

SB FINANCIAL GROUP, INC.  
Form 8-K  
December 23, 2014

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): December 23, 2014

SB FINANCIAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

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

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

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

Not Applicable  
(Former name or former address, if changed since last report.)

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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 8.01. Other Events.**

On December 23, 2014, SB Financial Group, Inc. (the “Company”) issued a press release announcing the successful completion of its public offering of 1,500,000 depositary shares, each representing a 1/100<sup>th</sup> ownership interest in a 6.5% Noncumulative Convertible Perpetual Preferred Share, Series A, of the Company with a liquidation preference of \$1,000 per share (equivalent to \$10.00 per depositary share). The Company sold the maximum of 1,500,000 depositary shares in the offering, resulting in gross proceeds to the Company of \$15,000,000.

A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) Not Applicable

(b) Not Applicable

(c) Not Applicable

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press Release issued by SB Financial Group, Inc. on December 23, 2014 |

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: December 23, 2014 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino  
Chief Financial Officer

INDEX TO EXHIBITS

Current Report on Form 8-K

Dated December 23, 2014

SB Financial Group, Inc.

Exhibit No. Description

99.1 Press Release issued by SB Financial Group, Inc. on December 23, 2014

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