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FARMERS & MERCHANTS BANCORP INC
Form 8-K
January 16, 2008

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) January 10, 2008

Farmers & Merchants Bancorp, Inc.

(Exact Name of Registrant as Specified in its Charter)

Ohio 000-14492 34-1469491
(State or Other Jurisdiction (Commission File Number) (IRS Employer
of Incorporation) Identification No.)

307-11 N. Defiance, Archbold, Ohio 43502
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, including Area Code (419) 446-2501

N/A

(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 (see General Instruction A.2. below):

- 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))

ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.

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Effective January 10, 2008, the Board of Directors of Farmers & Merchants Bancorp, Inc. named Steven J. Planson to fill existing vacancies on both the Company's Board and the Board of Directors of its subsidiary, The Farmers & Merchants State Bank. Mr. Planson's current term will expire at the Company's 2008 annual meeting of shareholders. Mr. Planson will receive the standard retainer and meeting attendance fees payable to all non-employee directors, which fees consist of: a monthly retainer of \$500; \$450 for each regular meeting attended; \$350 for each audit committee meeting attended; and \$250 per meeting for all other committees. At this time, it is not known which committees of the Board of Directors Mr. Planson will serve on.

During 2007, Mr. Planson was a customer of and had transactions with the Company or its subsidiaries in excess of \$120,000. These transactions involved loans made by The Farmers & Merchants State Bank, which loans were made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with unrelated persons and did not involve more than the normal risk of collectability or present other unfavorable features. Except for the transactions described above, Mr. Planson (or any of his affiliated interests or immediate family members) did not engage in any transaction with the Company during 2007 in which the amount involved exceeded \$120,000.

SIGNATURE

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 authorized.

FARMERS & MERCHANTS BANCORP, INC.
(Registrant)

Dated: January 16, 2008

By /s/ Paul S. Siebenmorgen

Paul S. Siebenmorgen
President & Chief Executive Officer

By /s/ Barbara J. Britenriker

Barbara J. Britenriker
Executive Vice President &
Chief Financial Officer

CUSIP No. 23247M106

1. Names of Reporting Persons

I.R.S. Identification Nos. of above persons (entities only)

UTEK CORPORATION

59-3603677

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Source of Funds (See Instructions)

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ..

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power

Number of
Shares
Beneficially

27,981,484

8. Shared Voting Power

Owned by

Each

9. Sole Dispositive Power

Reporting

Person

With

27,981,484

10. Shared Dispositive Power

11. Aggregate Amount Beneficially Owned by Each Reporting Person

27,981,484

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

25.2%¹

14. Type of Reporting Person (See Instructions)

CO

¹ Based on the number of shares of common stock of Cyberlux Corporation disclosed as outstanding on November 13, 2006 in the Cyberlux Corporation Form 10-QSB for quarter ended September 30, 2006 (111,229,157 shares).

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Item 1. Security and Issuer

The class of equity security to which this statement relates is the common stock, par value \$.001 per share (the "Common Stock"), of Cyberlux Corporation, a Nevada corporation. The address of the principal executive offices of Cyberlux Corporation is 4625 Creekstone Drive, Suite 100, Research Triangle Park, Durham, NC 27703.

Item 2. Identity and Background

This statement on Schedule 13D (this "Statement") is being filed by UTEK Corporation, a Delaware corporation ("UTEK"). UTEK is a publicly-held specialty finance company focused on technology transfers. UTEK's services enable companies to acquire innovative technologies from universities and research laboratories worldwide. UTEK facilitates the identification and acquisition of external technologies for clients in exchange for their equity securities. In addition, UTEK offers companies the tools to search, analyze and manage university intellectual properties. UTEK is a business development company with operations in the United States, United Kingdom and Israel. UTEK's principal business office is located at 2109 E. Palm Avenue, Tampa, Florida 33605.

To the best of UTEK's knowledge as of the date hereof, set forth in Schedule I to this Schedule 13D and incorporated herein by reference is the following information with respect to each director and executive officer of UTEK:

(1) name;

(2) business address;

(3) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and

(4) citizenship.

During the last five years, neither UTEK nor, to the best of UTEK's knowledge, any of its directors or executive officers has been (1) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (2) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding has been or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On June 1, 2006, UTEK entered into a Strategic Alliance Agreement with Cyberlux Corporation, pursuant to which UTEK agreed to perform certain services for Cyberlux Corporation during the subsequent 12-month period, relating to the identification and acquisition of new technology, in consideration of a payment of 1,481,484 shares of the common stock of Cyberlux Corporation. Such shares are delivered in advance and earned ratably over the 12-month period.

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On November 10, 2006, UTEK entered into an Agreement and Plan of Acquisition pursuant to which it received 98,000 shares of Series C convertible preferred stock of Cyberlux Corporation in connection with the sale its wholly-owned subsidiary, SPE Technologies, Inc. (SPE), to Cyberlux Corporation. At the time of the sale, SPE held \$250,000 in cash and technology licensed from Rensselaer Polytechnic Institute. The 98,000 shares of Series C preferred stock are convertible into \$2,469,600 worth of common shares of Cyberlux Corporation at the option of UTEK at any time after November 10, 2007, with such stock being valued based on the average of the closing prices for the Cyberlux Corporation common stock for the 10 trading days prior to the conversion of the stock. Cyberlux Corporation has the option of delivering \$1,520,000 in cash to UTEK in lieu of the shares of common stock upon conversion.

