

PEOPLES BANCORP INC
Form 8-K
October 30, 2017

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): October 30, 2017 (October 24, 2017)

PEOPLES BANCORP INC.
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| Ohio | 0-16772 | 31-0987416 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|---|------------|
| 138 Putnam Street, PO Box 738 Marietta, Ohio | 45750-0738 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (740) 373-3155

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:

- 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))

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 2.02 Results of Operations and Financial Condition

On October 24, 2017, management of Peoples Bancorp Inc. (“Peoples”) conducted a facilitated conference call at approximately 11:00 a.m., Eastern Daylight Saving Time, to discuss results of operations for the three and nine months ended September 30, 2017. A replay of the conference call audio will be available on Peoples’ website, www.peoplesbancorp.com, in the “Investor Relations” section for one year. A copy of the transcript of the conference call is included as Exhibit 99 to this Current Report on Form 8-K.

The information contained in this Item 2.02 and Exhibit 99 included with this Current Report on Form 8-K, is being furnished pursuant to Item 2.02 and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

During the conference call, management referred to non-Generally Accepted Accounting Principles (“GAAP”) financial measures that are used by management to provide information useful to investors in understanding Peoples’ operating performance and trends, and to facilitate comparisons with the performance of Peoples’ peers. The following tables show the differences between the non-GAAP financial measures referred to during the conference call and the most directly comparable GAAP-based financial measures.

NON-GAAP FINANCIAL MEASURES

The following non-GAAP financial measures used by Peoples provide information useful to investors in understanding Peoples’ operating performance and trends, and facilitate comparisons with the performance of Peoples’ peers. The following tables summarize the non-GAAP financial measures derived from amounts reported in Peoples’ consolidated financial statements:

| (in \$000’s) | Three Months Ended | | | Nine Months Ended | |
|----------------------------|--------------------------------------|----------|-----------|-------------------|----------|
| | June 30, September 30, September 30, | | | September 30, | |
| | 2017 | 2017 | 2016 | 2017 | 2016 |
| Core non-interest expense: | | | | | |
| Total non-interest expense | \$26,558 | \$26,680 | \$ 26,842 | \$80,569 | \$79,629 |
| Less: System upgrade costs | — | — | 423 | — | 513 |
| Core non-interest expense | \$26,558 | \$26,680 | \$ 26,419 | \$80,569 | \$79,116 |

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| (in \$000's) | Three Months Ended | | | Nine Months Ended | | |
|---|--------------------|---------------|--------------------|--------------------|--------------------|---|
| | September 30, 2017 | June 30, 2017 | September 30, 2016 | September 30, 2017 | September 30, 2016 | |
| Efficiency ratio: | | | | | | |
| Total non-interest expense | \$26,558 | \$26,680 | \$ 26,842 | \$80,569 | \$79,629 | |
| Less: Amortization of intangible assets | 869 | 871 | 1,008 | 2,603 | 3,023 | |
| Adjusted non-interest expense | \$25,689 | \$25,809 | \$ 25,834 | \$77,966 | \$76,606 | |
| Total fee-based income | \$12,610 | \$13,590 | \$ 13,538 | 39,534 | 38,959 | |
| Net interest income | \$29,220 | \$28,090 | \$ 26,123 | \$84,255 | \$78,198 | |
| Add: Fully tax-equivalent adjustment | 460 | 496 | 497 | 1,471 | 1,508 | |
| Net interest income on a fully tax-equivalent basis | \$29,680 | \$28,586 | \$ 26,620 | \$85,726 | \$79,706 | |
| Adjusted revenue | \$42,290 | \$42,176 | \$ 40,158 | \$125,260 | \$118,665 | |
| Efficiency ratio | 60.74 | % 61.19 | % 64.33 | % 62.24 | % 64.56 | % |
| Efficiency ratio adjusted for non-core items: | | | | | | |
| Core non-interest expense | \$26,558 | \$26,680 | \$ 26,419 | \$80,569 | \$79,116 | |
| Less: Amortization of intangible assets | 869 | 871 | 1,008 | 2,603 | 3,023 | |
| Adjusted non-interest expense | \$25,689 | \$25,809 | \$ 25,411 | \$77,966 | \$76,093 | |
| Total fee-based income | \$12,610 | \$13,590 | \$ 13,538 | \$39,534 | \$38,959 | |
| Net interest income on a fully tax-equivalent basis | \$29,680 | \$28,586 | \$ 26,620 | \$85,726 | \$79,706 | |
| Adjusted revenue | \$42,290 | \$42,176 | \$ 40,158 | \$125,260 | \$118,665 | |
| Efficiency ratio adjusted for non-core items | 60.74 | % 61.19 | % 63.28 | % 62.24 | % 64.12 | % |

