

BRYN MAWR BANK CORP  
Form 10-K/A  
March 17, 2017

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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Form 10-K/A

(Amendment No. 1)

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(Mark One)

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

For the fiscal year ended December 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-35746.

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BRYN MAWR BANK CORPORATION

(Exact name of registrant as specified in its charter)

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|                                                                     |                                         |
|---------------------------------------------------------------------|-----------------------------------------|
| Pennsylvania                                                        | 23-2434506                              |
| (State of other jurisdiction of Incorporation or Organization)      | (I.R.S. Employer Identification Number) |
| 801 Lancaster Avenue, Bryn Mawr, Pennsylvania                       | 19010                                   |
| (Address of principal executive offices)                            | (Zip Code)                              |
| (Registrant's telephone number, including area code) (610) 525-1700 |                                         |

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

| Title of each class          | Name of each exchange on which registered |
|------------------------------|-------------------------------------------|
| Common Stock (\$1 par value) | The Nasdaq Stock Market LLC               |

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

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

Yes      No

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Indicate by check mark if registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange 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 than 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 Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such 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 (& 229.405 of this chapter) 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.

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer Accelerated Filer  
Non-Accelerated Filer Smaller Reporting Company

Indicate by checkmark whether the Registrant is a shell company (as defined by Rule 126-2 of the Exchange Act):

Yes      No

The aggregate market value of shares of common stock held by non-affiliates of Registrant (including fiduciary accounts administered by affiliates) was \$483,647,309 on June 30, 2016 based on the price at which our common stock was last sold on that date.\*

As of March 7, 2017, there were 16,969,451 shares of common stock outstanding.

Documents Incorporated by Reference: Portions of the Definitive Proxy Statement of Registrant to be filed with the Commission pursuant to Regulation 14A with respect to the Registrant's Annual Meeting of Shareholders to be held on April 20, 2017 ("2017 Proxy Statement"), as indicated in Parts I and II, are incorporated into this Form 10-K by reference.

\* Registrant does not admit by virtue of the foregoing that its officers and directors are "affiliates" as defined in Rule 405.



**Explanatory Note**

Due to an error by our external financial printer, in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (“Original Form 10-K”), the line titled “Total comprehensive income” was inadvertently omitted from the Consolidated Statements of Comprehensive Income, in our Original Form 10-K.

This Amendment No. 1 on Form 10-K/A (Amendment) to our Original Form 10-K, filed on March 10, 2017, is being filed in accordance with Rule 12b-15 under the Securities Exchange Act of 1934 for the sole purpose of including the correct Consolidated Statements of Comprehensive Income table and updating Item 15: “Exhibits and Financial Statement Schedules.”

This Amendment does not amend or otherwise update any other information in the Original Form 10-K and does not reflect events occurring after the date of the Original Form 10-K.

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## Consolidated Statements of Comprehensive Income

