

PEOPLES BANCORP INC
Form 10-Q/A
July 23, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____ to ____

Commission File Number: 0-16772

PEOPLES BANCORP INC.
(Exact name of Registrant as specified in its charter)

Ohio
(State or other jurisdiction of incorporation or organization)

31-0987416
(I.R.S. Employer Identification No.)

138 Putnam Street, P. O. Box 738, Marietta, Ohio
(Address of principal executive offices)

45750
(Zip Code)

Registrant's telephone number, including area code:

(740) 373-3155

Not Applicable
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated
filer

Accelerated filer

Non-accelerated filer Smaller reporting
(Do not check if a company
smaller reporting
company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 10,538,143 common shares, without par value, at July 21, 2010.

PEOPLES BANCORP INC.
QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

EXPLANATORY NOTE

Peoples Bancorp Inc. (“Peoples”) is amending its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, as originally filed with the Securities and Exchange Commission (“SEC”) on July 22, 2010 (the “Original Filing”). The purpose of this amendment is to update the exhibits filed pursuant to Item 6 of Part II of the Original Filing to include two required exhibits, (revised Exhibit 3.2(e) and new Exhibit 3.2(f)), relating to an amendment to Peoples’ Code of Regulations adopted by Peoples’ common shareholders during the quarterly period ended June 30, 2010, which were not included with the Original Filing.

In this Amendment No. 1 to our Quarterly Report on Form 10-Q/A for the quarterly period ended June 30, 2010 (the “Amendment”), Peoples has set forth the text of Item 6 of Part II in its entirety, which includes reference to an updated Exhibit Index containing, in addition to revised Exhibit 3.2(e) and new Exhibit 3.2(f), updated certifications pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and Section 302 of the Sarbanes-Oxley Act of 2002 (“SOX”) in accordance with SEC rules – Exhibits 31.1 and 31.2 modified as permitted by Compliance and Disclosure Interpretations Question 161.01. Other than the inclusion of the two exhibits related to the amendment to Peoples Code of Regulations and updated certifications pursuant to Rule 13a-14(a) under the Exchange Act and Section 302 of SOX, no other changes or amendments to the Original Filing are being made.

This Amendment does not reflect events occurring after the filing date of the Original Filing. Additionally Peoples has not modified or updated disclosures as presented in the Original Filing, except to reflect the amendment described above, affected by events subsequent to the date of the Original Filing. The filing of this Amendment shall not be deemed an admission that the Original Filing, when filed, included any untrue statement of material fact or omitted to state a material fact necessary to make a statement made in the Original Filing, in light of the circumstances under which such statement was made, not misleading.

PART II – OTHER INFORMATION

ITEM 6. EXHIBITS

The exhibits required to be filed with this Form 10-Q/A are attached hereto or incorporated herein by reference. For a list of such exhibits, see “Exhibit Index” on the following page.

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 thereunto duly authorized.

PEOPLES
BANCORP INC.

Date: July
23, 2010

By:MARK F
/s/ BRADLEY
Mark F. Bradley
President and Chief
Executive Officer

Date: July
23, 2010

By:EDWARD G.
/s/ SLOANE
Edward G. Sloane
Executive Vice
President,
Chief Financial
Officer and Treasurer

EXHIBIT INDEX

PEOPLES BANCORP INC. QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

| Exhibit Number | Description | Exhibit Location |
|----------------|---|---|
| 3.1(a) | Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on May 3, 1993) | Incorporated herein by reference to Exhibit 3(a) to the Registration Statement on Form 8-B of Peoples Bancorp Inc. ("Peoples") filed July 20, 1993 (File No. 0-16772) |
| 3.1(b) | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 22, 1994) | Incorporated herein by reference to Exhibit 3(a)(2) to Peoples' Annual Report on Form 10-K for the fiscal year ended December 31, 1997 (File No. 0-16772) ("Peoples' 1997 Form 10-K") |
| 3.1(c) | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 9, 1996) | Incorporated herein by reference to Exhibit 3(a)(3) to Peoples' 1997 Form 10-K |
| 3.1(d) | Certificate of Amendment to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on April 23, 2003) | Incorporated herein by reference to Exhibit 3(a) to Peoples' Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2003 (File No. 0-16772) ("Peoples' March 31, 2003 Form 10-Q") |
| 3.1(e) | Certificate of Amendment by Shareholders or Members to the Amended Articles of Incorporation of Peoples Bancorp Inc. (as filed with the Ohio Secretary of State on January 22, 2009) | Incorporated herein by reference to Exhibit 3.1 to Peoples' Current Report on Form 8-K dated and filed on January 23, 2009 (File No. 0-16772) |
| 3.1(f) | Certificate of Amendment by Directors or Incorporators to Articles filed with the Secretary of State of the State of Ohio on January 28, 2009, evidencing adoption of amendments by the Board | Incorporated herein by reference to Exhibit 3.1 to Peoples' Current Report on Form 8-K dated and filed on February 2, 2009 (File No. |

