

BANCORP RHODE ISLAND INC
Form 425
December 20, 2011

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): **December 20, 2011**

BROOKLINE BANCORP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23695
(Commission File No.)

04-3402944
(I.R.S. employer
Identification No.)

160 Washington Street, Brookline, Massachusetts
(Address of principal executive offices)

02447-0469
(Zip Code)

(617) 730-3500

(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 (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))
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Item 8.01 Other Events

On December 20, 2011, Brookline Bancorp, Inc. (Brookline) issued a press release announcing the merger consideration to be received by Bancorp Rhode Island, Inc. (Rhode Island) shareholders in connection with the merger, based on preliminary election results and application of the proration provisions set forth in the merger agreement.

Additionally, Brookline announced that the closing date for the merger is expected to be January 1, 2012.

A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) The following Exhibit is filed herewith.

| Ex. No. | Description |
|----------------|---------------------------------------|
| 99.1 | Press Release dated December 20, 2011 |

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.

BROOKLINE BANCORP, INC.

Date: December 20, 2011

By: /s/ Michael W. McCurdy
Michael W. McCurdy, General Counsel

EXHIBIT INDEX

The following exhibits are furnished as part of this report:

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release of Brookline Bancorp, Inc. dated December 20, 2011 |