

SB FINANCIAL GROUP, INC.

Form 4

June 21, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN MARK A

2. Issuer Name **and** Ticker or Trading
Symbol
SB FINANCIAL GROUP, INC.
[SBFG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

225 KETTENRING DRIVE

(Street)

DEFIANCE, OH 43512

(City)

(State)

(Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
06/20/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
CHAIRMAN, PRESIDENT & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
COMMON STOCK				(A) or (D)	10,964	I	ESPP
COMMON STOCK				(A) or (D)	10,252	I	ESOP
COMMON STOCK				(A) or (D)	7,410 ⁽¹⁾	D	
COMMON STOCK				(A) or (D)	12,553	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
DEPOSITARY SHARES ⁽²⁾	\$ 10.32	06/20/2016		P		180		<u>(3)</u>	<u>(3)</u>	COMMON SHARES	174.42

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KLEIN MARK A 225 KETTENRING DRIVE DEFIANCE, OH 43512	X CHAIRMAN, PRESIDENT & CEO

Signatures

MARK A.
KLEIN 06/21/2016

 **Signature of
Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) THE SHARES WERE ACQUIRED PURSUANT TO A GRANT OF RESTRICTED STOCK UNITS UNDER THE COMPANY'S 2008 STOCK INCENTIVE PLAN. THE AWARD VESTS IN FOUR EQUAL INSTALLMENTS BEGINNING FEBRUARY 5TH. 2/5/13 AWARD=3,000; 2,250 SHS VESTED=750 2/5/14 AWARD=2,100; 1,050 SHS VESTED=1,050 2/5/15 AWARD=2,168; 542 SHS VESTED=1,626 2/5/16=3,984 (750+1,050+1,626+3,984=7,410)
- (2) REPRESENTING A 1/100TH OWNERSHIP INTEREST IN A 6.50% NONCUMULATIVE CONVERTIBLE PERPETUAL PREFERRED SHARE, SERIES A
- (3) THE DEPOSITARY SHARES ARE CONVERTIBLE INTO COMMON SHARES BY THE HOLDER AT ANYTIME AND HAVE NO EXPIRATION DATE.

Edgar Filing: SB FINANCIAL GROUP, INC. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.