NORDSON CORP
Form 8-K
February 26, 2015

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): February 20, 2015

Nordson Corporation

(Exact name of registrant as specified in its charter)

Ohio	0-7977	34-0590250
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
28601 Clemens Road, Westlake, Ohio		44145
(Address of principal executive offices)		(Zip Code)

Registrant s telephone number, including area code: 440-892-1580

Not Applicable

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))

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Item 1.01 Entry into a Material Definitive Agreement.

On February 20, 2015 Nordson Corporation (the "Company"), entered into a credit agreement (the "Credit Agreement") for a $600 million unsecured multicurrency credit facility with the following "Banks" (as defined in the Credit Agreement): KeyBank National Association (as Joint Lead Arranger, Joint Bookrunner and Administrative Agent), J.P. Morgan Chase Bank, N.A., The Bank of Tokyo-Mitsubishi UFJ, LTD., PNC Bank, National Association, Citizens Bank, National Association, and Bank of America, National Association (as Joint Lead Arrangers and Joint Bookrunners), Wells Fargo Bank, National Association (as Senior Managing Agent), and The Northern Trust Company, HSBC Bank USA, N.A., The Huntington National Bank, Commerzbank AG, Branch Banking and Trust Company, Fifth Third Bank, and U.S. Bank National Association.

The Credit Agreement:

• has a five-year term and includes a $50 million sub-facility for swing-line loans;

• may be increased from $600 million to $850 million under certain conditions;

• provides that the applicable margin for Eurodollar Loans will range from .67% to 1.45% based on the Company’s leverage ratio calculated on a consolidated net debt basis;

• contains a number of covenants that the Company believes are usual and customary for senior unsecured credit agreements, including compliance with various financial ratios and tests, and certain covenants that restrict, among other things, the Company and its subsidiaries’ ability to incur debt; incur liens; merge or consolidate with other companies and make certain acquisitions;

• contains customary events of default (subject to grace periods, as appropriate) including among others: nonpayment of principal, interest or fees; breach of the representations or warranties in any material respect; breach of the financial, affirmative or negative covenants; payment default on, or accelerations of, other material indebtedness; bankruptcy or insolvency; material judgments entered against the Company or any of its subsidiaries; certain specified events under the Employee Retirement Income Security Act of 1974, as amended; certain changes in control of the Company; and the invalidity or unenforceability of the Credit Agreement or other documents associated with the Credit Agreement; and

• replaces our existing revolving loan agreement (the "Prior Credit Agreement") that was scheduled to expire in December 2016.

The Company had balances outstanding under the Prior Credit Agreement that have been transferred to the new Credit Agreement. The Company was in compliance with the financial covenants and other restrictions of the Prior Credit Agreement.

Borrowings under the Credit Agreement bear interest, at either an alternate base rate or an adjusted LIBOR rate plus, in each case, an applicable margin. Such applicable margin is based on the Company’s Leverage Ratio. Interest is payable (a) in the case of base rate loans, quarterly, and (b) in the case of LIBOR rate loans, on the maturity date of the borrowing, or quarterly from the effective date for borrowings exceeding three months.
Proceeds of the Credit Agreement are available for use by the Company for working capital, acquisitions and other general corporate purposes, including refinancing existing debt of the Company and its subsidiaries.

This description of the Credit Agreement is a summary only and is qualified in its entirety by the terms of the Credit Agreement. A copy of the Credit Agreement is attached hereto as Exhibit 4.1 and is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The disclosures set forth in Item 1.01 pertaining to the Credit Agreement are hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d.) Exhibits

4.1 Credit Agreement dated February 20, 2015

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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.

