

FNCB Bancorp, Inc.  
Form 5  
February 15, 2017

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**DENAPLES DOMINICK L**  
  
(Last) (First) (Middle)  
  
C/O FNCB, 102 E. DRINKER ST.  
  
(Street)

2. Issuer Name and Ticker or Trading Symbol  
**FNCB Bancorp, Inc. [FNCB]**  
  
3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Reporting  
  
(check applicable line)

**DUNMORE, PA 18512**

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

| (City)                          | (State)                              | (Zip)  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned |   |  |  |   |                               |  |
|---------------------------------|--------------------------------------|--|--|---|--|--|---|-------------------------------|--|
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8)   | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |                               |  |
|                                 |                                      |  |  | Amount (A) or (D)   | Price  |  |   |                               |  |
| COMMON STOCK                    | 12/15/2016                           | 18512  | J <sup>(1)</sup>   | 26.419 A  | \$ 6.05  | 62,578.065 <sup>(3)</sup>                                | D   | 18512                         |  |
| COMMON STOCK                    | 12/15/2016                           | 18512  | J <sup>(1)</sup>   | 288.626 A   | \$ 6.05  | 62,551.646   | D   | 18512                         |  |
| COMMON STOCK                    | 18512                                | 18512  | 18512  | 18512   | 18512  | 2,439 <sup>(2)</sup>                                     | I   | By DeNaples Equipment Company |  |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--------------------------|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships                       |                          |                          |                          |
|--|-------------------------------------|--------------------------|--------------------------|--------------------------|
|  | Director                            | 10% Owner                | Officer                  | Other                    |
| DENAPLES DOMINICK L<br>C/O FNCB<br>102 E. DRINKER ST.<br>DUNMORE, PA 18512 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

## Signatures

/s/ James M. Bone, Jr., as attorney in fact 02/14/2017

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. DeNaples is a participant in FNCB Bancorp, Inc.'s Dividend Reinvestment and Stock Purchase Plan. These transactions are the result of his participation in the DRP in 2016.
  - (2) Comprises 2,439 shares held by a business in which he is a 33.33% owner with his brother, Louis A. DeNaples.  
This amount includes 26,419 shares acquired by Mr. DeNaples individually through FNCB's Dividend Reinvestment and Stock Purchase Plan; and 288,626 shares acquired jointly with his spouse through FNCB's Dividend Reinvestment and Stock Purchase Plan. Therefore, Mr. DeNaples holds 5,247,729 shares individually and 57,330,336 shares jointly with his spouse.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.