

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, Shippensburg, Pennsylvania	17257
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code:	717 532-6114
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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
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</u> <u>dated April 24,</u> <u>2019</u>

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)