

LCNB CORP
Form SC 13G/A
February 06, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.: 1)*

LCNB Corp.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
50181P100
(CUSIP Number)
December 31, 2018
(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 Notes).

SCHEDULE 13G

CUSIP No. 50181P100

Names of Reporting Persons
I.R.S. Identification Nos. of
1. Above Persons (Entities)
LCNB Corp. I.R.S. ID No.
31-1626393
Check the Appropriate Box
2. if a Member of a Group (a) [
] (b) []
3. SEC Use Only
Citizenship or Place of
4. Organization
Ohio

Number
of
Shares
Beneficially
Owned
with Sole Voting Power
by 341,920
Each
Reporting
Person
With:

- 6. Shared Voting Power
285,270
- 7. Sole Dispositive Power
0
- 8. Shared Dispositive Power
627,190

- Aggregate Amount Beneficially Owned By Each Reporting Person:
- 9. 627,190
 - 10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:
Percent of Class Represented by Amount in Row (9):
 - 11. 4.72%
Type of Reporting Person:
 - 12. HC



SCHEDULE 13G

CUSIP No. 50181P100

Names of Reporting Persons
I.R.S. Identification Nos. of
Above Persons (Entities)
1.

LCNB National Bank
I.R.S. ID No. 31-0352330
Check the Appropriate Box
2. if a Member of a Group (a) [
] (b) []

3. SEC Use Only
Citizenship or Place of
Organization
4.

U.S.A.

Number
of
Shares
Beneficially
Owned or Sole Voting Power
by 341,920
Each
Reporting
Person
With:

6. Shared Voting Power
285,270

7. Sole Dispositive Power
0

8. Shared Dispositive Power
627,190

Aggregate Amount Beneficially Owned By Each Reporting Person:
9.

627,190

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:
Percent of Class Represented by Amount in Row (9):

11.
4.72%

Type of Reporting Person:

12.
BK



Item Name of Issuer:

1(a)

LCNB Corp.

Address of Issuer's Principal Executive Offices:

Item

1(b) 2 N. Broadway

Lebanon, OH 45036

Name of Person(s) Filing:

Item

2(a) LCNB Corp.

LCNB National Bank

Address of Principal Business Office:

Item

2(b) 2 N. Broadway

Lebanon, OH 45036

Citizenship:

Item

2(c)

Ohio

Title of Class of Securities:

Item

2(d)

Common Stock

CUSIP Number:

Item

2(e)

50181P100

Item If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether filing person(s)

3 is (are)

(a) Broker or dealer registered under Section 15 of the Act.

(b) Bank as defined in Section 3(a) (6) of the Act.

(c) Insurance company as defined in Section 3(a)(19) of the Act.

(d) Investment company registered under Section 8 of the Investment Company Act.

(e) Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

(f) Employee benefit plan, pension fund which is subject to provisions of Employee Retirement Income Security Act of 1974 or endowment fund; see Rule 13d-1(b) (1) (ii) (F).

(g) Parent Holding Company in accordance with Rule 13d-1 (b) (ii) (G).

(h) Savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.

(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

(j) Group, in accordance with Rule 13d-1(b) (1) (ii) (3).

Item 4 Ownership

(a) Amount Beneficially Owned:	627,190
(b) Percent of Class:	4.72%
(c) Number of Shares as to which LCNB Corp. has:	
(i) Sole power to vote or direct the vote:	341,920
(ii) Shared power to vote or direct the vote:	285,270
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	627,190

Number of Shares as to which LCNB National Bank has:

(i) Sole power to vote or direct the vote:	341,920
(ii) Shared power to vote or direct the vote:	285,270
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	627,190

LCNB National Bank is a wholly owned subsidiary of LCNB Corp. and LCNB Corp. is therefore deemed to be the beneficial owner of all shares held by LCNB National Bank.

Ownership of Five Percent or Less of a Class

Item ~~6~~
 If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

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

Item ~~6~~
 N/A
 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Item ~~7~~
 N/A
 Identification and Classification of Members of the Group

Item ~~8~~
 N/A
 Dissolution of Group

Item ~~9~~
 N/A
 Certification

Item ~~10~~
 N/A

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, it is hereby certified that the information set forth in this statement is true, complete and correct.

Date: February 6, 2019

LCNB Corp.