| <i>(dollars in thousands)</i>                                                                                                                                                         | <b>Twelve Months Ended<br/>December 31,</b> |             |             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|-------------|-------------|
|                                                                                                                                                                                       | <b>2016</b>                                 | <b>2015</b> | <b>2014</b> |
| Net income                                                                                                                                                                            | \$36,036                                    | \$16,754    | \$27,843    |
| Other comprehensive income (loss):                                                                                                                                                    |                                             |             |             |
| <b>Net change in unrealized (losses) gains on investment securities available for sale:</b>                                                                                           |                                             |             |             |
| Net unrealized (losses) gains arising during the period, net of tax (benefit) expense of \$(1,053), \$(618) and \$1,335, respectively                                                 | (1,955 )                                    | (1,147 )    | 1,867       |
| Less: reclassification adjustment for net losses (gains) on sales realized in net income, net of tax benefit (expense) of \$27, \$(326), and \$(165), respectively                    | 50                                          | (605 )      | (306 )      |
| Unrealized investment (losses) gains, net of tax (benefit) expense of \$(1,079), \$(292) and \$1,170, respectively                                                                    | (2,005 )                                    | (542 )      | 2,173       |
| <b>Net change in fair value of derivative used for cash flow hedge:</b>                                                                                                               |                                             |             |             |
| Net unrealized losses arising during the period, net of tax benefit of \$0, \$(228) and \$(413), respectively                                                                         | -                                           | (422 )      | (768 )      |
| Less: realized loss on cash flow hedge reclassified to earnings, net of tax benefit of \$0, \$214, and \$0, respectively                                                              | -                                           | 397         | -           |
| Change in fair value of hedging instruments, net of tax expense (benefit) of \$0, \$14 and \$(413), respectively                                                                      | -                                           | 25          | (768 )      |
| <b>Net change in unfunded pension liability:</b>                                                                                                                                      |                                             |             |             |
| Change in unfunded pension liability related to unrealized loss, prior service cost and transition obligation, net of tax expense (benefit) of \$5, \$264 and \$(4,063), respectively | 8                                           | 514         | (7,544 )    |
| Change in unfunded pension liability related to settlement of pension plan, net of tax expense of \$0, \$6,082 and \$0                                                                | -                                           | 11,295      | -           |
| Total change in unfunded pension liability, net of tax expense (benefit) of \$5, \$6,346 and \$(4,063), respectively                                                                  | 8                                           | 11,809      | (7,544 )    |
| Total other comprehensive income (loss)                                                                                                                                               | (1,997 )                                    | 11,292      | (6,139 )    |
| Total comprehensive income                                                                                                                                                            | \$34,039                                    | \$28,046    | \$21,704    |

*The accompanying notes are an integral part of the consolidated financial statements.*

**PART IV****ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES*****Item 15(a)*** (1 & 2) Financial Statements and Schedules

The financial statements listed in the accompanying index to financial statements are filed as part of this Annual Report.

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***Item 15(a)*** (3) and (b) — Exhibits

| <b>Exhibit No.</b> | <b>Description and References</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                | Stock Purchase Agreement, dated as of February 18, 2011, by and between Bryn Mawr Bank Corporation and Hershey Trust Company, incorporated by reference to Exhibit 2.1 of the Corporation's 8-K filed with SEC on February 18, 2011                                                                                                                                                                                                                                              |
| 2.2                | Amendment to Stock Purchase Agreement, dated as of May 27, 2011, by and between Hershey Trust Company and Bryn Mawr Bank Corporation, incorporated by reference to Exhibit 2.2 of the Corporation's 8-K filed with the SEC on May 27, 2011                                                                                                                                                                                                                                       |
| 2.3                | Assignment and Assumption Agreement, dated as of May 27, 2011, by and between Hershey Trust Company and PWMG Bank Holding Company Trust, incorporated by reference to Exhibit 2.3 of the Corporation's 8-K filed with the SEC on May 27, 2011                                                                                                                                                                                                                                    |
| 2.4                | Stock Purchase Agreement, dated as of February 3, 2012, by and among Bryn Mawr Bank Corporation, Davidson Trust Company, Boston Private (PA) Corporation, Bruce K. Bauder, Ernest E. Cecilia, Joseph J. Costigan, William S. Covert, James M. Davidson, Steven R. Klammer, N. Ray Sague, Malcolm C. Wilson, Boston Private Financial Holdings, Inc., and Alvin A. Clay III, incorporated by reference to Exhibit 2. 1 of the Corporation's 8-K filed with the SEC on February 7, |

2012

- 2.5 Purchase and Assumption Agreement, dated as of April 27, 2012, by and between The Bryn Mawr Trust Company and First Bank of Delaware, incorporated by reference to Exhibit 2.1 of the Corporation's 8-K filed with the SEC on May 2, 2012
- 2.6 Amendment to Stock Purchase Agreement, dated as of May 15, 2012, by and among Bryn Mawr Bank Corporation, Davidson Trust Company, Boston Private (PA) Corporation, Bruce K. Bauder, Ernest E. Cecilia, Joseph J. Costigan, William S. Covert, James M. Davidson, Steven R. Klammer, N. Ray Sague, Malcolm C. Wilson, Boston Private Financial Holdings, Inc., and Alvin A. Clay III, incorporated by reference to Exhibit 2.1 of the Corporation's 8-K filed with the SEC on May 18, 2012
- 2.7 Amendment to Purchase and Assumption Agreement, dated as of October 12, 2012, by and between The Bryn Mawr Trust Company and First Bank of Delaware, incorporated by reference to Exhibit 2.1 of the Corporation's 8-K filed with the SEC on October 18, 2012
- 2.8 Amendment to Purchase and Assumption Agreement, dated as of November 14, 2012, by and between The Bryn Mawr Trust Company and First Bank of Delaware, incorporated by reference to Exhibit 2.1 of the Corporation's 8-K filed with the SEC on November 19, 2012
-

