

SHORE BANCSHARES INC  
Form 8-K  
April 29, 2011

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 26, 2011

SHORE BANCSHARES, INC.  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

0-22345  
(Commission file number)

52-1974638  
(IRS Employer  
Identification No.)

18 East Dover Street, Easton, Maryland 21601  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (410) 763-7800

N/A  
(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 obligations of the registrant under any of the following provisions:

- 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))
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## Item 2.02. Results of Operation and Financial Condition.

On April 26, 2011, Shore Bancshares, Inc. (the “Company”) issued a press release describing its financial results for the quarter ended March 31, 2011. The press release, as issued, contained a typographical error on page 2, in that the amount stated as the decrease in total noninterest expense for the first quarter of 2011 when compared to the first quarter of 2010 should have read “\$430 thousand” rather than “\$430”. A copy of the press release, revised to correct this error, is furnished herewith as Exhibit 99.1.

The information contained in this Item 2.02 and in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of the Company held on April 27, 2011, the stockholders voted on: (i) the election of five director nominees (Proposal 1), (ii) the ratification of the appointment of the Company’s independent registered public accounting firm for fiscal year 2011 (Proposal 2); (iii) the adoption of non-binding advisory resolution approving the compensation of the Company’s named executive officers (Proposal 3); and (iv) the frequency (every one, two or three years) of future stockholder advisory votes on the compensation of the named executive officers (non-binding advisory vote). These matters were submitted to a vote through the solicitation of proxies. The results of the votes are set forth below:

Proposal 1 - To elect one individual to serve as a Class I Director until the 2013 Annual Meeting of Stockholders and four individuals to serve as Class II Directors until the 2014 Annual Meeting of Stockholders.

|                        | For       | Withheld | Abstain | Broker Non-Votes |
|------------------------|-----------|----------|---------|------------------|
| Class I Director       |           |          |         |                  |
| Frank E. Mason, III    | 3,561,984 | 138,115  | -       | 1,809,850        |
| Class II Directors     |           |          |         |                  |
| Herbert L. Andrew, III | 3,326,092 | 374,007  | -       | 1,809,850        |
| Blenda W. Armistead    | 3,568,920 | 131,179  | -       | 1,809,850        |
| Neil R. LeCompte       | 3,576,790 | 123,309  | -       | 1,809,850        |
| F. Winfield Trice, Jr. | 3,563,091 | 137,008  | -       | 1,809,850        |

Proposal 2 - To ratify the appointment of Stegman & Company as the Company’s independent registered public accounting firm for fiscal year 2011.

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,438,616 | 39,627  | 31,706  | -                |

Proposal 3 - To adopt a non-binding advisory resolution approving the compensation of the Company's named executive officers.

|           |         |         |                  |
|-----------|---------|---------|------------------|
| For       | Against | Abstain | Broker Non-Votes |
| 3,355,359 | 269,456 | 75,283  | 1,809,851        |

Proposal 4 - To recommend, by non-binding advisory vote, the frequency (every one, two or three years) of future stockholder advisory votes on the compensation of the named executive officers.

|            |                 |                   |         |                  |
|------------|-----------------|-------------------|---------|------------------|
| Every Year | Every Two Years | Every Three Years | Abstain | Broker Non-Votes |
| 3,373,874  | 50,322          | 201,955           | 73,688  | 1,810,110        |

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits.

Exhibit 99.1 Press release dated April 26, 2011 (furnished herewith).

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

SHORE BANCSHARES, INC.

Dated: April 28, 2011

By: /s/ W. Moorhead Vermilye  
W. Moorhead Vermilye  
Chief Executive Officer

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | Press release dated April 26, 2011 (furnished herewith). |

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