

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Tom Farrell (T.F. Farrell)

Name of the Holding Company Director and Official

Chairman, Peoples State Bank

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official

01/21/2016

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1209499
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

Peoples Bancorp., Inc.

Legal Title of Holding Company

PO Box 299

(Mailing Address of the Holding Company) Street / P.O. Box

Prairie du Chien WI 53821

City State Zip Code

301 E. Blackhawk Ave.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brennen Clark Chief Financial Officer

Name Title

608-326-3539

Area Code / Phone Number / Extension

608-326-5125

Area Code / FAX Number

bclark@peoplesfinancial.com

E-mail Address

www.peoplesfinancial.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

Yes Please identify the report items to which this request applies:

In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.

The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

No

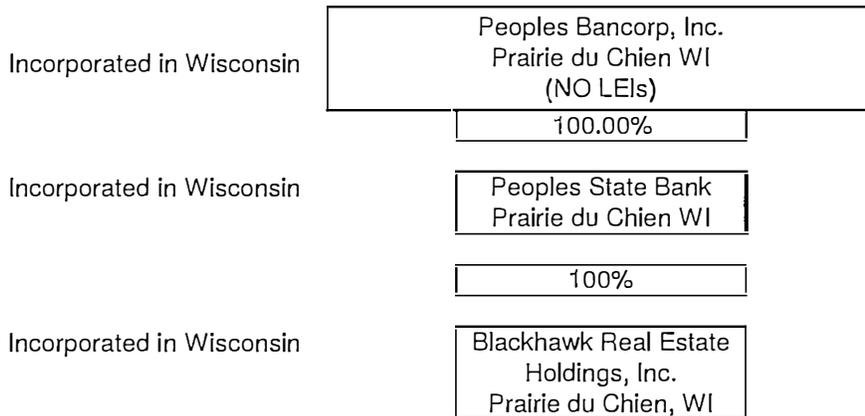
Annual Report FRY-6
(PEOPLES BANCORP, INC.)
Year Ended December 31, 2015

REPORT ITEMS

(1) Bank holding company financial statements

- A. There are no filing requirements with the Securities and Exchange Commission
- B. There are no annual reports for Peoples Bancorp, Inc.

(2)a Organization chart



(2)b Branchlisting - see attached

- (3) Shareholders - See attached schedules
- (4) Directors and executive officers - See attached schedules

Data Action	Service Type	ID_RSSD	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC	Head Office
OK	Full Service	787440	GUTTENBERG BRANCH	15 GOETHE STREET	GUTTENBERG	IA	52052	CLAYTON	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	3728707	BAGLEY BRANCH	115 SOUTH BAGLEY AVENUE	BAGLEY	WI	53801	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	454742	BLOOMINGTON BRANCH	520 CANAL STREET	BLOOMINGTON	WI	53804	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2953696	1609 ELM STREET BRANCH	1609 ELM STREET	BOSCOBEL	WI	53805	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	4116039	EASTMAN BRANCH	103 NORTH MAIN STREET	EASTMAN	WI	54626	CRAWFORD	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2099642	GLEN HAVEN BRANCH	13207 MAIN STREET	GLEN HAVEN	WI	53810	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2083100	MOUNT HOPE BRANCH	116 EAST MAIN STREET	MOUNT HOPE	WI	538169773	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2098355	PATCH GROVE BRANCH	HIGHWAY 35, MAIN STREET	PATCH GROVE	WI	53817	GRANT	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2846136	RIVERSIDE SQUARE BRANCH	1500 EAST LAPOINTE STREET	PRAIRIE DU CHIEN	WI	53821	CRAWFORD	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2953780	SENECA BRANCH	HIGHWAY 27	SENECA	WI	54654	CRAWFORD	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2098373	SOLDIERS GROVE BRANCH	101 SUNBEAM BOULEVARD	SOLDIERS GROVE	WI	546559759	CRAWFORD	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2075495	WAUZIEKA BRANCH	106 SOUTH BUSINESS STREET	WAUZIEKA	WI	53826	CRAWFORD	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	78643	VIROQUA BRANCH	101 NORTH MAIN STREET	VIROQUA	WI	54665	VERNON	UNITED STATES		12814 PEOPLES ST BK
OK	Full Service	2060521	VERNON SQUARE BRANCH	1230 NORTH MAIN STREET	VIROQUA	WI	54665	VERNON	UNITED STATES		12814 PEOPLES ST BK

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Report Item 3: Shareholders

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-15.

Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control of holdings of 5% or more with power to vote during the fiscal year ending 12-31-15.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship of Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Thomas F. Farrell Prairie du Chien, WI USA	USA	79 - 5.23%	NONE		
Mark and Mary Jane Farrell JLT Kettering, OH USA	USA	70 - 4.63%			
Jeanne Duncan Farrell Seattle, WA USA	USA	80 - 5.30%			
Kerry Hipenbecker Cincinnati, OH USA	USA	60 - 3.97%			
Dianne Cosentino Elkhart, IN USA	USA	60 - 3.97%			
Michael Kayser Plymouth, MN USA	USA	20 - 1.32%			
Maureen Kayser Plymouth, MN USA	USA	50 - 3.31%			
Nicholas Ihde Buhl, ID USA	USA	10 - 1%			
Erin and Carolyn Ihde St Olaf, IA USA	USA	10 - 1%			
Chad & Christie Ihde Dayton, OH USA	USA	15 - 1%			
Michael and Lori Holton Wayzata, MN USA	USA	16 - 1%			
Shawn Alexander & Kelly Farrell Lawrence, KS USA	USA	10 - 1%			
Mary and Michael Jaynes Prairie du Chien, WI USA	USA	2 - 1%			
Molly and Doran Kirschbaum Prairie du Chien, WI USA	USA	12 - 1%			
Tommy & Meredith Farrell Verona, WI USA	USA	10 - 1%			

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Shareholders not listed in (3)(1)(a) through (3)(1)(c) that had ownership, control of holdings of 5% or more with power to vote during the fiscal year ending 12-31-15.

(1)(a) Name & Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship of Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Adamany Erin Farrell & Jason Fitchburg, WI USA	USA	15 - 1%			
Mark Forsythe Prairie du Chien, WI USA	USA	40 - 2.65%			
Kati Wanek-Forsythe Prairie du Chien, WI USA	USA	60 - 3.97%			
Roger O. Osterhaus and Phyllis Rev. Trust Victoria A. Crubel and Daniel R. Osterhaus Trustees Bloomington, WI USA	USA	100 - 6.63%			
Stephen E. Welter, Family GST Trust Stephen E. Welter, Trustee Prairie du Chien, WI USA	USA	110 - 7.29%			
Lynda Welter Prairie du Chien, WI USA	USA	10 - 1%			
Timothy White Prairie du Chien, WI USA	USA	80 - 5.30%			
Michael White Prairie du Chien, WI USA	USA	140 - 9.27%			
Sally White Prairie du Chien, WI USA	USA	20 - 1.32%			
Kim White-Barrow Williamsburg, VA USA	USA	60 - 3.97%			

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Report Item 4: Insiders

(1) Names & Address (City, State, Country)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares In Bank Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (including names of subsidiaries)	(4)(c) List names of companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Thomas F. Farrell Prairie du Chien, WI USA	Retired	President & Secretary/Treasurer & Chairman	Director-Peoples State Bank Chairman-Peoples State Bank	None	5.23%	None	None
Mark Forsythe Prairie du Chien, WI USA	President Peoples State Bank	Vice President Director	Director-Peoples State Bank President-Peoples State Bank Secretary-Peoples State Bank	None	2.65%	None	None
Franklin W. Weeks Prairie du Chien, WI USA	Manufactured Housing	Director	Director-Peoples State Bank	President Design Homes, Inc.	3.31%	None	Design Homes, Inc. 95%
Stephen E. Welter Voting as Trustee Prairie du Chien, WI USA	President	Director	Director-Peoples State Bank	President Welter Realty	7.29%	None	President Welter Realty 100%
Garith Steiner Viroqua, WI USA	Retired	Director	Director - Peoples State Bank		0.33%	None	None
Darby Suckow Postville, IA USA	Dairy Equipment	Director	Director - Peoples State Bank	President Suckow Dairy Equipment, Inc.	0.40%	None	Suckow Dairy Equipment, Inc. 100%
Mark and Mary Jane Farrell JLT Kettering, OH USA	Small Business Owner	None	None	President Cedar Hill Furniture	4.64%	None	100%
Kerry Hippenbecker Cincinnati, OH USA	Homemaker	None	None	None	3.97%	None	None
Dianne Cosentino Elkhart, IN USA	Homemaker	None	None	None	3.97%	None	None
Michael Kayser Plymouth, MN USA	Retired	None	None	None	1.32%	None	None
Maureen Kayser Plymouth, MN USA	Nurse	None	None	None	3.31%	None	None
Nicholas Ihde Buhl, ID USA	Ag Products Research	None	None	None	1%	None	None
Erin and Carolyn Ihde St Olaf, IA USA	Farm Implement Maint.	None	None	President Hidden Spring Farms, LLC.	1%	None	None
Chad & Christie Ihde Dayton, OH USA	Ag Products Sales	None	None	None	1%	None	None
Michael and Lori Holton Wayzata, MN USA	Software Sales	None	None	None	1%	None	None
Jeanne Duncan Farrell Seattle, WA USA	Retired	None	None	None	5.30%	None	None
Shawn Alexander & Kelly Farrell Lawrence, KS USA	College Professor	None	None	None	1%	None	None
Mary and Michael Jaynes Prairie du Chien, WI	Banking	None	Officer - Peoples State Bank	None	1%	None	None