

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

**FORM 10-K/A  
Amendment No. 1**

**Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the fiscal year ended December 31, 2023

or

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**  
For the transition period from \_\_\_\_ to \_\_\_\_

Commission File Number 001-38084

**FARMERS & MERCHANTS BANCORP, INC.**

**OHIO**

(State or other jurisdiction of  
incorporation or organization)

307 North Defiance Street  
Archbold, Ohio

(Address of principal  
Executive offices)

34-1469491

(IRS Employer  
Identification No.)

43502

(Zip Code)

Registrant's telephone number, including area code (419) 446-2501

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange</u>
Common Stock, No Par Value	FMAO	NASDAQ Capital Market

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or Section 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

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

Large accelerated filer

Non-accelerated filer

Emerging growth company

Accelerated filer

Smaller reporting 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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2023, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$306,921,869.

As of February 23, 2024, the Registrant had 14,564,425 shares of common stock issued of which 13,664,345 shares are outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Part III of Form 10-K – Portions of the definitive Proxy Statement for the 2024 Annual Meeting of Shareholders of Farmers & Merchants Bancorp, Inc.

**Auditor Name: FORVIS, LLP**

**Auditor Location: Fort Wayne, Indiana**

**Auditor Firm ID: 686**

## EXPLANATORY NOTE

On February 27, 2024, Farmers & Merchants Bancorp, Inc. (the "Company") filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2023 (the "Original Form 10-K"). This Amendment No. 1 (the "Amendment") amends the Original Form 10-K solely to correct an administrative error in the content of Exhibit 23, Consent of FORVIS, LLP (the "Consent"), that resulted in an omission of reference to consent to incorporate the report on the audit of internal control. A new Exhibit 23 with the appropriate corrections is filed as Exhibit 23 attached hereto.

This Amendment speaks as of the original filing date and does not reflect events occurring after the filing of the Original Form 10-K. No revisions are being made to the Company's financial statements or any other disclosure contained in the Original Form 10-K. This Amendment is an exhibit-only filing. Except for Exhibit 23, this Amendment does not otherwise update any exhibits as originally filed or previously amended.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), new certifications by the Company's principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act. As no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted. The Company is not including certifications pursuant to Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. 1350) as no financial statements are being filed with this Amendment.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENTS SCHEDULES**

a. The Following documents are filed as part of this report.

(23) [Consent of FORVIS, LLP](#)

(31.1) [Certification of the Chief Executive Officer Required under Rule 13\(a\)-14\(a\)/15d-14\(a\)](#)

(31.2) [Certification of the Chief Financial Officer Required under Rule 13\(a\)-14\(a\)/15d-14\(a\)](#)

101.INS Inline XBRL Instance Document – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document. <sup>(1)</sup>

101.SCH Inline XBRL Taxonomy Extension Schema Document <sup>(1)</sup>

101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document <sup>(1)</sup>

101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document <sup>(1)</sup>

101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document <sup>(1)</sup>

101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document <sup>(1)</sup>

104 The cover page from the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023, has been formatted in Inline XBRL.

<sup>(1)</sup> Pursuant to Rule 406T of Regulation S-T, the interactive Data Files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

**FARMERS & MERCHANTS BANCORP, INC.**

Signatures

Pursuant to the requirements of Section 13 or 15 (d) 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.

By /s/ Lars B. Eller Date: February 29, 2024  
Lars B. Eller  
Chief Executive Officer  
President

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>/s/ Lars B. Eller</u> Date: <u>February 29, 2024</u>	<u>/s/ Barbara J. Britenriker</u> Date: <u>February 29, 2024</u>
Lars B. Eller Chief Executive Officer (Principal Executive Officer)	Barbara J. Britenriker Chief Financial Officer (Principal Financial Officer/Principal Accounting Officer)

**Exhibit 23**

**FORVIS**

111 E. Wayne Street, Suite 600 / Fort Wayne, IN 46802

P 260.460.4000 / F 260.426.2235

[forvis.com](http://forvis.com)

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement on Form S-8 (SEC File No. 333-248781) of our reports dated February 27, 2024, on our audits of the consolidated financial statements of the Company as of December 31, 2023 and 2022, and for each of the three years in the period ended December 31, 2023, which report is included in this Annual Report on Form 10-K. We also consent to the incorporation by reference of our report dated February 27, 2024, on our audit of the internal control over financial reporting of the Corporation as of December 31, 2023, which report is included in this Annual Report on Form 10-K.

**FORVIS, LLP**

Fort Wayne, Indiana

February 27, 2024

**Exhibit 31.1**

**CERTIFICATIONS**

I, Lars B. Eller, President and Chief Executive Officer of Farmers & Merchants Bancorp, Inc., certify that:

1. I have reviewed this Amendment No.1 to Annual Report on Form 10-K/A of Farmers & Merchants Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: February 29, 2024

/s/ Lars B. Eller  
Lars B. Eller  
President and CEO

**Exhibit 31.2**

**CERTIFICATIONS**

I, Barbara J. Britenriker, Chief Financial Officer of Farmers & Merchants Bancorp, Inc., certify that:

1. I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Farmers & Merchants Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

Date: February 29, 2024

/s/ Barbara J. Britenriker

Barbara J. Britenriker

Chief Financial Officer



