

Bancorp, Inc.
Form 4
February 07, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
EGGEMEYER JOHN M III

(Last) (First) (Middle)

C/O CASTLE CREEK CAPITAL LLC, 6051 EL TORDO

(Street)

RANCHO SANTA FE, CA 92067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Bancorp, Inc. [TBBK]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	02/03/2017		A		15,000	A	\$ 0
Common Stock					2,707,898	I	

See Footnote (1)

See Footnote (2)

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

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SEC 1474 (9-02)

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

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. Transaction 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGGEMEYER JOHN M III C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks
Castle Creek Capital Partners VI, LP C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks
Castle Creek Capital VI LLC C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks
THOMAS J MIKESSELL C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks
MERLO MARK G C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks
Pietrzak John C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO RANCHO SANTA FE, CA 92067	X			See Remarks

Signatures

CASTLE CREEK CAPITAL PARTNERS VI, LP, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer, Title: President	02/07/2017
__Signature of Reporting Person	Date
CASTLE CREEK CAPITAL VI LLC, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer, Title: President	02/07/2017
__Signature of Reporting Person	Date
JOHN M. EGGEMEYER, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer	02/07/2017
__Signature of Reporting Person	Date
J. MIKESSELL THOMAS, By: /s/ J. Mikesell Thomas, Name: J. Mikesell Thomas	02/07/2017
__Signature of Reporting Person	Date
MARK G. MERLO, By: /s/ Mark G. Merlo, Name: Mark G. Merlo	02/07/2017
__Signature of Reporting Person	Date
JOHN T. PIETRZAK, By: /s/ John T. Pietrzak, Name: John T. Pietrzak	02/07/2017
__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) These restricted stock units, each of which represents the right to receive one share of common stock of The Bancorp, Inc., were issued to Castle Creek Advisors IV LLC, on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc., and vest in three equal annual installments beginning on February 3, 2018.
- (2) These securities are directly held by Castle Creek Capital Partners VI, LP ("Fund VI"). Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, and Mr. Pietrzak are managing principals of Castle Creek Capital VI LLC, the sole general partner of Fund VI. Castle Creek Capital VI LLC, Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, and Mr. Pietrzak each disclaim beneficial ownership of these shares of Common Stock, except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that Castle Creek Capital Partners VI LLC, Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, or Mr. Pietrzak is the beneficial owner of such shares of Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

John M. Eggemeyer, a managing principal of Castle Creek Capital VI, LLC, serves on the Issuer's board of directors (the "Boa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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