

SB FINANCIAL GROUP, INC.
Form SC 13G
February 15, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

SB Financial Group, Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

78408 D 105

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78408 D 105 13G

Names of Reporting Persons

I.R.S. Identification Nos. of
above persons (entities only)

1

The State Bank and Trust
Company

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of
Organization

4

Ohio

Sole Voting Power

5

18,597

Number of

Shares 6 Shared Voting Power

Beneficially

Owned -0-

by Each

Sole Dispositive Power

Reporting

Person 7

-0-

With

Shared Dispositive Power

8

466,442

Aggregate Amount
Beneficially Owned by Each
Reporting Person

9

466,442

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

10

Percent of Class Represented
by Amount in Row 9

11

9.60% based on 4.86 million
Type of Reporting Person (See
Instructions)

12

BK

CUSIP No.

78408 D

105 13G

Names of
Reporting
Persons

I.R.S.
Identification
Nos. of above
persons (entities
only)

1

SB Financial
Group, Inc.
Employee Stock
Ownership Plan

Check the
Appropriate Box
if a Member of a
Group (See
Instructions)

2

(a)

(b)

SEC Use Only

3

4 Citizenship or
Place of
Organization

Ohio

Sole Voting
Power

5

18,597

Number
of

Shares Beneficially
Owned⁶

Shared
Voting
Power

Owned⁶

by
Each

-0-

Reporting Power
Sole
Dispositive
Power

Person 7

With

-0-

Shared
Dispositive
Power

8

466,442

Aggregate
Amount
Beneficially
Owned by Each
Reporting Person

9

466,442

10 Check if the
Aggregate

Amount in Row
(9) Excludes
Certain Shares
(See
Instructions)

Percent of Class
Represented by
Amount in Row
9

11

9.60% based on
4.86 million

Type of
Reporting Person
(See
Instructions)

12

EP

2

Item 1(a). Name of
Issuer:

SB Financial
Group, Inc.

Item 1(b). Address of
Issuer's
Principal
Executive
Offices:

401 Clinton
Street

Defiance,
Ohio 43512

Item 2(a). Names of
Persons
Filing:

The State
Bank and
Trust
Company

SB Financial
Group, Inc.
Employee
Stock
Ownership
Plan

Item 2(b). Address of
Principal
Business
Office or, if
none,
Residence:

The State
Bank and
Trust
Company

401 Clinton
Street

Defiance,
Ohio 43512

SB Financial
Group, Inc.
Employee
Stock
Ownership
Plan

The State
Bank and
Trust
Company,
Trustee

401 Clinton
Street

Defiance,
Ohio 43512

Item 2(c). Citizenship:

The State
Bank and
Trust
Company -

Organized
under the
laws of Ohio

SB Financial
Group, Inc.
Employee
Stock
Ownership
Plan -

Organized
under the
laws of Ohio

Item 2(d). Title and
Class of
Securities:

Common
Shares,
without par
value

Item 2(e). CUSIP
Number:

78408 D 105

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (e)
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

The State Bank and Trust Company

(a) Amount beneficially owned:

466,442

(b) Percent of class:

9.60%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

18,597

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

466,442

SB Financial Group, Inc. Employee Stock Ownership Plan

(a) Amount beneficially owned:

466,442

(b) Percent of class:

9.60%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

18,597

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

466,442

At December 31, 2016, there were 485,039 common shares owned by the SB Financial Group, Inc. Employee Stock Ownership Plan (the "Plan"). The State Bank and Trust Company is the trustee of the Plan. Under the terms of the Plan, the trustee votes all of the shares allocated to the accounts of participants as directed by the participants to whose accounts such shares have been allocated. With respect to unallocated shares, the Plan provides that the Trustee shall vote such shares in the Trustee's discretion. As of December 31, 2016, 466,442 of the shares held by

the Plan have
been allocated
to Plan
participants.

The trustee has
limited power
to dispose of
Plan shares, as
set forth in the
Plan, such as
in order to pay
Plan
participants.

The trustee is
directed by the
Plan to invest
primarily in
shares of SB
Financial
Group, Inc.

Item 5.

Ownership of
Five Percent
or Less of a
Class:

Not applicable

Item 6.

Ownership of
More than
Five Percent
on Behalf of
Another
Person:

Not applicable

Item 7.

Identification
and
Classification
of the
Subsidiary
Which
Acquired the
Security Being
Reported on
By the Parent
Holding
Company:

Not applicable

Item 8. Identification and Classification of Members of the Group:

Not applicable

Item 9. Notice of Dissolution of Group:

Not applicable

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction

having that
purpose or
effect, other
than activities
solely in
connection
with a
nomination
under
§240.14a-11.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE STATE BANK AND TRUST COMPANY

Date: February 15, 2017 By: /s/ Anthony V. Cosentino
Anthony V. Cosentino, Chief Financial Officer

SB FINANCIAL GROUP, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

By: The State Bank and Trust Company, Trustee

Date: February 15, 2017 By: /s/ Anthony V. Cosentino
Anthony V. Cosentino, Chief Financial Officer

EXHIBIT A

AGREEMENT FOR JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that the Schedule 13G being filed with the Securities and Exchange Commission to report their beneficial ownership of more than 5% of the common shares of SB Financial Group, Inc., an Ohio corporation, shall be, and is, filed on behalf of each of the undersigned.

THE STATE BANK AND TRUST COMPANY

Date: February 15, 2017 By: /s/ Anthony V. Cosentino
Anthony V. Cosentino, Chief Financial Officer

SB FINANCIAL GROUP, INC
EMPLOYEE STOCK OWNERSHIP PLAN

By: The State Bank and Trust Company, Trustee

Date: February 15, 2017 By: /s/ Anthony V. Cosentino
Anthony V. Cosentino, Chief Financial Officer