

**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) May 21, 2024

Farmers & Merchants Bancorp, Inc.

(Exact Name of Registrant as Specified in its Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

001-38084
(Commission
File Number)

34-1469491
(IRS Employer
Identification No.)

307 North Defiance Street, Archbold, Ohio
(Address of Principal Executive Offices)

43502
(Zip Code)

Registrant's Telephone Number, including Area Code (419) 446-2501

N/A
(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of Each Exchange |
|----------------------------|-------------------|-----------------------|
| Common Stock, No Par Value | FMAO | NASDAQ Capital Market |

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 (see General Instruction A.2. below):

- 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective May 21, 2024, Jack C. Johnson retired from the Board of Directors of the Company and Farmers & Merchants State Bank (the “Bank”), the wholly owned subsidiary of the Company, in accordance with the mandatory retirement provisions contained in the Company’s governing documents. Mr. Johnson has been a valued member of the Company’s Board since 1991, serving as Vice Chairman from April 2013 until July 2013 and Chairman from July 19, 2013 until April 30, 2024. Mr. Johnson has served on the Company’s Compensation Committee, Corporate Governance and Nominating Committee and the Enterprise Risk Management Committee.

Effective upon Mr. Johnson's retirement, the Board has determined to reduce the number of Board members to twelve.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Exhibit</u> |
|-----------------------|---|
| 99 | Company Press Release dated May 21, 2024 |
| 104 | The Cover Page Interactive Data File (embedded within the Inline XBRL document) |

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 authorized.

FARMERS & MERCHANTS BANCORP, INC.

(Registrant)

Dated: May 21, 2024

/s/ Lars B. Eller

Lars B. Eller
President and Chief Executive Officer

/s/ Barbara J. Britenriker

Barbara J. Britenriker
Executive Vice President and Chief Financial Officer



Post Office Box 216
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Company Contact:

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**Farmers & Merchants Bancorp Celebrates Retirement
of Board Chairman Jack Johnson**

ARCHBOLD, OHIO, May 21, 2024 – F&M Bank (“F&M”), an Archbold, Ohio-based bank owned by Farmers & Merchants Bancorp, Inc. (Nasdaq: FMAO) announces the retirement of Board Chairman, Jack Johnson.

Mr. Johnson was appointed to the Company’s Board in January 1991. He was Vice Chairman from April 2013 to July 2013 and became Chairman of the Board of Directors on July 19, 2013, a position he held until April 30, 2024. An official celebration of his retirement from the board was held on May 21, 2024, after reaching the maximum age requirement as outlined in F&M’s bylaws.

Lars Eller, President and Chief Executive Officer, commented, “Over his remarkable tenure, Jack has been instrumental in guiding the Bank through significant growth and numerous milestones. His steadfast leadership and unwavering commitment to F&M’s mission have left an indelible mark on the institution and the community it serves. On behalf of everyone at F&M, I want to thank Jack for his three decades of dedicated service and visionary leadership.”

As part of F&M’s comprehensive succession plan, on May 3, 2024, the Company announced the appointment of Andrew Briggs as Chairman of the Board of both the Company and the Bank. Kevin Sauder will continue to serve as Vice Chairman of the Boards of Farmers & Merchants Bancorp, Inc. and F&M Bank.

About F&M Bank:

F&M Bank is a local independent community bank that has been serving its communities since 1897. F&M Bank provides commercial banking, retail banking and other financial services. Our locations are in Butler, Champaign, Fulton, Defiance, Hancock, Henry, Lucas, Shelby, Williams, and Wood counties in Ohio. In Northeast Indiana, we have offices located in Adams, Allen, DeKalb, Jay, Steuben and Wells counties. The Michigan footprint includes Oakland County, and we have Loan Production Offices in West Bloomfield, Michigan; Muncie, Indiana; and Perrysburg and Bryan, Ohio.

Safe harbor statement:

Private Securities Litigation Reform Act of 1995. Statements by F&M, including management's expectations and comments, may not be based on historical facts and are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21B of the Securities Exchange Act of 1934, as amended. Actual results could vary materially depending on risks and uncertainties inherent in general and local banking conditions, competitive factors specific to markets in which F&M and its subsidiaries operate, future interest rate levels, legislative and regulatory decisions, capital market conditions, or the effects of the COVID-19 pandemic, and its impacts on our credit quality and business operations, as well as its impact on general economic and financial market conditions. F&M assumes no responsibility to update this information. For more details, please refer to F&M's SEC filing, including its most recent Annual Report on Form 10-K and quarterly reports on Form 10-Q. Such filings can be viewed at the SEC's website, www.sec.gov or through F&M's website www.fm.bank.
