MORGAN JENNY G Form 4 May 03, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person MORGAN JENNY G			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			Hamilton Bancorp, Inc. [HBK]				(Check all applicable)			
(Last) (First) (Middle)			3. Date of Earliest Transaction					• •		
			nth/Day/Year)				_X_ Director		6 Owner	
501 FAIRMOUNT AVENUE, SUITE 200			05/01/2019				Officer (giv below)	below)	er (specify	
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
TOWSON, I	MD 21286	Filed	d(Month/Day/Year)				Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po		
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securit	ies Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		3. te, if Transaction Code	4. Securities onAcquired (A) or Disposed of (D)			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Y	Year) (Instr. 8) Code V	(Instr. 3,	(A) or (D)	5) Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	Ownership (Instr. 4)	
Common	05/01/2019		J	2,750	D	<u>(1)</u>	0 (3)	D		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S ((
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 13.5	05/01/2019		J	9,500	(2)	02/03/2024	Common Stock	9,500	

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MORGAN JENNY G 501 FAIRMOUNT AVENUE, SUITE 200 TOWSON, MD 21286	X					

Signatures

/s/ Michael Brown, pursuant to Power of Attorney

05/03/2019

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each share of Issuer common stock was converted into and became exchangeable for the right to receive (i) \$4.10 in cash and (ii) 0.54 shares of Orrstown Financial Services, Inc. ("Buyer") common stock.
- Each option to purchase Issuer common stock, whether vested or unvested, automatically converted to the right to receive a cash payment equal to (i) the number of shares of Issuer common stock provided for in such option and (ii) the excess, if any, of \$16.90 over the exercise price per share of Issuer common stock provided for in such option, which cash payment shall be made without interest and shall be net of all applicable withholding taxes.
- All unvested shares of restricted stock automatically vest in full at the Effective Time (as defined in the Agreement and Plan of Merger (3) dated October 23, 2018, by and among Buyer and the Issuer, to the extent not previously forfeited, and shall be considered outstanding shares of common stock entitled to receive the Merger Consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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