

Edgar Filing: TRI COUNTY FINANCIAL CORP /MD/ - Form S-8

TRI COUNTY FINANCIAL CORP /MD/

Form S-8

October 03, 2001

As filed with the Securities and Exchange Commission on October 3, 2001

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

TRI-COUNTY FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

MARYLAND

52-1652138

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

3035 LEONARDTOWN ROAD
WALDORF, MARYLAND 20604

(Address of Principal Executive Offices)

TRI-COUNTY FINANCIAL CORPORATION
1995 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS, AS AMENDED

(Full Title of the Plan)

MICHAEL L. MIDDLETON, PRESIDENT
TRI-COUNTY FINANCIAL CORPORATION
3035 LEONARDTOWN ROAD
WALDORF, MARYLAND 20604

(Name and Address of Agent For Service)

(301) 843-0854

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

JAMES C. STEWART, ESQUIRE
STRADLEY RONON HOUSLEY KANTARIAN & Bronstein, LLP
1220 19TH STREET N.W., SUITE 700
WASHINGTON, D.C. 20036

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
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Common Stock,
\$.01 par value 11,624 (1) (2) \$ 276,444 (2)

* * * * *

Note: This registration statement registers 11,624 additional shares of Common Stock of the Registrant to be issued under the Tri-County Financial Corporation 1995 Stock Option Plan for Directors, As Amended for which to registration statements on Form S-8 (Commission File Nos. 333-2056 and 333-79237), have been filed and are effective. In accordance with General Instruction E to Form S-8, this registration statement incorporates by reference the contents of those registration statements.

* * * * *

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of Waldorf, State of Maryland, on this 25th day of September, 2001.

TRI-COUNTY FINANCIAL CORPORATION

By: /s/ Michael L. Middleton

Michael L. Middleton
President and Chief Executive Officer
(Duly Authorized Representative)

POWER OF ATTORNEY

We, the undersigned Directors of Tri-County Financial Corporation, hereby severally constitute and appoint Michael L. Middleton, who may act, with full power of substitution, our true and lawful attorney and agent, to do any and all things in our names in the capacities indicated below which said Michael L. Middleton who may act, may deem necessary or advisable to enable Tri-County Financial Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with the registration of Tri-County Financial Corporation common stock, including specifically, but not limited to, power and authority to sign for us in our names in the capacities indicated below, the registration statement and any and all amendments (including post-effective amendments) thereto; and we hereby ratify and confirm all that said Michael L. Middleton shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURES

TITLE

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By: /s/ Michael L. Middleton ----- Michael L. Middleton	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	Se
By: /s/ William J. Pasenelli ----- William J. Pasenelli	Chief Financial Officer (Chief Financial and Accounting Officer)	Se
By: /s/ C. Marie Brown ----- C. Marie Brown	Chief Operating Officer and Director	Se
By: /s/ H. Beaman Smith ----- H. Beaman Smith	Secretary/Treasurer and Director	Se
By: /s/ W. Edelen Gough, Jr. ----- W. Edelen Gough, Jr.	Director	Se
By: /s/ Catherine A. Askey ----- Catherine A. Askey	Director	Se
By: /s/ Louis P. Jenkins, Jr. ----- Louis P. Jenkins, Jr.	Director	Se
By: /s/ Herbert N. Redmond, Jr. ----- Herbert N. Redmond, Jr.	Director	Se

INDEX TO EXHIBITS

EXHIBIT -----	DESCRIPTION -----
5	Opinion of Stradley Ronon Stevens & Young, LLP
23.1	Consent of Stradley Ronon Stevens & Young, LLP (appears in their opinion filed as Exhibit 5)
23.2	Consent of Stegman & Company
24	Power of Attorney (contained in the signature page to this registration statement)
99.1	Tri-County Financial Corporation 1995 Stock Option Plan for Non-Employee Directors, As Amended
99.2	Form of Stock Option Agreement to be entered into

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with Options granted under The Tri-County Financial Corporation 1995 Stock Option Plan for Non-Employee Directors, As Amended