

PEOPLES BANCORP INC  
Form S-4/A  
January 27, 2015

As filed with the Securities and Exchange Commission on January 27, 2015

Registration No. 333-199152

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

**Amendment No. 5**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Peoples Bancorp Inc.**

**(Exact name of Registrant as specified in its charter)**

|  |   |   |
|--|---|---|
| <b>Ohio</b><br>(State or other jurisdiction of<br>incorporation or organization) | <b>6021</b><br>(Primary Standard Industrial<br>Classification Code Number)<br>138 Putnam Street, Marietta, Ohio | <b>31-0987416</b><br>(I.R.S. Employer<br>Identification Number) |
|--|---|---|

(740) 373-3155

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

**M. Ryan Kirkham, Esq.**

**Corporate Counsel**

**Peoples Bancorp Inc.**

**138 Putnam Street, Marietta, Ohio**

**(740) 376-7574**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Susan B. Zaunbrecher, Esq.**

**Dinsmore & Shohl LLP**

**First Financial Center**

**255 E. Fifth Street, Suite 1900**

**Cincinnati, Ohio 45202**

**Phone: (513) 977-8171**

**Cynthia A. Shafer, Esq.**

**Vorys, Sater, Seymour and Pease LLP**

**Great American Tower**

**301 East Fourth Street, Suite 3500**

**Cincinnati, Ohio 45202**

**Phone: (513) 723-4009**

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer "

Accelerated filer

Non-accelerated filer " (do not check if smaller reporting company)

Smaller reporting company "

If applicable, place an  in the box to designate the appropriate rule provision relied upon in conducting this transaction:

" Exchange Act Rule 13e-4(i)(Cross-Border Tender Offer)

" Exchange Act Rule 14d-1(d)(Cross-Border Third Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to Section 8(a), may determine.**

**EXPLANATORY NOTE**

Peoples Bancorp Inc. is filing this Amendment No. 5 to Form S-4 (File No. 333-199152) ( Amendment No. 5 ) solely to include the updated consent of BKD, LLP, the auditor of NB&T Financial Group, Inc. Accordingly, this Amendment No. 5 consists only of this explanatory note, and revised versions of the facing page and Exhibit 23.3, including the signatures and the exhibit index. This Amendment No. 5 does not contain a copy of the joint proxy statement/prospectus that was included in Amendment No. 4 to Form S-4, and is not intended to amend or delete any part of the joint proxy statement/prospectus.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marietta, State of Ohio, on January 27, 2015.

PEOPLES BANCORP INC.

By: /s/ Charles W. Sulerzyski  
 Charles W. Sulerzyski  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Name  | Date             | Capacity   |
|---|------------------|--|
| /s/ Charles W. Sulerzyski<br>Charles W. Sulerzyski  | January 27, 2015 | President, Chief Executive Officer and Director  |
| /s/ Edward G. Sloane<br>Edward G. Sloane            | January 27, 2015 | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) |
| /s/ Tara M. Abraham*<br>Tara M. Abraham             | January 27, 2015 | Director   |
| /s/ Carl L. Baker, Jr.*<br>Carl L. Baker, Jr.       | January 27, 2015 | Director   |
| /s/ George W. Broughton*<br>George W. Broughton     | January 27, 2015 | Director   |
| /s/ David F. Dierker*<br>David F. Dierker           | January 27, 2015 | Director   |
| /s/ Richard Ferguson*<br>Richard Ferguson           | January 27, 2015 | Chairman of the Board and Director   |
| /s/ James S. Huggins*<br>James S. Huggins           | January 27, 2015 | Director   |
| /s/ Brenda F. Jones, M.D.*<br>Brenda F. Jones, M.D. | January 27, 2015 | Director   |
| /s/ David L. Mead*<br>David L. Mead                 | January 27, 2015 | Director   |

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/s/ Susan D. Rector\*  
Susan D. Rector

January 27, 2015 Director

/s/ Thomas J. Wolf\*  
Thomas J. Wolf

January 27, 2015 Director

\* The above-named directors of the Registrant sign this Registration Statement on Form S-4 by Charles W. Sulerzyski, their attorney-in-fact, pursuant to Powers of Attorney signed by the above-named directors, which Powers of Attorney are filed with this Registration Statement on Form S-4 as exhibits.

