

# FEDERAL DEPOSIT INSURANCE CORPORATION

Washington, D.C. 20429

## FORM 8-K

### CURRENT REPORT

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

November 9, 2017

Date of Report (Date of earliest event reported)

### MERIDIAN BANK

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**57777**  
(FDIC  
Certificate Number)

**32-0116054**  
(IRS Employer  
Ident. No.)

**9 Old Lincoln Highway**  
**Malvern, Pennsylvania**  
(Address of principal executive offices)

**19335**  
(Zip Code)

**(484) 568-5000**

Registrant's telephone number, including area code

**N/A**

(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 3.02. Unregistered Sales of Equity Securities.

Meridian Bank (Nasdaq: MRBK) announced November 9, 2017, the closing of an underwritten public offering of 2,352,941 shares of its common stock at a price to the public of \$17.00 per share. The gross proceeds of the offering, before deducting underwriting discounts and commissions and other offering expenses, are approximately \$40.0 million.

Meridian Bank intends to use the proceeds to repurchase all of the outstanding shares of its Series 2009A Preferred Stock, Series 2009B Preferred Stock, and Series 2009C Preferred Stock for approximately \$12.8 million and for general corporate purposes.

Sandler O'Neill + Partners, L.P. acted as sole book-running manager for the offering. Keefe, Bruyette & Woods, Inc., a Stifel Company, and D.A. Davidson & Co. acted as co-managers. The aggregate underwriting discount was \$2,700,000.

The shares were issued under the exemption from registration provided by Section 3(a)(2) of the Securities Act of 1933, as amended. Meridian Bank is a Pennsylvania state-chartered bank.

**Item 7.01. Regulation FD Disclosure.**

On November 9, 2017, Meridian Bank issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release issued November 9, 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.

MERIDIAN BANK

Dated: November 9, 2017

By: /s/ Christopher J. Annas  
Christopher J. Annas  
President and Chief Executive Officer

**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release issued November 9, 2017

## **Meridian Bank Announces Closing of Initial Public Offering of Common Stock**

MALVERN, Pa., November 9, 2017 (PR Newswire) – Meridian Bank (Nasdaq: MRBK) announced today the closing of its initial public offering of 2,352,941 shares of its common stock at a price to the public of \$17.00 per share. The gross proceeds of the offering, before deducting underwriting discounts and commissions and other offering expenses, are approximately \$40.0 million.

Meridian Bank 's common stock is now trading on the NASDAQ Global Select Market under the ticker symbol "MRBK."

Meridian Bank intends to use the proceeds to repurchase all of the outstanding shares of its Series 2009A Preferred Stock, Series 2009B Preferred Stock, and Series 2009C Preferred Stock for approximately \$12.8 million and for general corporate purposes.

Sandler O'Neill + Partners, L.P. acted as sole book-running manager for the offering. Keefe, Bruyette & Woods, Inc., a Stifel Company, and D.A. Davidson & Co. acted as co-managers.

This press release is for informational purposes only and shall not constitute an offer to sell or a solicitation of an offer to buy the securities, which is being made only by means of an offering circular, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful, prior to registration or qualification under the securities laws of any such state or jurisdiction. The securities are neither insured nor approved by the Federal Deposit Insurance Corporation.

### **About Meridian Bank**

Meridian Bank is a full-service, state-chartered commercial bank with offices in Pennsylvania, New Jersey and Delaware. Its teams of experienced lenders service small and middle market businesses throughout the Bank's market area. Meridian Bank promotes electronic banking, minimizing branch visits and reducing people and paper costs. The Bank has a modern, progressive consultative approach to creating innovative solutions. Meridian Bank provides a high degree of service, convenience and products its customers need to achieve their financial objectives, through commercial and commercial real estate, cash management and merchant solutions, homeowner mortgages and trusted advice regarding financial planning and management of wealth.

### **Forward-Looking Statements**

Meridian Bank may from time to time make written or oral "forward-looking statements," including statements contained in the Bank's filings with the FDIC, in its reports to shareholders and in other communications by the Bank (including this press release), which are made in good faith by the Bank pursuant to the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934, as amended.

These forward-looking statements involve risks and uncertainties, such as statements of the Bank's plans, objectives, expectations, estimates and intentions that are subject to change based on various important factors (some of which are beyond the Bank's control). The following factors, among others, could cause the Bank's financial performance to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward-looking statements: the strength of the United States economy in general and the strength of the local economies in which the Bank conducts operations; the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Board of Governors of the Federal Reserve System; inflation, interest rate, market and monetary fluctuations; market volatility; the value of the Bank's products and services as perceived by actual and prospective customers, including the features, pricing and quality compared to competitors' products and services; the willingness of customers to substitute competitors' products and services for the Bank's products and services; credit risk associated with the Bank's lending activities; risks relating to the real estate market and the Bank's real estate collateral; the impact of changes in applicable laws and regulations and requirements arising out of our supervision by banking regulators; other regulatory requirements applicable to the Bank; technological changes; acquisitions; changes in consumer spending and saving habits; and the success of the Bank at managing the risks involved in the foregoing.

The Bank cautions that the foregoing list of important factors is not exclusive. The Bank does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by or on behalf of the Bank, except as required by applicable law or regulation.

**Contact:**

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