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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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Peoples Bancorp of North Carolina, Inc.

INDEX

	<u>Page</u>
Item 5.07 – Submission of Matters to a Vote of Security Holders	3
Signatures	4

2

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Item 5.07. Submission of Matters to a Vote of Security Holders

(a) Annual Shareholders' Meeting – May 5, 2016

Directors elected at the meeting are as follows: James S. Abernethy, Robert C. Abernethy, Douglas S. Howard, (b) John W. Lineberger, Jr., Gary E. Matthews, Billy L. Price, Jr. MD, Larry E. Robinson, William Gregory Terry, Dan Ray Timmerman, Sr. and Benjamin I. Zachary

At the May 5, 2016 Annual Shareholders' Meeting the following items were submitted to a vote of shareholders:

1) Election of Directors:

	Votes For	Votes Against	Votes Withheld	Broker Non-votes
James S. Abernethy	3,514,546	-	567,018	955,525
Robert C. Abernethy	3,514,546	-	567,018	955,525
Douglas S. Howard	3,516,302	-	565,262	955,525
John W. Lineberger, Jr.	3,423,393	-	658,171	955,525
Gary E. Matthews	3,511,155	-	570,409	955,525
Billy L. Price, Jr. MD	3,517,665	-	563,899	955,525
Larry E. Robinson	3,511,227	-	570,337	955,525
William Gregory Terry	3,511,317	-	570,247	955,525
Dan Ray Timmerman, Sr.	3,514,585	-	566,979	955,525
Benjamin I. Zachary	3,512,570	-	568,994	955,525

2) Ratification of appointment of Independent Registered Public Accountants – Elliott Davis Decosimo PLLC  
 Votes For – 5,029,413; Votes Against – 3,222; Votes Abstained – 4,454; Broker Non-votes – 0

3) Participation in advisory (non-binding) vote to approve the compensation of the Company's named executive officers  
 Votes For – 3,854,837; Votes Against – 78,850; Votes Abstained – 147,877; Broker Non-votes – 955,525

(c) Not applicable

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.

PEOPLES BANCORP OF  
NORTH CAROLINA, INC.

Date: May 9, 2016 By: /s/ A. Joseph Lampron, Jr.  
A. Joseph Lampron, Jr.  
Executive Vice President and  
Chief Financial Officer