By: /s/ Charles W. Sulerzyski  
Charles W. Sulerzyski  
President and Chief Executive Officer

Attorney-in-Fact

## INDEX TO EXHIBITS

| Exhibit Number | Description  | Exhibit Location  |
|----------------|--|---|
| 2.1            | Agreement and Plan of Merger, dated as of August 4, 2014, as amended, by and between Peoples Bancorp Inc. and NB&T Financial Group, Inc.   | Included as Annex A to the proxy statement/prospectus, which forms a part of this Registration Statement on Form S-4  |
| 3.1(a)         | Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on May 3, 1993)   | Incorporated herein by reference to Exhibit 3(a) to the Registration Statement on Form 8-B of Peoples filed July 20, 1993 (File No. 0-16772)  |
| 3.1(b)         | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 22, 1994)  | Incorporated herein by reference to Exhibit 3(a)(2) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (File No. 0-16772) ( Peoples 1997 Form 10-K )             |
| 3.1(c)         | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 9, 1996)   | Incorporated herein by reference to Exhibit 3(a)(3) to Peoples 1997 Form 10-K   |
| 3.1(d)         | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 23, 2003)  | Incorporated herein by reference to Exhibit 3(a) to Peoples Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003 (File No. 0-16772) ( Peoples March 31, 2003 Form 10-Q ) |
| 3.1(e)         | Certificate of Amendment by Shareholders to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on January 22, 2009)  | Incorporated herein by reference to Exhibit 3.1 to Peoples Current Report on Form 8-K dated and filed on January 23, 2009 (File No. 0-16772)  |
| 3.1(f)         | Certificate of Amendment by Directors to Articles filed with the Ohio Secretary of State on January 28, 2009, evidencing adoption of amendments by the Board of Directors of Peoples Bancorp Inc. to Article FOURTH of Amended Articles of Incorporation to establish express terms of Fixed Rate Cumulative Perpetual Preferred Shares, Series A, each without par value, of Peoples Bancorp Inc. | Incorporated herein by reference to Exhibit 3.1 to Peoples Current Report on Form 8-K dated and filed on February 2, 2009 (File No. 0-16772)  |
| 3.1(g)         | Amended Articles of Incorporation of Peoples Bancorp Inc. (reflecting amendments through January 28, 2009) [For SEC reporting compliance purposes only not filed with Ohio Secretary of State]   | Incorporated herein by reference to Exhibit 3.1(g) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (File No. 0-16772) ( Peoples 2008 Form 10-K )              |
| 3.2(a)         | Code of Regulations of Peoples Bancorp Inc.  | Incorporated herein by reference to Exhibit 3(b) to Peoples July 20, 1993 Form 8-B  |
| 3.2(b)         | Certified Resolutions Regarding Adoption of Amendments to Sections 1.03, 1.04, 1.05, 1.06, 1.08, 1.10, 2.03(C), 2.07, 2.08, 2.10 and 6.02 of the   | Incorporated herein by reference to Exhibit 3(c) to Peoples March 31, 2003 Form 10-Q  |



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Code of Regulations of Peoples Bancorp Inc. by  
shareholders on April 10, 2003

- 3.2(c) Certificate regarding adoption of amendments to Sections 3.01, 3.03, 3.04, 3.05, 3.06, 3.07, 3.08 and 3.11 of the Code of Regulations of Peoples Bancorp Inc. by shareholders on April 8, 2004
- Incorporated herein by reference to Exhibit 3(a) to Peoples Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004 (File No. 0-16772)

