

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies — FR Y-6

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FEDERAL RESERVE BANK
OF CLEVELAND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2013

Month / Day / Year

I, **MARK A. KLEIN**

Reporter's Name, Street, and Mailing Address

SB FINANCIAL GROUP, INC.

Name of the Holding Company Director and Official

Legal Title of Holding Company

PRESIDENT AND CEO

401 CLINTON STREET

Title of the Holding Company Director and Official

(Mailing Address of the Holding Company) Street / P.O. Box

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

DEFIANCE OH 43512
City State Zip Code

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

STEVEN A. GIESIGE VP/CONTROLLER

Name Title

419-782-8354

Area Code / Phone Number / Extension

419-782-6405

Area Code / FAX Number

steve.giesige@yourstatebank.com

E-mail Address

www.yoursbfinancial.com

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

Date of Signature

4/3/14

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID
C.I.

1071454

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

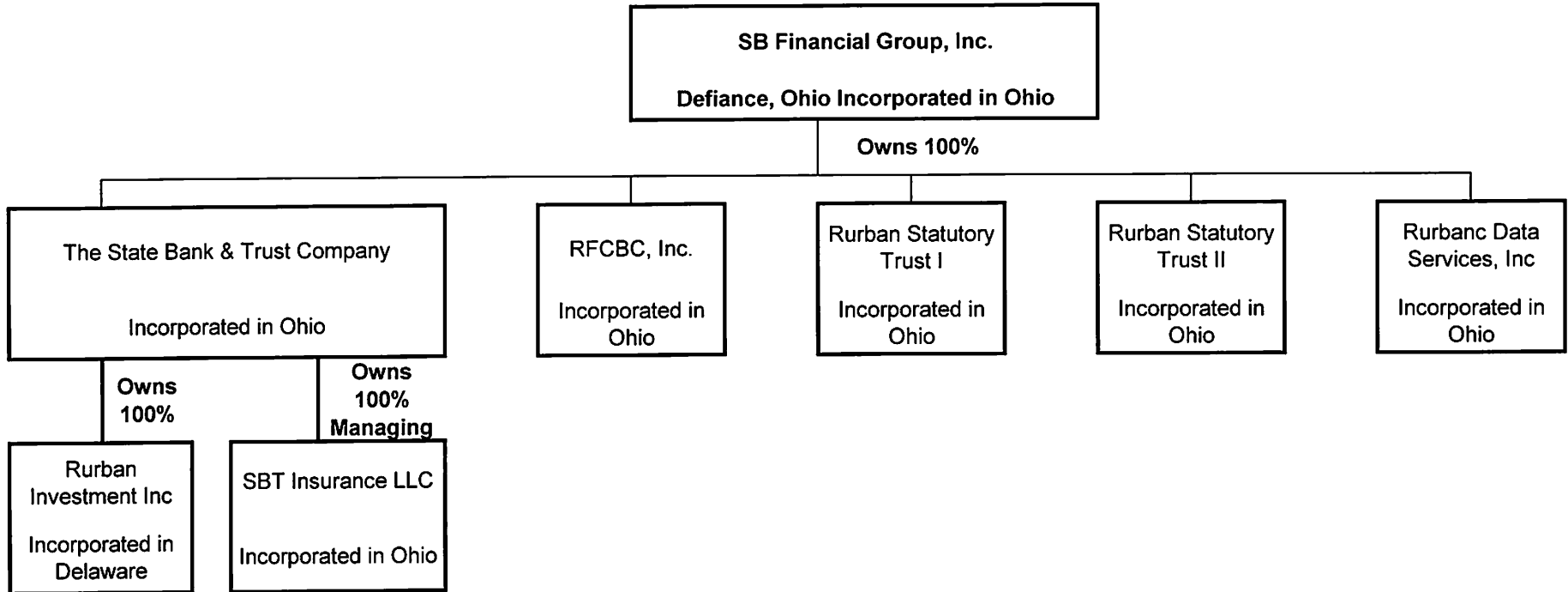
The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

Annual report to shareholders

None

Report Item 2. Organization Chart
 SB Financial Group, Inc.
 Defiance, Ohio
 Fiscal Year Ending December 31, 2013



2.b. Domestic branch listing provided via email to the Federal Reserve Bank of Cleveland on March 24, 2014

Results: A list of branches for your holding company: SB FINANCIAL GROUP INC (1071454) of DEFIANCE, OH.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

