

GENDELL JEFFREY L ET AL  
Form SC 13G/A  
February 08, 2013

SECURITIES  
AND  
EXCHANGE  
COMMISSION  
Washington,  
D.C. 20549

SCHEDULE  
13G/A

Under the  
Securities  
Exchange Act of  
1934  
(Amendment  
No.5)\*

Peoples  
Bancorp of  
North Carolina,  
Inc.  
(Name of  
Issuer)

Common Stock  
(Title of Class  
of Securities)

710577107  
(CUSIP  
Number)

December 31,  
2012  
(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)

(Page 1 of 11  
Pages)

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\*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).

1	NAME OF REPORTING PERSON
2	Tontine Financial Partners, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	364,581 SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	364,581 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	364,581
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	6.51%
	TYPE OF
	REPORTING
12	PERSON
	PN

1	NAME OF REPORTING PERSON
2	Tontine Management, L.L.C. CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	364,581 SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	364,581 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	364,581
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	6.51%
	TYPE OF
12	REPORTING
	PERSON
	OO



	-0-
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	0%
	TYPE OF
	REPORTING
12	PERSON
	IA

1	NAME OF REPORTING PERSON
2	Tontine Asset Associates, LLC CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	Delaware
5	SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	140,584 SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	140,584 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

	140,584
	CHECK BOX
	IF THE
	AGGREGATE
10	AMOUNT IN ..
	ROW (9)
	EXCLUDES
	CERTAIN
	SHARES
	PERCENT OF
	CLASS
	REPRESENTED BY
11	AMOUNT IN ROW
	(9)
	2.51%
	TYPE OF
	REPORTING
12	PERSON
	OO

1	NAME OF REPORTING PERSON
2	Jeffrey L. Gendell CHECK THE APPROPRIATE BOX IF A MEMBER (b) " OF A GROUP
3	SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION
4	United States
5	SOLE VOTING POWER
6	-0- SHARED VOTING POWER
7	505,165 SOLE DISPOSITIVE POWER
8	-0- SHARED DISPOSITIVE POWER
9	505,165 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	505,165

10	CHECK BOX IF THE AGGREGATE AMOUNT IN .. ROW (9) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY
11	AMOUNT IN ROW (9)
12	9.03% TYPE OF REPORTING PERSON
	IN

Item 1(a). NAME OF ISSUER

The name of the issuer is Peoples Bancorp of North Carolina, Inc. (the "Company").

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

The Company's principal executive offices are located at 518 West C Street, Newton, North Carolina 28658.

Item 2(a). NAME OF PERSON FILING

This statement is filed by:

- (i) Tontine Financial Partners, L.P., a Delaware limited partnership ("TFP") with respect to the shares of Common Stock directly owned by it;  
Tontine Management, L.L.C., a limited liability company organized under the laws of the State of Delaware
- (ii) ("TM"), which serves as general partner of TFP, with respect to the shares of Common Stock directly owned by TFP;  
Tontine Overseas Associates, L.L.C., a limited liability company organized under the laws of the State of
- (iii) Delaware ("TOA"), which serves as investment manager to TFP Overseas Fund, Ltd. ("TFPO"), with respect to the shares of Common Stock directly owned by TFPO;
- (iv) Tontine Asset Associates, LLC, a limited liability company organized under the laws of the State of Delaware ("TAA"), which serves as general partner of Tontine Capital Overseas Master Fund II, LP ("TCOM II"), with respect to the shares of Common Stock directly owned by TCOM II; and
- (v) Jeffrey L. Gendell, a United States citizen ("Mr. Gendell"), with respect to the shares of Common Stock owned directly by TFP, TFPO and TCOM II.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

Item 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE

The address of the business office of each of the Reporting Persons is 1 Sound Shore Drive, Suite 304, Greenwich, CT 06830-7251.

Item 2(c). CITIZENSHIP

See Item 2(a) above.

Item 2(d). TITLE OF CLASS OF SECURITIES

Common Stock, no par value (the "Common Stock").

Item 2(e). CUSIP NUMBER

710577107

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO Rules 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) " Broker or dealer registered under Section 15 of the Act;
- (b) " Bank as defined in Section 3(a)(6) of the Act;
- (c) " Insurance company as defined in Section 3(a)(19) of the Act;
- (d) " Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e) " An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) " A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) " A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) " A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

\_\_\_\_\_

Not applicable.

Item 4. OWNERSHIP

A. Tontine Financial Partners, L.P.

- (a) Amount beneficially owned: 364,581  
Percent of class: 6.51%. The percentages used herein and in the rest of Item 4 are calculated based upon the 5,596,978 shares of
- (b) Common Stock issued and outstanding as of October 31, 2012, as set forth in the Company's Quarterly Report Form 10-Q for the quarterly period ended September 30, 2012 filed on November 9, 2012.
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 364,581  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition of: 364,581

B. Tontine Management, L.L.C.

- (a) Amount beneficially owned: 364,581
- (b) Percent of class: 6.51%
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 364,581  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 364,581

C. Tontine Overseas Associates, L.L.C.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: -0-  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: -0-

D. Tontine Asset Associates, LLC

- (a) Amount beneficially owned: 140,584
- (b) Percent of class: 2.51%
- (c) (i) Sole power to vote or direct the vote: -0-  
(ii) Shared power to vote or direct the vote: 140,584  
(iii) Sole power to dispose or direct the disposition: -0-  
(iv) Shared power to dispose or direct the disposition: 140,584

E. Jeffrey L. Gendell

- (a) Amount beneficially owned: 505,165
- (b) Percent of class: 9.03%
- (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: 505,165
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: 505,165

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

TM, the general partner of TFP, has the power to direct the affairs of TFP, including directing the receipt of dividends from or the proceeds from the sale of such shares. TAA, the general partner of TCOM II, has the power to direct the affairs of TCOM II, including directing the receipt of dividends from or the proceeds from the sale of such shares. Mr. Gendell is the Managing Member of TM, TOA and TAA and in that capacity directs their operations. Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds from the sale of such shares.

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. CERTIFICATION

Each of the Reporting Persons hereby makes the following certification:

By signing below each Reporting Person certifies that, to the best of his or its 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.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: February 8, 2013

/s/ JEFFREY L. GENDELL

Jeffrey L. Gendell, individually, and as managing member of Tontine Management, L.L.C., for itself and as the general partner of Tontine Financial Partners, L.P., and as managing member of Tontine Asset Associates, LLC, for itself and as the general partner of Tontine Capital Overseas Master Fund II, L.P., and as managing member of Tontine Overseas Associates, L.L.C.