**Exhibit No. Description and References**

- 2.9 Agreement and Plan of Merger, dated as of May 5, 2014, by and between Bryn Mawr Bank Corporation and Continental Bank Holdings, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 8-K filed with the SEC on May 5, 2014
- 2.10 Amendment to Agreement and Plan of Merger, dated as of October 23, 2014, between Bryn Mawr Bank Corporation and Continental Bank Holdings, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 8-K filed with the SEC on October 23, 2014
- 2.11 Stock Purchase Agreement, dated as of August 21, 2014, by and among The Bryn Mawr Trust Company, Donald W. Parker, Edward F. Lee, and Powers Craft Parker & Beard, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 10-Q filed with the SEC on November 7, 2014
- 2.12 Amendment to Stock Purchase Agreement, dated as of October 1, 2014, by and among The Bryn Mawr Trust Company, Donald W. Parker, Edward F. Lee, and Powers Craft Parker and Beard, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 8-K filed with the SEC on October 3, 2014
- 2.13 Agreement and Plan of Merger, dated as of January 30, 2017, by and between Bryn Mawr Bank Corporation and Royal Bancshares of Pennsylvania, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 8-K filed with the SEC on January 31, 2017
- 3.1 Amended and Restated By-Laws, effective November 20, 2007, incorporated by reference to Exhibit 3.2 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
- 3.2 Amended and Restated Articles of Incorporation, effective November 21, 2007, incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
- 4.1 Amended and Restated By-Laws, effective November 20, 2007, incorporated by reference to Exhibit 3.2 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
- 4.2 Amended and Restated Articles of Incorporation, effective November 21, 2007, incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
- 4.3 Subordinated Note Purchase Agreement dated July 30, 2008, incorporated by reference to Exhibit 4.4 of the Corporation's 10-Q filed with SEC on November 10, 2008
- 4.4 Subordinated Note Purchase Agreement dated August 28, 2008, incorporated by reference to Exhibit 4.5 of the Corporation's 10-Q filed with the SEC on November 10, 2008
- 4.5 Subordinated Note Purchase Agreement dated April 20, 2009, incorporated by reference to Exhibit 4.6 of the Corporation's 10-Q filed with the SEC on August 7, 2009
- 4.6 Shareholder Rights Agreement, dated as of November 16, 2012, between Bryn Mawr Bank Corporation and Computershare Shareowner Services LLC, as Rights Agent, incorporated by reference to Exhibit 4.1 of the Corporation's 8-K filed with the SEC on November 16, 2012
- 4.7



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Indenture, dated August 6, 2015, by and between Bryn Mawr Bank Corporation and U.S. Bank National Association, as trustee, incorporated by reference to the Corporation's Form 8-K filed with the SEC on August 7, 2015

