

BRYN MAWR BANK CORP
Form 425
July 24, 2014

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): July 24, 2014

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)

23-2434506
(I.R.S. Employer
Identification No.)

801 Lancaster Avenue, Bryn Mawr, PA 19010

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 (17CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Item 2.02. Disclosure of Results of Operations and Financial Condition.

On July 24, 2014, Bryn Mawr Bank Corporation (the Corporation), the parent of The Bryn Mawr Trust Company, issued a Press Release announcing the results of operations for the quarter ended June 30, 2014. The Press Release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

Attached hereto as Exhibit 99.2 and incorporated into this Item 7.01 by reference is the script for the Corporation's July 25, 2014 earnings conference call.

The information in this Current Report on Form 8-K, including the exhibits attached hereto and incorporated by reference into Items 2.02 and 7.01 hereof, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities under that Section. Furthermore, such information, including the exhibits attached hereto, shall not be deemed incorporated by reference into any of the Corporation's reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

Item 8.01. Other Events.

The pending merger with Continental Bank Holdings, Inc. (CBH) is progressing as planned, and remains subject to approval by CBH's and the Corporation's shareholders, and applicable regulators. Frank Leto, President and Chief Operating Officer commented, "As the CBH merger moves closer to completion, we are very excited to join forces with their staff and to expand the Bank's footprint to serve a much broader segment of the surrounding communities."

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release announcing the results of operations for the quarter ended June 30, 2014

Exhibit 99.2 Script for July 25, 2014 earnings conference call

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/ Frederick C. Peters II
Frederick C. Peters II, Chairman

and Chief Executive Officer

Date: July 24, 2014

EXHIBIT INDEX

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