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| 3.2(d) | Certificate regarding adoption of amendments to Sections 2.06, 2.07, 3.01 and 3.04 of Peoples Bancorp Inc. s Code of Regulations by the shareholders on April 13, 2006               | Incorporated herein by reference to Exhibit 3.1 to Peoples Current Report on Form 8-K dated and filed on April 14, 2006 (File No. 0-16772)   |
| 3.2(e) | Certificate regarding adoption of an amendment to Section 2.01 of Peoples Bancorp Inc. s Code of Regulations by shareholders on April 22, 2010                                       | Incorporated herein by reference to Exhibit 3.2(e) to Peoples Quarterly Report on Form 10-Q/A (Amendment No. 1) for the quarterly period ended June 30, 2010 (File No. 0-16772). ( Peoples June 30, 2010 Form 10-Q/A ) |
| 3.2(f) | Code of Regulations of Peoples Bancorp Inc. (reflecting amendments through April 22, 2010) [For SEC reporting compliance purposes only]  | Incorporated herein by reference to Exhibit 3.2(f) to Peoples June 30, 2010 Form 10-Q/A  |
| 4.1    | Agreement to furnish instruments and agreements defining rights of holders of long-term debt   | Incorporated herein by reference to Exhibit 4.1 to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2013 (File No. 0-16772)( Peoples 2013 Form 10-K )   |
| 4.2    | Loan Agreement, dated as of December 18, 2012, between Peoples Bancorp Inc., as Borrower, and U.S. Bank National Association, as Lender  | Incorporated herein by reference to Exhibit 4.1 to Peoples Current Report on Form 8-K, dated and filed December 21, 2012 (File No. 0-16772) ( Peoples December 21, 2012 Form 8-K )                                     |
| 4.3    | Revolving Credit Note in the principal sum of \$5,000,000 issued by Peoples Bancorp Inc. on December 18, 2012 to U.S. Bank National Association                                      | Incorporated herein by reference to Exhibit 4.2 to Peoples December 21, 2012 Form 8-K  |
| 4.4    | Term Note in the principal sum of \$24,000,000 issued by Peoples Bancorp Inc. on December 18, 2012 to U.S. Bank National Association   | Incorporated herein by reference to Exhibit 4.3 to Peoples December 21, 2012 Form 8-K  |
| 4.5    | Negative Pledge Agreement, dated December 18, 2012 between Peoples Bancorp Inc. and U.S. Bank National Association   | Incorporated herein by reference to Exhibit 4.4 to Peoples December 21, 2012 Form 8-K  |
| 4.6    | First Amendment to Revolving Credit Note executed by Peoples Bancorp Inc., as Borrower, and accepted by U.S. Bank National Association, as Lender, effective as of December 17, 2013 | Incorporated herein by reference to Exhibit 4.1 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014 (File No. 0-16772) (Peoples September 30, 2014 Form 10-Q )                  |
| 4.7    | Second Amendment to Revolving Credit Note executed by Peoples Bancorp Inc., as Borrower, and accepted by U.S. Bank National Association, as Lender, effective as of August 4, 2014   | Incorporated herein by reference to Exhibit 4.2 to Peoples September 30, 2014 Form 10-Q  |
| 4.8    | First Amendment to Loan Agreement executed by Peoples Bancorp Inc., as Borrower, and accepted by U.S. Bank National Association, as Lender, effective as of August 4, 2014           | Incorporated herein by reference to Exhibit 4.3 to Peoples September 30, 2014 Form 10-Q  |

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|         | Opinion of Dinsmore & Shohl LLP regarding the legality of the securities being registered   | Incorporated herein by reference to Exhibit 5.1 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |
| 8.1     | Opinion of Vorys, Sater, Seymour and Pease LLP regarding certain tax matters  | Incorporated herein by reference to Exhibit 8.1 to Peoples Registration Statement on Form S-4 filed October 3, 2014 (Registration Statement No. 333-199152)     |
| 10.1(a) | Peoples Bancorp Inc. Third Amended and Restated Deferred Compensation Plan for Directors of Peoples Bancorp Inc. and Subsidiaries (Amended and Restated Effective June 26, 2014)* | Incorporated herein by reference to Exhibit 10.2 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014 (File No. 0-16772)       |