Nordson Corporation

February 26, 2015

By: *Gregory A. Thaxton*

Name: Gregory A. Thaxton
Title: Senior Vice President, Chief Financial Officer

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Exhibit Index

Exhibit No.	**Description**
4.1	Credit Agreement dated February 20, 2015

t; padding-right: 0pt; padding-left: 0pt; padding-bottom: 3pt; margin-top: 0pt; margin-right: 0pt; margin-left: 0pt; margin-bottom: 0pt">PROPOSAL # 2
ADVISORY VOTE ON THE APPOINTMENT OF
THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board of Directors proposes and recommends that the shareholders ratify on an advisory basis the selection by the Committee of the firm of BKD to serve as its independent registered public accounting firm for the Company for the year 2015. The firm has served as independent auditors for the Company since 2007. Action by the shareholders is not required by law in the appointment of an independent registered public accounting firm, but their appointment is submitted by the Audit Committee of the Board of Directors in order to give the shareholders a voice in the designation of auditors. If the resolution approving BKD as the Company s independent registered public accounting firm is rejected by the shareholders then the Committee will reconsider its choice of independent auditors. Even if the resolution is approved, the Audit Committee in its discretion may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders.

Proxies in the form solicited hereby which are returned to the Company will be voted in favor of this non-binding proposal unless otherwise instructed by the shareholder. The affirmative vote of a majority of the shares present or represented at the Annual Meeting and entitled to be cast on this proposal is required to adopt this advisory resolution. Shares which are present or represented at the Annual Meeting and entitled to vote on this proposal, but which are not cast for or against the proposal, such as abstentions and broker non-votes, will effectively constitute votes cast Against the proposal.

THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS
RECOMMENDS A VOTE FOR THE ADOPTION OF THIS NON-BINDING ADVISORY PROPOSAL

EXECUTIVE COMPENSATION AND OTHER INFORMATION

The following information relates to compensation of management for the year ended December 31, 2014, unless otherwise noted below. During 2014, Mr. Everson principally served as Chairman, President and Chief Executive Officer of The Citizens Savings Bank which is the wholly owned subsidiary of the Company.

Compensation Overview

Introduction. The Compensation Committee administers our executive compensation program. The committee, which is composed entirely of independent directors, is responsible for reviewing and determining executive officer compensation, for evaluating the President and Chief Executive Officer, for overseeing the evaluation of all other officers and employees, for administering our incentive compensation programs, for providing insight and guidance to management with respect to employee compensation generally, and for reviewing and making recommendations to the board with respect to director compensation. Scott A. Everson, the Corporation s President and Chief Executive Officer, participated with respect to decisions concerning other executive officers of the Corporation for 2014.

The Compensation Committee operates under a charter adopted by the board of directors. The Compensation Committee annually reviews the adequacy of its charter and recommends changes to the board for approval. The charter grants the Committee the authority to retain and terminate advisors, including compensation consultants, accountants and legal counsel, to assist in discharging its duties. The Compensation Committee meets at scheduled times during the year and also acts upon occasion by electronic written consent. The chair of the committee reports on committee activities and makes committee recommendations at meetings of the board of directors.

Compensation Philosophy. Our executive compensation programs seek to achieve and maintain equity with respect to balancing the interests of shareholders and executive officers, while supporting our need to attract and retain competent executive management. The Board of Directors believes a key to attracting and retaining good management and directors is a competitive compensation program. Toward this end, the management compensation committee has developed an executive compensation policy, along with supporting executive compensation plans and programs, which are intended to attain the following objectives:

Support a pay-for-performance policy that rewards Executive Officers for corporate performance.
Motivate Executive Officers to achieve strategic business goals.
Provide competitive compensation opportunities critical to the Corporation s long-term success.
The committee collects and analyzes comparative executive compensation information from relevant peer groups, then approves executive salary adjustments.

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Additionally, from time to time, the committee reviews other human resource issues, including qualified and non-qualified benefits, and management performance appraisals.

The Committee uses comparisons of competitive executive pay practices taken from banking industry compensation surveys and, from time-to-time, consultation with independent executive compensation advisors. Peer groups and competitive compensation practices are determined using executive compensation packages at bank holding companies and subsidiaries of comparable size to the Corporation and its subsidiaries.

There are two principal components of the compensation program for all Executive Officers of the Corporation and its commercial bank subsidiary: (i) a base salary component and (ii) a cash bonus incentive component. Until 2006, the Corporation also had a long-term equity incentive compensation component in the form of a stock option plan. Awards can no longer be made under the plan, but the final grants that were made under the plan will not expire until 2015. In 2008 the Corporation s shareholders approved The United Bancorp, Inc. 2008 Stock Incentive Plan. In accordance with the 2008 Plan, the Company has issued 160,000 restricted common stock awards to certain Officers and Directors of the Company. The Corporation also has a 401(k) and employee stock ownership plan and a defined benefit pension plan.

