

Board of Governors of the Federal Reserve System

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Annual Report of Holding Companies—FR Y-6 2017 MAR 23 P 2:49

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Mark A. Klein

Name of the Holding Company Director and Official

Chairman, President and CEO

Title of the Holding Company Director and Official

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.

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.

[Handwritten Signature]
 3/17/17

Signature of Holding Company Director and Official

Date of Signature

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

1071454

C.I.

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

December 31, 2016

Month / Day / Year

54930028E6P8OT8CTV58

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

SB Financial Group, Inc.

Legal Title of Holding Company

401 Clinton St.

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

Defiance

OH

43512

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Sean M. Gorman

Accountant I

Name

Title

419-785-3658

Area Code / Phone Number / Extension

419-782-3945

Area Code / FAX Number

sean.gorman@yourstatebank.com

E-mail Address

yoursbfinancial.com

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

Is confidential treatment requested for any portion of this report submission? 0=No
1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately

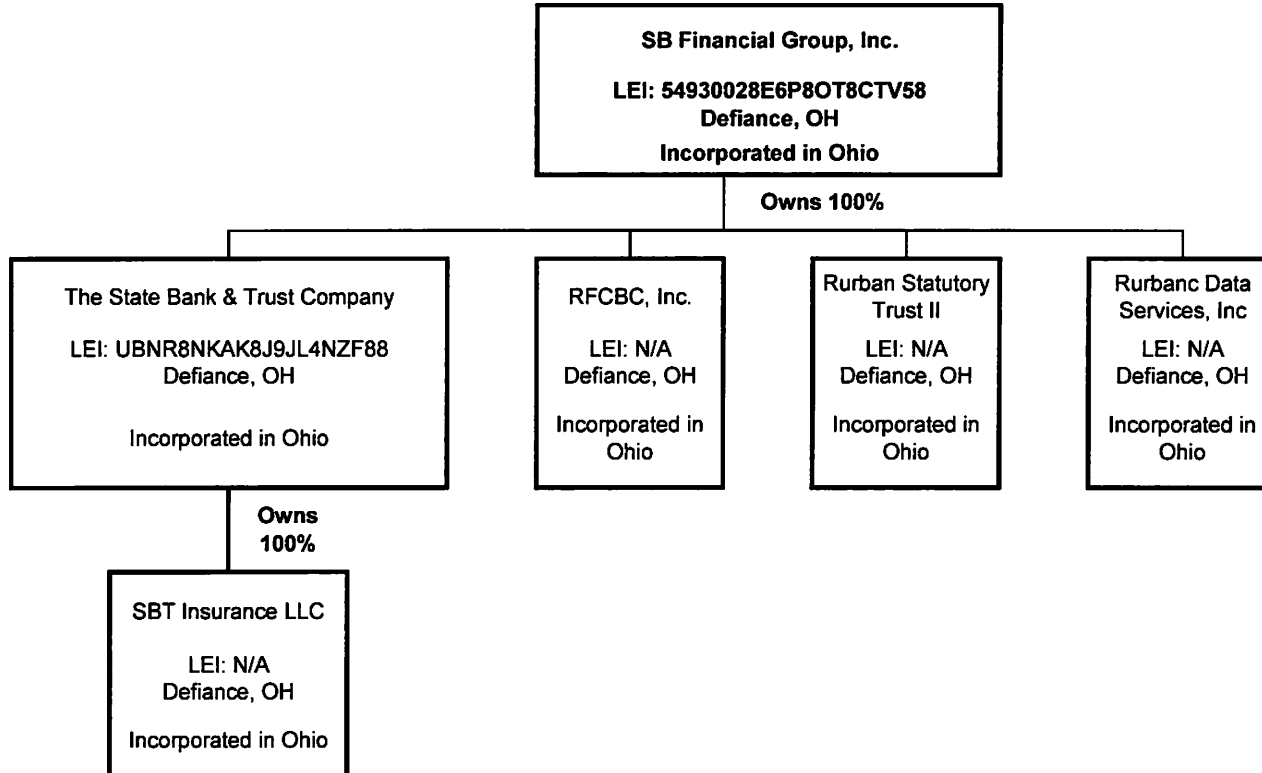
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Annual report to shareholders

N/A: Our Institution files the 10K with the SEC

Annual report can be found on the Holding Company's
webpage at yoursbfinancial.com

Report Item 2. Organization Chart
SB Financial Group, Inc.
Defiance, Ohio
Fiscal Year Ending December 31, 2016



Results: A list of branches for your depository institution: STATE BANK AND TRUST COMPANY, THE (ID RSSD 614313).
 The depository institution is held by SB FINANCIAL GROUP INC (1071454) of DEFIANCE, OH.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 03/10/2017.

