

Duffey Gregory A  
Form 4  
February 01, 2019

# FORM 4

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

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Duffey Gregory A

2. Issuer Name and Ticker or Trading Symbol  
FRANKLIN FINANCIAL SERVICES CORP /PA/ [FRAF]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
20 SOUTH MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/30/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

CHAMBERSBURG, PA 17201

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Franklin Financial Services Corporation	01/30/2019		P		30	A	\$ 33.63
					6,171	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Duffey Gregory A - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu...
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### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duffey Gregory A 20 SOUTH MAIN STREET CHAMBERSBURG, PA 17201		X		

### Signatures

Gregory A. Duffey, by Amanda M. Ducey, Corporate Secretary 02/01/2019

\*\*Signature of Reporting Person Date

### Explanation of Responses:

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\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These securities consist of restricted shares granted under the Oxford Industries Long-Term Stock Incentive Plan in respect of both (1) a performance award approved in March 2016 in respect of the Issuer's financial performance during its fiscal year ended January 28, 2017, and (2) a service-based award. These securities are subject to the terms and conditions of the applicable grants, including continued employment with the Issuer through the applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Persons identified in this Item 2 is c/o Laurel Crown Capital, LLC, 1601 Cloverfield Blvd., South Tower, 2nd floor, Santa Monica, CA 90404. (c) The principal business of Laurel Crown Capital, LLC, is that of making investments. The principal business of Laurel Crown Management, LLC is of being the manager of Laurel Crown Capital, LLC. The principal occupations of Laurence E. Paul, Stephen E. Paul and Karen P. Zimmer are being the managers of Laurel Crown Management, LLC. (d) None of the entities or persons identified in this Item 2 have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). (e) None of the entities or persons identified in this Item 2 have, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. (f) All of the

natural persons identified in this Item 2 are citizens of the United States of America. CUSIP NO. 619430101 13D Page 8 of 12 Pages Item 3. Source and Amount of Funds and Other Consideration. Laurel Crown Capital LLC: Series One - LC/Morton's (the "Direct Holder") acquired Shares in connection with the recapitalization of the Issuer and certain of its affiliates in connection with the Issuer's initial public offering consummated on February 14, 2006 (the "IPO"). Pursuant to this recapitalization, the Direct Holder received 1,964,668 Shares in respect of units that the Direct Holder previously held in Morton's Holding LLC, a Delaware limited liability company ("Holdings LLC"), of which 602,139 Shares of Common Stock were sold by the Direct Holder in connection with the IPO. The units of Holdings LLC originally acquired by the Direct Holder in 2002 using capital contributions from members. Item 4. Purpose of the Transaction. The Direct Holder was an investor in Holdings LLC prior to the recapitalization. The Common Stock issued by the Issuer was acquired by the Direct Holder as a result of the distribution of such Shares of Common Stock to unitholders of Holdings LLC. The Reporting Persons have acquired the Shares reported herein for investment purposes. Consistent with such purpose, the Reporting Persons have had, and may have in the future, discussions with management of the Issuer and may make suggestions concerning the Issuer's operations, prospects, business and financial strategies, assets and liabilities, business and financing alternatives and such other matters as the Reporting Persons may deem relevant to their investments in the Shares and other securities of the Issuer. Each Reporting Person expects that it will, from time to time, review its investment position in the Issuer and may, depending on market and other conditions, increase or decrease its investment position in the Shares or other securities of the Issuer. Whether the Reporting Persons purchase any additional Shares or other securities of the Issuer or dispose of any Shares or other securities of the Issuer, and the amount and timing of any such transactions, will depend upon the Reporting Persons' individual continuing assessments of pertinent factors, including the availability of Shares or other securities of the Issuer for purchase at particular price levels, the Issuer's and the particular Reporting Person's business and prospects, other business investment opportunities available to the particular Reporting Person, economic conditions, stock market conditions, money market conditions, the attitudes and actions of the Board of Directors and management of the Issuer, the availability and nature of opportunities to dispose of the particular Reporting Person's interest in the Issuer, to realize trading profits or minimize trading losses, and other plans and requirements of the particular Reporting Person. Depending upon its individual assessments of these factors from time to time, each Reporting Person may change its present intentions as stated above, including determining to acquire additional Shares or other securities of the Issuer (by means of open market or privately negotiated purchases) or to dispose of some or all of the Shares or other securities of the Issuer held by or under the control of such Reporting Person. In addition, each Reporting Person may from time to time enter into equity swap or other derivative transactions with respect to its investment in the Shares or other securities of the Issuer. Other than as set forth above, none of the Reporting Persons have any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (b) through (j), inclusive, of Item 4 of Schedule 13D. Item 5. Interest in Securities of the Issuer. (a) The approximate percentage of Shares reported beneficially owned by each person herein is based upon 16,098,500 Shares, which reflects the Shares of Common Stock issued and outstanding as reported in the Issuer's Prospectus dated February 8, 2006. (i) Laurel Crown Capital, LLC: Series One - LC/Morton's, owns directly 1,362,529 Shares, constituting approximately 8.5% of the Shares outstanding. CUSIP NO. 619430101 13D Page 9 of 12 Pages (ii) Laurel Crown Management, LLC owns directly no Shares. By reason of Rule 13d-3 of the Exchange Act and its role as manager of Laurel Crown Capital, LLC: Series One - LC/Morton's, Laurel Crown Management, LLC, may be deemed to beneficially own 1,362,529 Shares, constituting approximately 8.5% of the Shares outstanding, which Shares are owned directly by Laurel Crown Capital LLC: Series One - LC/Morton's. Laurel Crown Management, LLC disclaims beneficial ownership of such Shares; (iii) Laurence E. Paul owns directly no Shares. By reason of Rule 13d-3 of the Exchange Act and his role as a member of the investment committee of Laurel Crown Management, LLC, Laurence E. Paul may be deemed to beneficially own 1,362,529 Shares, constituting approximately 8.5% of the Shares outstanding, which Shares are owned directly by Laurel Crown Capital LLC: Series One - LC/Morton's. Laurence E. Paul disclaims beneficial ownership of such Shares except as to Shares representing his pro rata interest in, and interest in the profits of, the Shares through Laurel Crown Capital LLC: Series One - LC/Morton's; (iv) Stephen E. Paul owns directly no Shares. By reason of Rule 13d-3 of the Exchange Act and his role as a member of the investment committee of Laurel Crown Management, LLC, Stephen E. Paul may be deemed to beneficially own 1,362,529 Shares, constituting approximately 8.5% of the Shares outstanding, which Shares are owned directly by Laurel Crown Capital LLC: Series One - LC/Morton's. Laurence E. Paul disclaims beneficial

