

ORRSTOWN FINANCIAL SERVICES INC

Form 8-K

April 24, 2019

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):

April 24, 2019

ORRSTOWN  
FINANCIAL  
SERVICES,  
INC.

(Exact name of  
registrant as  
specified in its  
charter)

Pennsylvania	001-34292	23-2530374
(State or other jurisdiction of incorporation)	(SEC File Number)	(IRS Employer Identification No.)

77 East King  
Street, P.O. Box  
250, 17257  
Shippensburg,  
Pennsylvania

(Address of  
principal  
executive  
offices)

(Zip  
Code)

Registrant's  
telephone  
number,  
including  
area code:

717  
532-6114

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 (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)).

Indicate by check mark  
whether the registrant is an  
emerging growth company as  
defined in Rule 405 of the  
Securities Act of 1933  
(§230.405 of this chapter) or

Rule 12b-2 of the Securities  
Exchange Act of 1934  
(§240.12b-2 of this chapter).

o Emerging growth  
company

If an emerging  
growth company,  
indicate by check  
mark if the registrant  
has elected not to use  
the extended

o transition period for  
complying with any  
new or revised  
financial accounting  
standards provided  
pursuant to Section  
13(a) of the  
Exchange Act.

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Item 2.02 Results of Operations and Financial Condition.

On April 24, 2019, Orrstown Financial Services, Inc. issued a press release to report earnings for the quarter ended March 31, 2019.

A copy of the press release is furnished with this Form 8-K as Exhibit 99, and is incorporated herein in its entirety by reference.

Item 7.01 Regulation FD

On October 23, 2018, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement") with Hamilton Bancorp, Inc. ("Hamilton"), the holding company for Hamilton Bank, based in Towson, Maryland. Pursuant to the Merger Agreement, at the effective time of the merger, each outstanding share of Hamilton common stock will be converted into the right to receive (1) \$4.10 in cash, without interest, and (2) 0.54 shares of the Company's common stock.

The merger has been approved by Hamilton's shareholders and is expected to close on May 1, 2019, subject to receipt of remaining regulatory approvals and the satisfaction of other customary closing conditions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is furnished as part of this Current Report on Form 8-K:

Exhibit No.	Description
99	<u>Press Release dated April 24, 2019</u>

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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.

ORRSTOWN  
FINANCIAL SERVICES,  
INC.

Date:

April  
24,  
2019

/s/ David P.  
Boyle

By:

David P. Boyle  
Executive Vice  
President and  
Chief Financial  
Officer  
(Duly Authorized  
Representative)