Actions

OK: If the branch information is correct, enter 'OK' in the **Data Action** column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
Close: If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	614313	STATE BANK AND TRUST COMPANY, THE	401 CLINTON	DEFIANCE	OH	43512	DEFIANCE	UNITED STATES	8414	0	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3668401	FORT WAYNE BRANCH	12832 COLDWATER ROAD	FORT WAYNE	IN	46845	ALLEN	UNITED STATES	465917	24	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3081046	BRYAN BANKING OFFICE	1419 WEST HIGH STREET	BRYAN	OH	43506	WILLIAMS	UNITED STATES	361348	29	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	2450346	DEATRICK STREET BRANCH	705 DEATRICK STREET	DEFIANCE	OH	43512	DEFIANCE	UNITED STATES	229472	10	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Limited Service	932017	MOTOR BRANCH	500 THIRD STREET	DEFIANCE	OH	43512	DEFIANCE	UNITED STATES	229466	1	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3651476	NORTH CLINTON BRANCH	1600 NORTH CLINTON STREET	DEFIANCE	OH	43512	DEFIANCE	UNITED STATES	229468	3	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	793012	DELTA BRANCH	312 MAIN STREET	DELTA	OH	43515	FULTON	UNITED STATES	478	8	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3358328	MARKET STREET BANKING CENTER	930 WEST MARKET STREET	LIMA	OH	45805	ALLEN	UNITED STATES	45461	16	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	43324	LUCKEY BRANCH	235 MAIN STREET	LUCKEY	OH	43443	WOOD	UNITED STATES	1366	18	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	815428	LYONS BRANCH	133 EAST MORENCI STREET	LYONS	OH	43533	FULTON	UNITED STATES	482	9	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	420626	EAST MAIN STREET BRANCH	1201 EAST MAIN ST.	MONTPELIER	OH	43543	WILLIAMS	UNITED STATES	229527	26	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3085295	OAKWOOD BRANCH	218 NORTH FIRST STREET	OAKWOOD	OH	45873	PAULDING	UNITED STATES	5726	13	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3668410	PAULDING BANKING CENTER BRANCH	220 NORTH MAIN STREET	PAULDING	OH	45879	PAULDING	UNITED STATES	229470	5	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	2376914	PERRYSBURG BRANCH	610 EAST SOUTH BOUNDARY	PERRYSBURG	OH	43551	WOOD	UNITED STATES	57041	21	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	878610	PIONEER BANKING CENTER BRANCH	119 SOUTH STATE ST.	PIONEER	OH	43554	WILLIAMS	UNITED STATES	6585	28	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3358382	SYLVANIA BRANCH	6401 MONROE STREET	SYLVANIA	OH	43560	LUCAS	UNITED STATES	290513	22	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	682424	WALBRIDGE BRANCH	311 NORTH MAIN STREET	WALBRIDGE	OH	43465	WOOD	UNITED STATES	190822	19	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	873512	WAUSEON BRANCH	515 PARKVIEW	WAUSEON	OH	43567	FULTON	UNITED STATES	220192	7	STATE BANK AND TRUST COMPANY, THE	614313	
CLOSE	2/1/2013	Full Service	879112	WEST UNITY BANKING CENTER	112 E JACKSON STREET	WEST UNITY	OH	43570	WILLIAMS	UNITED STATES	5732	27	STATE BANK AND TRUST COMPANY, THE	614313	

Report Item 3(1): Shareholders

SB Financial Group, Inc.

Defiance, Ohio

Fiscal Year Ending December 31, 2013

Shareholders of record, that directly or indirectly owns, controls, or holds with power to vote 5 percent or more of any class of voting securities of the bank holding company.

		No. of shares of Registrant Beneficially Owned	Approximate % of Class (1)
The State Bank and Trust Comany, as Trustee for the Employees Stock Ownership Plan (ESOP) and sole dispositive power of SB Financial Group Inc. dated June 3, 1985. Defiance, OH, USA	USA	447,322	9.18%
Phronesis Partners, L.P. Columbus, OH, USA	USA	404,961	8.32%

(1) Based on 4,869,629 shares outstanding at December 31, 2013.

Report Item 3(2): Shareholders

SB Financial Group, Inc.

Defiance, Ohio

Fiscal Year Ending December 31, 2013

Shareholders of record, not listed in section 3(1), that owned or controlled 5 percent or more of any class of voting securities in the bank holding company during the fiscal year for which the report is being filed.

None

Report Item 4: Insiders
SB Financial Group, Inc.
Defiance, Ohio
Fiscal Year Ending December 31, 2013

(1) Name & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Robert A. Fawcett, Jr. Ottawa, Ohio	Consultant	Director	Director, The State Bank and Trust Company	Consultant, FRL/United Insurance Agency Director Putnam County MMRD Housing Board	0.43%	None	None
Richard L. Hardgrove Canton, Ohio	Retired	Director	Director, The State Bank and Trust Company Director, RDSI	None	0.28%	None	None
Rita A. Kissner Defiance, Ohio	Retired	Director	Director, The State Bank and Trust Company Director, RDSI	Trustee, Chair Defiance College Board of Trustee President, Defiance Area Giving Circle	0.38%	None	None
Mark A. Klein Defiance, Ohio	N/A	Executive Officer by Definition	Director, President and CEO The State Bank and Trust Company Director, RDSI	Chairman, Promedica- Defiance Regional Medical Center Foundation Board Member, Defiance Regional Medical Center Board of Trustees	1.07%	None	3-K Enterprises, LLC (33.33%)
George W. Carter Paulding, Ohio	Electric Co-Op	Director	Director, The State Bank and Trust Company	Chief Executive Officer, Paulding Putnam Electric Cooperative	0.01%	None	None
Gaylyn J. Finn Bowling Green, OH	Retired	Director	Director, The State Bank and Trust Company	Trustee, Wood County Hospital	0.19%	None	None
Timothy J. Stolly Lima, OH	Insurance	Director	Director, The State Bank and Trust Company	Agent and Co-owner of Stolly Insurance Group Board Member Professional Insurance Agents Assoc of Ohio President Lima Interfaith Senior Housing	0.11%	None	Stolly Insurance Agency, Inc (20%) MTBK, LLC Partnership (25%) MTBKW, LLC Partnership (20%) MTBKU, LLC Partnership (25%) MTBKB, LLC Partnership (20%) SOD LLC (33.3%)
Anthony V. Cosentino Defiance, OH	N/A	Executive Officer by Definition	CFO The State Bank and Trust Company	None	0.27%	None	None
Gary M. Cates	Health Care	Director	Director, The State Bank and Trust Company	President, ProMedica Defiance Regional Hospital Director, ProMedica Defiance Regional Board of Trustees Member, ProMedica Defiance Regional Hospital Foundation Board, Director, United Way of Defiance County	0.11%	None	None
Jonathan R. Gathman	N/A	Executive Officer by Definition	Senior Lender	None	0.40%	None	None