
**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): March 2, 2026

Farmers National Banc Corp.

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

001-35296
(Commission
File Number)

34-1371693
(IRS Employer
Identification No.)

20 South Broad Street, P.O. Box 555, Canfield, Ohio
(Address of principal executive offices)

44406-0555
(Zip Code)

(330) 533-3341
(Registrant's telephone number, including area code)

(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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, No Par Value	FMNB	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

2.01: Completion of Acquisition or Disposition of Assets

On March 2, 2026, Farmers National Banc Corp. (the “Company”) completed its previously announced merger with Middlefield Banc Corp., an Ohio corporation (“Middlefield”), pursuant to the Agreement and Plan of Merger dated as of October 22, 2025, between the Company and Middlefield (the “Merger Agreement”). Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the “Effective Time”) Middlefield merged with and into the Company (the “Merger”), with the Company as the surviving entity in the Merger. Promptly following the consummation of the Merger, The Middlefield Banking Company, the banking subsidiary of Middlefield, merged with and into The Farmers National Bank of Canfield, the national banking subsidiary of the Company (“Farmers Bank”), with Farmers Bank as the surviving bank.

Pursuant to the terms of the Merger Agreement, at the Effective Time of the Merger, each common share, without par value, of Middlefield (“Middlefield Common Shares”) issued and outstanding immediately prior to the Effective Time was converted into the right to receive 2.6 common shares, without par value, of the Company (“Company Common Shares”). No fractional Company Common Shares were issued in the Merger, and Middlefield’s shareholders became entitled to receive cash in lieu of fractional Company Common Shares.

The foregoing description of the Merger and the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Agreement and Plan of Merger, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated herein by reference.

5.02: Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Effective immediately following the Effective Time of the Merger on March 2, 2026 and in accordance with the terms of the Merger Agreement, the board of directors of the Company (the “Board”), appointed former Middlefield board members Michael C. Voinovich and Kevin A. DiGeronimo to the Board. Mr. Voinovich was appointed to the Board to hold office as a Class II director until the Company’s 2027 annual meeting of shareholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Mr. DiGeronimo was appointed to the Board to hold office as a Class III director until the Company’s 2028 annual meeting of shareholders and until his successor is duly elected and qualified, or until his earlier death, resignation or removal.

As non-employee directors, each of Messrs. Voinovich and DiGeronimo will be eligible to receive compensation on a pro rata basis in the same manner as the Company’s other non-employee directors, consistent with the description in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission (“SEC”) on March 18, 2025. The Company will enter into an indemnification agreement with each of Messrs. Voinovich and DiGeronimo in a manner consistent with the agreements entered into with the Company’s existing directors, the form of which was filed as an exhibit to the Company’s Current Report on Form 8-K filed with the SEC on April 29, 2011. Mr. Voinovich has been appointed to the Board Enterprise Risk Management and Audit Committees of the Board. Mr. DiGeronimo has been appointed to the Compensation and Corporate Governance and Nominating Committees of the Board.

8.01: Other Events

On March 2, 2026, the Company issued a press release announcing the completion of the Merger. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

9.01: Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired.

The financial statements required by this Item 9.01(a) will be filed by an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed

(b) Pro Form Financial Information.

The pro forma financial information required by this Item 9.01(b) will be filed by an amendment to this Current Report on Form 8-K not later than 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

Exhibit No.	Description
2.1	Agreement and Plan of Merger by and between Farmers National Banc Corp. and Middlefield Banc Corp., dated as of October 22, 2025 (incorporated by reference from Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Commission on October 27, 2025)*
99.1	Press Release dated March 2, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Pursuant to Item 601(a)(5) of Regulation S-K, schedules and exhibits have been omitted from this filing. The registrant agrees to furnish the Securities and Exchange Commission on a supplemental basis a copy of any omitted schedule or exhibit on a confidential basis upon request.

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 hereunto duly authorized.

Farmers National Banc Corp.

By: /s/ Kevin J. Helmick

Kevin J. Helmick

President and Chief Executive Officer

Date: March 2, 2026



FOR IMMEDIATE RELEASE

Contact:
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**Farmers National Banc Corp.
Completes Merger with Middlefield Banc Corp, Adds Two New Board Members**

CANFIELD, OHIO, March 2, 2026 – Farmers National Banc Corp. (“Farmers” or the “Company”) (NASDAQ: FMNB), the holding company for The Farmers National Bank of Canfield (“Farmers National Bank”), announced today that it completed the merger of Middlefield Banc Corp. (“Middlefield”) (formerly NASDAQ: MBCN), the holding company for The Middlefield Banking Company (“Middlefield Bank”), with and into Farmers (the “Merger”). Following the Merger, Middlefield Bank was merged with and into Farmers National Bank.