- 4.8 Forms of 4.75% Subordinated Note due 2025 (included as Exhibit A-1 and Exhibit A-2 to the Indenture filed as Exhibit 4.1), incorporated by reference to the Corporation's Form 8-K filed with the SEC on August 7, 2015
- 10.1\* Amended and Restated Supplemental Employee Retirement Plan of the Bryn Mawr Bank Corporation, effective January 1, 1999, incorporated by reference to Exhibit 10.1 of the Corporation's Form 10-K filed with the SEC on March 13, 2008
- 10.2\*\* Form of Restricted Stock Agreement for Employees (Service/Performance Based) Subject to the 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-K filed with the SEC on March 16, 2011
- 10.3\* Amended and Restated Deferred Bonus Plan for Executives of Bryn Mawr Bank Corporation, effective January 1, 2008 incorporated by reference to Exhibit 10.4 of the Corporation's Form 10-K filed with the SEC on March 16, 2009
- 10.4\* Amended and Restated Deferred Payment Plan for Directors of Bryn Mawr Bank Corporation, effective January 1, 2008 incorporated by reference to Exhibit 10.5 of the Corporation's Form 10-K filed with the SEC on March 16, 2009
- 10.5\* Amended and Restated Deferred Payment Plan for Directors of Bryn Mawr Trust Company, effective January 1, 2008 incorporated by reference to Exhibit 10.6 of the Corporation's Form 10-K filed with the SEC on March 16, 2009
-

| <b>Exhibit No.</b> | <b>Description and References</b>                                                                                                                                                                                                                                 |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.6*              | Employment Letter Agreement, dated as of April 25, 2014, between the Corporation and Francis J. Leto, incorporated by reference to Exhibit 10.1 to the Corporation's Form 8-K filed with the SEC on April 25, 2014                                                |
| 10.7*              | Amendment to 2012 Restricted Stock Agreement, dated August 20, 2014, between Bryn Mawr Bank Corporation and Fredrick C. Peters, II, incorporated by reference to Exhibit 10.1 to the Corporation's Form 8-K filed with the SEC on August 21, 2014                 |
| 10.8*              | Amendment to 2013 Restricted Stock Unit Agreement, dated August 20, 2014, between Bryn Mawr Bank Corporation and Fredrick C. Peters, II, incorporated by reference to Exhibit 10.2 to the Corporation's Form 8-K filed with the SEC on August 21, 2014            |
| 10.9**             | Bryn Mawr Bank Corporation 2004 Stock Option Plan, incorporated by reference to Appendix A of the Corporation's Proxy Statement dated March 10, 2004 filed with the SEC on March 8, 2004                                                                          |
| 10.10*             | Executive Change-of-Control Amended and Restated Severance Agreement, dated May 21, 2004, between the Bryn Mawr Trust Company and Alison E. Gers, incorporated by reference to Exhibit 10.M of the Corporation's Form 10-K filed with the SEC on March 15, 2007   |
| 10.11*             | Executive Change-of-Control Amended and Restated Severance Agreement, dated May 21, 2004, between the Bryn Mawr Trust Company and Joseph G. Keefer, incorporated by reference to Exhibit 10.N of the Corporation's Form 10-K filed with the SEC on March 15, 2007 |
| 10.12*             | Form of Restricted Stock Unit Agreement for Executives (Time/Performance Based), incorporated by reference to Exhibit 10.12 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                                   |
| 10.13**            | Form of Key Employee Non-Qualified Stock Option Agreement, incorporated by reference to Exhibit 10.3 of the Corporation's Form 10-Q filed with the SEC on May 10, 2005                                                                                            |
| 10.14**            | Form of Non-Qualified Stock Option Agreement for Non-Employee Directors, incorporated by reference to Exhibit 10.2 of the Corporation's Form 10-Q filed with the SEC on May 10, 2005                                                                              |
| 10.15**            | Form of Restricted Stock Unit Agreement for Employees (Service/Performance Based) – Multi-Year Vesting, incorporated by reference to Exhibit 10.1 to the Corporation's Form 8-K filed with the SEC on September 17, 2014                                          |
| 10.16**            | 2007 Long Term Incentive Plan, effective April 25, 2007, incorporated by reference to Exhibit 10.1 of the Corporation's Form 10-Q filed with the SEC May 10, 2007                                                                                                 |
| 10.17**            | Bryn Mawr Bank Corporation Supplemental Employee Retirement Plan for Select Executives, executed December 8, 2008, incorporated by reference to Exhibit 10.20 of the Corporation's Form 10-K filed with the SEC on March 16, 2009                                 |
| 10.18              | Form of Director Letter Agreement, incorporated by reference to Exhibit 10.2 to the Corporation's Form 10-Q filed with the SEC on August 8, 2014                                                                                                                  |
| 10.19*             |                                                                                                                                                                                                                                                                   |