In making its decisions regarding annual salary adjustments, the committee reviews quantitative and qualitative performance factors as part of an annual performance appraisal. These are established for each executive position and the performance of the incumbent executive is evaluated annually against these standards. This appraisal is then integrated with market-based adjustments to salary ranges to determine if a base salary increase is merited.

The accounting and tax treatment of particular forms of compensation materially do not affect the committee s compensation decisions. However, the committee evaluates the effect of such accounting and tax treatment on an ongoing basis and will make appropriate modifications to its compensation policies where appropriate.

Components of Compensation. The elements of total compensation paid by the Corporation to its senior officers, including the Chief Executive Officer (the CEO) and the other executive officers identified in the Summary Compensation Table which appears following this Compensation Overview (referred to collectively herein as the Named Executive Officers), include the following:

Base salary;
Awards under our cash and stock-based incentive compensation programs;
Awards under our 401(k) and employee stock ownership plan; and
Benefits under our life, health and disability plans.

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Base Salary. The base salaries of the Named Executive Officers are reviewed by the Committee annually as well as at the time of any promotion or significant change in job responsibilities. The committee reviews peer group data to establish a market-competitive executive base salary program, combined with a formal performance appraisal system that focuses on awards that are integrated with strategic corporate objectives. To establish base salary for 2014, the Committee reviewed the 2014 Bank Compensation & Benefits Survey a partnership of the Ohio Bankers League, Illinois Bankers Association & Missouri Bankers Association and the 2014 Financial Institutions Salary Survey, Midwest Survey Report Crowe Howath. Salary income for each Named Executive Officer for calendar year 2014 is reported in Salary column of the Summary Compensation Table, which appears following this Compensation Overview. The base salary amounts shown in the Summary Compensation Table include directors fees paid in 2014 for service as a director of United Bancorp or its subsidiary bank in the following amounts for these executive officers:

Mr. Scott A. Everson	$ 33,551

Effective January 1, 2015, all executive officers of the Corporation received a cost of living increase of 1.75% over their previous year s base salary.

Incentive Cash Compensation. United Bancorp has established a short-term incentive compensation plan that provides for cash awards upon the achievement of performance targets established for each executive officer. The cash-based plan is designed to reward achievement of short-term performance goals. For 2014, the Compensation Committee selected goals based on United Bancorp s earnings per share. At the bank level, the Committee selected goals based on growth in loans and deposits, return on assets and return on equity. Threshold, target and maximum performance goals were set.

The amount of the annual cash bonus that may be earned by an executive officer is based on his or her base salary and is weighted to reflect each participant s ability to affect the performance of United Bancorp, with the Chief Executive Officer having the largest weighting. Awards under the Corporation s cash incentive compensation plan are generally based on the Corporation s earnings per share for the year and the satisfaction of bank performance benchmarks. The exact weighting and mix of these goals varies among the executive officers. For more information regarding the structure of this plan, see the narrative disclosure that supplements the Summary Compensation Table provided below.

Long Term Restricted Stock Awards. In keeping with the Board s belief that key to attracting and retaining good management and directors is a competitive compensation program, in 2009 the Board, through the recommendation of its Compensation Committee, implemented a restricted stock awards program (the Awards Program) in accordance with the terms of the shareholder-approved United Bancorp, Inc. 2008 Stock Incentive Plan (the 2008 Plan). The Awards Program is designed to retain the services of participating individuals by requiring

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them to maintain a period of continued employment with the Company before the ownership of their respective stock award vests. At the time of grant, the receipt of the shares becomes a fully taxable event to participants based upon the current value of the shares, and the acceptance of the shares is subject to the participant s execution a non-compete agreement which will take effect if the participant chooses to leave employment prior to normal retirement with the Company. Under the 2008 Plan the Company has 305,000 shares remaining for future grants.

