

FARMERS NATIONAL BANC CORP /OH/  
Form 425  
August 20, 2015

**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): August 20, 2015**

**Farmers National Banc Corp.**

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

**Ohio**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-35296**  
**(Commission**  
  
**File Number)**

**34-1371693**  
**(IRS Employer**  
  
**Identification No.)**

**20 South Broad Street, P.O. Box 555, Canfield, Ohio**  
**(Address of principal executive offices)**

**44406-05555**  
**(Zip Code)**

**(330) 533-3341**

**(Registrant's telephone number, including area code)**

**(Former name or former address, if changed since last report)**

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:

- 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))

**ITEM 8.01 OTHER EVENTS.**

On August 20, 2015, Farmers National Banc Corp. (the Company) first sent to the common and Series A preferred shareholders of Tri-State 1<sup>st</sup> Banc, Inc. (TSOH) a Cover Letter, Election and Transmittal Information Booklet, Election Form and Letter of Transmittal, Instructions to Election Form and Letter of Transmittal, Notice of Guaranteed Delivery, Letter to Clients, Letter to Brokers, and Conversion Notice and Letter of Transmittal (collectively, the Exchange Agent Documents) in connection with the proposed merger of TSOH with and into a wholly-owned subsidiary of the Company.

Copies of the forms of the Exchange Agent Documents are attached hereto as Exhibits 99.1 through 99.8 and incorporated herein by reference. The Exchange Agent Documents are furnished herein, as part of this Item 8.01, as Exhibits 99.1 through 99.8. Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in this Item 8.01 and Exhibits 99.1 through 99.8 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section. Furthermore, the information in this Item 8.01 and Exhibits 99.1 through 99.8 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | Cover Letter (filed herewith).  |
| 99.2              | Election and Transmittal Information Booklet (filed herewith).            |
| 99.3              | Election Form and Letter of Transmittal (filed herewith).                 |
| 99.4              | Instructions to Election Form and Letter of Transmittal (filed herewith). |
| 99.5              | Notice of Guaranteed Delivery (filed herewith).                           |
| 99.6              | Letter to Clients (filed herewith).                                       |
| 99.7              | Letter to Brokers (filed herewith).                                       |
| 99.8              | Conversion Notice and Letter of Transmittal (filed herewith).             |

**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 duly authorized.

**Farmers National Banc Corp.**

By: /s/ Kevin J. Helmick  
Kevin J. Helmick  
President and Chief Executive Officer

Date: August 20, 2015