

# FEDERAL DEPOSIT INSURANCE CORPORATION

Washington, D.C. 20429

## FORM 8-A

### FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934

FDIC Certificate Number: 57777

### MERIDIAN BANK

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State of incorporation or organization)

**32-0116054**

(I.R.S. Employer Identification No.)

**9 Old Lincoln Highway  
Malvern, Pennsylvania**

(Address of principal executive offices)

**19335**

(Zip Code)

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

**Title of each class to be so registered**

Common Stock,  
par value \$1.00 per share

**Name of each exchange on which  
each class is to be registered**

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): N/A

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

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

#### DESCRIPTION OF OUR COMMON STOCK

This section describes the material terms and provisions of our \$1.00 par value common stock, or "common stock," that Meridian Bank (the "Registrant," "we," or "our") may offer from time to time. The following description of our common stock is only a summary and is subject to and qualified in its entirety by reference to our articles of incorporation, as amended (our "Articles of Incorporation"), our bylaws, as amended (our "Bylaws") and applicable provisions of Pennsylvania law. You should refer to, and read this summary together with, our Articles of Incorporation and Bylaws to review all of the terms of our common stock. When we offer to sell shares of our common stock, we will describe the specific terms of the offering and the shares in an offering circular.

Our authorized capital stock consists of 10,000,000 shares of common stock, par value \$1.00 per share, and 5,000,000 shares of preferred stock, with no stated par value, of which 6,200 shares have been designated Non-Cumulative Perpetual Preferred Stock, Series 2009A ("Series 2009A preferred stock"), 310 shares have been designated Non-Cumulative Perpetual Preferred Stock, Series 2009B ("Series 2009B preferred stock") and 6,335 shares have been designated Non-Cumulative Perpetual Preferred Stock, Series 2009C ("Series 2009C preferred stock"). As of June 30, 2017, there were issued and outstanding 3,686,405 shares of our common stock, 6,200 shares of our Series 2009A preferred stock, 310 shares of our Series 2009B preferred stock and 6,355 shares of our Series 2009C preferred stock. The authorized but unissued shares of our capital stock will be available for future issuance without shareholder approval, unless otherwise required by applicable law or the rules of any applicable securities exchange. All of our issued and outstanding shares of capital stock are validly issued, fully paid and non-assessable. As of September 30, 2017, we had 3,685,785 shares of common stock outstanding. In addition, we had issued and outstanding options to purchase an aggregate of 103,429 shares of common stock.

#### Common Stock

Subject to the rights and preferences granted to holders of our preferred stock then outstanding, and except with respect to voting rights, conversion rights and certain distributions of our capital stock, holders of our common stock rank equally with respect to distributions and have identical rights, preferences, privileges and restrictions, including the right to attend meetings and receive any information distributed by us with respect to such meetings.

*Dividends.* Holders of our common stock are equally entitled to receive ratably such dividends as may be declared from time to time by our board of directors out of legally available funds. In no event will any stock dividends or stock splits or combinations of stock be declared or made on common stock unless the shares of common stock at the time outstanding are treated equally and identically, provided that, in the event of a dividend of common stock, shares of common stock shall only be entitled to receive shares of common stock. The ability of our board of directors to declare and pay dividends on our common stock is subject to the laws of the Commonwealth of Pennsylvania, applicable federal and state banking laws and regulations, and the terms of any senior securities (including preferred stock) we may then have outstanding.

The Pennsylvania Banking Code provides that cash dividends may be declared and paid only out of accumulated net earnings and that, prior to the declaration of any dividend, if the surplus of a bank is less than the amount of its capital, the bank shall, until surplus is equal to such amount, transfer to surplus an amount which is at least 10% of the net earnings of the bank for the period since the end of the last fiscal year or for any shorter period since the declaration of a dividend. If the surplus of a bank is less than fifty percent of the amount of capital, no dividend may be declared or paid without the prior approval of the PDBS until such surplus is equal to fifty percent of the bank's capital.

The FDIA generally prohibits all payments of dividends by any bank which is in default of any assessment of the FDIC.

*Voting rights.* Each holder of our common stock is entitled to one vote for each share of record held on all matters submitted to a vote of shareholders, except as otherwise required by law and subject to the rights and preferences of the holders of any outstanding shares of our preferred stock. Holders of our common stock are not entitled to cumulative voting in the election of directors. Directors are elected by a plurality of the votes cast.

*Liquidation rights.* In the event of our liquidation, dissolution or winding up, holders of common stock are entitled to share ratably in all of our assets remaining after payment of liabilities, including, but not limited to, the liquidation preference of any then outstanding preferred stock. Our rights and the rights of our creditors and shareholders to receive the assets of any subsidiary upon

liquidation or recapitalization may be subject to prior claims of our subsidiary's creditors, except to the extent that we may be a creditor with recognized claims against our subsidiary.

*Preemptive and other rights.* Holders of our common stock are not entitled to any preemptive, subscription or redemption rights, and no sinking fund will be applicable to our common stock.

#### **RESTRICTION ON ACQUISITION OF THE BANK**

Under the Federal Change in Bank Control Act (the "Control Act"), a 60 day prior written notice must be submitted to the FDIC if any person, or any group acting in concert, seeks to acquire 10% or more of any class of outstanding voting securities of a bank, unless the FDIC determines that the acquisition will not result in a change of control. The FDIC may not determine that the acquisition does not constitute a change in control if the person seeks to acquire 25% or more of any class of voting securities of a bank. Under the Control Act, the FDIC has 60 days within which to act on such notice taking into consideration certain factors, including the financial and managerial resources of the acquirer, the convenience and needs of the community served by the bank and the antitrust effects of the acquisition.

The description of the Registrant's common stock included in any offering circular subsequently filed by the Registrant shall also be deemed to be incorporated herein by reference.

#### **Item 2. Exhibits.**

No exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

#### **SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: November 6, 2017

THE BANK OF PRINCETON

By: /s/ Christopher J. Annas

Name: Christopher J. Annas

Title: President and Chief Executive Officer