

FARMERS NATIONAL BANC CORP /OH/  
Form DEFA14A  
February 02, 2015

**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): January 27, 2015**

**Farmers National Banc Corp.**

**(Exact name of registrant as specified in its charter)**

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

**20 South Broad Street, P.O. Box 555, Canfield, Ohio**

**001-35296**  
**(Commission**

**File Number)**

**34-1371693**  
**(IRS Employer**

**Identification No.)**

**44406-05555**

**(Address of principal executive offices)**

**(Zip Code)**

**(330) 533-3341**

**(Registrant's telephone number, including area code)**

**(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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On January 27, 2015, Farmers National Banc Corp. (the Company), the parent company of The Farmers National Bank of Canfield (Farmers Bank), and National Bancshares Corporation (National Bancshares), the parent company of First National Bank of Orrville (First National Bank), entered into an Agreement and Plan of Merger (the Merger Agreement) pursuant to which National Bancshares will merge with and into the Company (the Merger). Promptly following consummation of the Merger, it is expected that First National Bank will merge with and into Farmers Bank.

Pursuant to the terms of the Merger Agreement, shareholders of National Bancshares will be entitled to receive 4.034 common shares, without par value, of the Company (the Company Common Shares), or \$32.15 in cash, for each common share, no par value, of National Bancshares (the National Bancshares Common Shares), subject to proration provisions specified in the Merger Agreement that provide for a targeted aggregate split of total consideration consisting of 80% Company Common Shares and 20% cash. All outstanding and unexercised employee and director options to purchase National Bancshares Common Shares will vest in full, and each holder of an option will be entitled to receive cash in an amount equal to the difference, if any, between \$32.15 and the exercise price of the option, multiplied by the number of National Bancshares Common Shares for which the option was exercisable.

The Merger Agreement contains (a) customary representations and warranties of National Bancshares and the Company, including, among others, with respect to corporate organization, capitalization, corporate authority, third party and governmental consents and approvals, financial statements and compliance with applicable laws, (b) covenants of National Bancshares and the Company conduct their respective businesses in the ordinary course until the Merger is completed and (c) covenants of National Bancshares and the Company not to take certain actions during such period. National Bancshares also has agreed that neither it nor its representatives will (i) solicit proposals relating to alternative business combination transactions or, (ii) subject to certain exceptions, enter into discussions concerning, or furnish information in connection with, any proposals for alternative business combination transactions, or approve, endorse or recommend, or take other actions relating to, an alternative business combination transaction.

Consummation of the Merger is subject to certain conditions, including, among others, approval of the Merger by the shareholders of each of National Bancshares and the Company, effectiveness of the registration statement to be filed by the Company with the Securities and Exchange Commission (the SEC) to register the Company Common Shares to be offered to the shareholders of National Bancshares, the absence of any injunctions or other legal restraints, governmental filings and regulatory approvals and expiration of applicable waiting periods, accuracy of specified representations and warranties of each party and receipt of tax opinions.

The Merger Agreement contains certain termination rights for each of National Bancshares and the Company, as the case may be, applicable upon the occurrence or non-occurrence of certain events, including (a) a final, non-appealable denial of required regulatory approvals, (b) the Merger has not been completed on or before January 27, 2016, (c) a breach by

the other party that is not or cannot be cured within 30 days if such breach would result in a failure of the conditions to closing set forth in the Merger Agreement, (d) the failure of the shareholders of the other party to approve the Merger by the requisite vote, (e) the failure of the Board of Directors of National Bancshares to recommend the Merger to its shareholders or a change in the recommendation by the Board of Directors, (f) a breach of certain of the covenants of National Bancshares or (g) the recommendation by the Board of Directors to the shareholders to tender (or the failure to recommend not to tender) National Bancshares Common Shares in certain tender or exchange offers. If the Merger Agreement is terminated under certain conditions, National Bancshares has agreed to pay the Company a termination fee of \$2.5 million.

In connection with the execution of the Merger Agreement, certain of the directors of National Bancshares have entered into substantially identical voting agreements with the Company pursuant to which such directors have agreed, among other things, to vote their respective National Bancshares Common Shares in favor of the approval of the Merger Agreement and the transactions contemplated thereby. The form of voting agreement is included in Exhibit 2.1 as Exhibit B to the Merger Agreement and is incorporated herein by reference.

