

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
April 30, 2009

**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): **April 30, 2009 (April 30, 2009)**

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**ENTERPRISE BANCORP, INC.**

(exact name of registrant as specified in charter)

<b>Massachusetts</b>	<b>0-21021</b>	<b>04-3308902</b>
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File Number)	Identification No.)
<b>222 Merrimack Street</b>		
<b>Lowell, Massachusetts</b>		<b>01852</b>
(address of principal executive offices)		(Zip Code)

**(978) 459-9000**

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(Registrant's telephone number, including area code)

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))
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**Items 2.02 and 7.01. Results of Operations and Financial Condition**

**Regulation FD Disclosure**





**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: April 30, 2009

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