

LANDMARK BANCORP INC
Form SC 13G/A
January 10, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
(Amendment No. 2)*
Under the Securities Exchange Act of 1934

LANDMARK BANCORP, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

51504L107
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the
appropriate box
to designate the
rule pursuant to
which this
Schedule is
filed:

Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder
of this cover
page shall be
filled out for a
reporting
person's initial
filing on this
form with
respect to the

subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 51504L107

| | | |
|----|---|----------------------|
| 1 | NAME OF REPORTING PERSON | Michael C. Brilley |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | N/A (a) (b) |
| 3 | SEC USE ONLY | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | United States |
| | 5 SOLE VOTING POWER | 226,871 |
| | 6 SHARED VOTING POWER | 0 |
| | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | |
| | 7 SOLE DISPOSITIVE POWER | 226,871 |
| | 8 SHARED DISPOSITIVE POWER | 0 |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | 226,871 (see Item 4) |
| 10 | CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (see instructions) | N/A |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | 5.4% (see Item 4) |
| 12 | TYPE OF REPORTING PERSON (see instructions) | IN |

CUSIP No. 51504L107

Item 1(a). Name of Issuer: Landmark Bancorp, Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices: The Issuer's principal executive offices are located at 701 Poyntz Avenue, Manhattan, Kansas 66502.

Item 2(a). Name of Person Filing: Michael C. Brilley

Item 2(b). Address of Principal Business Office or, if None, Residence: 3300 IDS Center, 80 South Eighth Street, Minneapolis, MN 55402.

Item 2(c). Place of Organization or Citizenship: United States

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.01 per share.

Item 2(e) CUSIP No.: 51504L107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____.

Not Applicable.

Item 4. Ownership.

(a) Amount beneficially owned as of December 31, 2018: 226,871*.

* Consists of: (i) 59,183 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley Revocable Trust; (ii) 35,506 shares held of record in Mr. Brilley's Roth IRA Account; (iii) 8,884 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2012 Grantor Retained Annuity Trust; (iv) 4,681 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2013 Grantor Retained Annuity Trust; (v) 5,495 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2014 Grantor Retained Annuity Trust; (vi) 4,373 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2015 Grantor Retained Annuity Trust; (vii) 6,534 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2016 Grantor Retained Annuity Trust; (viii) 12,051 shares held of record by Mr. Brilley as Co-Trustee of the Ann W. Brilley Revocable Trust; (ix) 4,033 shares held of record by Mrs. Brilley in her Roth IRA Account**; (x) 5,495 shares held of record by the Ann W. Brilley 2014 Grantor Retained Annuity Trust**; (xi) 4,568 shares held of record by the Ann W. Brilley 2015 Grantor Retained Annuity Trust**; (xii) 6,315 shares held of record by the Ann W. Brilley 2016 Grantor Retained Annuity Trust**; (xiii) 47,716 shares held of record by Brilley Family 1997 Family Limited Partnership, which Mr. Brilley owns together with his wife and daughters and of which he is a general partner **; (xiv) 5,654 shares held of record by the E.T. Clinton Trust, which Mr. Brilley's uncle established for the benefit of his daughter and Mr. Brilley's cousin, and Mr. Brilley serves as Trustee**; (xv) 1,000 shares held of record by the Elizabeth A. Gossard Gift Trust, which Mr. Brilley established for his granddaughter**; (xvi) 1,777 shares held by the Madeline J. Gossard Gift Trust, which Mr. Brilley established for his granddaughter**; (xvii) 1,377 shares held by Jane B. Gossard, Mr. Brilley's daughter**; (xviii) 3,683 shares held of record by Mr. Brilley as Trustee of the Michael C. Brilley 2018 Grantor Retained Annuity Trust**; (xix) 735 shares held by Jane B. Gossard in her Roth IRA Account**; (xx) 525 shares held of record by the Harper Weinand Gift Trust, which Mr. Brilley established for his granddaughter**; (xxi) 525 shares held of record by the Holden Weinand Gift Trust, which Mr. Brilley established for his grandson **; (xxii) 2,092 shares held of record by Jeanne Moberly, Mr. Brilley's cousin**; (xxiii) 766 shares held of record by Ms. Moberly in her Roth IRA Account**; (xxiv) 173 shares held by Joseph P. Gossard Gift Trust which Mr. Brilley established for his grandson**; (xxv) 173 shares held by Audrey J. Weinand Gift Trust which Mr. Brilley established for his granddaughter**, and (xxvi) 3,557 shares held of record by the Ann W. Brilley 2017 Grantor Retained Annuity Trust.**

** Mr. Brilley may be deemed to have sole power to vote, or direct the vote of, and sole power to dispose of, or direct the disposition of, shares held by these trusts and in these accounts because he has investment authority over these shares.

(b) Percent of Class: 5.4%

The percentages used herein and in the remainder of this Schedule 13G are calculated based on 4,162,779 shares of the Issuer's Common Stock issued and outstanding as of November 7, 2018, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the SEC on November 8, 2018.

(c) Number of Shares as to Which the Person Has:

(i) Sole Power to Vote or to Direct the Vote: 226,871

(ii) Shared Power to Vote or to Direct the Vote: 0

(iii) Sole Power to Dispose or to Direct the Disposition of: 226,871

(iv) Shared Power to Dispose or to Direct the Disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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.

MICHAEL C. BRILLEY

Dated: January 10, 2019

By: /s/ Michael C. Brilley