

OLD LINE BANCSHARES INC  
Form POS AM  
December 02, 2013

As filed with the U.S. Securities and Exchange Commission on December 2, 2013

Registration No. 333-184924

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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Post-Effective Amendment No. 2  
to  
FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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Old Line Bancshares, Inc.  
(Exact name of registrant as specified in its charter)

Maryland (State or other jurisdiction of incorporation or organization)	6022 (Primary Standard Industrial Classification Code Number)	20-0154352 (I.R.S. Employer Identification Number)
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1525 Pointer Ridge Place  
Bowie, Maryland 20716  
(301) 430-2500  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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James W. Cornelsen  
President and Chief Executive Officer  
Old Line Bancshares, Inc.  
1525 Pointer Ridge Place  
Bowie, Maryland 20716  
(301) 430-2500  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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With copies to:

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Frank C. Bonaventure, Esq.  
Ober, Kaler, Grimes &  
Shriver  
100 Light Street  
Baltimore, Maryland 21202  
(410) 685-1120

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If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input checked="" type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) <input type="checkbox"/>	<input type="checkbox"/>
Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) <input type="checkbox"/>	<input type="checkbox"/>

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This Post-Effective Amendment No. 2 to Registration Statement on Form S-4 (No. 333-184924) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

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Explanatory Note

Old Line Bancshares, Inc., a Maryland corporation (the “Registrant”), hereby amends its Registration Statement on Form S-4, Registration No. 333-184924 (the “Form S-4”), by filing this Post-Effective Amendment No. 2. The Form S-4, as amended by Post-Effective Amendment No. 1 and this Post-Effective Amendment No. 2, is referred to as the “Registration Statement.” The Registrant filed the Form S-4, which registered for sale 2,963,653 shares of its common stock, par value \$0.01 per share (“Common Stock”), in connection with the merger (the “Merger”) of WSB Holdings, Inc. with and into the Registrant, which Merger was effective on May 3, 2013. Post-Effective Amendment No. 1 to the Form S-4 converted the registration of 2,785 of such shares of Common Stock for issuance pursuant to WSB Holdings, Inc. 1997 Omnibus Stock Plan following the Merger (the “Plan”). The Registrant issued 2,909,486 shares of Common Stock in the Merger. No shares of Common Stock were issued under the Plan, and no options or other equity-based awards remain outstanding under the Plan; as a result no shares of Common Stock may be issued under the Plan. Therefore, in accordance with the undertaking made by the Registrant in the Registration Statement to remove from registration by means of a post-effective amendment any of its securities being registered under the Registration Statement that remain unsold at the termination of the offering, the Registrant hereby amends the Registration Statement to deregister the 54,167 shares of Common Stock that were registered but unsold under the Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the city of Bowie, State of Maryland, on December 2, 2013.

OLD LINE BANCSHARES, INC.

By: /s/ James W. Cornelsen  
James W. Cornelsen,  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to the registration statement has been signed by the following persons in the capacities and on the date indicated:

Name	Title	Date
/ s / J a m e s W . Cornelsen James W. Cornelsen	Director, President and Chief Executive Officer (Principal Executive Officer)	December 2, 2013
/s/Mark A. Semanie Mark A. Semanie	Chief Operating Officer, Acting Chief Financial Officer (Principal Accounting and Financial Officer)	December 2, 2013
* Craig E. Clark	Director and Chairman of the Board	December 2, 2013
* G . T h o m a s Daugherty	Director	December 2, 2013
* Daniel W. Deming	Director	December 2, 2013
* James F. Dent	Director	December 2, 2013
* 	Director	December 2, 2013

Andre' J. Gingles

Director

William J. Harnett

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Carla Hargrove McGill	Director	
* Frank Lucente, Jr.	Director	December 2, 2013
* Gail D. Manuel	Director	December 2, 2013
* John D. Mitchell	Director	December 2, 2013
* Gregory S. Proctor, Jr.	Director	December 2, 2013
* Jeffrey A. Rivest	Director	December 2, 2013
Suhas R. Shah	Director	
Michael J. Sullivan	Director	December 2, 2013
* John M. Suit, II	Director	December 2, 2013
* Frank E. Taylor	Director	December 2, 2013

\* As Attorney-in-fact

By: /s/ James W. Cornelsen  
James W. Cornelsen

