

Michael Mark C
Form 3
January 11, 2018

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Michael Mark C

(Last) (First) (Middle)

SANDY SPRING BANCORP,
INC.,Â 17801 GEORGIA
AVENUE

(Street)

OLNEY,Â MDÂ 20832

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/01/2018

3. Issuer Name **and** Ticker or Trading Symbol

SANDY SPRING BANCORP INC [SASR]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,815

I ⁽¹⁾

Owned by Occasions Caterers

Common Stock

101,590

D ⁽¹⁾

Â

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

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Michael Mark C SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832	X			

Signatures

/s/ Mark C.
Michael

01/11/2018

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- Acquired pursuant to the Agreement and Plan of Merger, dated as of May 15, 2017, by and among Sandy Spring Bancorp, Inc. ("Sandy Spring"), WashingtonFirst Bankshares, Inc. ("WashingtonFirst") and Touchdown Acquisition, Inc., a wholly-owned subsidiary of Sandy Spring ("Merger Sub"). Merger Sub merged (the "First-Step Merger") with and into WashingtonFirst, with WashingtonFirst continuing as
- (1) the surviving entity and immediately thereafter, WashingtonFirst merged with and into Sandy Spring, with Sandy Spring continuing as the surviving entity. At the effective time of the First-Step Merger (the "Effective Time"), each share of WashingtonFirst common stock issued and outstanding immediately prior to such time was converted into the right to receive 0.8713 shares of Sandy Spring common stock.

Note: File three copies of this Form, one of which must be manually signed. If space 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.