

SANDY SPRING BANCORP INC

Form S-8 POS

July 20, 2011

As filed with the Securities and Exchange Commission on Registration No.

July 20, 2011

333-63126

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

---

POST-EFFECTIVE AMENDMENT #1  
TO THE FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

---

SANDY SPRING BANCORP, INC.  
(Exact name of registrant as specified in its certificate of incorporation)

MARYLAND  
(state or other jurisdiction of  
incorporation or organization)

52-1532952  
(IRS Employer Identification No.)

17801 Georgia Avenue  
Olney, Maryland 20832  
(301) 774-6400  
(Address, including zip code, and telephone  
number, including area code, of registrant's principal executive offices)

SANDY SPRING BANCORP, INC.  
2001 EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plan)

Ronald E. Kuykendall, Esq.  
Executive Vice President,  
General Counsel and Secretary  
Sandy Spring Bancorp, Inc.  
17801 Georgia Avenue  
Olney, Maryland 20832  
(301)774-6400  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

Copies to:  
Aaron M. Kaslow, Esq.  
Suzanne A. Walker, Esq.  
Kilpatrick Townsend & Stockton LLP  
607 14th Street, N.W.  
Washington, DC 20005  
(202) 508-5800

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. (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

---

Explanatory Note

Sandy Spring Bancorp, Inc. (the “Company”) is filing this Post-Effective Amendment (the “Post-Effective Amendment”) in order to deregister shares of Common Stock of the Company, previously registered by the Company pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission on June 15, 2001 (File No. 333-63126) (the “Registration Statement”). The Registration Statement registered 300,000 shares of the Company’s Common Stock issuable to participants in the Sandy Spring Bancorp, Inc. 2001 Employee Stock Purchase Plan (the “ESPP Shares”), which has expired. Of these ESPP Shares, participants purchased 99,542 shares.

This Post-Effective Amendment hereby amends the Registration Statement to deregister 200,458 shares of Company Common Stock that remain unissued under the Registration Statement. As a result of the deregistration, no ESPP Shares remain registered for issuance pursuant to the Registration Statement.

---

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Sandy Spring Bancorp, Inc. hereby certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment #1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Olney, State of Maryland, on July 20, 2011.

SANDY SPRING BANCORP, INC.

By: /s/ Daniel J Schrider  
Daniel J. Schrider  
President, Chief Executive Officer  
and Director

Pursuant to 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 indicated.

Name	Title	Date
/s/ Daniel J. Schrider Daniel J. Schrider	President, Chief Executive Officer and Director (Principal Executive Officer)	July 20, 2011
/s/ Philip J. Mantua Philip J. Mantua	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 20, 2011
/s/ Robert L. Orndorff, Jr. Robert L. Orndorff, Jr.	Director, Chairman of the Board	July 20, 2011
Mark E. Friis	Director	
/s/ Susan D. Goff Susan D. Goff	Director	July 20, 2011
/s/ Solomon Graham Solomon Graham	Director	July 20, 2011
/s/ Pamela A. Little Pamela A. Little	Director	July 20, 2011



/s/ David E. Rippeon  
David E. Rippeon

Director

July 20, 2011

/s/ Craig A. Ruppert  
Craig A. Ruppert

Director

July 20, 2011

/s/ Dennis A. Starliper  
Dennis A. Starliper

Director

July 20, 2011

---