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BANCORP RHODE ISLAND INC Form 15-12B January 09, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 001-16101

Bancorp Rhode Island, Inc.

(Exact name of registrant as specified in its charter)

One Turks Head Place, Providence, Rhode Island 02903

(401) 456-5000

(Address, including zip code, and telephone number, including area code, of registrant s principal executive offices)

Common Stock, \$0.01 par value per share

(Title of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1) x Rule 12g-4(a)(2) o Rule 12h-3(b)(1)(i) x Rule 12h-3(b)(1)(ii) o Rule 15d-6 o

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934, Brookline Bancorp, Inc., as the successor to Bancorp Rhode Island, Inc., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

BROOKLINE BANCORP, INC.

(as successor by merger to Bancorp Rhode Island, Inc.)

Date: January 9, 2012 By: /s/ Michael W. McCurdy

Name: Michael W. McCurdy Title: General Counsel