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Executive Change-of-Control Amended and Restated Severance Agreement, dated November 2, 2009, between the Bryn Mawr Trust Company and Francis J. Leto, incorporated by reference to Exhibit 10.1 of the Corporation's 8-K filed with the SEC on November 6, 2009

- 10.20\*\* Bryn Mawr Bank Corporation Amended and Restated Dividend Reinvestment and Stock Purchase Plan with Request for Waiver Program, effective April 27, 2012, incorporated by reference to the prospectus supplement filed with the SEC on April 27, 2012 pursuant to Rule 424(b)(2) of the Securities Act
- 10.21\*\* Bryn Mawr Bank Corporation 2010 Long-Term Incentive Plan, effective April 28, 2010, incorporated by reference to Exhibit 10.24 of the Corporation's Form 10-Q filed with the SEC on May 10, 2010
- 10.22\* Amended and Restated Transition, Consulting, Noncompetition and Retirement Agreement, dated November 25, 2008, by and among First Keystone Financial, Inc., First Keystone Bank and Donald S. Guthrie, as assumed by Bryn Mawr Bank Corporation and The Bryn Mawr Trust Company as of July 1, 2010, incorporated by reference to Exhibit 10.1 of the Corporation's Form 8-K filed with the SEC on July 1, 2010
- 10.23\*\* First Keystone Financial, Inc. Amended and Restated 1998 Stock Option Plan, as assumed by Bryn Mawr Bank Corporation, incorporated by reference to Exhibit 10.1 of the Corporation's Post-Effective Amendment No.1 to Form S-4 on Form S-3, filed with the SEC on July 9, 2010
- 10.24\* Executive Change-in-Control Severance Agreement, dated as of November 2, 2016, by and between The Bryn Mawr Trust Company and Harry R. Madeira, Jr., incorporated by reference to Exhibit 10.4 to the Corporation's Form 10-Q filed with the SEC on November 4, 2016
-

| <b>Exhibit No.</b> | <b>Description and References</b>                                                                                                                                                                                                                                                                                                                                                          |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.25**            | Restricted Stock Agreement for Employees (Service/Performance Based) Subject to the 2010 Long Term Incentive Plan, dated as of January 10, 2011, for Francis J. Leto, incorporated by reference to Exhibit 10.30 of the Corporation's Form 10-K filed with the SEC on March 16, 2011                                                                                                       |
| 10.26              | Amendment No. 2 to Stock Purchase Agreement by and between PWMG Bank Holding Company Trust and Bryn Mawr Bank Corporation dated September 29, 2011, filed with the SEC on Form 8-K on October 4, 2011                                                                                                                                                                                      |
| 10.27**            | Form of Restricted Stock Agreement for Employees (Service/Performance Based) Subject to the 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.32 of the Corporation's Form 10-Q filed with the SEC on November 9, 2011                                                                                                                                                |
| 10.28**            | Form of Restricted Stock Agreement for Directors (Service/Performance Based) Subject to the 2010 Long Term Incentive Plan, incorporated by reference to Exhibit 10.33 of the Corporation's Form 10-Q filed with the SEC on November 9, 2011                                                                                                                                                |
| 10.29*             | Amendment No. 1 to Amended and Restated Deferred Bonus Plan for Executives of Bryn Mawr Bank Corporation, effective as of January 1, 2013, incorporated by reference to Exhibit 10.29 of the Corporation's Form 10-K filed with the SEC on March 15, 2013                                                                                                                                  |
| 10.30*             | Amendment No. 2 to Amended and Restated Deferred Bonus Plan for Executives of Bryn Mawr Bank Corporation, effective as of January 1, 2013, incorporated by reference to Exhibit 10.30 of the Corporation's Form 10-K filed with the SEC on March 15, 2013                                                                                                                                  |
| 10.31*             | Form of Letter Agreement entered into with certain executive officers of the Corporation in connection with the curtailment of benefits under the Bryn Mawr Bank Corporation Supplemental Employee Retirement Plan for Select Executives, executed December 8, 2008 (SERP II), incorporated by reference to Exhibit 10.1 of the Corporation's Form 8-K filed with the SEC on April 4, 2013 |
| 10.32*             | Bryn Mawr Bank Corporation Executive Deferred Compensation Plan, effective January 1, 2013, incorporated by reference to Exhibit 10.32 of the Corporation's Form 10-K filed with the SEC on March 14, 2014                                                                                                                                                                                 |
| 10.33*             | Retention Bonus Agreement, dated as of June 10, 2013, by and between The Bryn Mawr Trust Company and Francis J. Leto, incorporated by reference to Exhibit 10.1 of the Corporation's Form 8-K filed with the SEC on June 14, 2013                                                                                                                                                          |
| 10.34*             | Form of Restricted Stock Unit Agreement for Directors (Time/Performance Based), incorporated by reference to Exhibit 10.34 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                                                                                                                                                             |
| 10.35**            | Form of Restricted Stock Unit Agreement for Employees (Service/Performance Based), incorporated by reference to Exhibit 10.4 to the Corporation's Form 10-Q filed with the SEC on November 7, 2014                                                                                                                                                                                         |
| 10.36**            | Form of Restricted Stock Unit Agreement for Directors (Service/Performance Based), incorporated by reference to Exhibit 10.5 to the Corporation's Form 10-Q filed with the SEC on November 7, 2014                                                                                                                                                                                         |
| 10.37**            |                                                                                                                                                                                                                                                                                                                                                                                            |