| | | |
|--------|---|---|
| | of Directors of Peoples Bancorp Inc. to Article FOURTH of Amended Articles of Incorporation to establish express terms of Fixed Rate Cumulative Perpetual Preferred Shares, Series A, each without par value, of Peoples Bancorp Inc. | 0-16772) (“Peoples’ February 2, 2009 Form 8-K”) |
| 3.1(g) | Amended Articles of Incorporation of Peoples Bancorp Inc. (reflecting amendments through January 28, 2009) [For SEC reporting compliance purposes only – not filed with Ohio Secretary of State] | Incorporated herein by reference to Exhibit 3.1(g) to Peoples’ Annual Report on Form 10-K for the fiscal year ended December 31, 2008 (File No. 0-16772) |
| 3.2(a) | Code of Regulations of Peoples Bancorp Inc. | Incorporated herein by reference to Exhibit 3(b) to Peoples’ Registration Statement on Form 8-B filed July 20, 1993 (File No. 0-16772) |
| 3.2(b) | Certified Resolutions Regarding Adoption of Amendments to Sections 1.03, 1.04, 1.05, 1.06, 1.08, 1.10, 2.03(C), 2.07, 2.08, 2.10 and 6.02 of the Code of Regulations of Peoples Bancorp Inc. by shareholders on April 10, 2003 | Incorporated herein by reference to Exhibit 3(c) to Peoples’ March 31, 2003 Form 10-Q |
| 3.2(c) | Certificate regarding adoption of amendments to Sections 3.01, 3.03, 3.04, 3.05, 3.06, 3.07, 3.08 and 3.11 of the Code of Regulations of Peoples Bancorp Inc. by shareholders on April 8, 2004 | Incorporated herein by reference to Exhibit 3(a) to Peoples’ Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2004 (File No. 0-16772) |

EXHIBIT INDEX

PEOPLES BANCORP INC. QUARTERLY REPORT ON FORM 10-Q/A
FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

| Exhibit Number | Description | Exhibit Location |
|----------------|--|---|
| 3.2(d) | Certificate regarding adoption of amendments to Sections 2.06, 2.07, 3.01 and 3.04 of Peoples Bancorp Inc.'s Code of Regulations by the shareholders on April 13, 2006 | Incorporated herein by reference to Exhibit 3.1 to Peoples' Current Report on Form 8-K dated and filed on April 14, 2006 (File No. 0-16772) |
| 3.2(e) | Certificate regarding adoption of an amendment to Section 2.01 of Peoples Bancorp Inc.'s Code of Regulations by shareholders on April 22, 2010. | Filed herewith |
| 3.2(f) | Code of Regulations of Peoples Bancorp Inc. (reflecting amendments through April 22, 2010) [For SEC reporting compliance purposes only] | Filed herewith |
| 4.1 | Warrant to purchase 313,505 Shares of Common Stock (common shares) of Peoples Bancorp Inc., issued to the United States Department of the Treasury on January 30, 2009 | Incorporated herein by reference to Exhibit 4.1 to Peoples' February 2, 2009 Form 8-K |
| 4.2 | Letter Agreement, dated January 30, 2009, including Securities Purchase Agreement – Standard Terms attached thereto as Exhibit A, between Peoples Bancorp Inc. and the United States Department of the Treasury [NOTE: Exhibit A to the Securities Purchase Agreement is not included therewith; filed as Exhibit 3.1 to Peoples' February 2, 2009 Form 8-K and incorporated by reference at Exhibit 3.1(f) to this Quarterly Report on Form 10-Q] | Incorporated herein by reference to Exhibit 10.1 to Peoples' February 2, 2009 Form 8-K |
| 12 | Statements regarding Computation of Consolidated Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends Appearing in Quarterly Report on Form 10-Q | Incorporated herein by reference to Exhibit 12 of Peoples' Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010 (File No.0-16772) |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certifications [President and Chief Executive Officer] | Filed herewith |
| 31.2 | | Filed herewith |

Rule 13a-14(a)/15d-14(a) Certifications
[Executive Vice President, Chief Financial
Officer and Treasurer]

32 Section 1350 Certifications

Incorporated herein by reference to
Exhibit 32 of Peoples' Quarterly
Report on Form 10-Q for the
quarterly period ended June 30,
2010 (File No.0-16772)

