



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))



Peoples Bancorp of North Carolina, Inc.

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Item 5.07. Submission of Matters to a Vote of Security Holders

(a)

Annual Shareholders' Meeting – May 3, 2018

(b)

Directors elected at the meeting are as follows: James S. Abernethy, Robert C. Abernethy, Douglas S. Howard, John W. Lineberger, Jr., Gary E. Matthews, Billy L. Price, Jr. MD, Larry E. Robinson, William Gregory Terry, Dan Ray Timmerman, Sr. and Benjamin I. Zachary

At the May 3, 2018 Annual Shareholders' Meeting the following items were submitted to a vote of shareholders:

1)

Election of Directors:

|                         | Votes For | Votes Against | Votes Withheld | Broker Non-votes |
|-------------------------|-----------|---------------|----------------|------------------|
| James S. Abernethy      | 4,122,686 | -             | 657,873        | 895,413          |
| Robert C. Abernethy     | 4,122,686 | -             | 657,873        | 895,413          |
| Douglas S. Howard       | 4,169,402 | -             | 611,157        | 895,413          |
| John W. Lineberger, Jr. | 4,169,646 | -             | 610,913        | 895,413          |
| Gary E. Matthews        | 4,169,245 | -             | 611,314        | 895,413          |
| Billy L. Price, Jr. MD  | 4,170,177 | -             | 610,382        | 895,413          |
| Larry E. Robinson       | 4,168,504 | -             | 612,055        | 895,413          |
| William Gregory Terry   | 4,163,210 | -             | 617,349        | 895,413          |
| Dan Ray Timmerman, Sr.  | 4,121,093 | -             | 659,466        | 895,413          |
| Benjamin I. Zachary     | 4,122,052 | -             | 658,507        | 895,413          |

2)

Ratification of appointment of Independent Registered Public Accountants – Elliott Davis, PLLC

Votes For – 5,666,208; Votes Against – 5,842; Votes Abstained – 3,922; Broker Non-votes – 0

(c)

Not applicable

3



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 OF  
NORTH CAROLINA, INC.

Date: May 8, 2018 By: /s/ A. Joseph Lampron, Jr.  
A. Joseph Lampron, Jr.  
Executive Vice President and  
Chief Financial Officer