

SANDY SPRING BANCORP INC  
Form 10-K/A  
March 29, 2011

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

FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2010

Commission File Number 0-19065  
SANDY SPRING BANCORP, INC.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

52-1532952  
(I.R.S. Employer  
Identification No.)

17801 Georgia Avenue, Olney, Maryland  
(Address of principal executive offices)

20832  
(Zip Code)

301-774-6400  
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	The NASDAQ Stock Market, LLC

Securities registered pursuant to Section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

☐ Yes ☒ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

☐ Yes ☒ No\*

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). ☐ Yes ☐ No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). ☐ Yes ☒ No

The aggregate market value of the voting common stock of the registrant held by non-affiliates on June 30, 2010, the last day of the registrant’s most recently completed second fiscal quarter, was approximately \$330 million, based on the closing sales price of \$14.01 per share of the registrant's Common Stock on that date.

The number of outstanding shares of common stock outstanding as of March 7, 2011.

Common stock, \$1.00 par value – 24,051,907 shares

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Documents Incorporated By Reference

Part III: Portions of the definitive proxy statement for the Annual Meeting of Shareholders to be held on May 4, 2011 (the "Proxy Statement").

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\* The registrant is required to file reports pursuant to Section 13 of the Act.

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Explanatory Statement to Form 10-K Amendment

This Amendment No. 1 (this “Amendment”) amends the Annual Report on Form 10-K of Sandy Spring Bancorp, Inc. for the year ended December 31, 2010, filed with the Securities and Exchange Commission on March 16, 2011 (the “Original Form 10-K”). The purpose of this Amendment is to correct the date on the signature page to the Original Form 10-K, which should read March 11, 2011 and not March 11, 2010.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment under Item 15 of Part IV hereof.

This Amendment speaks as of the filing date of our Original Form 10-K and has not been updated to reflect events occurring subsequent to the original filing date.

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Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following financial statements are filed as a part of this report:

Consolidated Statements of Condition at December 31, 2010 and 2009

Consolidated Statements of Income/(Loss) for the years ended December 31, 2010, 2009, and 2008

Consolidated Statements of Cash Flows for the years ended December 31, 2010, 2009, and 2008

Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2010, 2009, and 2008

Notes to the Consolidated Financial Statements

Reports of Registered Public Accounting Firm

All financial statement schedules have been omitted, as the required information is either not applicable or included in the Consolidated Financial Statements or related Notes.

Exhibit No.	Description	Incorporated by Reference to:
3(a)	Articles of Incorporation of Sandy Spring Bancorp, Inc., as Amended	Exhibit 3.1 to Form 10-Q for the quarter ended June 30, 1996, SEC File No. 0-19065.
3(b)	Bylaws of Sandy Spring Bancorp, Inc.	Exhibit 3.2 to Form 8-K dated May 13, 1992, SEC File No. 0-19065.
4(a)	No long-term debt instrument issued by the Company exceeds 10% of consolidated assets or is registered. In accordance with paragraph 4(iii) of Item 601(b) of Regulation S-K, the Company will furnish the SEC copies of all long-term debt instruments and related agreements upon request.	
4(b)	Warrant to Purchase 651,547 Shares of Common Stock of Sandy Spring Bancorp, Inc.	Exhibit 4.3 to Form 8-K filed on December 5, 2008, SEC File No. 0-19065.
10(a)*	Amended and Restated Sandy Spring Bancorp, Inc., Cash and Deferred Profit Sharing Plan and Trust	Exhibit 10(a) to Form 10-Q for the quarter ended September 30, 1997, SEC File No. 0-19065.
10(b)*	Sandy Spring Bancorp, Inc. 2005 Omnibus Stock Plan	Exhibit 10.1 to Form 8-K dated June 27, 2005, Commission File No. 0-19065.
10(c)*	Sandy Spring Bancorp, Inc. 1999 Stock Option Plan	Exhibit 4 to Registration Statement on Form S-8, Registration Statement No. 333-81249.
10(d)*	Sandy Spring National Bank of Maryland Executive Health Insurance Plan	Exhibit 10 to Form 10-Q for the quarter ended March 31, 2002, SEC File No. 0-19065.
10(e)*	Form of Director Fee Deferral Agreement, August 26, 1997, as amended	Exhibit 10(h) to Form 10-K for the year ended December 31, 2003, SEC File No. 0-19065.
10(f)*	Employment Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank, and Philip J. Mantua	Exhibit 10(l) to Form 10-K for the year ended December 31, 2004, SEC File No. 0-19065.

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10(g)*	Employment Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank, and Daniel J. Schrider	Exhibit 10(h) to Form 10-K for the year ended December 31, 2008, SEC File No. 0-19065.
10(h)*	Form of Sandy Spring National Bank of Maryland Officer Group Term Replacement Plan	Exhibit 10(r) to Form 10-K for the year ended December 31, 2001, SEC File No. 0-19065.
10(i)*	Sandy Spring Bancorp, Inc. Directors' Stock Purchase Plan	Exhibit 4 to Registration Statement on Form S-8, File No. 333-117330.
10(j)*	Sandy Spring Bank Executive Incentive Retirement Plan	Exhibit 10(v) to Form 10-K for the year ended December 31, 2007, SEC File No. 0-19065.

