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1ST COLONIAL BANCORP INC
Form SB-2MEF
April 21, 2004

As filed with the Securities and Exchange Commission on April 21, 2004

Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

1st COLONIAL BANCORP, INC.

(Exact Name of Small Business Issuer in Its Charter)

| | | |
|---|---|--------------------------------------|
| Pennsylvania | 6711 | 01-0715542 |
| (State or Jurisdiction of Incorporation or Organization) | (Primary Standard Industrial Classification Code Number) | (IRS Employer Identification No.) |

1040 Haddon Avenue, Collingswood New Jersey 08108
(856) 858-1100

(Address and Telephone Number of Principal Executive Offices)

1040 Haddon Avenue, Collingswood New Jersey 08108

(Address of Principal Place of Business or Intended Principal Place of Business)

1040 Haddon Avenue, Collingswood New Jersey 08108
Attn: Gerard M. Banmiller
President and Chief Executive Officer
(856) 858-1100

(Name, Address, and Telephone Number of Agent for Service)

With copies of communication to:

Edward C. Hogan, Esquire
Stevens & Lee
1415 Route 70 East
Suite 506
Cherry Hill, New Jersey 08034
(856) 857-4004

Robert A. Schwartz, Esquire
Windels Marx Lane and Mittendorf, LLP
120 Albany Street Plaza
New Brunswick, NJ 08901
(732) 846-7600

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after
this Registration Statement becomes effective.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-113779

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered ----- | Amount to Be Registered ----- | Proposed Maximum Offering Price Per Share ----- | Proposed Maximum Aggregate Offering Price ----- |
|---|----------------------------------|--|--|
| Common Stock, no par value | 138,000 | \$10.00 | \$1,380,000 |

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission ("SEC") pursuant to Rule 462(b) under the Securities Act of 1933, as amended, for the sole purpose of registering additional shares of the same class as were included in Registration Statement on Form SB-2 (File No. 333-113779) filed by 1st Colonial Bancorp, Inc. and declared effective on April 20, 2004 (the "Initial Registration Statement"). The contents of the Initial Registration Statement are incorporated herein by reference into this Registration Statement.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe it meets all of the requirements for filing on Form SB-2 and has authorized this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Collingswood, State of New Jersey on April 21, 2004.

1st COLONIAL BANCORP, INC.

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By: /s/ Gerard M. Banmiller

 Gerard M. Banmiller
 President and Chief Executive Officer

In accordance with 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 stated.

| Signature ----- | Title ----- | Date ----- |
|---|---|----------------|
| /s/ Gerard M. Banmiller ----- Gerard M. Banmiller | President and Chief Executive Officer | April 21, 2004 |
| /s/ Robert C. Faix ----- Robert C. Faix | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | April 21, 2004 |
| * ----- Linda M. Rohrer | Chairman of the Board | April 21, 2004 |
| * ----- Mary R. Burke | Director | April 21, 2004 |
| * ----- Thomas A. Clark | Director | April 21, 2004 |
| * ----- Letitia G. Colombi | Director | April 21, 2004 |
| * ----- Gerald J. DeFelicis | Director | April 21, 2004 |
| * ----- John J. Donnelly IV | Director | April 21, 2004 |
| * ----- Eduardo F. Enriquez | Director | April 21, 2004 |

| Signature ----- | Title ----- | Date ----- |
|--------------------|----------------|----------------|
| * ----- | Director | April 21, 2004 |

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Michael C. Haydinger

*

Director

April 21, 2004

Harrison Melstein

*

Director

April 21, 2004

Stanley H. Molotsky

* By his signature set forth below, the undersigned, pursuant to duly authorized powers of attorney filed with the Securities and Exchange Commission, has signed this registration statement on behalf of the persons indicated.

By: /s/ Gerard M. Banmiller

Gerard M Banmiller
Attorney-in fact

INDEX TO EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION OF EXHIBITS |
|-------------------|---|
| 5.1 | Opinion of Stevens & Lee re: Legality of Shares Being Registered. |
| 23.1 | Consent of Stevens & Lee (included in Exhibit 5.1). |
| 23.2 | Consent of KPMG LLP |