Kevin J. Helmick, President and CEO of Farmers, stated, “We are excited to complete this transaction and welcome Middlefield’s customers, employees and shareholders to Farmers. This marks our seventh bank acquisition in the last decade and reflects our proven track record of successfully executing and integrating strategic combinations.”

“The merger deepens our presence in Northeast Ohio, while meaningfully expanding our footprint across Central and Western Ohio, including the Columbus region, where we are making targeted investments in Ohio’s largest and fastest-growing market. This transaction creates a larger, more diversified franchise with enhanced scale, stronger customer relationships, and a solid foundation to drive sustainable growth and long-term shareholder value.”

Farmers, headquartered in Canfield, Ohio, now has over \$7.4 billion in banking assets, over \$4.7 billion in wealth management assets under care, and operates 83 branches throughout Ohio and Pennsylvania.

In connection with the Merger, Farmers also welcomes two members from Middlefield’s Board of Directors to Farmers’ Board of Directors, Mr. Kevin A. DiGeronimo and Mr. Michael C. Voinovich.

Mr. DiGeronimo is a principal at the DiGeronimo Companies, a trusted development and construction partner for hundreds of companies. Mr. DiGeronimo has worked on several high-profile development projects throughout Ohio and is a graduate of The Ohio State University. His experience in business management represents a valuable asset to the Farmers Board, allowing him to offer informed business insight and effective leadership expertise.

Mr. Voinovich is the Executive Vice President and Chief Investment Officer of ECHO Health, Inc., a provider of innovative payment processing services to healthcare and insurance industries. In this role, he oversees ECHO Health Inc.’s venture capital and corporate investment portfolios. Previously, Mr. Voinovich was an investment banker, representing financial institutions and their holding companies. Mr. Voinovich holds a Business Administration degree from John Carroll University. His experience in banking and the financial services industry allows him to provide significant corporate finance and transactional expertise to Farmers.

“Both Michael and Kevin have diverse backgrounds and business acumen that will be a great asset to our board and shareholders. We welcome them to our Board of Directors and look forward to working together,” Helmick stated.

About Farmers National Banc Corp.

Founded in 1887, Farmers National Banc Corp. is a diversified financial services company headquartered in Canfield, Ohio, with \$5.2 billion in banking assets at December 31, 2025. Farmers National Banc Corp.’s wholly-owned subsidiaries are comprised of The Farmers National Bank of Canfield, a full-service national bank engaged in commercial and retail banking with, as of December 31, 2025, 62 banking locations in Mahoning, Trumbull, Columbiana, Portage, Stark, Wayne, Medina, Geauga and Cuyahoga Counties in Ohio and Beaver, Butler, Allegheny, Jefferson, Clarion, Venango, Clearfield, Mercer, Elk and Crawford Counties in Pennsylvania; and Farmers Trust Company, which operates trust offices and offers services in the same geographic markets. Total wealth management assets under care at December 31, 2025 were \$4.7 billion. Farmers National Insurance, LLC, a wholly-owned subsidiary of The Farmers National Bank of Canfield, offers a variety of insurance products.

FORWARD LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 based upon Farmers’

current expectations. . Forward-looking statements are not historical facts but instead represent only management’s current expectations and forecasts regarding future events, many of which, by their nature, are inherently uncertain and outside of Farmers’ control. Forward- looking statements are identified by terminology such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “project,” “plan,” “expect,” “goal,” “seek,” “future,” “likely” or the negative or plural of these words and similar expressions, as well as any statements related to future expectations of performance or conditional verbs, such as “will,” “would,” “should,” “could” or “may.”

Forward-looking statements are not a guarantee of future performance and actual future results could differ materially from those contained in forward-looking information. Numerous uncertainties, risks, and changes could cause or contribute to Farmers’ actual results, performance, and achievements to be materially different from those expressed or implied by the forward-looking statements. Factors that may cause or contribute to these differences include, without limitation, the Company’s failure to integrate Middlefield and Middlefield Bank with Farmers in accordance with expectations; deviations from performance expectations related to the combined company; general economic conditions, including changes in market interest rates and changes in monetary and fiscal policies of the federal government; legislative and regulatory changes; competitive conditions in the banking markets served by the Company’s respective subsidiaries; the adequacy of the allowance for losses on loans and the level of future provisions for losses on loans;; and other factors disclosed periodically in Farmers’ filings with the Securities and Exchange Commission (the “SEC”) including Farmers’ Annual Report on Form 10-K for the year ended December 31, 2024, and subsequent Quarterly Reports on Form 10-Q. Such reports are available on the SEC’s website at www.sec.gov and on the Company’s website at www.farmersbankgroup.com under the “Investor Relations” section.

Because forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, readers should not rely on any forward-looking statement as a prediction of future events. Any forward-looking statement speaks only as of the date on which it is made, and the Company expressly disclaims any obligation to update its forward-looking statements whether as a result of new information, future events or otherwise.