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| 10.1(b) | Rabbi Trust Agreement, made January 6, 1998, between Peoples Bancorp Inc. and The Peoples Banking and Trust Company (predecessor to Peoples Bank, National Association) as Trustee*               | Incorporated herein by reference to Exhibit 10.1(c) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (File No. 0-16772)                            |
| 10.2    | Peoples Bancorp Inc. Amended and Restated Incentive Award Plan (Amended and Restated Effective December 11, 2008) [Effective for the fiscal year ended December 31, 2009]*                        | Incorporated herein by reference to Exhibit 10.2 of Peoples 2008 Form 10-K  |
| 10.3    | Summary of Incentive Plan for Executive Officers and other employees of Peoples Bancorp Inc. [Effective for the fiscal year ended December 31, 2010]*   | Incorporated herein by reference to Exhibit 10.2(b) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2009 (File No. 0-16772) ( Peoples 2009 Form 10-K ) |
| 10.4    | Summary of Peoples Bancorp Inc. Annual Incentive Program for Executive Officers and other employees of Peoples Bancorp Inc. [Effective for the fiscal year beginning January 1, 2012]*            | Incorporated herein by reference to Exhibit 10.2(c) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2011 (File No. 0-16772) ( Peoples 2011 Form 10-K ) |
| 10.5    | Summary of Peoples Bancorp Inc. Long Term Incentive Program for Executive Officers and other employees of Peoples Bancorp Inc. [Effective for the fiscal year beginning January 1, 2012]*         | Incorporated herein by reference to Exhibit 10.2(d) to Peoples 2011 Form 10-K   |
| 10.6    | Peoples Bancorp Inc. 1995 Stock Option Plan.*   | Incorporated herein by reference to Exhibit 4 to Peoples Registration Statement on Form S-8 filed May 24, 1995 (Registration Statement No. 33-59569)                                |
| 10.7    | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to non-employee directors of Peoples under Peoples Bancorp Inc. 1995 Stock Option Plan.*              | Incorporated herein by reference to Exhibit 10(k) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 1995 (File No. 0-16772) ( Peoples 1995 Form 10-K )   |
| 10.8    | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to non-employee directors of Peoples subsidiaries under Peoples Bancorp Inc. 1995 Stock Option Plan.* | Incorporated herein by reference to Exhibit 10(l) to Peoples 1995 Form 10-K   |
| 10.9    | Form of Stock Option Agreement used in connection with grant of incentive stock options under Peoples Bancorp Inc. 1995 Stock Option Plan.*   | Incorporated herein by reference to Exhibit 10(m) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 1998 (File No. 0-16772) ( Peoples 1998 Form 10-K )   |
| 10.10   | Peoples Bancorp Inc. 1998 Stock Option Plan.*   | Incorporated herein by reference to Exhibit 10 to Peoples Registration Statement on Form S-8 filed September 4, 1998 (Registration Statement No. 333-62935)                         |
| 10.11   | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to non-employee directors of Peoples under Peoples  | Incorporated herein by reference to Exhibit 10(o) to Peoples 1998 Form 10-K   |

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Bancorp Inc. 1998 Stock Option Plan.\*

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| 10.12 | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to consultants/advisors of Peoples under Peoples Bancorp Inc. 1998 Stock Option Plan.* | Incorporated herein by reference to Exhibit 10(p) to Peoples 1998 Form 10-K  |
| 10.13 | Form of Stock Option Agreement used in connection with grant of incentive stock options under Peoples Bancorp Inc. 1998 Stock Option Plan.*  | Incorporated herein by reference to Exhibit 10(o) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 1999 (File No. 0-16772) |