401(k) and Employee Stock Ownership Plan. The Corporation also offers a 401(k) plan, which covers all employees who have attained the age of 18 and have completed one year of service. Eligible employees may contribute up to $17,500 in 2014 and employees who have attained the age of 50 years or older may contribute an additional $5,500 in 2014. The Corporation may make a discretionary matching contribution equal to a percentage of each participant s elective deferral not to exceed 6% of the participant s annual compensation. Employer contributions are invested in the common stock of United Bancorp, Inc. under the Employee Stock Ownership Plan. Employee contributions are always vested. Employer contributions become 100% vested after 3 years of service. The Corporation s contributions to the Employee Stock Ownership Plan made on behalf of the Named Executive Officers are included in the all other compensation column in the Summary Compensation Table.

Defined Benefit Pension Plan. The Corporation has a defined benefit pension plan which covers all employees 18 or over who have completed 1,000 hours of service during an anniversary year, measured from the date of hire. The plan calls for benefits to be paid to eligible employees at retirement, based primarily upon years of service and compensation rates. Effective January 1, 2014, the Company amended the plan to change the calculation for determining the benefit payout upon retirement. Under the modifications, benefits earned under the Final Average Earnings formula have been frozen, and all employees will earn future benefits using the Career Average Earnings formula. The plan may provide monthly benefits commencing as early as age 50, but not later than age 70, for employees who terminate employment or retire with 5 or more years of credited service. The plan is integrated with social security covered compensation.

Group Life, Health and Disability Benefits. The Corporation provides healthcare, life and disability insurance and other employee benefits programs to its employees, including its senior officers, except that life insurance is not provided under the group plan to executive officers that participate in the split-dollar life insurance arrangements discussed more thoroughly below. The committee is responsible for overseeing the administration of these programs and believes that its employee benefits programs should be comparable to those maintained by other members of the relevant peer groups so as to assure that the Corporation is able to maintain a competitive position in terms of attracting and retaining officers and other employees. Except for United Bancorp s split dollar life insurance arrangements with its executive officers and certain directors our employee benefits plans are provided on a non-discriminatory basis to all employees.

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United Bancorp has split-dollar life insurance arrangements with certain executive officers and certain directors that provide certain death benefits to the executive s and director s beneficiaries upon his or her death. The agreements provide a pre- and post-retirement death benefit payable to the beneficiaries of the executive in the event of the executive s death. The Corporation has purchased life insurance policies on the lives of all participants covered by these agreements in amounts sufficient to provide the sums necessary to pay the beneficiaries, and the Corporation pays all premiums due on the policies. Under the arrangements, directors have the right to designate beneficiaries of death proceeds up to $100,000, subject to forfeiture of that right upon the occurrence of certain events. The Named Executive Officers have the right to designate beneficiaries of death proceeds up to four times the Named Executive Officer s annual base salary, subject to forfeiture of that right upon the occurrence of certain events. The economic benefit (the imputed income amount of this insurance) for the year 2014 to the Named Executive Officers is included in the amounts for each of these executive officers set forth in the Summary Compensation Table under the column All Other Compensation. The economic benefit (the imputed income amount of this insurance) for the year 2014 to the directors is set forth in the Director Compensation Table under the column All Other Compensation.

The Corporation also provides a reasonable level of personal benefits, and perquisites to one or more Named Executive Officers to support the business interests of the bank, provide competitive compensation, and to recognize the substantial commitment both professionally and personally expected from executive officers

As part of its compensation program the Corporation has entered into agreements with each of the Named Executive Officers pursuant to which they will be entitled to receive severance benefits upon the occurrence of certain enumerated events following a change in control. The events that trigger payment are generally those related to termination of employment without cause or detrimental changes in the executive s terms and conditions of employment. See Employment Contracts and Payments Upon Termination or Change in Control below for a more detailed description of these events. The Corporation believes that this structure will help: (i) assure the executives full attention and dedication to the company, free from distractions caused by personal uncertainties and risks related to a pending or threatened change in control, (ii) assure the executives objectivity for shareholders interests, (iii) assure the executives of fair treatment in case of involuntary termination following a change in control, and (iv) attract and retain key talent during uncertain times.

