

BRYN MAWR BANK CORP  
Form 8-K  
May 01, 2015

**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): May 1, 2015**

**Bryn Mawr Bank Corporation**

**(Exact Name of Registrant as specified in its charter)**

**Pennsylvania**  
**(State or other jurisdiction**

**of incorporation)**

**001-35746**  
**(Commission**

**File Number)**

**801 Lancaster Avenue, Bryn Mawr, PA 19010**

**23-2434506**  
**(I.R.S. Employer**

**Identification No.)**

**Registrant's telephone number, including area code: 610-525-1700**

**None**

**(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 obligations of the registrant under any of the following provisions (see General Instructions 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 8.01. Other Events**

On March 31, 2015, Bryn Mawr Bank Corporation, a Pennsylvania corporation (the **Corporation** ), filed with the U.S. Securities and Exchange Commission (the **SEC** ) a Registration Statement on Form S-3/A (File No. 333-202805) (the **Registration Statement** ) to replace an existing shelf registration statement which was scheduled to expire in April 2015. The SEC declared the Registration Statement effective on April 20, 2015. In connection with the Registration Statement, on May 1, 2015, the Corporation filed a prospectus supplement relating to the Corporation's Second Amended and Restated Dividend Reinvestment and Stock Purchase Plan (the **Plan** ) under which, among other things, the Corporation refreshed the number of shares authorized under the Plan such that 1,500,000 shares of the Corporation's common stock, par value \$1.00 per share, remain available for issuance under the Plan.

This Current Report on Form 8-K is being filed to present certain exhibits that shall be incorporated by reference into the Registration Statement.

This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
Exhibit 5.1	Opinion of Stradley Ronon Stevens & Young, LLP
Exhibit 23.1	Consent of Stradley Ronon Stevens & Young, LLP (included in Exhibit 5.1)
Exhibit 23.2	Consent of KPMG LLP

**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.

**BRYN MAWR BANK CORPORATION**

By: /s/ Francis J. Leto

Name: Francis J. Leto

Title: President and Chief Executive Officer

Date: May 1, 2015

**EXHIBITS INDEX**

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