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Form of Restricted Stock Unit Agreement – Inducement Grant, incorporated by reference to Exhibit 10.6 to the Corporation’s Form 10-Q filed with the SEC on November 7, 2014

- 10.38 Second Amended and Restated Dividend Reinvestment and Stock Purchase Plan, effective April 30, 2015, incorporated by reference to the Corporation’s prospectus supplement filed with the SEC on May 1, 2015 pursuant to Rule 424 (b) under the Securities Act of 1933, as amended
- 10.39 Letter Agreement and General Release, dated July 17, 2015, by and among Bryn Mawr Bank Corporation, The Bryn Mawr Trust Company and J. Duncan Smith, incorporated by reference to the Corporation’s Form 8-K filed with the SEC on July 17, 2015
- 10.40 Form of Subordinated Note Purchase Agreement, dated August 6, 2015, by and among Bryn Mawr Bank Corporation and the Purchasers identified therein, incorporated by reference to the Corporation’s Form 8-K filed with the SEC on August 7, 2015
- 10.41 Form of Registration Rights Agreement, dated August 6, 2015, by and among Bryn Mawr Bank Corporation and Purchasers identified therein, incorporated by reference to the Corporation’s Form 8-K filed with the SEC on August 7, 2015
- 10.42\* Employment Letter Agreement, dated September 8, 2015, by and among Bryn Mawr Bank Corporation, The Bryn Mawr Trust Company and Michael W. Harrington, incorporated by reference to Exhibit 10.1 of the Corporation’s Form 8-K filed with the SEC on September 9, 2015
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**Exhibit No. Description and References**