2014 Executive Officer Compensation. For 2014 the executive officers named in the Summary Compensation Table received salaries that were intended to maintain their compensation at a competitive level. Adjustments in 2014 base salary were based upon each Named Executive s annual performance review, an annual review of peer compensation, and the overall performance of the company. These adjustments are

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consistent with the company s salary budget which is approved by the compensation committee and becomes part of the overall budget approved annually by the board of directors.

The following table sets forth the annual and long-term compensation for United Bancorp s Chief Executive Officer and its two other highest paid executive officers, as well as the total compensation paid to each individual during United Bancorp s last three completed fiscal years.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)[1]	All Other Compensation ($)[2]	Total ($)
Scott A. Everson	**2014**	268,315				44,018		14,325	326,658
President & Chief	2013	229,895				68,306		12,068	310,269
Executive Officer	2012	218,278						12,824	231,102
United Bancorp, Inc. Principal Position CEO The Citizens Savings Bank									
Matthew F.	**2014**	146,886				20,656		6,837	174,379
Branstetter	2013	132,130				30,389		4,924	167,443
Senior Vice	2012	129,539						5,541	135,080
President Chief Operating Officer United Bancorp, Inc. Principal Position Chief Operating and Lending Officer The Citizens Savings Bank									
Randall M.	**2014**	135,379				19,038		7,052	161,469
Greenwood	2013	133,378				32,010		6,164	171,552
Senior Vice	2012	131,013						6,659	137,672
President, Chief Financial Officer United Bancorp, Inc. Principal Position, CFO, United Bancorp, Inc.									
James W.	**2014**	101,208						33,350	134,558
Everson[3]	2013	221,617				58,691		33,835	314,143
Retired Chairman	2012	217,267						31,689	248,956

& Chief
Executive
Officer, United
Bancorp, Inc.

1. Pursuant to the deferred compensation plan implemented by United Bancorp, Inc. for the benefit of its corporate directors.
2. The amounts shown in this column for the most recently completed fiscal year were derived from the following figures: (1) contributions by United Bancorp to its ESOP Plan: Mr. Scott A. Everson $7,800; Mr. Branstetter $5,396; and Mr. Greenwood $5,185 (2) the economic benefit of life insurance coverage provided for the Named Executive Officers: Mr. Scott A. Everson $1,670; and Mr. Greenwood $1,364. The aggregate value of perquisites and personal benefits, as defined under SEC rules, provided to each Named Executive Officer is less than the reporting threshold value of $10,000.

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3. At the conclusion of the Annual Meeting of United Bancorp, Inc. Shareholders on April 16, 2014, Chairman and Chief Executive Officer James W. Everson stepped down from his Board and Management positions pursuant to the Company s retirement policy.

The Corporation maintains a cash-based incentive compensation plan, payments pursuant to which are reported under the column headed Non-Equity Incentive Plan Compensation. The amount of the annual cash bonus that may be earned by an executive officer under this plan is based on his or her base salary and is weighted to reflect each participant s ability to affect the performance of United Bancorp, with the Chief Executive Officer having the largest weighting. The multiple for calculating the maximum bonus of Scott A. Everson, the Corporation s Chief Executive Officer, is set at 25% of his base salary for the year (the Base Multiple). The Base Multiple for Matthew F. Branstetter and Randall M. Greenwood, the Corporation s Senior Vice Presidents are set at 20% of their base salary for the year.

Awards under the Corporation s cash-based incentive compensation plan are based on two general and independent criteria: (1) the Corporation s earnings per share growth and/or a discretionary level of cash incentive award; and (2) the performance of The Citizens Bank (the Bank) in the following categories: loan and deposit growth; return on average assets; and return on average equity. Under the plan, the potential incentive award of the Corporation s Named Executive Officers for the year is 75% based upon the Corporation meeting or exceeding its earnings per share from the previous year. The balance of 25% of these cash-based incentive compensation is based upon the Bank s financial performance. Under the plan, each executive officer is entitled to receive earnings per share incentive awards as follows:

Earnings per share equal to previous year: 75% of Base Multiple
05% Increase in earnings per share over previous year: 100% of Base Multiple
10% Increase in earnings per share over previous year: 125% of Base Multiple
15% Increase in earnings per share over previous year: 150% of Base Multiple
17% Increase in earnings per share over previous year: 175% of Base Multiple
20% Increase in earnings per share over previous year: 200% of Base Multiple

The Company s diluted earnings per share for 2014 and 2013 was $0.53 for both years, therefore the portion of the incentive award based upon earning per share is at the 0.75% base multiple.

