

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
December 19, 2008

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 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): **December 18, 2008 (December 18, 2008)**

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## ENTERPRISE BANCORP, INC.

(exact name of registrant as specified in charter)

**Massachusetts**  
(State or Other Jurisdiction  
of Incorporation)

**0-21021**  
(Commission  
File Number)

**04-3308902**  
(IRS Employer  
Identification No.)

**222 Merrimack Street**  
**Lowell, Massachusetts**  
(address of principal executive offices)

**01852**  
(Zip Code)

**(978) 459-9000**

(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))





**Item 7.01. Regulation FD Disclosure**



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On December 18, 2008, Enterprise Bancorp, Inc. (the Company ) mailed a letter to its stockholders and issued a related press release concerning its decision to decline participation in the U.S. Treasury s Capital Purchase Program. The Company had received preliminary approval to issue up to \$28.5 million in capital, the maximum permissible amount, under the program. A copy of this press release, which includes a copy of the letter to stockholders, is attached as Exhibit 99 to this report.

**Item**            **Financial Statements and Exhibits**  
**9.01.**





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- (a) Not applicable
- (b) Not applicable
- (c) The following exhibit is included with this report:

Exhibit 99

Press release and accompanying letter to stockholders dated December 18, 2008.

**[Remainder of Page Intentionally Blank]**

**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.

**ENTERPRISE BANCORP, INC.**

Date: December 18, 2008

By:

*/s/ James A. Marcotte*  
James A. Marcotte  
Executive Vice President, Chief Financial  
Officer and Treasurer