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| 10.14 | Peoples Bancorp Inc. 2002 Stock Option Plan.*   | Incorporated herein by reference to Exhibit 10 to Peoples Registration Statement on Form S-8 filed April 15, 2002 (Registration Statement No. 333-86246)                          |
| 10.15 | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to non-employee directors of Peoples under Peoples Bancorp Inc. 2002 Stock Option Plan.*                    | Incorporated herein by reference to Exhibit 10(r) to Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2002 (File No. 0-16772) ( Peoples 2002 Form 10-K ) |
| 10.16 | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to directors of Peoples subsidiaries under Peoples Bancorp Inc. 2002 Stock Option Plan.*                    | Incorporated herein by reference to Exhibit 10(s) to Peoples 2002 Form 10-K   |
| 10.17 | Form of Stock Option Agreement used in connection with grant of non-qualified stock options to employees of Peoples under Peoples Bancorp Inc. 2002 Stock Option Plan.*                                 | Incorporated herein by reference to Exhibit 10(t) to Peoples 2002 Form 10-K   |
| 10.18 | Form of Stock Option Agreement used in connection with grant of incentive stock options under Peoples Bancorp Inc. 2002 Stock Option Plan.*   | Incorporated herein by reference to Exhibit 10(u) to Peoples 2002 Form 10-K   |
| 10.19 | Summary of Perquisites for Executive Officers of Peoples Bancorp Inc.*  | Incorporated herein by reference to Exhibit 10.19 to Peoples 2013 Form 10-K   |
| 10.20 | Summary of Base Salaries for Executive Officers of Peoples Bancorp Inc.*  | Incorporated herein by reference to Exhibit 10.20 to Peoples 2013 Form 10-K   |
| 10.21 | Summary of Compensation for Directors of Peoples Bancorp Inc.*  | Incorporated herein by reference to Exhibit 10.21 to Peoples 2013 Form 10-K   |
| 10.22 | Peoples Bancorp Inc. Second Amended and Restated 2006 Equity Plan (approved by shareholders on April 25, 2013; sometimes referred to as Peoples Bancorp Inc. 2006 Equity Plan )*                        | Incorporated herein by reference to Exhibit 10.1 to Peoples Current Report on Form 8-K dated and filed on April 26, 2013 (File No. 0-16772)                                       |
| 10.23 | Form of Peoples Bancorp Inc. 2006 Equity Plan Nonqualified Stock Option Agreement used and to be used to evidence grant of nonqualified stock option to non-employee directors of Peoples Bancorp Inc.* | Incorporated herein by reference to Exhibit 10(c) of Peoples Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2006 (File No. 0-16772)                        |
| 10.24 | Form of Peoples Bancorp Inc. 2006 Equity Plan Restricted Stock Agreement for employees used and to be used to evidence awards of restricted stock granted to employees of Peoples Bancorp Inc.*         | Incorporated herein by reference to Exhibit 10.29 of Peoples Annual Report on Form 10-K for the fiscal year ended December 31, 2006 (File No. 0-16722) ( Peoples 2006 Form 10-K ) |
| 10.25 | Form of Peoples Bancorp Inc. 2006 Equity Plan SAR Agreement for employees used and to be used to evidence awards of stock appreciation rights granted to employees of Peoples Bancorp Inc.*             | Incorporated herein by reference to Exhibit 10.31 of Peoples 2006 Form 10-K   |
| 10.26 | Peoples Bancorp Inc. Second Amended and Restated  | Incorporated herein by reference to Exhibit 10.2 to   |

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2006 Equity Plan Time-Based Restricted Stock  
Award Agreement (for Executives) to be used for  
grants on and after June 27, 2013

Peoples Quarterly Report on Form 10-Q for the  
quarterly period ended June 30, 2013 (File No.  
0-16772) ( Peoples June 30, 2013 Form 10-Q )

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| 10.27 | Peoples Bancorp Inc. Second Amended and Restated 2006 Equity Plan Time-Based Restricted Stock Award Agreement (for Non-Employee Directors) to be used for grants on and after June 27, 2013   | Incorporated herein by reference to Exhibit 10.3 to Peoples June 30, 2013 Form 10-Q  |
| 10.28 | Peoples Bancorp Inc. Nonqualified Deferred Compensation Plan (adopted effective July 25, 2013)  | Incorporated herein by reference to Exhibit 10.4 to Peoples June 30, 2013 Form 10-Q  |
| 10.29 | Peoples Bancorp Inc. Second Amended and Restated 2006 Equity Plan Performance-Based Restricted Stock Award Agreement (for Executives) to be used for grants on and after July 25, 2013  | Incorporated herein by reference to Exhibit 10.5 to Peoples June 30, 2013 Form 10-Q  |
| 10.30 | Amended and Restated Change in Control Agreement, between Peoples Bancorp Inc. and Carol A. Schneeberger (amended and restated effective December 11, 2008)*  | Incorporated herein by reference to Exhibit 10.21 to Peoples 2008 Form 10-K  |
| 10.31 | Amended and Restated Change in Control Agreement, between Peoples Bancorp Inc. and Edward G. Sloane (amended and restated effective December 11, 2008)*   | Incorporated herein by reference to Exhibit 10.34 to Peoples 2008 Form 10-K  |
| 10.32 | Change in Control Agreement between Peoples Bancorp Inc. and Daniel K. McGill (adopted September 14, 2009)*   | Incorporated herein by reference to Exhibit 10.1 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009 (File No. 0-16722) |
| 10.33 | Change in Control Agreement between Peoples Bancorp Inc. and Richard W. Stafford (adopted February 8, 2010)*  | Incorporated herein by reference to Exhibit 10.31 to Peoples 2009 Form 10-K  |
| 10.34 | Change in Control Agreement between Peoples Bancorp Inc. and Timothy H. Kirtley (adopted August 29, 2011).*   | Incorporated herein by reference to Exhibit 10.1 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 (File No. 0-16772) |
| 10.35 | Change in Control Agreement between Peoples Bancorp Inc. and Charles W. Sulerzyski (adopted April 21, 2011).*   | Incorporated herein by reference to Exhibit 10.2 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011 (File No. 0-16772)      |
| 10.36 | Form of Peoples Bancorp Inc. 2006 Equity Plan Performance-Based Restricted Stock Agreement for employees used and to be used to evidence awards of performance-based restricted stock granted to employees of Peoples Bancorp Inc. *  | Incorporated herein by reference to Exhibit 10.8 to Peoples Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011 (File No. 0-16772)     |
| 10.37 | Form of Peoples Bancorp Inc. Amended and Restated 2006 Equity Plan Performance-Based Restricted Stock Agreement for executives used to evidence awards of performance-based restricted stock granted to executives of Peoples Bancorp Inc. (from January 1, 2012 to July 24, 2013)* | Incorporated herein by reference to Exhibit 10.41 to Peoples 2011 Form 10-K  |