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Outstanding Equity Awards at Fiscal Year-End

Name	Option Awards[1]					Stock Awards			
	Number of Securities Underlying Unexer-cised Options (#) Exer-cisable	Number of Securities Underlying Unexer-cised Options (#) Unexer-cisable	Equity Incentive Plan Awards: Number of Securities Under-lying Unexer-cised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)[2]	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)
Scott A. Everson		13,245		9.63	5/15/2015				
						25,000	201,750		
Matthew F. Branstetter						10,000	80,700		
Randall M. Greenwood		13,245		9.63	5/15/2015				
						15,000	121,050		

1. All outstanding options were awarded under the Corporations stock option plan, which expired in 2005.
2. Market value of $8.07 per share of the Registrants stock as of December 31, 2014.

In keeping with the Board s belief that a key to attracting and retaining good management and directors is a competitive compensation program, in 2009 the Board, through the recommendation of its Compensation Committee, implemented a restricted stock awards program in accordance with the terms of the shareholder-approved United Bancorp, Inc. 2008 Stock Incentive Plan. In accordance with that plan, the Company has issued 160,000 restricted common stock awards to certain Officers and Directors of the Company, all of which occurred during 2009. These awards will cliff vest at the earliest of the individuals normal retirement date or 9 years and 6 months from date of grant. At December 31, 2014, no shares were vested pursuant to these awards. However, these shares are entitled to receive dividends and may be voted on matters requiring shareholder approval by the respective participants.

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Employment Contracts and Payments upon Retirement, Termination or Change in Control

The Corporation has entered into change-in-control agreements with Messrs. Everson, Branstetter and Greenwood. The agreements provide that Mr. Scott A. Everson, Mr. Matthew F Branstetter and Mr. Greenwood will be entitled to a lump sum severance benefit in the event of their involuntary termination of employment (other than for cause) following a change in control of the Corporation, as defined in the Agreements. In the event of a change in control and the involuntary termination of employment, the agreements provide that: Mr. Scott A. Everson will each receive a lump sum cash payment equal to 2.99 times his respective annual compensation; and Mr. Branstetter and Mr. Greenwood would receive a lump sum cash payment equal to 2.0 times their annual compensation.

The material terms of the Corporation s defined benefit pension plan, its 401(k) and Employee Stock Ownership Plan, and the split-dollar life insurance arrangements maintained with respect to its executive officers and certain directors are discussed in the section of this proxy statement captioned Compensation Overview. In addition, the material terms of the Corporation s Deferred Compensation Plan, in which certain Directors and Named Executive Officers may participate, are discussed below.

Director Compensation Table

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Non-Equity Incentive Plan Compensation ($)	Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Gary W. Glessner	31,634		0	0	33	31,667
John M. Hoopingarner	30,684		0	0	651	31,335
Terry A. McGhee	6,576		0	0	1,041	7,617
Samuel J. Jones	19,446		0	0	717	20,163
Richard L. Riesbeck	32,564		0	0	1,190	33,754
Matthew C. Thomas	31,095		0	0	566	31,661

The table above provides information on the compensation paid to the Company s outside Directors during 2014. Information regarding compensation paid to S. Everson, including compensation paid for his service as a Director, is provided in the Summary Compensation Table and the supplemental narrative disclosure to that table provided above. The Corporation compensates each director for services as a director in the following manner: each director receives an annual retainer fee of $7,500 regardless of board meeting attendance and $956 per meeting attended. Each member of the Executive Committee and Compensation Committee receives $275 for each meeting attended. The Chairman of the Audit Committee receives an annual retainer of $1,000 and $520 per Audit Committee meeting attended, while all other members of the Audit Committee receive $321 per Audit Committee meeting attended (other than those held in connection with a full meeting of the Board of Directors). The Corporation s outside Chairman receives an additional $5,000 retainer and as the Bank s Lead Director he receives an additional retainer of $1,000. Amounts indicated under the All Other Compensation column represent the annual economic benefit

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imputed to each of the respective directors under the Corporation s split dollar life insurance arrangement for the year 2014.

