BANCORP RHODE ISLAND INC

Form DEFA14A March 20, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Filing Party:

Date Filed:

o Definitive Proxy Statement o Definitive Additional Materials

(3)

(4)

x Soliciting Material Pursuant to §240.14a-12

BANCORP RHODE ISLAND, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box): No fee required. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11. Title of each class of securities to which transaction applies: (2) Aggregate number of securities to which transaction applies: Per unit price or other underlying value of transaction computed pursuant (3) to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): Proposed maximum aggregate value of transaction: (4) (5)Total fee paid: Fee paid previously with preliminary materials. 0 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the o offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing. Amount Previously Paid: (1) (2) Form, Schedule or Registration Statement No.:

On March 20, 2008, Bancorp Rhode Island, Inc. delivered the following presentation to certain of its shareholders.