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| 10.38 | Form of Peoples Bancorp Inc. Amended and Restated 2006 Equity Plan Time-Based Restricted Stock Agreement for executives used to evidence awards of time-based restricted stock granted to executives of Peoples Bancorp Inc. (from January 1, 2012 to June 26, 2013)* | Incorporated herein by reference to Exhibit 10.43 to Peoples 2011 Form 10-K              |
| 10.39 | Form of Peoples Bancorp Inc. Amended and Restated 2006 Equity Plan Time-Based Restricted Stock Award Agreement for executives used and to be used to evidence awards of time-based restricted stock granted to executives of Peoples Bancorp Inc.<br>*                | Incorporated herein by reference to Exhibit 10.1 to Peoples September 30, 2012 Form 10-Q |

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| 21.1 | Subsidiaries of Peoples Bancorp Inc.  | Incorporated herein by reference to Exhibit 21 to Peoples 2013 Form 10-K   |
| 23.1 | Consent of Independent Registered Public Accounting Firm Ernst & Young LLP  | Incorporated herein by reference to Exhibit 23.1 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |
| 23.2 | Consent of Dinsmore & Shohl LLP   | Included as part of its opinion filed as Exhibit 5.1 and incorporated herein by reference  |
| 23.3 | Consent of Independent Registered Public Accounting Firm - BKD, LLP   | Filed herewith   |
| 23.4 | Consent of Vorys, Sater, Seymour and Pease LLP  | Included as part of its opinion filed as Exhibit 8.1 and incorporated herein by reference  |
| 24.1 | Powers of Attorney for Directors and Executive Officers of Peoples Bancorp Inc.   | Incorporated herein by reference to Exhibit 24.1 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |
| 99.1 | Consent of Keefe, Bruyette & Woods, Inc.  | Incorporated herein by reference to Exhibit 99.1 to Peoples Registration Statement on Form S-4 filed on December 8, 2014 (Registration Statement No. 333-199152) |
| 99.2 | Consent of Raymond James & Associates, Inc.   | Incorporated herein by reference to Exhibit 99.2 to Peoples Registration Statement on Form S-4 filed on January 5, 2015 (Registration Statement No. 333-199152)  |
| 99.3 | Form of Proxy Card for Special Meeting of Shareholders of NB&T Financial Group, Inc.  | Incorporated herein by reference to Exhibit 99.3 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |
| 99.4 | Form of NB&T Financial Employee Stock Ownership Plan ESOP Voting Instruction Card for Special Meeting of Shareholders of NB&T Financial Group, Inc. | Incorporated herein by reference to Exhibit 99.4 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |
| 99.5 | Form of Proxy Card for Special Meeting of Shareholders of Peoples Bancorp Inc.  | Incorporated herein by reference to Exhibit 99.5 to Peoples Registration Statement on Form S-4 filed on January 23, 2015 (Registration Statement No. 333-199152) |

\* Management Compensation Plan or Agreement