

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-11** | Period of Report: **2013-01-11**
SEC Accession No. [0000906318-13-000001](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

LCNB CORP

CIK: [1074902](#) | IRS No.: [311626393](#) | State of Incorporation: **OH** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-35292](#) | Film No.: [13525644](#)
SIC: **6021** National commercial banks

Mailing Address
*2 NORTH BROADWAY
LEBANON OH 45036*

Business Address
*2 NORTH BROADWAY
LEBANON OH 45036
5139321414*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8K
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 11, 2013

LCNB CORP.
(Exact name of Registrant as specified in its Charter)

Ohio (State or other jurisdiction of incorporation)	0-26121 (Commission File No.)	31-1626393 (IRS Employer Identification Number)
---	----------------------------------	---

2 North Broadway, Lebanon, Ohio (Address of principal executive offices)	45036 (Zip Code)
---	---------------------

Registrant's telephone number, including area code: (513) 932-1414

N/A
(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 (*see* General Instruction A.2. below):

- 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 2.01 Completion of Acquisition or Disposition of Assets.

On January 11, 2013, LCNB Corp. (“LCNB”) consummated the merger of (i) First Capital Bancshares, Inc. (“First Capital”) with and into LCNB and (ii) Citizens National Bank, a national bank and wholly-owned subsidiary of First Capital, with and into LCNB National Bank, a national bank and wholly-owned subsidiary of LCNB (the “Merger”), in accordance with the Agreement and Plan of Merger, dated as of October 9, 2012, by and between LCNB and First Capital (the “Merger Agreement”).

Pursuant to the terms of the Merger Agreement, each share of First Capital common stock was converted into the right to receive either (i) \$30.76 in cash, (ii) 2.329 common shares of LCNB, or (iii) a combination of both.

The description of the Merger Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which is filed with this Current Report on Form 8-K as Exhibit 2.01 and is incorporated by reference.

LCNB issued a press release on January 11, 2013 announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

Item 7.01 Regulation FD Disclosure.

The information set forth in Item 2.01 of this Current Report on Form 8-K and in the press release attached as Exhibit 99.1 is incorporated in this Item 7.01 by reference.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits. The following exhibits are being filed with this Current Report on Form 8-K:

Exhibit No.	Description
2.01	Agreement and Plan of Merger, dated as of October 9, 2012, by and between LCNB Corp. and First Capital Bancshares, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by LCNB with the Securities and Exchange Commission on October 9, 2012)
99.1	Press Release dated January 11, 2013.

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 thereunto duly authorized.

LCNB CORP.

Date: January 11, 2013

By: /s/ Robert C. Haines II
Robert C. Haines II
Chief Financial Officer

January 11, 2013

**For more information contact
Stephen P. Wilson, Chairman and CEO
Steve P. Foster, President
at 800-344-BANK**

**TO ALL MEDIA:
FOR IMMEDIATE RELEASE**

RE: LCNB National Bank and Citizens National Bank finalize their merger.

On Friday, January 11, 2013, the officers and directors of LCNB National Bank of Lebanon and Citizens National Bank of Chillicothe finalized the merger of their full-service historic Community Banks. The Citizens National Bank offices will now assume the name, LCNB National Bank, and the management and staff will essentially remain the same.

Tom Beard, former CNB President and CEO, will become a Regional President of LCNB and continue in his role in serving the financial and loan needs in Ross, Fayette and surrounding counties. Mr. Beard stated, *"We are excited to finalize our merger with LCNB National Bank. We have always considered LCNB to be one of the strongest banks in Ohio that still holds true to the values of personal service and community banking."* He continued, *"Our customers will enjoy the same personal service but with the added financial services like a full-service Trust and Investment Department, a higher lending limit and mobile banking. We look forward to what the future brings to benefit our customers."*

Steve Foster, President of LCNB stated, *"LCNB was founded in Lebanon in 1877, a community that is very similar to Chillicothe and its surrounding communities. Like Citizens National Bank, we have served generations of families and businesses by providing the financial products and services they need to help them succeed."* He continued, *"Personally, my first job in banking was here in Chillicothe and I grew up in the area. It is very important to me and all of our staff that the people of Ross and Fayette counties receive the service and financial products they need to succeed."*

Stephen Wilson, Chairman and CEO of LCNB commented, *"Working with John Kochensparger, his Board, Tom Beard and his staff, to accomplish this merger has been a distinct pleasure. Our cultures as two dedicated community banks matched up very well. We will work extremely hard going forward to make this a win for our shareholders, customers, employees, and all the communities we serve."*

LCNB Corp. is a financial holding company headquartered in Lebanon, Ohio. LCNB National Bank is its wholly-owned subsidiary with 31 offices located in Butler, Clermont, Clinton, Fayette, Hamilton, Montgomery, Ross, and Warren Counties, Ohio. Additional information about LCNB Corp. and information about products and services offered by LCNB National Bank can be found on the Internet at www.LCNB.com.

#####