

BRYN MAWR BANK CORP  
Form 8-A12B/A  
December 26, 2013

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

**FORM 8-A/A**  
**AMENDMENT NO. 1**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**BRYN MAWR BANK CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Pennsylvania**  
**(State of incorporation or organization)**

**23-24344506**  
**(IRS Employer Identification No.)**

**801 Lancaster Avenue, Bryn Mawr PA**  
**(Address of principal executive offices)**

**19010**  
**(Zip Code)**

<b>TITLE OF EACH CLASS TO BE REGISTERED</b>	<b>NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED</b>
<b>Common Stock Purchase Rights</b>	<b>The NASDAQ Stock Market, LLC</b>

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

**Securities Act registration statement file number to which this form relates:**

**001-35746**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**

**Item 1. Description of Registrant's Securities to be Registered.**

Item 1 of the Form 8-A dated November 21, 2012 filed by Bryn Mawr Bank Corporation (the Company) is hereby amended by adding the following:

On December 24, 2013, the Company entered into Amendment No. 1 (the Amendment) to the Rights Agreement, dated as of November 16, 2012, between the Company and Computershare Shareowner Services LLC, as Rights Agent (the Rights Agreement). The Amendment has the effect of terminating the Rights Agreement by changing the Final Expiration Date thereof from November 16, 2015 to December 24, 2013. No other substantive changes to the Rights Agreement were made. The foregoing summary of the Amendment is qualified in its entirety to the full text of the Amendment, which is filed as Exhibit 4.2 hereto and is incorporated by reference herein.

**Item 2 - Exhibits.**

- 4.1 Rights Agreement, dated as of November 16, 2012, between the Company and Computershare Shareowner Services LLC, as Rights Agent (filed as Exhibit 4.1 to the Company's Registration Statement on Form 8-A filed November 21, 2013 and incorporated herein by reference) (SEC File No. 001-35746).
  
- 4.2 Amendment No. 1 to Rights Agreement, dated as of December 24, 2013, between Bryn Mawr Bank Corporation and Computershare Inc. (successor by merger to Computershare Shareowner Services LLC), filed herewith.

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has caused this amendment to the registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**BRYN MAWR BANK CORPORATION**

By: /s/ **Frederick C. Peters, II**  
**Frederick C. Peters, II**  
**President and CEO**

Date: December 24, 2013

**Exhibits Index**

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