|        |                                                                                                                                                                                                                                                                       |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10.43* | Executive Change-of-Control Severance Agreement, dated as of September 8, 2015, by and between The Bryn Mawr Trust Company and Michael W. Harrington, incorporated by reference to Exhibit 10.2 to the Corporation's Form 8-K filed with the SEC on September 9, 2015 |
| 10.44  | Amended and Restated Bryn Mawr Bank Corporation 2010 Long-Term Incentive Plan, effective April 30, 2015, incorporated by reference to Appendix A of the Corporation's Proxy Statement on Definitive Schedule 14A filed with the SEC on March 20, 2015                 |
| 10.45  | Form of Restricted Stock Unit Agreement for Employees (Time-Based Cliff Vesting), incorporated by reference to Exhibit 10.2 to the Corporation's Form 10-Q filed with the SEC on August 7, 2015                                                                       |
| 10.46  | Continental Bank Holdings, Inc. Amended and Restated 2005 Stock Incentive Plan, incorporated by reference to Exhibit 4.3 of the Corporation's Form S-8 filed with the SEC on January 22, 2015                                                                         |
| 10.47* | Employment Letter Agreement, dated July 7, 2016, by and between The Bryn Mawr Trust Company and Denise Rinear, incorporated by reference to Exhibit 10.1 to the Corporation's Form 10-Q filed with the SEC on November 4, 2016                                        |
| 10.48* | Executive Change-in-Control Severance Agreement, dated as of August 1, 2016, by and between The Bryn Mawr Trust Company and Denise Rinear, incorporated by reference to Exhibit 10.2 to the Corporation's 10-Q filed with the SEC on November 4, 2016                 |
| 10.49* | Employee Restrictive Covenant Agreement, dated August 1, 2016, by and between The Bryn Mawr Trust Company and Denise Rinear, incorporated by reference to Exhibit 10.3 to the Corporation's 10-Q filed with the SEC on November 4, 2016                               |
| 21.1   | List of Subsidiaries, incorporated by reference to Exhibit 21.1 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                                                                                                   |
| 23.1   | Consent of KPMG LLP, incorporated by reference to Exhibit 23.1 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                                                                                                    |
| 31.1   | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, incorporated by reference to Exhibit 31.1 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                 |
| 31.2   | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, incorporated by reference to Exhibit 31.2 to the Corporation's Form 10-K filed with the SEC on March 10, 2017                                                 |
| 31.3   | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith                                                                                                                                                |
| 31.4   | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith                                                                                                                                                |
| 32.1   |                                                                                                                                                                                                                                                                       |

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Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, incorporated by reference to Exhibit 32.1 to the Corporation's Form 10-K filed with the SEC on March 10, 2017

|                 |                                                                                                                                                                                                                                                                  |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 32.2            | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, incorporated by reference to Exhibit 32.2 to the Corporation's Form 10-K filed with the SEC on March 10, 2017 |
| 99.1            | Corporation's Proxy Statement for 2017 Annual Meeting to be held on April 20, 2017, filed with the SEC on March 10, 2017                                                                                                                                         |
| 101.INS<br>XBRL | Instance Document, filed herewith                                                                                                                                                                                                                                |
| 101.SCH<br>XBRL | Taxonomy Extension Schema Document, filed herewith                                                                                                                                                                                                               |
| 101.CAL<br>XBRL | Taxonomy Extension Calculation Linkbase Document, filed herewith                                                                                                                                                                                                 |
| 101.DEF<br>XBRL | Taxonomy Extension Definition Linkbase Document, filed herewith                                                                                                                                                                                                  |
| 101.LAB<br>XBRL | Taxonomy Extension Label Linkbase Document, filed herewith                                                                                                                                                                                                       |
| 101.PRE<br>XBRL | Taxonomy Extension Presentation Linkbase Document, filed herewith                                                                                                                                                                                                |

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\* Management contract or compensatory plan arrangement.

\*\* Shareholder approved compensatory plan pursuant to which the Registrant's Common Stock may be issued to employees of the Corporation.

**Item 15(c)** — Not Applicable

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**SIGNATURES**

Pursuant to the requirements of section 13 or 15d of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

Bryn Mawr Bank Corporation

By /s/ Francis J. Leto  
Francis J. Leto  
President and Chief Executive Officer

Date: March 17, 2017

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## EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description and References</b>                                                                                      |
|--------------------|------------------------------------------------------------------------------------------------------------------------|
| 31.3               | Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 31.4               | Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith |
| 101.INS XBRL       | Instance Document, filed herewith                                                                                      |
| 101.SCH XBRL       | Taxonomy Extension Schema Document, filed herewith                                                                     |
| 101.CAL XBRL       | Taxonomy Extension Calculation Linkbase Document, filed herewith                                                       |
| 101.DEF XBRL       | Taxonomy Extension Definition Linkbase Document, filed herewith                                                        |
| 101.LAB XBRL       | Taxonomy Extension Label Linkbase Document, filed herewith                                                             |
| 101.PRE XBRL       | Taxonomy Extension Presentation Linkbase Document, filed herewith                                                      |