

**UNITED STATES
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)

November 8, 2019

1ST CONSTITUTION BANCORP

(Exact Name of Registrant as Specified in Charter)

<u>New Jersey</u> (State or Other Jurisdiction of Incorporation)	<u>000-32891</u> (Commission File Number)	<u>22-3665653</u> (IRS Employer Identification Number)
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<u>2650 Route 130 P.O. Box 634, Cranbury, New Jersey</u> (Address of Principal Executive Offices)	<u>08512</u> (Zip Code)
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Registrant's telephone number, including area code (609) 655-4500

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	FCCY	NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Effective as of 5:01 p.m. Eastern Time on November 8, 2019 (the “Effective Time”), Shore Community Bank, a New Jersey state-chartered bank (“Shore”), merged with and into 1st Constitution Bank, a wholly-owned subsidiary of 1st Constitution Bancorp (“1st Constitution”), with 1st Constitution Bank as the surviving entity (the “Merger”) pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of June 23, 2019, by and among 1st Constitution, 1st Constitution Bank and Shore.

Pursuant to the terms of the Merger Agreement, at the Effective Time, the holders of record of shares of common stock of Shore (“Shore Common Stock”) became entitled to receive, for each issued and outstanding share of Shore Common Stock owned at the Effective Time, at their election (i) \$16.50 in cash; (ii) 0.8786 of a share of common stock of 1st Constitution (“1st Constitution Common Stock”); or (iii) a combination of cash and 1st Constitution Common Stock.

Elections for shares of 1st Constitution Common Stock were oversubscribed and are therefore subject to adjustment pursuant to the terms of the Merger Agreement. As a result of the adjustment required by the oversubscription of stock elections, former Shore shareholders will receive an aggregate of 1,509,275 shares of 1st Constitution Common Stock and an aggregate of approximately \$24,233,385 in cash, which does not include cash in lieu of fractional shares. Each former Shore shareholder who would otherwise have been entitled to receive a fraction of a share of 1st Constitution Common Stock in the Merger will receive cash in an amount equal to the product obtained by multiplying (i) the fractional share interest to which such holder would otherwise be entitled to receive by (ii) \$16.50.

Each share of 1st Constitution Common Stock outstanding prior to the Effective Time remained outstanding and was unaffected by the Merger. 1st Constitution now has, including the shares issued in connection with the Merger, 10,191,676 shares of common stock outstanding.

The foregoing description of the Merger and the transactions contemplated by the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, attached as Exhibit 2.1 to the 1st Constitution Current Report on Form 8-K filed on June 25, 2019, which is incorporated by reference herein.

A copy of the press release announcing the completion of the Merger is attached as Exhibit 99.1 and incorporated by reference herein.

Item 8.01 Other Events.

On November 8, 2019, 1st Constitution issued a press release announcing the completion of the Merger. A copy of the press release is incorporated herein by reference as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Historical financial statements of Shore will be filed by amendment to this Current Report on Form 8-K (this “Report”) no later than 71 days following the date that this Report is required to be filed.

(b) Pro Forma Financial Information.

Pro forma financial information will be filed by amendment to this Report no later than 71 days following the date that this Report is required to be filed.

(d) Exhibits

99.1 Press Release, dated November 8, 2019.

SIGNATURE

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.

1ST CONSTITUTION BANCORP

Date: November 8, 2019

By: /s/ Robert F. Mangano

Name: Robert F. Mangano

Title: President and Chief Executive Officer

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FOR IMMEDIATE RELEASE

Contact: Robert F. Mangano
President and Chief Executive Officer
1st Constitution Bancorp
(609) 655-4500

**1ST CONSTITUTION BANCORP ANNOUNCES CLOSING OF THE MERGER OF SHORE COMMUNITY BANK
WITH AND INTO
1ST CONSTITUTION BANK**

CRANBURY, NJ – November 8, 2019 – 1st Constitution Bancorp (NASDAQ: FCCY) (“1st Constitution”), the parent company of 1st Constitution Bank, announced that the merger of Shore Community Bank (formerly OTC PINK: SHRC) with and into 1st Constitution Bank closed effective as of 5:01 p.m. Eastern Time on November 8, 2019.

At the effective time of the merger, each share of Shore Community Bank common stock was converted into the right to receive, at the election of the holders thereof, (i) \$16.50 in cash, (ii) 0.8786 of a share of 1st Constitution common stock or (iii) a combination of cash and 1st Constitution common stock. As a result of the merger, former Shore shareholders will receive an aggregate of 1,509,275 shares of 1st Constitution common stock and an aggregate of approximately \$24,233,385 in cash, which does not include cash in lieu of fractional shares. 1st Constitution now has, including the shares issued in connection with the merger, 10,191,676 shares of common stock outstanding.

1st Constitution Bank will now operate 26 branch banking offices in Central New Jersey, primarily in Mercer, Middlesex, Monmouth, Ocean and Somerset Counties, including five branch offices located in Ocean County, New Jersey.

Robert F. Mangano, President and Chief Executive Officer of 1st Constitution, said, “We are very excited about the expected benefits of the merger for our customers and shareholders. The expansion into Ocean County should provide additional lending and deposit gathering opportunities for us. We also believe that the merger will enable us to better serve our combined customer base and create long term value for our shareholders.”

About 1st Constitution Bancorp

1st Constitution Bancorp, through its primary subsidiary, 1st Constitution Bank, has approximately \$1.3 billion of assets and operates 26 branch banking offices in Asbury Park, Cranbury (2), Fair Haven, Fort Lee, Freehold, Hamilton, Hightstown, Hillsborough, Hopewell, Jackson, Jamesburg, Lawrenceville, Little Silver, Long Branch, Manahawkin, Neptune City, Perth Amboy, Plainsboro, Princeton, Rocky Hill, Rumson, Shrewsbury and Toms River (3) New Jersey.

1st Constitution Bancorp is traded on the NASDAQ Global Market under the trading symbol “FCCY” and information about 1st Constitution Bancorp can be accessed through the Internet at www.1STCONSTITUTION.com.

Cautionary Language Concerning Forward-Looking Statements

Information set forth in this press release, including statements as to the effects of the merger, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and the rules, regulations and releases of the Securities and Exchange Commission (the “SEC”). Such forward-looking statements include, but are not limited to, statements about the benefits of the merger, including future financial and operating results, and the combined company’s plans, objectives, expectations and intentions. Any statements that are not statements of historical fact, including statements containing such words as “will,” “could,” “plans,” “intends,” “expect,” “believe,” “view,” “opportunity,” “allow,” “continues,” “reflects,” “typically,” “anticipate,” “estimated,” or similar expressions, should also be considered forward-looking statements, although not all forward-looking statements contain these identifying words. Readers should not place undue influence on these forward-looking statements, which are based upon the current beliefs and expectations of management. These forward-looking statements are subject to risks and uncertainties, and actual results might differ materially from those discussed in, or implied by, the forward-looking statements.

There are important factors that could cause actual results or events to differ materially from those indicated by such forward looking statements, including the factors described in the 1st Constitution 2018 Annual Report on Form 10-K, which was filed with the SEC on March 15, 2019. Although management has taken certain steps to mitigate any negative effect of the aforementioned items, significant unfavorable changes could severely impact the assumptions used and could have an adverse effect on profitability.

1st Constitution undertakes no obligation to update, alter, or otherwise revise any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events, or otherwise.

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