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Exhibit No.	Description	Incorporated by Reference to:
10(k)*	Form of Amendment to Directors' Fee Deferral Agreement	Exhibit 10(o) to Form 10-K for the year ended December 31, 2008, SEC File No. 0-19065.
10(l)*	Form of Amendment to Employment Agreement for executive officers	Exhibit 10(p) to Form 10-K for the year ended December 31, 2008, SEC File No. 0-19065.
10(m)*	Form of Amendment to Employment Agreement for executive officers	Exhibit 10(q) to Form 10-K for the year ended December 31, 2008, SEC File No. 0-19065.
10(n)	Letter Agreement and related Securities Purchase Agreement – Standard Terms, dated December 5, 2008, between Sandy Spring Bancorp, Inc. and United States Department of the Treasury	Exhibit 10.1 to Form 8-K filed on December 5, 2008, SEC File No. 0-19065.
10(o)*	Sandy Spring Bancorp, Inc. 2001 Employee Stock Purchase Plan	Exhibit 4 to Registration Statement on Form S-8, Registration Statement No. 333-63126
10(p)*	Form of letter agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank and certain executive officers	Exhibit 10(t) to Form 10-K for the year ended December 31, 2009, SEC File No. 0-19065.
10(q)*	Change in Control Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank R. Louis Caceres	Exhibit 10(a) to Form 10-Q for the quarter ended September 30, 2010, SEC File No. 0-19065.
10(r)*	Change in Control Agreement by and among Sandy Spring Bancorp, Inc., Sandy Spring Bank Joseph J. O'Brien, Jr.	Exhibit 10(b) to Form 10-Q for the quarter ended September 30, 2010, SEC File No. 0-19065.
21	Subsidiaries	Exhibit 21 to Form 10-K for the year ended December 31, 2009, SEC File No. 0-19065
23	Consent of Grant Thornton LLP	Previously filed
31(a)	Rule 13a-14(a)/15d-14(a) Certification	
31(b)	Rule 13a-14(a)/15d-14(a) Certification	
32(a)	18 U.S.C. Section 1350 Certification	
32(b)	18 U.S.C. Section 1350 Certification	
99(a)	Principal Executive Officer Certification Regarding TARP	Previously filed
99(b)	Principal Financial Officer Certification Regarding TARP	Previously filed

\* Management Contract or Compensatory Plan or Arrangement filed pursuant to Item 15(b) of this Report.

Shareholders may obtain, upon payment of a reasonable fee, a copy of the exhibits to this Report on Form 10-K by writing Ronald E. Kuykendall, General Counsel and Secretary, at Sandy Spring Bancorp, Inc., 17801 Georgia Avenue, Olney, Maryland 20832. Shareholders also may access a copy of the Form 10-K including exhibits on the SEC Web site at [www.sec.gov](http://www.sec.gov) or through the Company's Investor Relations Web site maintained at [www.sandyspringbank.com](http://www.sandyspringbank.com).





## SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SANDY SPRING BANCORP, INC.  
(Registrant)

By: /s/ Daniel J. Schrider  
Daniel J. Schrider  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of March 11, 2011

Principal Executive Officer and  
Director:  
/s/ Daniel J.  
Schrider  
Daniel J. Schrider  
President and Chief Executive  
Officer

Principal Financial and Accounting Officer:  
  
/s/ Philip J. Mantua  
  
Philip J. Mantua  
Executive Vice President and Chief Financial Officer

Signature

Title

/s/ Mark E.  
Friis  
Mark E. Friis

Director

/s/ Susan D.  
Goff  
Susan D. Goff

Director

/s/ Solomon  
Graham  
Solomon Graham

Director

/s/ Gilbert L.  
Hardesty  
Gilbert L. Hardesty

Director

/s/ Pamela A.  
Little  
Pamela A. Little

Director

/s/ Robert L.  
Orndorff  
Robert L. Orndorff

Director

/s/ David E.  
Rippeon  
David E. Rippeon

Director

/s/ Craig A.  
Ruppert  
Craig A. Ruppert

Director

/s/ Daniel J.  
Schrider  
Daniel J. Schrider

Director

/s/ Dennis A.  
Starliper  
Dennis A. Starliper

Director

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SANDY SPRING BANCORP, INC.  
(Registrant)

By: /s/ Daniel J. Schrider	Date: March 29, 2011
Daniel J. Schrider	
President and Chief Executive Officer	

By: /s/ Philip J. Mantua	Date: March 29, 2011
Philip J. Mantua	
Executive Vice President and Chief Financial Officer	