

RURBAN FINANCIAL CORP
Form 8-K
December 05, 2008

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): December 5, 2008 (December 1, 2008)

RURBAN FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation or organization)

0-13507
(Commission File Number)

34-1395608
(IRS Employer
Identification No.)

401 Clinton Street, Defiance, Ohio 43512
(Address of principal executive offices) (Zip Code)

(419) 783-8950
(Registrant's telephone number, including area code)

Not Applicable
(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 2.01. - Completion of Acquisition or Disposition of Assets.

On December 1, 2008, Rurban Financial Corp. (“Rurban”) completed the acquisition of NBM Bancorp, Incorporated (“NBM Bancorp”) and its wholly-owned subsidiary, National Bank of Montpelier, headquartered in Montpelier, Ohio, pursuant to the terms of the Agreement and Plan of Merger dated as of May 22, 2008 (the “Merger Agreement”). As contemplated by the Merger Agreement, the acquisition was effected through the merger of Rurban Merger Corp., a newly-formed subsidiary of Rurban, into NBM Bancorp, immediately followed by the merger of the surviving corporation into Rurban.

Following the completion of the merger transactions described above, National Bank of Montpelier was merged into The State Bank and Trust Company (“State Bank”), a wholly-owned subsidiary of Rurban, effective as of December 1, 2008. As a result of this merger, the five banking offices of National Bank of Montpelier, located in Williams County, Ohio, became banking offices of State Bank. At September, 30, 2008, National Bank of Montpelier had total assets of \$106.3 million, loans of \$45.7 million and deposits of \$87.8 million.

As a result of the merger and in accordance with the terms of the Merger Agreement, each of the shares of common stock of NBM Bancorp outstanding at the time of the merger was converted into the right to receive \$113.98 in cash. NBM Bancorp had 219,334 shares of common stock outstanding at the time of the merger, which will result in the payment by Rurban of approximately \$25 million in aggregate cash consideration to the shareholders of NBM Bancorp in the merger.

Rurban issued a news release on December 1, 2008, announcing the closing of the acquisition of NBM Bancorp and National Bank of Montpelier. A copy of the news release is included with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The consolidated financial statements of NBM Bancorp, Incorporated for the periods specified in the applicable provisions of Regulation S-X will be filed by amendment to this Current Report on Form 8-K within 71 calendar days after the date of this Current Report on Form 8-K.

(b) Pro Forma Financial Information.

The pro forma financial information required by the applicable provisions of Regulation S-X will be filed by amendment to this Current Report on Form 8-K within 71 calendar days after the date of this Current Report on Form 8-K.

(c) **Shell Company Transactions.**

Not Applicable.

(d) **Exhibits.**

The following exhibits are being filed with this Current Report on Form 8-K or incorporated into this Current Report on Form 8-K by reference:

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of May 22, 2008, by and among Rurban Financial Corp., Rurban Merger Corp. and NBM Bancorp, Incorporated (incorporated herein by reference to Exhibit 2.1 to the Current Report on Form 8-K of Rurban Financial Corp. filed on May 23, 2008 (File No. 0-13507))
99.1	News release issued by Rurban Financial Corp. on December 1, 2008

SIGNATURE

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.

RURBAN FINANCIAL CORP.

Dated: December 5, 2008

By: /s/ Duane L. Sinn
Duane L. Sinn
Executive Vice President and Chief Financial Officer

INDEX TO EXHIBITS

Current Report on Form 8-K
Dated December 5, 2008

Rurban Financial Corp.

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