The Corporation has also established a deferred compensation plan for the benefit of its directors, officers and the directors of its subsidiary bank. The Plan is an unfunded deferred compensation plan for tax purposes and for purposes of Title I of ERISA. Amounts deferred under the Plan shall remain unrestricted assets of the Corporation, and participants have the status of general unsecured creditors of the Corporation. Any director or officer who desires to participate in the Plan may elect for any year, on or before the 31st day of December of the preceding year, to defer all or a specified part of the fees and up to 50% of incentive award amounts which thereafter shall be payable to him for services in the succeeding year. Additionally, such an election may be made at any time within thirty (30) days following the date on which a person is elected to the Board of Directors if such person was not a member of the Board on the preceding December 31st, provided that such election shall apply only for fees earned for services performed subsequent to the election for such calendar year. A Director may also make such an election within thirty (30) days following adoption of the Plan by such subsidiary of United Bancorp, Inc. which had not previously participated in the Plan, provided that such election shall apply only for fees earned for services performed subsequent to the election for such calendar year. At least annually a participant s account balances or credits shall be deemed to be invested in United Bancorp, Inc. Common Stock and the account shall be credited with any subsequent dividends with respect to the Common Stock credited to his or her account.

When a participant ceases to be a member of the Board or an Officer, the Corporation shall pay him or her in equal annual installments or at his irrevocable election, in one lump sum, the aggregate number of shares of United Bancorp, Inc. Common Stock, (including, without limitation shares deemed to be acquired through reinvested dividends) that are credited to his or her account as of the close of business on the date of the termination of his membership on the Board or termination of his or her as an Officer of the Corporation, together with any cash account balance which has not yet been deemed invested in United Bancorp, Inc. Common Stock. The annual installment payment option shall be over a period not to exceed ten years.

Amounts deferred by participant during 2014 are indicated in the table below.

Name	Director Compensation Deferred in Last FY ($)
Scott A. Everson	16,776 (1)
John M. Hoopingarner	3,409
Samuel J. Jones	6,482
Terry A. McGhee	6,576
Richard L. Riesbeck	8,141
Matthew C. Thomas	3,455

1. This amount represents director fees reported as Salary in the Summary Compensation Table.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16 of the Securities Exchange Act of 1934 requires United Bancorp s executive officers, directors and more than ten percent shareholders (Insiders) to file with the Securities and Exchange Commission and United Bancorp reports of their ownership of United Bancorp securities. Based upon written representations and copies of reports furnished to United Bancorp by Insiders, all other Section 16 reporting requirements applicable to Insiders during 2014 were satisfied on a timely basis.

SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING AND COMMUNICATIONS WITH DIRECTORS

Proposals for Inclusion in Proxy Materials

Shareholders may submit proposals appropriate for shareholder action at the Corporation s Annual Meeting consistent with the regulations of the Securities and Exchange Commission. For proposals to be considered for inclusion in the Proxy Statement for the 2016 Annual Meeting, they must be received by the Corporation no later than November 20, 2015. Such proposals should be directed to United Bancorp, Inc., Attention: Chief Executive Officer, 201 South Fourth Street, Martins Ferry, Ohio 43935.

Proposals Other than for Inclusion in Proxy Materials

Pursuant to the Corporation s Amended and Restated Code of Regulations (the Code), if the Corporation provides less than 25 days prior notice of the 2016 Annual Meeting date, the latest possible cut-off for any shareholder to propose any matter to be acted upon at the 2016 Annual Meeting of Shareholders is the close of business on the 10th day following the day on which such notice of the date of the meeting is mailed. Otherwise, in order to be timely, a shareholder s notice must be delivered to the principal executive officers of the Corporation not less than 25 days prior to the meeting date. If the Board of Directors determines to hold the 2016 annual meeting of shareholders on the third

Wednesday of April (April 20, 2016), as is the default annual meeting date pursuant to Section 1 of the Code, notice containing the

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information required by Section 5 of the Code would need to be delivered to the Company s Secretary no later than March 26, 2016. If notice has not been provided by these respective dates, the business may not be considered at the Annual Meeting.