| (in \$000's) | At or For the Three Months Ended | | | | |
|--|----------------------------------|---------------|-------------------|--------------------|---------------|
| | September 30, 2017 | June 30, 2017 | December 31, 2016 | September 30, 2016 | June 30, 2016 |
| Tangible Equity: | | | | | |
| Total stockholders' equity | \$457,386 | \$451,353 | \$443,009 | \$435,261 | \$440,637 |
| Less: goodwill and other intangible assets | 143,859 | 144,692 | 145,505 | 146,018 | 147,005 |
| Tangible equity | \$313,527 | \$306,661 | \$297,504 | \$289,243 | \$293,632 |
| Tangible Assets: | | | | | |
| Total assets | \$3,552,412 | \$3,525,126 | \$3,459,276 | \$3,432,348 | \$3,363,585 |
| Less: goodwill and other intangible assets | 143,859 | 144,692 | 145,505 | 146,018 | 147,005 |
| Tangible assets | \$3,408,553 | \$3,380,434 | \$3,313,771 | \$3,286,330 | \$3,216,580 |
| Tangible Book Value per Common Share: | | | | | |
| Tangible equity | \$313,527 | \$306,661 | \$297,504 | \$289,243 | \$293,632 |
| Common shares outstanding | 18,281,194 | 18,279,036 | 18,270,508 | 18,200,067 | 18,195,986 |

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| | | | | | | |
|---|-------------|-------------|-------------|-------------|-------------|---|
| Tangible book value per common share | \$17.15 | \$16.78 | \$16.28 | \$15.89 | \$16.14 | |
| Tangible Equity to Tangible Assets Ratio: | | | | | | |
| Tangible equity | \$313,527 | \$306,661 | \$297,504 | \$289,243 | \$293,632 | |
| Tangible assets | \$3,408,553 | \$3,380,434 | \$3,313,771 | \$3,286,330 | \$3,216,580 | |
| Tangible equity to tangible assets | 9.20 | % 9.07 | % 8.98 | % 8.80 | % 9.13 | % |

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| (in \$000's) | Three Months Ended | | September 30, 2016 | Nine Months Ended | | |
|--|--------------------|---------------|--------------------|--------------------|--------------------|---|
| | September 30, 2017 | June 30, 2017 | | September 30, 2017 | September 30, 2016 | |
| Pre-Provision Net Revenue: | | | | | | |
| Income before income taxes | \$16,022 | \$14,180 | \$11,448 | \$42,863 | \$34,538 | |
| Add: provision for loan losses | 1,086 | 947 | 1,146 | 2,657 | 2,828 | |
| Add: loss on debt extinguishment | — | — | — | — | 707 | |
| Add: net loss on OREO | — | 24 | — | 24 | 1 | |
| Add: net loss on investment securities | — | — | 1 | — | — | |
| Add: net loss on other assets | 38 | — | 224 | 41 | 316 | |
| Less: net gain on OREO | 13 | — | — | 13 | — | |
| Less: net gain on investment securities | 1,861 | 18 | — | 2,219 | 862 | |
| Less: net gain on other assets | — | 133 | — | 133 | — | |
| Pre-provision net revenue | \$15,272 | \$15,000 | \$12,819 | \$43,220 | \$37,528 | |
| Pre-provision net revenue | \$15,272 | \$15,000 | \$12,819 | \$43,220 | \$37,528 | |
| Total average assets | \$3,541,220 | \$3,489,701 | \$3,324,636 | \$3,492,772 | \$3,300,338 | |
| Pre-provision net revenue to total average assets (annualized) | 1.71 | % 1.72 | % 1.53 | % 1.65 | % 1.52 | % |