ownership of such Shares except as to Shares representing his pro rata interest in, and interest in the profits of, the Shares through Laurel Crown Capital LLC: Series One - LC/Morton's. To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 hereof is the beneficial owner of any Shares. (b) Laurel Crown Capital, LLC: Series One - LC/Morton's, its investment manager, Laurel Crown Management, LLC, and Laurel Crown Management, LLC's investment committee members, Laurence E. Paul and Stephen E. Paul share the power to vote, direct the vote, to dispose, and to direct the disposition of all of the 1,362,529 Shares directly owned by Laurel Crown Capital, LLC: Series One - LC/Morton's. CUSIP NO. 619430101 13D Page 10 of 12 Pages (c) The Reporting Persons have not effected any transactions in the Common Stock since the date of event which required the filing of this Schedule 13D, except as described in Item 3 of this Schedule 13D. (d) No person other than the Direct Holder is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such Shares of the Common Stock. (e) Not applicable. Neither the filing of this Schedule 13D nor any of its contents shall be deemed to constitute an admission that any Reporting Person is the beneficial owner of any Common Stock referred to in this Schedule 13D for the purposes of Section 13(d) of the Act or for any other purpose, and such beneficial ownership is expressly disclaimed. Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer. The Reporting Persons have entered into a Joint Filing Agreement attached as Exhibit 1 hereto, as required by Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. The Issuer and Laurel Crown Capital, LLC: Series One-LC/Morton's and other Shareholders of the Issuer listed on the signature pages thereto have entered into a Registration Rights Agreement dated as of January 31, 2006 (the "Registration Rights Agreement"). The terms of the Registration Rights Agreement include provisions for demand registration rights and piggyback registration rights in favor of Laurel Crown Capital, LLC: Series One-LC/Morton's and the other Shareholders party thereto. The forgoing description of the Registration Rights Agreement is qualified in its entirety by reference to the text of such document, which is listed as Exhibit 2 hereto, and incorporated herein by reference. Item 7. Materials to be Filed as Exhibits. Exhibit 1 - Joint Filing Agreement, as required by Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. Exhibit 2 - Registration Rights Agreement, dated as of January 31, 2006, as amended, by and among Morton's Restaurant Group, Inc., Castle Harlan Partners III, L.P., Laurel Crown Capital, LLC: Series One-LC/Morton's and certain other parties thereto (incorporated by reference to Amendment No. 3 to the Issuer's Registration Statement on Form S-1, filed on February 2, 2006, and incorporated by reference). CUSIP NO. 619430101 13D Page 11 of 12 Pages SIGNATURES After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct. Dated: February 14, 2006 LAUREL CROWN CAPITAL, LLC: SERIES ONE - LC/MORTON'S By: LAUREL CROWN MANAGEMENT, LLC, its manager By: Laurence E. Paul, manager By: /s/ Laurence E. Paul ----- LAUREL CROWN MANAGEMENT, LLC By: Laurence E. Paul and Stephen E. Paul, its managers By: /s/ Laurence E. Paul ----- By: /s/ Stephen E. Paul ----- LAURENCE E. PAUL By: /s/ Laurence E. Paul ----- STEPHEN E. PAUL By: /s/ Stephen E. Paul ----- CUSIP NO. 619430101 13D Page 12 of 12 Pages EXHIBIT 1 JOINT FILING AGREEMENT The undersigned acknowledge and agree that the foregoing statement on Schedule 13D, is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D, shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing agreements. Dated: February 14, 2006 LAUREL CROWN CAPITAL, LLC: SERIES ONE - LC/MORTON'S By: LAUREL CROWN MANAGEMENT, LLC, its manager By: Laurence E. Paul, manager By: /s/ Laurence E. Paul ----- LAUREL CROWN MANAGEMENT, LLC By: Laurence E. Paul and Stephen E. Paul, its managers By: /s/ Laurence E. Paul ----- By: /s/ Stephen E. Paul ----- LAURENCE E. PAUL By: /s/ Laurence E. Paul ----- STEPHEN E. PAUL By: /s/ Stephen E. Paul -----