

FARMERS NATIONAL BANC CORP /OH/  
Form DEFA14A  
March 26, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**SCHEDULE 14A INFORMATION**

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

# **FARMERS NATIONAL BANC CORP.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

March 26, 2013

Dear Fellow Shareholders,

The last several years have been a time of exciting growth and opportunities for Farmers National Banc Corp. During this time, we have expanded our product offerings and our territory. Farmers is now a regional community bank with a presence beyond the Mahoning Valley. As a result of this growth and our Bank's strong asset quality, total shareholder value has grown nearly 80% over the last two years. Positive momentum is on our side and it is important we continue to capitalize on it.

This year our Senior Management Team and the Board of Directors are asking for your help and understanding. A positive ( for ) vote on the two issues detailed below will allow us to continue growing and enhancing shareholder value. The help we need is twofold:

First, we request your support of Farmers National Banc Corp. by voting for the increase in additional shares authorized so that we will be able to issue common shares and raise additional capital, should a compelling opportunity present itself. Acquisitions and growth allow for us to acquire additional income producing assets and revenue sources that would further enhance shareholder value. Without the authorization, we would be forced to wait for a special meeting to authorize shares, which could affect our ability as a credible buyer and result in missed opportunities to create value for all shareholders. Authorizing these shares would be consistent with past practice as demonstrated by the shareholders' approval to double our authorized shares in 2001 from 12,500,000 to the 25,000,000 currently authorized.

Secondly, we need your votes to eliminate preemptive rights. Last year, we received over 71% of shares voting in favor of the elimination of preemptive rights, but fell short of the required two thirds of our total outstanding shares because **we needed more shareholder participation**. I would like to take this opportunity to remind shareholders that a non vote is equivalent to an against vote. The elimination of this item would allow us to file a registration statement with the Securities and Exchange Commission that would create greater flexibility to raise cash should the compelling need arise for capital, without a lengthy and expensive process involving a preemptive rights offering. This move would also add to our credibility and responsiveness should an opportunity for a strategic investment present itself. But the passage of this proposal would not affect your rights under our charters involving a control share acquisition or business combination .

The Senior Management Team and Board of Directors appreciate your past support and hope you will help us meet these two initiatives with success by voting for proposals #2 and #3. If you have any questions please feel free to contact any Board Member, Senior Management Team Member or me directly at 330.702.8432.

Sincerely,

**REMINDER: NEW LOCATION**

*Annual Meeting of Shareholders*

John S. Gulas

President & CEO

Farmers National Banc Corp.

Thursday, April 25, 2013

3:30p.m.

Mahoning County Career and Technical Center

Joyce E. Brooks Center

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