

LAKELAND BANCORP INC  
Form 8-K  
February 03, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): January 29, 2009**

**LAKELAND BANCORP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**New Jersey**  
(State or Other Jurisdiction  
of Incorporation)

**33-27312**  
(Commission File Number)

**250 Oak Ridge Road, Oak Ridge, New Jersey 07438**

**22-2953275**  
(IRS Employer  
Identification No.)

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (973) 697-2000

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 (see General Instruction A.2. below):

- 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))

**Item 3.03 Material Modification to Rights of Security Holders**

On January 29, 2009, the Company filed with the State of New Jersey a Certificate of Amendment (the Amendment ) pursuant to which it revised its Restated Certificate of Incorporation to authorize the issuance of up to 1,000,000 shares of Preferred Stock (the Preferred Stock ) having such designations, powers, preferences, rights, qualifications and limitations as the Company s Board of Directors may from time to time determine. The Amendment was approved by the Company s shareholders at a special meeting held by the Company on January 28, 2009. A copy of the Certificate of Amendment and a press release are included as exhibits to this Form 8-K and are incorporated by reference to this Item 3.03.

**Item 9.01 Financial Statement and Exhibits.**

**(d) Exhibits**

The following exhibits are being filed herewith:

Exhibit 3.1 The Company s Certificate of Amendment, dated January 29, 2009.

Exhibit 99.1 Press Release dated February 3, 2009

**SIGNATURE**

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.

**LAKELAND BANCORP, INC.**

By: /s/ Thomas J. Shara

Name: Thomas J. Shara

Title: President and Chief Executive Officer

Dated: February 3, 2009

**EXHIBIT INDEX**

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