

SANDY SPRING BANCORP INC

Form 10-K/A

March 06, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 10-K/A**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

**For the Fiscal Year Ended December 31, 2016**

Commission File Number 0-19065

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

**52-1532952**

(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

**17801 Georgia Avenue, Olney, Maryland 20832**

(Address of principal executive offices) (Zip Code)

**301-774-6400**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u>               | <u>Name of each exchange on which registered</u> |
|--|--|
| Common Stock, par value \$1.00 per share | The NASDAQ Stock Market, LLC                     |

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes  No\*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  Yes  No

The aggregate market value of the voting common stock of the registrant held by non-affiliates on June 30, 2016, the last day of the registrant's most recently completed second fiscal quarter was approximately \$682 million, based on the closing sales price of \$29.06 per share of the registrant's Common Stock on that date.

The number of outstanding shares of common stock outstanding as of March 1, 2017.

**Common stock, \$1.00 par value – 23,919,354 shares**

Documents Incorporated By Reference

Part III: Portions of the definitive proxy statement for the Annual Meeting of Shareholders to be held on May 3, 2017 (the "Proxy Statement").

\* The registrant is required to file reports pursuant to Section 13 of the Act.

**Explanatory Statement to Form 10-K Amendment**

This Amendment No. 1 (this “Amendment”) amends the Annual Report on Form 10-K of Sandy Spring Bancorp, Inc. for the year ended December 31, 2016, filed with the Securities Exchange Commission on March 3, 2017 (the “Original Form 10-K”). The purpose of this Amendment is to correct the date on the signature page to the Original Form 10-K, which should read March 1, 2017 and not March 1, 2016.

In addition, as required by Rule 12b-15 under the Securities Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment under Item 15 of Part IV hereof.

This Amendment speaks as of the filing date of our Original Form 10-K and has not been updated to reflect events occurring subsequent to the original filing date.

**PART IV.**

**Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

The following financial statements are filed as a part of this report:

Consolidated Statements of Condition at December 31, 2016 and 2015

Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Comprehensive Income for the years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Cash Flows for the years ended December 31, 2016, 2015 and 2014

Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2016, 2015 and 2014

Notes to the Consolidated Financial Statements

Reports of Registered Public Accounting Firm

All financial statement schedules have been omitted, as the required information is either not applicable or included in the Consolidated Financial Statements or related Notes.

| Exhibit No. | Description  | Incorporated by Reference to:  |
|-------------|--|--|
| 3(a)        | Articles of Incorporation of Sandy Spring Bancorp, Inc., as amended  | Exhibit 3.1 to Form 10-Q for the quarter ended June 30, 1996, SEC File No. 0-19065   |
| 3(b)        | Articles of Amendment to the Articles of Incorporation of Sandy Spring Bancorp, Inc.   | Exhibit 3(b) to Form 10-K for the year ended December 31, 2011, SEC File No. 0-19065 |
| 3(c)        | Bylaws of Sandy Spring Bancorp, Inc.   | Previously filed   |
| 4(a)        | No long-term debt instrument issued by the Company exceeds 10% of consolidated assets or is registered. In accordance with paragraph 4(iii) of Item 601(b) of Regulation S-K, the Company will furnish the SEC copies of all long-term debt instruments and related agreements upon request. |  |
| 10(a)*      | Sandy Spring Bancorp, Inc. 2005 Omnibus Stock Plan   | Exhibit 10.1 to Form 8-K dated June 27, 2005, SEC File No. 0-19065                   |
| 10(b)*      | Form of Director Fee Deferral Agreement, August 26, 1997, as amended   |  |

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|        |  | Exhibit 10(h) to Form 10-K<br>for the year ended December<br>31, 2003, SEC File No.<br>0-19065 |
| 10(c)* | Form of Amendment to Directors' Fee Deferral Agreement   | Exhibit 10(o) to Form 10-K<br>for the year ended December<br>31, 2008, SEC File No.<br>0-19065 |
| 10(d)* | Sandy Spring Bank Directors' Deferred Fee Plan   | Previously filed   |
| 10(e)* | Employment Agreement by and among Sandy Spring Bancorp, Inc.,<br>Sandy Spring Bank, and Philip J. Mantua   | Exhibit 10.1 to Form 8-K<br>filed on January 17, 2012,<br>SEC File No. 0-19065                 |
| 10(f)* | Employment Agreement by and among Sandy Spring Bancorp, Inc.,<br>Sandy Spring Bank, and Daniel J. Schrider | Exhibit 10(h) to Form 10-K<br>for the year ended December<br>31, 2008, SEC File No.<br>0-19065 |
| 10(g)* | Form of Sandy Spring National Bank of Maryland Officer Group Term<br>Replacement Plan                      | Exhibit 10(r) to Form 10-K<br>for the year ended December<br>31, 2001, SEC File No.<br>0-19065 |
| 10(h)* | Sandy Spring Bancorp, Inc. Directors' Stock Purchase Plan  | Exhibit 4 to Registration<br>Statement on Form S-8, File<br>No. 333-166808                     |
| 10(i)* | Sandy Spring Bank Executive Incentive Retirement Plan  | Exhibit 10(v) to Form 10-K<br>for the year ended December<br>31, 2007, SEC File No.<br>0-19065 |