On January 11, 2007, UTEK received 26,500,000 shares of common stock and 50,000 shares of Series C convertible preferred stock of Cyberlux Corporation in connection with the sale of its wholly-owned subsidiary, Hybrid Lighting Technologies, Inc. (HLT) , to Cyberlux Corporation. At the time of the sale, HLT held \$150,000 in cash and technology licensed from The Regents of California. The 50,000 shares of Series C preferred stock are convertible into \$768,500 worth of common shares of Cyberlux Corporation at the option of UTEK at any time after January 11, 2008, with such stock being valued based on the average of the closing prices for the Cyberlux Corporation common stock for the 10 trading days prior to the conversion of the stock.

UTEK has no present plans or proposals relating to Cyberlux Corporation which relate to or would result in:

- (a) The acquisition by any person of additional securities of Cyberlux Corporation;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving Cyberlux Corporation or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of Cyberlux Corporation or any of its subsidiaries;
- (d) Any change in the present board of directors or management of Cyberlux Corporation, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of Cyberlux Corporation;
- (f) Any other material change in Cyberlux Corporation's business or corporate structure including but not limited to, if Cyberlux Corporation is a registered closed-end investment company, any plans or proposals to make any changes in its investment policy for which a vote is required by section 13 of the Investment Company Act of 1940;
- (g) Changes in Cyberlux Corporation's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of Cyberlux Corporation by any person;

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- (h) Causing a class of securities of Cyberlux Corporation to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
 - (i) A class of equity securities of Cyberlux Corporation becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Act; or
 - (j) Any action similar to any of those enumerated above.
- UTEK intends to sell the shares of common stock it presently holds, and those into which it converts the preferred stock of Cyberlux Corporation in the future, as permitted under SEC Rule 144 and as market conditions permit.

Item 4. Purpose of Transaction

See Item 3 above.

Item 5. Interest in Securities of Cyberlux Corporation

As of February 27, 2007, UTEK beneficially owned 27,981,484 shares of common stock of Cyberlux Corporation. Such shares of common stock would constitute approximately 25.2% of the 111,229,157 shares of common stock reported as outstanding on November 13, 2006 in the quarterly report on Form 10-Q for the quarter ended September 30, 2006, filed with the Commission by Cyberlux Corporation. UTEK has the sole power to vote and dispose of all of such shares.

In the past 60 days, there were no transactions in the shares of Cyberlux Corporation by UTEK or any of its officers or directors other than the acquisition of shares of common stock and Series C convertible preferred stock on January 11, 2007, as described in Item 3 above.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of Cyberlux Corporation

There are no contracts, arrangements, understandings or relationships (legal or otherwise), other than the 12 month Strategic Alliance Agreement described in Item 3 above and the terms of the Series C convertible preferred stock of Cyberlux Corporation held by UTEK, among the persons named in Item 2 and between such persons and any person with respect to any securities of Cyberlux Corporation, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to Be Filed as Exhibits

The following documents are attached hereto as exhibits:

Exhibit No.:

- 7.1 Agreement and Plan of Acquisition, dated November 10, 2006, among SPE Technologies, Inc., UTEK Corporation and Cyberlux Corporation, Inc.

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- 7.2 Agreement and Plan of Acquisition, dated January 11, 2007, among Hybrid Lighting Technologies, Inc., UTEK Corporation and Cyberlux Corporation, Inc.
- 7.3 Strategic Alliance Agreement between UTEK Corporation and Cyberlux Corporation, Inc., dated June 1, 2006.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 2, 2007

/s/ Carole R. Wright, CFO
Signature

Carole R. Wright, CFO
Name/Title

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SCHEDULE I

NAME	WORK ADDRESS	OCCUPATION	CITIZENSHIP
Stuart Brooks, M.D.	University of South Florida 13201 Bruce B. Downs Blvd. Tampa, FL 33612	Professor of Medicine & Director of NIOSH Education & Research Center at USF	US
Arthur Chapnik	500 East 77 th Street, #1826 New York, NY 10162	President, Harrison McJade & Co., Ltd.	US
Clifford M. Gross, Ph.D.	UTEK Corporation 2109 E. Palm Avenue Tampa, FL 33605	Chairman & Chief Executive Officer of UTEK	US
Kwabena Gyimah-Brempong	USF Economics Dept. 4202 E. Fowler Avenue, BSN3403 Tampa, FL 33620	Chairman & Professor of Economics USF School of Business	US
Holly Callen Hamilton	Callen & Associates Financial Assoc. 7903 Wyoming Court Minneapolis, MN 55438	President, Callen & Associates Financial Services, Inc.	US
Rt. Hon. Francis Maude	25 Victoria Street London, SW1H 0DL United Kingdom	Member of Parliament and Chairman of the Conservative Party	United Kingdom
John J. Micek III, J.D.	300 Hamilton Avenue, 4 th Floor Palo Alto, CA 94301	Managing Director, Silicon Prairie Partners, LP	US
Sam I. Reiber, J.D.	2109 E. Palm Avenue Tampa, FL 33605	Attorney at Law (VP and General Counsel for UTEK)	US

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Keith A. Witter, J.D.

423 3rd Avenue SE

President, FFP

US

Rochester, MN 55904

Investment Advisors,

Inc.

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