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

LCNB National Bank

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

EXHIBIT 99

Filing Agreement dated February 6, 2019

Re: Joint Filing of Schedule 13G and all amendments

The undersigned hereby agree that:

- (i) each of them is individually eligible to use the Schedule 13G attached hereto;
- (ii) the attached Schedule 13G, including any and all amendments thereto, is filed on behalf of each of them; and
- (iii) each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information therein concerning itself; but none of them is responsible for the completeness and accuracy of the information concerning the other persons making the filing, unless it knows or has reason to believe that such information is inaccurate.

Date: February 6, 2019

LCNB Corp.

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

LCNB National Bank

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

" style="BORDER-LEFT: black 0.75pt solid; BORDER-BOTTOM: black 1px solid">

9

SOLE DISPOSITIVE POWER

- 0 -

10

SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -1

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

x

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

- 0 -

14

TYPE OF REPORTING PERSON

IN

1 See Item 5.

7

CUSIP NO. 91851C201

1 NAME OF REPORTING PERSON

CLARENCE COTTMAN III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x
(b) o

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

- 0 -1

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES x

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

- 0 -

14 TYPE OF REPORTING PERSON

IN

1 See Item 5.

CUSIP NO. 91851C201

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On May 7, 2008, Nanes Delorme Partners filed with the Securities and Exchange Commission a Definitive Proxy Statement in connection with Nanes Delorme Partners’ solicitation of proxies for the election of Julien Balkany, Leonard Toboroff and Clarence Cottman III, as set forth therein, to the Issuer’s Board of Directors at the Issuer’s annual meeting of stockholders scheduled to be held on June 4, 2008.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 59,194,182 Shares outstanding, which is the total number of Shares reported to be outstanding as of April 14, 2008 in the Issuer’s Definitive Proxy Statement on Schedule 14A, as filed with the Securities and Exchange Commission on April 24, 2008.

As of the date hereof, Nanes Delorme Partners beneficially owns 4,700,000 Shares, constituting approximately 7.9% of the Shares outstanding. As the general partner of Nanes Delorme Partners, Nanes Balkany Partners may be deemed to beneficially own the 4,700,000 Shares owned by Nanes Delorme Partners, constituting approximately 7.9% of the Shares outstanding. As the investment manager of Nanes Delorme Partners, Nanes Balkany Management may be deemed to beneficially own the 4,700,000 Shares owned by Nanes Delorme Partners, constituting approximately 7.9% of the Shares outstanding. As the managing members of Nanes Balkany Partners and Nanes Balkany Management, Messrs. Balkany and Nanes may be deemed to beneficially own the 4,700,000 Shares owned by Nanes Delorme Partners, constituting approximately 7.9% of the Shares outstanding. Messrs. Balkany and Nanes have sole voting and dispositive power with respect to the 4,700,000 Shares owned by Nanes Delorme Partners by virtue of their authority to vote and dispose of such Shares.

Messrs. Toboroff and Cottman do not directly own any Shares. Messrs. Toboroff and Cottman, as members of a “group” for the purposes of Rule 13d-5(b)(1) of the Exchange Act, may be deemed to beneficially own the 4,700,000 Shares owned by Nanes Delorme Partners. Messrs. Toboroff and Cottman disclaim beneficial ownership of such Shares.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following:

99.1 2008 Powers of Attorney

CUSIP NO. 91851C201

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 8, 2008

NANES DELORME PARTNERS I LP

By: Nanes Balkany Partners LLC
General Partner

By: /s/ Daryl Nanes
Name: Daryl Nanes
Title: Managing Member

NANES BALKANY PARTNERS LLC

By: /s/ Daryl Nanes
Name: Daryl Nanes
Title: Managing Member

NANES BALKANY MANAGEMENT LLC

By: /s/ Daryl Nanes
Name: Daryl Nanes
Title: Managing Member

/s/ Julien Balkany
JULIEN BALKANY

/s/ Daryl Nanes
DARYL NANES

/s/ Daryl Nanes
DARYL NANES
as Attorney-In-Fact for Leonard Toboroff

/s/ Daryl Nanes
DARYL NANES
as Attorney-In-Fact for Clarence Cottman III

CUSIP NO. 91851C201

EXHIBIT LIST

Exhibit

99.1 2008 Powers of Attorney

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