The foregoing description of the Merger Agreement is not complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 hereto and is incorporated herein by reference. The Merger Agreement has been attached as an exhibit to this report in order to provide investors and security holders with information regarding its terms. It is not intended to provide any other information about the Company, National Bancshares or their respective subsidiaries and affiliates. The covenants, representations and warranties contained in the Merger Agreement were made only for purposes of that agreement and, in the case of representations and warranties, as of specific dates, may be subject to a contractual standard of materiality different from what a shareholder might view as material, may have been used for purposes of allocating risk between the respective parties rather than establishing matters as facts, may have been qualified by or subject to certain disclosures and exceptions not reflected in the Merger Agreement and generally were for the benefit of the parties to that agreement. Investors should not rely on the representations, warranties or covenants or any description thereof as characterizations of the actual state of facts or condition of the Company, National Bancshares or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations, warranties and covenants may change after the date of the Merger Agreement, which subsequent information may or may not be fully reflected in public disclosures by the Company or National Bancshares.

**Important Additional Information About the Merger.**

In connection with the proposed Merger, the Company will file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement and a Company prospectus, as well as other relevant documents concerning the proposed transaction.

**SHAREHOLDERS OF THE COMPANY AND NATIONAL BANCSHARES AND OTHER INVESTORS ARE URGED TO CAREFULLY READ THE PROXY STATEMENT/PROSPECTUS TO BE INCLUDED IN THE REGISTRATION STATEMENT**

ON FORM S-4, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, NATIONAL BANCSHARES, THE PROPOSED MERGER, THE PERSONS SOLICITING PROXIES WITH RESPECT TO THE PROPOSED MERGER AND THEIR INTERESTS IN THE PROPOSED MERGER AND RELATED MATTERS.

The respective directors and executive officers of the Company and National Bancshares and other persons may be deemed to be participants in the solicitation of proxies from shareholders of the Company and National Bancshares with respect to the proposed Merger. Information regarding the directors and executive officers of the Company is available in its proxy statement filed with the SEC on March 19, 2014. Information regarding directors and executive officers of National Bancshares is available on its website at <http://www.discoverfirstnational.com/>. Other information regarding the participants in the solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus to be included in the Registration Statement on Form S-4 and other relevant materials to be filed with the SEC when they become available.

Investors and security holders will be able to obtain free copies of the registration statement (when available) and other documents filed with the SEC by the Company through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by the Company will be available free of charge on the Company's website at <https://www.farmersbankgroup.com>.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation or sale is unlawful before registration or qualification of the securities under the securities laws of the jurisdiction. No offer of securities shall be made except by means of a prospectus satisfying the requirements of Section 10 of the Securities Act.

***Forward Looking Statements.***

*This report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are not historical facts, but rather statements based on the Company's current expectations regarding its business strategies and its intended results and future performance. Forward-looking statements are preceded by terms such as expects, believes, anticipates, intends and similar expressions, as well as any statements related to future expectations of performance or conditional verbs, such as will, would, should, could or may.*

*Forward-looking statements are not guarantees of future performance. Numerous risks and uncertainties could cause or contribute to the Company's actual results, performance, and achievements to be materially different from those expressed or implied by the forward-looking statements. Factors that may cause or contribute to these differences include, without limitation, the Company's failure to integrate National Bancshares and its subsidiary in accordance with expectations; deviations from performance expectations related to National Bancshares and its subsidiary; general economic conditions, including changes in market interest rates and changes*

*in monetary and fiscal policies of the federal government; legislative and regulatory changes; competitive conditions in the banking markets served by the Company's subsidiaries; the adequacy of the allowance for losses on loans and the level of future provisions for losses on loans; and other factors disclosed periodically in the Company's filings with the SEC.*

*Because of the risks and uncertainties inherent in forward-looking statements, readers are cautioned not to place undue reliance on them, whether included in this report or made elsewhere from time to time by the Company or on the Company's behalf. The Company assumes no obligation to update any forward-looking statements.*

## **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

Exhibit Number	Description
2.1	Agreement and Plan of Merger by and between National Bancshares Corporation and Farmers National Banc Corp., dated as of January 27, 2015 (Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished supplementally to the SEC upon request.).

**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.

**Farmers National Banc Corp.**

By: /s/ Kevin J. Helmick  
Kevin J. Helmick  
President and Chief Executive Officer

Date: February 2, 2015