

SANDY SPRING BANCORP INC  
Form 8-K  
February 28, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 29, 2013

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

<b>Maryland</b>	<b><u>000-19065</u></b>	<b><u>52-1532952</u></b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**17801 Georgia Avenue, Olney, Maryland 20832**

(Address of principal executive offices, including zip code)

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

Not Applicable

(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 obligation 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))

**Item 5.03**      **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 29, 2013, the Board of Directors of Sandy Spring Bancorp, Inc. (the “Company”) amended Article III, Section 5 of the Company’s Bylaws to provide that the annual meeting of the Board of Directors shall be held within four weeks after the annual meeting of shareholders. The Bylaws previously provided for such meeting to be held within two weeks after the annual meeting of shareholders. A copy of the amendment is attached hereto as Exhibit 3(ii) and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

**Number Description**

3.1      Amendment to Bylaws of Sandy Spring Bancorp, Inc.

2

**SIGNATURES**

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

**SANDY SPRING BANCORP,  
INC.**  
*(Registrant)*

Date: February 28, 2014 By: /s/ Ronald E. Kuykendall  
Ronald E. Kuykendall  
General Counsel and Secretary