

TRI COUNTY FINANCIAL CORP /MD/  
Form 8-K  
September 27, 2013

**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): September 26, 2013**

**TRI-COUNTY FINANCIAL CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other Jurisdiction of**  
**incorporation or organization)**

**0-18279**  
**(Commission**

**52-1652138**  
**(IRS Employer**

**File Number)**  
**3035 Leonardtown Road, Waldorf, Maryland 20601**

**Identification No.)**

**(Address of principal executive offices)**

**(301) 645-5601**

**(Registrant's telephone number, including area code)**

**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 1.01 Entry into a Material Definitive Agreement.**

On September 26, 2013, Tri-County Financial Corporation (the Company), and its wholly-owned subsidiary, Community Bank of Tri-County, entered into an Underwriting Agreement (the Underwriting Agreement) with Keefe, Bruyette & Woods, Inc., a Stifel Company, as representative of the underwriters named in Schedule I thereto, relating to an underwritten public offering of 1,400,000 shares (the Shares) of the Company's common stock at a public offering price of \$18.75 per share. As part of the offering, the Company granted the underwriters a 30-day option to purchase up to an additional 210,000 shares of common stock on the same terms and conditions as set forth in the Underwriting Agreement, solely to cover over-allotments, if any.

The Underwriting Agreement contains customary representations, warranties and covenants that are valid as between the parties and as of the date of entering into such Underwriting Agreement, and are not factual information to investors about the Company.

Each of the Company's directors and executive officers have entered into a lock-up agreement pursuant to which they have agreed, for a period of 90 days after the date of the final prospectus relating to the offering, subject to specified exceptions, not to offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of the Company's common stock or any securities convertible into or exercisable or exchangeable for the Company's common stock; enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of the Company's common stock; file any registration statement relating to the offering of any shares of the Company's common stock or any securities convertible into or exercisable or exchangeable for the Company's common stock, or publicly announce an intention to effect any transaction described above, in each case without the prior written consent of Keefe, Bruyette & Woods.

The sale of the Shares is being made pursuant to the Company's Registration Statement on Form S-1 (File No. 333-191127). The final prospectus supplement was filed by the Company with the Securities and Exchange Commission, pursuant to Rule 424 under the Securities Act of 1933, as amended.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The description of the Underwriting Agreement is a summary and is qualified in its entirety by the terms of the Underwriting Agreement.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

Number	Description
1.1	Underwriting Agreement, dated September 26, 2013, among Tri-County Financial Corporation, Community Bank of Tri-County and Keefe, Bruyette & Woods, Inc., as representative of the underwriters
99.1	Press Release, dated September 26, 2013

**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.

Dated: September 27, 2013

By: /s/ William J. Pasenelli  
William J. Pasenelli  
President and Chief Financial Officer