

PEOPLES BANCORP OF NORTH CAROLINA INC
Form DEF 14A
March 25, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

<input type="checkbox"/> Preliminary Proxy Statement	<input type="checkbox"/> Confidential, for Use of the Commission
<input checked="" type="checkbox"/> Definitive Proxy Statement	<input type="checkbox"/> Only (as permitted by Rule 14a-6(e)(2))
<input type="checkbox"/> Definitive Additional Materials	
<input type="checkbox"/> Soliciting Material Pursuant to §240.14a-12	

Peoples Bancorp of North Carolina, Inc.

(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.

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- (1) Title of each class of securities to which transaction applies:
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(3) Filing Party:

(4) Date Filed:

PEOPLES BANCORP
OF NORTH CAROLINA, INC.

Notice of 2013 Annual Meeting,
Proxy Statement and
Annual Report

PEOPLES BANCORP OF NORTH CAROLINA, INC.

PROXY STATEMENT

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PEOPLES BANCORP OF NORTH CAROLINA, INC.

Post Office Box 467
518 West C Street
Newton, North Carolina 28658-0467
(828) 464-5620

NOTICE OF 2013 ANNUAL MEETING OF
SHAREHOLDERS

To Be Held on May 2, 2013

NOTICE IS HEREBY GIVEN that the 2013 Annual Meeting of Shareholders of Peoples Bancorp of North Carolina, Inc. (the "Company") will be held as follows:

Place:	Catawba Country Club 1154 Country Club Road Newton, North Carolina
Date:	May 2, 2013
Time:	11:00 a.m., Eastern Time

The purposes of the Annual Meeting are to consider and vote upon the following matters:

- To elect ten persons who will serve as members of the Board of Directors until the 2014 Annual Meeting of Shareholders or until their successors are duly elected and qualified;
- To participate in an advisory (non-binding) vote to approve the compensation of the Company's named executive officers, as disclosed in the Proxy Statement;
- To participate in an advisory (non-binding) vote on the frequency in which shareholders approve the compensation of the Company's named executive officers.
- To ratify the appointment of Porter Keadle Moore, LLC ("PKM") as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013; and
- To consider and act on any other matters that may properly come before the Annual Meeting or any adjournment.

The Board of Directors has established March 15, 2013, as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting. If an insufficient number of shares is present in person or by proxy to constitute a quorum at the time of the Annual Meeting, the Annual Meeting may be adjourned in order to permit further solicitation of proxies by the Company.

Your vote is important. We urge you to vote as soon as possible so that your shares may be voted in accordance with your wishes. You may vote by executing and returning your proxy card in the accompanying envelope, or by voting electronically over the Internet or by telephone. Please refer to the proxy card enclosed for information on voting electronically. If you attend the Annual Meeting, you may vote in person and the proxy will not be used.

By Order of the Board of Directors,

/s/ Lance A. Sellers
Lance A. Sellers
President and Chief Executive Officer

Newton, North Carolina
March 25, 2013

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PEOPLES BANCORP OF NORTH CAROLINA, INC.

PROXY STATEMENT

Annual Meeting of Shareholders
To Be Held On May 2, 2013

This Proxy Statement is being mailed to our shareholders on or about March 25, 2013, for solicitation of proxies by the Board of Directors of Peoples Bancorp of North Carolina, Inc. Our principal executive offices are located at 518 West C Street, Newton, North Carolina 28658. Our telephone number is (828) 464-5620.

In this Proxy Statement, the terms “we,” “us,” “our” and the “Company” refer to Peoples Bancorp of North Carolina, Inc. The term “Bank” means Peoples Bank, our wholly-owned, North Carolina-chartered bank subsidiary. The terms “you” and “your” refer to the shareholders of the Company.

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on May 2, 2013. The Notice, Proxy Statement and the Annual Report to Shareholders for the year ended December 31, 2012 are also available at

<https://www.sn1.com/IRWebLinkX/GenPage.aspx?IID=4050385&GKP=202713>

You may also access the above off-site website by going to www.peoplesbanknc.com and click on the link.

INFORMATION ABOUT THE ANNUAL MEETING

Your vote is very important. For this reason, our Board of Directors is requesting that you allow your common stock to be represented at the 2013 Annual Meeting of Shareholders by the proxies named on the enclosed proxy card.

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| When is the Annual Meeting? | May 2, 2013, at 11 a.m., Eastern Time. |
| Where will the Annual Meeting be held? | At the Catawba Country Club, 1154 Country Club Road,
Newton, North Carolina. |
| What items will be voted on at the Annual Meeting? | <ol style="list-style-type: none">1. ELECTION OF DIRECTORS. To elect ten directors to serve until the 2014 Annual Meeting of Shareholders;2. PARTICIPATION IN ADVISORY VOTE ("SAY ON PAY"). To participate in an advisory (non-binding) vote to approve the compensation of the Company's named executive officers, as disclosed in the Proxy Statement; |

3. PARTICIPATION IN ADVISORY VOTE ("SAY ON FREQUENCY"). To participate in an advisory (non-binding) vote to approve the frequency in which shareholders approve the compensation of the Company's named executive officers, as disclosed in the Proxy Statement;
4. RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR. To ratify the appointment of Porter Keadle Moore, LLC ("PKM") as the