

LCNB CORP
Form SC 13G/A
February 06, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.: 1)*

LCNB Corp.
(Name of Issuer)
Common Stock
(Title of Class of Securities)
50181P100
(CUSIP Number)
December 31, 2018
(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 Notes).

SCHEDULE 13G

CUSIP No. 50181P100

Names of Reporting Persons
I.R.S. Identification Nos. of
1. Above Persons (Entities)
LCNB Corp. I.R.S. ID No.
31-1626393
Check the Appropriate Box
2. if a Member of a Group (a) [☐] (b) [☐]
3. SEC Use Only
Citizenship or Place of
4. Organization
Ohio

Number
of
Shares
Beneficially
Owned
5. Sole Voting Power
by 341,920
Each
Reporting
Person
With:

6. Shared Voting Power
285,270
7. Sole Dispositive Power
0
8. Shared Dispositive Power
627,190

Aggregate Amount Beneficially Owned By Each Reporting Person:
9. 627,190
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:
Percent of Class Represented by Amount in Row (9):
11. 4.72%
Type of Reporting Person:
12. HC

SCHEDULE 13G

CUSIP No. 50181P100

Names of Reporting Persons
I.R.S. Identification Nos. of
Above Persons (Entities)
1.

LCNB National Bank
I.R.S. ID No. 31-0352330
Check the Appropriate Box
2. if a Member of a Group (a) [
] (b) []

3. SEC Use Only
Citizenship or Place of
Organization
4.

U.S.A.

Number
of
Shares
Beneficially
Owned
by 341,920
Each
Reporting
Person
With:

6. Shared Voting Power
285,270

7. Sole Dispositive Power
0

8. Shared Dispositive Power
627,190

Aggregate Amount Beneficially Owned By Each Reporting Person:
9.
627,190

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares:
Percent of Class Represented by Amount in Row (9):

11.
4.72%

Type of Reporting Person:
12.
BK

Item Name of Issuer:

1(a)

LCNB Corp.

Address of Issuer's Principal Executive Offices:

Item

1(b) 2 N. Broadway

Lebanon, OH 45036

Name of Person(s) Filing:

Item

2(a) LCNB Corp.

LCNB National Bank

Address of Principal Business Office:

Item

2(b) 2 N. Broadway

Lebanon, OH 45036

Citizenship:

Item

2(c) Ohio

Title of Class of Securities:

Item

2(d) Common Stock

CUSIP Number:

Item

2(e) 50181P100

Item If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether filing person(s)
3 is (are)

(a) ☐ Broker or dealer registered under Section 15 of the Act.

(b) ☐ Bank as defined in Section 3(a) (6) of the Act.

(c) ☐ Insurance company as defined in Section 3(a)(19) of the Act.

(d) ☐ Investment company registered under Section 8 of the Investment Company Act.

(e) ☐ Investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

(f) ☐ Employee benefit plan, pension fund which is subject to provisions of Employee Retirement Income Security Act of 1974 or endowment fund; see Rule 13d-1(b) (1) (ii) (F).

(g) ☐ Parent Holding Company in accordance with Rule 13d-1 (b) (ii) (G).

(h) ☐ Savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act.

(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

(j) ☐ Group, in accordance with Rule 13d-1(b) (1) (ii) (3).

Item 4 Ownership

(a) Amount Beneficially Owned:	627,190
(b) Percent of Class:	4.72%
(c) Number of Shares as to which LCNB Corp. has:	
(i) Sole power to vote or direct the vote:	341,920
(ii) Shared power to vote or direct the vote:	285,270
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	627,190

Number of Shares as to which LCNB National Bank has:

(i) Sole power to vote or direct the vote:	341,920
(ii) Shared power to vote or direct the vote:	285,270
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	627,190

LCNB National Bank is a wholly owned subsidiary of LCNB Corp. and LCNB Corp. is therefore deemed to be the beneficial owner of all shares held by LCNB National Bank.

Ownership of Five Percent or Less of a Class

Item

~~If~~ this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following [X].

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

Item

~~6~~
N/A

~~Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.~~

~~7~~
N/A

~~Identification and Classification of Members of the Group~~

~~8~~
N/A

~~Dissolution of Group~~

~~9~~
N/A

~~Confirmation~~

~~10~~
N/A

SIGNATURE

After reasonable inquiry and to the best knowledge and belief of the undersigned, it is hereby certified that the information set forth in this statement is true, complete and correct.

Date: February 6, 2019

LCNB Corp.

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

LCNB National Bank

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

EXHIBIT 99

Filing Agreement dated February 6, 2019

Re: Joint Filing of Schedule 13G and all amendments

The undersigned hereby agree that:

- (i) each of them is individually eligible to use the Schedule 13G attached hereto;
- (ii) the attached Schedule 13G, including any and all amendments thereto, is filed on behalf of each of them; and
- (iii) each of them is responsible for the timely filing of such Schedule 13G and any amendments thereto, and for the completeness and accuracy of the information therein concerning itself; but none of them is responsible for the completeness and accuracy of the information concerning the other persons making the filing, unless it knows or has reason to believe that such information is inaccurate.

Date: February 6, 2019

LCNB Corp.

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer

LCNB National Bank

By: /s/ Michael Miller

Michael Miller

Executive Vice President & Trust Officer