

**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**

May 23, 2019

Date of Report (Date of earliest event reported)



(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction
of incorporation)

000-55983
(Commission
File Number)

83-1561918
(IRS Employer
Ident. No.)

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

19355
(Zip Code)

(484) 568-5000

Registrant's telephone number, including area code

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.

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

<u>Title of each class:</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered:</u>
Common Stock, \$1 par value	MRBK	The NASDAQ Stock Market

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 21, 2019, Meridian Corporation (the “Corporation”) received a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“NASDAQ”) stating that NASDAQ has determined that the Corporation is not in compliance with NASDAQ Listing Rule 5250(c)(1) due to the Corporation’s failure to timely file its Quarterly Report on Form 10-Q (the “Form 10-Q”) for the quarter ended March 31, 2019 with the Securities and Exchange Commission (the “SEC”).

The NASDAQ letter notes that the Corporation is required to submit a plan to regain compliance with the NASDAQ’s filing requirements for continued listing within 60 calendar days of the date of the NASDAQ notification letter. Upon acceptance of the Corporation’s compliance plan, NASDAQ is permitted to grant an extension of up to 180 days from the Form 10-Q’s filing date for the Corporation to regain compliance with NASDAQ’s filing requirements for continued listing. The NASDAQ notice has no immediate effect on the listing or trading of the Corporation’s common stock on the NASDAQ Capital Market.

The Corporation anticipates that it will file its Form 10-Q with the SEC on or about May 24, 2019 and thereby regain compliance with the NASDAQ continued listing requirements eliminating the need for the Corporation to submit a formal plan to regain compliance.

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

The Corporation held its Annual Meeting of Shareholders on May 23, 2019 for the purpose of considering and acting upon the below proposals.

1. *A proposal to elect three (3) directors as “Class B” directors of the Board, to serve a three-year term expiring in 2022.*

The shareholders of the Corporation elected the following Class B directors to each serve a three-year term expiring in 2022 by the following vote:

<u>Director Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>
Robert T. Holland	4,657,983	266,200
Denise Lindsay	4,648,315	275,868
George C. Collier	4,176,517	747,666

The following additional directors continued in office after the Annual Meeting: Christopher J. Annas, Robert M. Casciato, Edward J. Hollin, Anthony M. Imbesi, Kenneth H. Slack.

2. *A proposal to ratify the appointment of KPMG LLP as the Corporation’s independent registered public accounting firm for the year ending December 31, 2019.*

The shareholders of the Corporation ratified the appointment of KPMG LLP as the independent registered public accounting firm for the year ending December 31, 2019 by the following vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>
5,276,252	68,034	27,006

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits. The following exhibit is furnished herewith:

99.1 Press Release, issued May 23, 2019 by Meridian Corporation

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release, issued May 23, 2019 by Meridian Corporation

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.

MERIDIAN CORPORATION
(Registrant)

Dated: May 23, 2019

By: /s/ Denise Lindsay
Denise Lindsay
Executive Vice President and Chief
Financial Officer



Meridian Corporation Provides Details to NASDAQ Notice

Malvern, PA., May 23, 2019 – Meridian Corporation (the “Corporation”), (NASDAQ: MRBK), the parent company for Meridian Bank (the “Bank”), today announced that on May 21, 2019 the Corporation received a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“NASDAQ”) stating that NASDAQ has determined that the Corporation is not in compliance with NASDAQ Listing Rule 5250(c)(1) due to the Corporation’s failure to timely file its Quarterly Report on Form 10-Q (the “Form 10-Q”) for the quarter ended March 31, 2019 with the Securities and Exchange Commission (the “SEC”).

The NASDAQ letter notes that the Corporation is required to submit a plan to regain compliance with the NASDAQ’s filing requirements for continued listing within 60 calendar days of the date of the NASDAQ notification letter. Upon acceptance of the Corporation’s compliance plan, NASDAQ is permitted to grant an extension of up to 180 days from the Form 10-Q’s filing date for the Corporation to regain compliance with NASDAQ’s filing requirements for continued listing. The NASDAQ notice has no immediate effect on the listing or trading of the Corporation’s common stock on the NASDAQ Capital Market.

The Corporation anticipates that it will file its Form 10-Q with the SEC on or about May 24, 2019 and thereby regain compliance with the NASDAQ continued listing requirements eliminating the need for the Corporation to submit a formal plan to regain compliance.

About Meridian Corporation

Meridian Bank, the wholly owned subsidiary of Meridian Corporation, is an innovative community bank serving Pennsylvania, New Jersey and Delaware with a full suite of financial products and services. Meridian specializes in business and industrial lending, retail and commercial real estate lending, electronic payments, and wealth management solutions through Meridian Wealth Partners. Meridian also has a broad menu of high-yield depository products supported by robust online and mobile access. Learn more at www.meridianbanker.com. Equal Housing Lender. Member FDIC.

"Safe Harbor" Statement

In addition to historical information, this press release may contain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include statements with respect to Meridian Corporation’s strategies, goals, beliefs, expectations, estimates, intentions, capital raising efforts, financial condition and results of operations, future performance and business. Statements preceded by, followed by, or that include the words “may,” “could,” “should,” “pro forma,” “looking forward,” “would,” “believe,” “expect,” “anticipate,” “estimate,” “intend,” “plan,” or similar expressions generally indicate a forward-looking statement. These forward-looking statements involve risks and uncertainties that are subject to change based on various important factors (some of which, in whole or in part, are beyond Meridian Corporation’s control). Numerous competitive, economic, regulatory, legal and technological factors, among others, could cause Meridian Corporation’s financial performance to differ materially from the goals, plans, objectives, intentions and expectations expressed in such forward-looking statements. Meridian Corporation cautions that the foregoing factors are not exclusive, and neither such factors nor any such forward-looking statement takes into account the impact of any future events. All forward-looking statements and information set forth herein are based on management’s current beliefs and assumptions as of the date hereof and speak only as of the date they are made. For a more complete discussion of the assumptions, risks and uncertainties related to our business, you are encouraged to review Meridian Corporation’s filings with the Securities and Exchange Commission (including our Annual Report on Form 10-K for the year ended December 31, 2018) and, for periods prior to the completion of the holding company reorganization, Meridian Bank’s filings with the FDIC, including Meridian Bank’s Annual Report on Form 10-K for the year ended December 31, 2017, subsequently filed quarterly reports on Form 10-Q and current reports on Form 8-K that update or provide information in addition to the information included in the Form 10-K and Form 10-Q filings, if any. Meridian Corporation does not undertake to update any forward-looking statement whether written or oral, that may be made from time to time by Meridian Corporation or by or on behalf of Meridian Bank.