

**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) **October 22, 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**

On October 22, 2024, Farmers & Merchants Bancorp, Inc. (the “Company”) named Kevin G. Frey to fill a vacancy created by the retirement of Dr. K. Brad Stamm as a member of the Company’s and the Company’s wholly-owned bank subsidiary, The Farmers & Merchants State Bank (the “Bank”) Boards of Directors effective as of November 19, 2024.

As a member of the Company’s Board of Directors, Mr. Frey will receive fees in accordance with those paid to non-employee members of the Company’s Board of Directors. Cash compensation is paid to directors in the form of a retainer. The standard annual cash retainer for Board service is \$50,000. Each Director is also paid an annual retainer in Company stock, valued at \$15,000 under the Company’s Long-Term Incentive Plan. The committees of the Boards of Directors on which Mr. Frey will serve have not yet been determined.

In addition, the Company, through the Bank, regularly engages in the lending of money to Directors, including their related interests. All such loans (i) are made in the ordinary course of business, (ii) are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons, and (iii) do not involve more than a normal risk of collectability or present other unfavorable features.

Mr. Frey has no family relationship with any director or executive officer of the Company or any of its affiliated subsidiaries. Since the beginning of the Company’s last fiscal year, neither Mr. Frey nor any member of his immediate family have been customers of, or have had transactions in excess of \$120,000 with the Company or any of its affiliated subsidiaries, which would be reportable under Item 404(a) of SEC Regulation S-K and no such transactions are currently proposed.

Effective October 25, 2024, Dr. K. Brad Stamm will retire from the Board of Directors of the Company and the Bank, in accordance with the mandatory retirement provisions contained in the Company’s governing documents. Mr. Stamm has been a valued member of the Company’s Boards since 2016. Mr. Stamm has served on the Company’s Audit Committee, Enterprise Risk Management Committee and the Executive Committee.

## **ITEM 8.01 Other Events**

On October 24, 2024, the Company issued a press release announcing the appointment of Kevin G. Frey to the Board of Directors of the Company and Farmers & Merchants State Bank along with the retirement of Dr. K. Brad Stamm from those same boards. A copy of the press release is attached hereto as Exhibit 99 and incorporated by reference herein.

## **ITEM 9.01 Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit</u>
99	<a href="#">Company Press Release dated October 24, 2024</a>
104	The Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: October 24, 2024

/s/ Lars B. Eller

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Lars B. Eller  
President and Chief Executive Officer

/s/ Barbara J. Britenriker

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Barbara J. Britenriker  
Executive Vice President and Chief Financial Officer

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**Company Contact:**

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## **Farmers & Merchants Bancorp, Inc. and F&M Bank Announces Updates to Board of Directors**

### **Kevin Frey Appointed to Board of Directors**

#### **Dr. K. Brad Stamm to Retire from Board of Directors**

ARCHBOLD, OHIO, October 24, 2024 –F&M Bank (“F&M”), an Archbold, Ohio-based bank owned by Farmers & Merchants Bancorp, Inc. (Nasdaq: FMAO) announced updates to its Board of Directors. On October 22, 2024, Kevin Frey was appointed to the Board of Directors of both the Company and the Bank. In addition to this new appointment, F&M announced the retirement of Dr. K. Brad Stamm from the Board of Directors.

“On behalf of F&M’s Board of Directors, I am thrilled to welcome Kevin to our team. With deep roots in our legacy market and a wealth of experience as Vice President of Frey & Sons, he brings invaluable insights that will strengthen our connection to the communities we serve,” said F&M’s Chairman Andrew Briggs. “We look forward to his contributions as we continue to grow while staying true to the values guiding F&M for generations.”

Frey is the Vice President of Frey & Sons, Inc., a family-owned real estate brokerage and auction company that was incorporated in 1963 and is headquartered in Archbold, Ohio. Frey is the Principal Broker and lead Auctioneer for Frey & Sons. The company specializes in real estate auctions and sales in Northwest Ohio and heavy equipment auctions across the Midwest. Frey also manages a portfolio of multifamily, commercial, and agricultural properties and is a member of the Board of Directors for Yoder & Frey, Inc., a farm and machinery auction yard. Frey received a Bachelor of Arts in accounting from Goshen College and worked as a Certified Public Accountant from 1996-2003. He is a member of the National Association of Realtors, Ohio Association of Realtors, National Auctions Association, and Ohio Auctioneers Association.

Dr. Stamm joined the Board in November of 2016 and served with distinction throughout his tenure. He is the President and Educational Consultant of Stamm Management Group. A celebration in honor of Dr. Stamm’s contributions was held on October 22, 2024. His final day as a Board member will be October 25, 2024.

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“Brad has been an instrumental part of our Board for nearly eight years, and his dedication and leadership will be greatly missed,” said President and CEO of F&M, Lars Eller. “We wish him all the best and express our deepest gratitude for his service to F&M.”

**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](http://www.sec.gov) or through F&M’s website [www.fm.bank](http://www.fm.bank).

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