

SB FINANCIAL GROUP, INC.  
Form 8-K  
April 25, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) April 25, 2017 (April 19, 2017)

SB FINANCIAL GROUP, INC

(Exact name of registrant as specified in its charter)

Ohio                                      0-13507                      34-1395608  
(State or other jurisdiction              (Commission (IRS Employer  
of incorporation)                      File Number) Identification No.)

401 Clinton Street, Defiance, OH              43512  
(Address of principal executive offices)              (Zip Code)

Registrant's telephone number, including area code (419) 783-8950

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 (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 1 4a- 12 under the Exchange Act (17 CFR 240.1 4a- 12)
- Pre-commencement communications pursuant to Rule 1 4d-2(b) under the Exchange Act (17 CFR 240.1 4d-2(b))
- Pre-commencement communications pursuant to Rule 1 3e-4(c) under the Exchange Act (17 CFR 240.1 3e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Results of Operations and Financial Condition.

The 2017 Annual Meeting of Shareholders (the “Annual Meeting”) of SB Financial Group, Inc. (“SB Financial”) was held on April 19, 2017, in Defiance, Ohio. At the close of business on the record date for the Annual Meeting (February 23, 2017), a total of 4,907,337 SB Financial common shares were outstanding and entitled to vote. A total of 3,056,937, or 62.29% of the outstanding common shares outstanding and entitled to vote, were represented in person or by proxy at the Annual Meeting. Provided below are the final voting results for the Annual Meeting.

Proposal No. 1:

The following directors were elected at the Annual Meeting for three-year terms expiring in 2020:

|                   | Number of Votes |          | Broker<br>Non-Votes |
|-------------------|-----------------|----------|---------------------|
|                   | For             | Withheld |                     |
| Robert A. Fawcett | 1,382,789       | 377,494  | 1,296,654           |
| Gaylyn J. Finn    | 1,415,389       | 344,894  | 1,296,654           |
| Rita A. Kissner   | 1,396,402       | 363,881  | 1,296,654           |

Proposal No. 2:

Shareholders holding a majority of the SB Financial common shares represented in person or by proxy at the Annual Meeting approved Proposal No. 2, to ratify the appointment of BKD, LLP as the independent registered public accounting firm of SB Financial Group for the fiscal year ending December 31, 2017:

| Number of Votes |         |                     |         |
|-----------------|---------|---------------------|---------|
| For             | Against | Broker<br>Non-Votes | Abstain |
| 3,028,698       | 21,676  | 1,296,654           | 6,563   |

Proposal No. 3:

Shareholders holding a majority of the SB Financial common shares represented in person or by proxy at the Annual Meeting approved Proposal No. 3, to consider and vote upon a proposal to approve the 2017 SB Financial Group Stock Incentive Plan:

**Number of Votes**

| For       | Against | Broker<br>Non-Votes | Abstain |
|-----------|---------|---------------------|---------|
| 1,394,148 | 331,889 | 1,296,654           | 34,246  |

Proposal No. 4:

Shareholders holding a majority of the SB Financial common shares represented in person or by proxy at the Annual Meeting approved Proposal No. 4, to consider and vote upon a non-binding advisory resolution to approve the compensation of SB Financial's named executive officers:

Number of Votes

| For       | Against | Broker<br>Non-Votes | Abstain |
|-----------|---------|---------------------|---------|
| 1,638,987 | 77,869  | 1,296,654           | 43,427  |

SIGNATURE

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.

SB FINANCIAL GROUP,  
INC.

Dated: April 25, 2017 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino  
Chief Financial Officer