

RURBAN FINANCIAL CORP

Form 8-K

April 25, 2006

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**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): April 25, 2006 (April 20, 2006)**

**RURBAN FINANCIAL CORP.**

(Exact name of registrant as specified in its charter)

Ohio

0-13507

34-1395608

(State or other jurisdiction  
of incorporation or organization)

(Commission File  
Number)

(IRS Employer  
Identification No.)

401 Clinton Street, Defiance, Ohio 43512  
(Address of principal executive offices) (Zip Code)  
(419) 783-8950

(Registrant's telephone number, including area code)

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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EX-99.2

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**Item 2.02. Results of Operations and Financial Condition**

On April 21, 2006, Rurban Financial Corp. (the Company) hosted a conference call and webcast to discuss its results for the first fiscal quarter ended March 31, 2006. A copy of the script for the conference call and webcast is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02, including Exhibit 99.1 furnished herewith, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933 (the Securities Act) or the Exchange Act, except as otherwise stated in such filing.

**Item 7.01 Regulation FD Disclosure**

On April 20, 2006, the Company held its Annual Meeting of Stockholders. At the Annual Meeting, the Company discussed its results for the first fiscal quarter ended March 31, 2006 and issued guidance regarding projected performance for the 2006 fiscal year. A copy of the materials presented at the Annual Meeting is furnished as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.2 furnished herewith, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that Section, nor shall such information be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act or the Exchange Act, except as otherwise stated in such filing.

**Item 8.01 Other Events**

On April 21, 2006, the Company hosted a conference call and webcast to discuss its results for the first fiscal quarter ended March 31, 2006. A copy of the script for the conference call and webcast is furnished as Exhibit 99.1 and is incorporated herein by reference.

On April 20, 2006, the Company held its Annual Meeting of Stockholders. At the Annual Meeting, the Company discussed its results for the first fiscal quarter ended March 31, 2006 and issued guidance regarding projected performance for the 2006 fiscal year. A copy of the materials presented at the Annual Meeting is furnished as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial statements of business acquired Not Applicable

(b) Pro forma financial information Not Applicable

(c) Exhibits

Exhibit No.	Description
99.1	Script of conference call and webcast conducted on April 21, 2006
99.2	Materials presented at Annual Meeting of Shareholders held April 20, 2006

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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 duly authorized.

RURBAN FINANCIAL CORP.

Dated: April 25, 2006

By: /s/ Duane L. Sinn

Duane L. Sinn  
Chief Financial Officer

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Rurban Financial Corp.

Exhibit No.	Description
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99.2	Materials presented at Annual Meeting of Shareholders held April 20, 2006

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