreement by and between Innovus Pharmaceuticals, Inc. and H.C. Wainwright and Co., LLC, dated November 19, 2018 (incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on December 31, 2018).</u>
10.41	<u>Form of Securities Purchase Agreement, dated December 30, 2018 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 7, 2019).</u>
10.43	<u>Form of Registration Rights Agreement, dated December 30, 2018 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on December 31, 2018).</u>
14.1	<u>Code of Ethics (incorporated by reference to Exhibit 14.1 to the Company's Annual Report on Form 10-K filed April 2, 2018)</u>
21.1	<u>List of Subsidiaries (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed April 2, 2018)</u>
23.1	<u>Consent of Hall and Company, Independent Registered Public Accounting Firm</u>
23.2	<u>Consent of Disclosure Law Group, a Professional Corporation (to be included in Exhibit 5.1)</u>
24.1	<u>Power of Attorney (located on signature page of Registration Statement on Form S-1, filed January 14, 2019)</u>