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| 10(j)* | Sandy Spring Bancorp, Inc. 2011 Employee Stock Purchase Plan  | Appendix A of the Definitive Proxy Statement filed on March 28, 2011, SEC File No. 0-19065 Exhibit 10(m) to Form 10-K for the year ended December 31, 2011, SEC File No. 0-19065 |
| 10(k)* | Change in Control Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank, and R. Louis Caceres                                | Exhibit 10.2 to Form 8-K filed on January 17, 2012, SEC File No. 0-19065   |
| 10(l)* | Employment Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank, and Joseph J. O'Brien, Jr.                                 | Exhibit 10.1 to Form 8-K dated March 7, 2013, SEC File No. 0-19065   |
| 10(m)* | Second Amendment to Employment Agreement Between Sandy Spring Bancorp, Inc., Sandy Spring Bank and Daniel J. Schrider dated January 1, 2009 | Exhibit 10.2 to Form 8-K dated March 7, 2013, SEC File No. 0-19065   |
| 10(n)* | Amendment to Employment Agreement Between Sandy Spring Bancorp, Inc., Sandy Spring Bank and Philip J. Mantua dated January 13, 2012         | Exhibit 10.3 to Form 8-K dated March 7, 2013, SEC File No. 0-19065   |
| 10(o)* | Amendment to Employment Agreement Between Sandy Spring Bancorp, Inc., Sandy Spring Bank and Joseph J. O'Brien, Jr. dated January 13, 2012   | Exhibit 10.4 to Form 8-K dated March 7, 2013, SEC File No. 0-19065   |
| 10(p)* | Amendment to Change in Control Agreement Between Sandy Spring Bancorp, Inc., Sandy Spring Bank and R. Louis Caceres dated March 9, 2012     | Exhibit 10(t) to Form 10-K for the year ended December 31, 2013, SEC File No. 0-19065  |
| 10(q)* | Change in Control Agreement Between Sandy Spring Bancorp, Inc., Sandy Spring Bank and Ronald E. Kuykendall dated March 7, 2013              | Appendix A of the Definitive Proxy Statement filed on March 31, 2015, SEC File No. 0-19065   |
| 10(r)* | Sandy Spring Bancorp, Inc. 2015 Omnibus Incentive Plan  | Previously filed   |
| 21     | Subsidiaries  | Previously filed   |
| 23(a)  | Consent of Ernst and Young LLP  |  |
| 31(a)  | Rule 13a-14(a)/15d-14(a) Certification  |  |
| 31(b)  | Rule 13a-14(a)/15d-14(a) Certification  |  |
| 32(a)  | 18 U.S.C. Section 1350 Certification  |  |
| 32(b)  | 18 U.S.C. Section 1350 Certification  |  |
| 101    |   |  |

The following materials from the Sandy Spring Bancorp, Inc. Annual Report on Form 10-K for the year ended December 31, 2016 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Condition; (ii) the Consolidated Statements of Income; (iii) the Consolidated Statements of Comprehensive Income; (iv) the Consolidated Statements of Cash Flows; (v) the Consolidated Statements of Changes in Stockholders' Equity; and (vi) related notes.

\* Management Contract or Compensatory Plan or Arrangement filed pursuant to Item 15(b) of this Report.

Shareholders may obtain, upon payment of a reasonable fee, a copy of the exhibits to this Report on Form 10-K by writing Ronald E. Kuykendall, General Counsel and Secretary, at Sandy Spring Bancorp, Inc., 17801 Georgia Avenue, Olney, Maryland 20832. Shareholders also may access a copy of the Form 10-K including exhibits on the SEC Web site at [www.sec.gov](http://www.sec.gov) or through the Company's Investor Relations Web site maintained at [www.sandyspringbank.com](http://www.sandyspringbank.com).



**SIGNATURES**

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**SANDY SPRING BANCORP, INC.**

(Registrant)

By: /s/ Daniel J. Schrider  
Daniel J. Schrider  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of March 1, 2017.

|   |  |
|---|--|
| Principal Executive Officer and Director: | Principal Financial and Accounting Officer:          |
| /s/ Daniel J. Schrider                    | /s/ Philip J. Mantua                                 |
| Daniel J. Schrider                        | Philip J. Mantua                                     |
| President and Chief Executive Officer     | Executive Vice President and Chief Financial Officer |

| <u>Signature</u>                                 | <u>Title</u> |
|--|--------------|
| /s/ Mona Abutaleb<br>Mona Abutaleb               | Director     |
| /s/ Ralph F. Boyd, Jr.<br>Ralph F. Boyd, Jr.     | Director     |
| /s/ Mark E. Friis<br>Mark E. Friis               | Director     |
| /s/ Susan D. Goff<br>Susan D. Goff               | Director     |
| /s/ Robert E. Henel, Jr.<br>Robert E. Henel, Jr. | Director     |
| /s/ Pamela A. Little<br>Pamela A. Little         | Director     |
| /s/ James J. Maiwurm<br>James J. Maiwurm         | Director     |

/s/ Gary G. Nakamoto                      Director  
Gary G. Nakamoto

/s/ Robert L. Orndorff                      Director  
Robert L. Orndorff

/s/ Craig A. Ruppert                      Director  
Craig A. Ruppert

/s/ Dennis A. Starliper                      Director  
Dennis A. Starliper