In addition, in accordance with Federal proxy regulations the proxy cards delivered in connection with next year s Annual Meeting will confer discretionary voting authority, to be exercised in the judgment of the Corporation s Board of Directors, with respect to any shareholder proposal received less than 45 days prior to the anniversary of the mailing date of this year s proxy materials, which deadline will fall on or around February 3, 2016. The Corporation also retains its authority to discretionarily vote proxies with respect to shareholder proposals received after November 20, 2015 but prior to February 3, 2016, unless the proposing shareholder takes the necessary steps outlined in Rule 14a-4(c)(2) under the Securities Exchange Act of 1934 to ensure the proper delivery of proxy materials related to the proposal.

Director Nominations

In order to make a director nomination at a shareholder meeting, it is necessary that you notify United Bancorp not less than 40 days or more than 60 days prior to the date of the meeting. In addition, the notice must meet all other requirements contained in the Code.

Communications with Directors

Shareholders may communicate directly to the Board of Directors in writing by sending a letter to the Board at: United Bancorp Board of Directors, 201 South Fourth Street, Martins Ferry, Ohio 43935. All letters directed to the Board of Directors will be received and processed by the Corporate Secretary and will be forwarded to the Chairman of the Nominating and Governance Committee without any editing or screening.

OTHER BUSINESS

Management is not aware of any other matter which may be presented for action at the meeting other than the matters set forth herein. Should any matter other than those set forth herein be presented for a vote of the shareholders, the proxy in the enclosed form directs the persons voting such proxy to vote in accordance with their judgment.

ANNUAL REPORT TO SHAREHOLDERS

United Bancorp's Annual Report for its fiscal year ended December 31, 2014 accompanies this Proxy Statement but is not part of our proxy soliciting material. Shareholders may obtain a copy of the Corporation s annual report on Form 10-K, including financial statements and the notes thereto, required to be filed with the Commission pursuant to SEC Rule 13a-1 for the Corporation s most recent fiscal year by submitting a written request to Lisa A. Basinger, Corporate Secretary, United Bancorp, Inc., 201 South Fourth Street, Martins Ferry, Ohio. You may also request additional copies of our most recent Annual Report to Shareholders by submitting a written request to Ms. Basinger s attention. A library of United Bancorp s annual reports can be accessed on the Corporation s website at *www.unitedbancorp.com*.

DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS

The Securities and Exchange Commission has adopted rules that allow us to deliver a single annual report, proxy statement, proxy statement combined with a prospectus, or any information statement to any household at which two or more shareholders reside who share the same last name or whom we believe to be members of the same family. This is known as householding.

As a consequence, you and all other shareholders who share your home address are receiving only one copy of our annual report and proxy statement for our Annual Meeting of Shareholders. However, we have included a separate proxy card for each registered shareholder located at your home address.

The Corporation will deliver promptly, upon oral or written request, a separate copy of the annual report and proxy statement for our Annual Meeting of Shareholders to any shareholder at a shared address who wishes to his or her own separate copies of such documents. Such notification can be delivered in writing to the Company s transfer agent, American Stock Transfer & Trust Company, at 6201 15th Avenue, 3rd Floor, Brooklyn, NY 11219 or by contacting our transfer agent toll free at 1-800-937-5449.

If you and other shareholders who share your same last name and reside with you have received multiple copies of the annual report and proxy statement for our Annual Meeting of Shareholders, and you wish to receive a single copy of such materials in accordance with the Corporation s householding program, you may contact its transfer agent, American Stock Transfer & Trust Company, toll free at 1-800-937-5449.

We urge you to sign and return the enclosed proxy form as promptly as possible or vote via phone or internet whether or not you plan to attend the meeting in person.

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