

SANDY SPRING BANCORP INC  
Form 8-K  
October 18, 2017

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 18, 2017**

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction  
of incorporation)

**000-19065**

(Commission File Number)

**52-1532952**

(IRS Employer

Identification No.)

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

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(301) 774-6400**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

A special meeting of the stockholders of Sandy Spring Bancorp, Inc. (the “Company”) was held on October 18, 2017. The final results for the matter submitted to a vote of stockholders at the special meeting are as follows:

The proposal to approve the issuance of shares of the Company’s common stock in connection with the merger of 1.Touchdown Acquisition, Inc., a wholly owned subsidiary of the Company, with and into WashingtonFirst Bankshares, Inc.

**BROKER**

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>NON-VOTES</b> |
|------------|----------------|----------------|------------------|
| 17,992,407 | 66,149         | 142,114        | —                |

**Item 7.01 Regulation FD Disclosure.**

On October 18, 2017, the Company and WashingtonFirst Bankshares, Inc. issued a joint press release announcing that each company’s stockholders had approved the merger of WashingtonFirst Bankshares, Inc. with and into the Company. A copy of the joint press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is furnished herewith.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits.

Exhibit No. Description

99.1 Joint Press Release dated October 18, 2017

**SIGNATURES**

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

**SANDY SPRING BANCORP,  
INC.**  
*(Registrant)*

Date: October 18, 2017 By: /s/ Ronald E. Kuykendall  
Ronald E. Kuykendall  
General Counsel and Secretary