
**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): November 06, 2025

Civista Bancshares, Inc.

(Exact name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

001-36192
(Commission File Number)

34-1558688
(IRS Employer
Identification No.)

**100 East Water Street
Sandusky, Ohio**
(Address of Principal Executive Offices)

44870
(Zip Code)

Registrant's Telephone Number, Including Area Code: (419) 625 - 4121

(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 communications 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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications 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(s)	Name of each exchange on which registered
Common shares, no par value	CIVB	The Nasdaq Stock Market LLC

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. ☐

Item 8.01. Other Events.

On November 6, 2025, Civista Bancshares, Inc. ("Civista") consummated the merger of The Farmers Savings Bank ("Farmers") with and into Civista Bank, an Ohio chartered commercial bank and wholly-owned subsidiary of Civista (the "Merger"), in accordance with the Agreement and Plan of Merger, dated as of July 10, 2025, by and among Civista, Civista Bank and Farmers (the "Merger Agreement").

Pursuant to the terms of the Merger Agreement, each Farmers common share was converted into the right to receive \$71,086.48 in cash and 2,868.98 Civista common shares, resulting in aggregate consideration payable by Civista of \$35,543,239 and approximately 1,434,491 Civista common shares. Cash will be paid in lieu of fractional shares.

The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, which was filed as Exhibit 2.1 to Civista's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 11, 2025.

On November 6, 2025, Civista issued a press release announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) [Exhibit 99.1 Closing Press Release, dated November 6, 2025](#)

Exhibit 104 Cover Page Interactive File-the cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.

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.

Civista Bancshares, Inc.

Date: November 7, 2025

By: /s/ Ian Whinnem

Ian Whinnem,
Senior Vice President & Chief Financial Officer

Civista Bancshares Completes Merger with The Farmers Savings Bank, Expanding Community Banking Footprint in Northeast Ohio

Sandusky, OH, November 6, 2025 — Civista Bancshares, Inc. (NASDAQ: CIVB), the parent company of Civista Bank, today announced the successful completion of its merger with The Farmers Savings Bank, a community-focused institution headquartered in Spencer, Ohio. The transaction marks a strategic expansion for Civista into Medina and Lorain Counties, reinforcing its commitment to serving Ohio's communities with personalized banking solutions.

The merger adds two new branches and approximately \$236 million in low-cost deposits to Civista's portfolio. Based on financial data as of September 30, 2025, the combined organization will have approximately \$4.4 billion in total assets, \$3.2 billion in net loans, and \$3.5 billion in total deposits.

"This merger represents a significant step forward in our mission to deliver exceptional community banking services," said Dennis G. Shaffer, President and CEO of Civista Bancshares. "We are thrilled to welcome Farmers Savings Bank into the Civista family. Together, we will leverage our combined strengths to enhance commercial lending capabilities, deploy excess liquidity, and deepen relationships in Northeast Ohio, and across the Civista footprint."

Tom Lee, President and CEO of The Farmers Savings Bank, added, "Joining Civista allows us to continue our legacy of community-focused banking while gaining access to expanded resources and expertise. Our customers will benefit from enhanced services and a broader network, all while maintaining the personal touch they've come to expect."

The system conversion is scheduled for the first quarter of 2026. Until then, Farmers Savings Bank customers will continue to access services as usual, with updates and support provided throughout the transition.

About Civista Bancshares:

Civista Bancshares, Inc., is a \$4.4 billion financial holding company headquartered in Sandusky, Ohio. Its primary subsidiary, Civista Bank, was founded in 1884 and provides full-service banking, commercial lending, mortgage, and wealth management services. Today, Civista Bank operates 44 locations across Ohio, Southeastern Indiana and Northern Kentucky. Civista Bank also offers commercial equipment leasing services for businesses nationwide through its Civista Leasing and Finance Division. Civista Bancshares' common shares are traded on the NASDAQ Capital Market under the symbol "CIVB". Learn more at www.civb.com.

CONTACT: Dennis G. Shaffer, President & CEO, at dgshaffer@civista.bank or (419) 625-4121.

Source: Civista Bancshares, Inc.