| (in \$000's) | At or For the Three Months Ended | | | For the Nine Months Ended | |
|---|----------------------------------|---------------|--------------------|---------------------------|--------------------|
| | September 30, 2017 | June 30, 2017 | September 30, 2016 | September 30, 2017 | September 30, 2016 |
| Annualized Net Income Excluding Amortization of Other Intangible Assets: | | | | | |
| Net income | \$10,895 | \$9,766 | \$7,792 | \$29,470 | \$23,749 |
| Add: amortization of other intangible assets | 869 | 871 | 1,008 | 2,603 | 3,023 |
| Less: tax effect (at 35% tax rate) of amortization of other intangible assets | 304 | 305 | 353 | 911 | 1,058 |
| Net income excluding amortization of other intangible assets | \$11,460 | \$10,332 | \$8,447 | \$31,162 | \$25,714 |
| Days in the period | 92 | 91 | 92 | 273 | 274 |
| Days in the year | 365 | 365 | 366 | 365 | 366 |
| Annualized net income | \$43,225 | \$39,171 | \$30,999 | \$39,401 | \$31,723 |
| Annualized net income excluding amortization of other intangible assets | \$45,466 | \$41,442 | \$33,604 | \$41,663 | \$34,348 |
| Average Tangible Stockholders' Equity: | | | | | |
| Total average stockholders' equity | \$456,198 | \$447,399 | \$438,606 | \$447,592 | \$430,769 |
| Less: average goodwill and other intangible assets | 144,267 | 145,052 | 147,466 | 144,950 | 148,482 |
| Average tangible stockholders' equity | \$311,931 | \$302,347 | \$291,140 | \$302,642 | \$282,287 |
| Return on Average Stockholders' Equity Ratio: | | | | | |
| Annualized net income | \$43,225 | \$39,171 | \$30,999 | \$39,401 | \$31,723 |

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| | | | | | | |
|---|-----------|-----------|-----------|-----------|-----------|---|
| Average stockholders' equity | \$456,198 | \$447,399 | \$438,606 | \$447,592 | \$430,769 | |
| Return on average stockholders' equity | 9.47 | % 8.76 | % 7.07 | % 8.80 | % 7.36 | % |
| Return on Average Tangible Stockholders' Equity Ratio: | | | | | | |
| Annualized net income excluding amortization of other intangible assets | \$45,466 | \$41,442 | \$33,604 | \$41,663 | \$34,348 | |
| Average tangible stockholders' equity | \$311,931 | \$302,347 | \$291,140 | \$302,642 | \$282,287 | |
| Return on average tangible stockholders' equity | 14.58 | % 13.71 | % 11.54 | % 13.77 | % 12.17 | % |

Item 9.01 Financial Statements and Exhibits

a) - c)
Not applicable.

d) Exhibits
See Index to Exhibits below.

SIGNATURES

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.

PEOPLES BANCORP INC.

Date: October 30, 2017 By: /s/ JOHN C. ROGERS
John C. Rogers

Executive Vice President, Chief Financial Officer and Treasurer

INDEX TO EXHIBITS

| Exhibit Number | Description |
|-------------------|--|
| <u>99</u> | Transcript of conference call conducted by management of Peoples Bancorp Inc. on October 24, 2017 to discuss results of operations for the three and nine months ended September 30, 2017. |