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 Procedures

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	12932 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	
CHANGE	3/14/2017	Limited Service	932017	MOTOR BRANCH	510 THROD 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	229466	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	4910984	DUBLIN BANKING CENTER	4080 WEST DUBLIN-GRANVILLE RD	DUBLIN	OH	43017	FRANKLIN	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	4842909	FINDLAY BANKING CENTER	201 E LINCOLN STREET	FINDLAY	OH	45840	HANCOCK	UNITED STATES	Not Required	Not Required	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3358328	MARKET STREET BANKING CENTER	830 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	810 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	26	STATE BANK AND TRUST COMPANY, THE	614313	
OK		Full Service	3358362	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	

Report Item 3(1): Shareholders

SB Financial Group, Inc.

Defiance, Ohio

Fiscal Year Ending December 31, 2016

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.

		<u>No. of shares of Registrant Beneficially Owned</u>	<u>Approximate % of Class (1)</u>
The State Bank and Trust Company, Trustee SB Financial Group Employee Stock Ownership Plan (ESOP) and sole dispositive power of SB Financial Group Inc. dated June 3, 1985. Defiance, OH, USA	USA	466,422	9.51%
Phronesis Partners, L.P. Columbus, OH, USA	USA	355,519	7.25%
Wellington Management Group, LLP Boston, MA USA	USA	295,786	6.03%

(1) Based on 4,872,568 shares outstanding at February 23, 2017.

Report Item 3(2): Shareholders

SB Financial Group, Inc.

Defiance, Ohio

Fiscal Year Ending December 31, 2016

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, 2016

(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) 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, SBFG and The State Bank and Trust Company	Insurance Sales Consultant / Director, Putnam County OD Housing Board / Director, Putnam County YMCA	0.45%	None	None
Richard L. Hardgrove Columbus, Ohio	Retired	Director	Lead Independent Director, SBFG, The State Bank and Trust Company and RDSI	None	0.30%	None	None
Rita A. Kissner Defiance, Ohio	Retired	Director	Director, SBFG, The State Bank and Trust Company and RDSI	Trustee, Past Board Chair Defiance College	0.28%	None	None
Mark A. Klein Defiance, Ohio	N/A	Executive Officer by Definition	Director, Chairman, President and CEO, SBFG, The State Bank and Trust Company and RDSI	Chairman, Promedica-Defiance Regional Hospital Board / Board Member, Toledo Promedica / Board Member, Defiance City Schools/ Defiance College Board Trustee	1.51%	None	3-K Enterprises, LLC (33.33%)
George W. Carter Paulding, Ohio	President CEO, Electric Co-Op	Director	Director, SBFG and The State Bank and Trust Company	President, Chief Executive Officer, Paulding Putnam Electric Cooperative / Director, Buckeye Power Inc.	0.07%	None	None
Gaylyn J. Finn Bowling Green, Ohio	Retired	Director	Director, SBFG and The State Bank and Trust Company	Trustee, Wood County Hospital	0.25%	None	None
Timothy J. Stolly Lima, Ohio	Insurance Agent	Director	Director, SBFG and The State Bank and Trust Company	President, Lima Interfaith Senior Housing / Board Member, Heat Treat Technology, Inc.	0.15%	None	MTBK, LLC Partnership (25%) MTBKW, LLC Partnership (25%) MTBKB, LLC Partnership (25%) MTBKC, LLC Partnership (25%) MTBKM, LLC Partnership (25%) SOD, LLC Partnership (33%)

Report Item 4: Insiders
SB Financial Group, Inc.
 Defiance, Ohio
 Fiscal Year Ending December 31, 2016

(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) 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)
Anthony V. Cosentino Defiance, Ohio	N/A	Executive Officer by Definition	EVP, CFO, SBFG, The State Bank and Trust Company and RDSI	None	0.75%	None	None
Gary M. Cates Defiance, Ohio	Health Care	Director	Director, SBFG and The State Bank and Trust Company	Chief Philanthropy Officer of Promedica Health System / Member of Health System Executive Team Overseeing 13 Foundations	0.13%	None	Cates Holdings, LLC (100%) Cates Trust Agreement (100%)
Jonathan R. Gathman Defiance, Ohio	N/A	Executive Officer by Definition	EVP, Senior Lender of The State Bank and Trust Company	Board, Director, United Way of Defiance County / Board of Trustees, Defiance College	0.69%	None	None
William G. Martin Bryan, Ohio	President & CFO, Manufacturing	Director	Director, SBFG and The State Bank and Trust Company	President/Chief Financial Officer of Spangler Candy Company / Chairman, Bryan Area Foundation	0.11%	None	None