

SB FINANCIAL GROUP, INC.  
Form SC 13G  
February 15, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

SB Financial Group, Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

78408 D 105

(CUSIP Number)

December 31, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 78408 D 105      13G

Names of Reporting Persons

I.R.S. Identification Nos. of  
above persons (entities only)

1

The State Bank and Trust  
Company

Check the Appropriate Box if  
a Member of a Group (See  
Instructions)

2

(a)

(b)

SEC Use Only

3

Citizenship or Place of  
Organization

4

Ohio

Sole Voting Power

5

18,597

Number of  
Shares      6 Shared Voting Power

Beneficially

Owned -0-

by Each

Sole Dispositive Power

Reporting

Person 7

-0-

With

Shared Dispositive Power

8

466,442

Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

9

466,442

Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

10

Percent of Class Represented  
by Amount in Row 9

11

9.60% based on 4.86 million  
Type of Reporting Person (See  
Instructions)

12

BK

CUSIP No.

78408 D

105            13G

Names of  
Reporting  
Persons

I.R.S.  
Identification  
Nos. of above  
persons (entities  
only)

1

SB Financial  
Group, Inc.  
Employee Stock  
Ownership Plan

Check the  
Appropriate Box  
if a Member of a  
Group (See  
Instructions)

2

(a)

(b)

SEC Use Only

3

4    Citizenship or  
Place of  
Organization

Ohio

Sole Voting  
Power

5

18,597

Number  
of

Shares Beneficially  
Owned<sup>6</sup>

Shared  
Voting  
Power

Owned<sup>6</sup>

by  
Each

-0-

Reporting Power  
Sole  
Dispositive  
Power

Person 7

With

-0-

Shared  
Dispositive  
Power

8

466,442

Aggregate  
Amount  
Beneficially  
Owned by Each  
Reporting Person

9

466,442

10 Check if the  
Aggregate

Amount in Row  
(9) Excludes  
Certain Shares  
(See  
Instructions)

Percent of Class  
Represented by  
Amount in Row  
9

11

9.60% based on  
4.86 million

Type of  
Reporting Person  
(See  
Instructions)

12

EP

2

Item 1(a). Name of  
Issuer:  
  
SB Financial  
Group, Inc.

Item 1(b). Address of  
Issuer's  
Principal  
Executive  
Offices:  
  
401 Clinton  
Street  
  
Defiance,  
Ohio 43512

Item 2(a). Names of  
Persons  
Filing:  
  
The State  
Bank and  
Trust  
Company  
  
SB Financial  
Group, Inc.  
Employee  
Stock  
Ownership  
Plan

Item 2(b). Address of  
Principal  
Business  
Office or, if  
none,  
Residence:  
  
The State  
Bank and  
Trust  
Company



401 Clinton  
Street

Defiance,  
Ohio 43512

SB Financial  
Group, Inc.  
Employee  
Stock  
Ownership  
Plan

The State  
Bank and  
Trust  
Company,  
Trustee

401 Clinton  
Street

Defiance,  
Ohio 43512

Item 2(c). Citizenship:

The State  
Bank and  
Trust  
Company -

Organized  
under the  
laws of Ohio

SB Financial  
Group, Inc.  
Employee  
Stock  
Ownership  
Plan -

Organized  
under the  
laws of Ohio

Item 2(d). Title and  
Class of  
Securities:

Common  
Shares,  
without par  
value

Item 2(e). CUSIP  
Number:

78408 D 105

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).  
An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).
- (e)
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with § 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership:

The State Bank and Trust Company

(a) Amount beneficially owned:

466,442

(b) Percent of class:

9.60%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

18,597

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

466,442

SB Financial Group, Inc. Employee Stock Ownership Plan

(a) Amount beneficially owned:

466,442

(b) Percent of class:

9.60%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote:

18,597

(ii) Shared power to vote or to direct the vote:

-0-

(iii) Sole power to dispose or to direct the disposition of:

-0-

(iv) Shared power to dispose or to direct the disposition of:

466,442

At December 31, 2016, there were 485,039 common shares owned by the SB Financial Group, Inc. Employee Stock Ownership Plan (the "Plan"). The State Bank and Trust Company is the trustee of the Plan. Under the terms of the Plan, the trustee votes all of the shares allocated to the accounts of participants as directed by the participants to whose accounts such shares have been allocated. With respect to unallocated shares, the Plan provides that the Trustee shall vote such shares in the Trustee's discretion. As of December 31, 2016, 466,442 of the shares held by

the Plan have been allocated to Plan participants.

The trustee has limited power to dispose of Plan shares, as set forth in the Plan, such as in order to pay Plan participants.

The trustee is directed by the Plan to invest primarily in shares of SB Financial Group, Inc.

Item 5.

Ownership of Five Percent or Less of a Class:

Not applicable

Item 6.

Ownership of More than Five Percent on Behalf of Another Person:

Not applicable

Item 7.

Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not applicable

Item 8. Identification  
and  
Classification  
of Members of  
the Group:

Not applicable

Item 9. Notice of  
Dissolution of  
Group:

Not applicable

Item 10. Certification:

By signing  
below, I  
certify that, to  
the best of my  
knowledge  
and belief, the  
securities  
referred to  
above were  
acquired and  
are held in the  
ordinary  
course of  
business and  
were not  
acquired and  
are not held  
for the purpose  
of or with the  
effect of  
changing or  
influencing the  
control of the  
issuer of the  
securities and  
were not  
acquired and  
are not held in  
connection  
with or as a  
participant in  
any  
transaction

having that  
purpose or  
effect, other  
than activities  
solely in  
connection  
with a  
nomination  
under  
§240.14a-11.



Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THE STATE BANK AND TRUST COMPANY

Date: February 15, 2017 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino, Chief Financial Officer

SB FINANCIAL GROUP, INC.  
EMPLOYEE STOCK OWNERSHIP PLAN

By: The State Bank and Trust Company, Trustee

Date: February 15, 2017 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino, Chief Financial Officer

**EXHIBIT A**

**AGREEMENT FOR JOINT FILING OF SCHEDULE 13G**

The undersigned hereby agree that the Schedule 13G being filed with the Securities and Exchange Commission to report their beneficial ownership of more than 5% of the common shares of SB Financial Group, Inc., an Ohio corporation, shall be, and is, filed on behalf of each of the undersigned.

THE STATE BANK AND TRUST COMPANY

Date: February 15, 2017 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino, Chief Financial Officer

SB FINANCIAL GROUP, INC  
EMPLOYEE STOCK OWNERSHIP PLAN

By: The State Bank and Trust Company, Trustee

Date: February 15, 2017 By: /s/ Anthony V. Cosentino  
Anthony V. Cosentino, Chief Financial Officer