

SANDY SPRING BANCORP INC  
Form 425  
January 25, 2012

**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): January 25, 2012**

**CommerceFirst Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction)

**0-51104**  
(Commission)

**52-2180744**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**1804 West Street, Suite 200, Annapolis MD 21401**  
(Address of principal executive offices, including zip code)

**Registrant's telephone number, including area code: 410.280.6695**

(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 (see General Instruction A.2. below):

- ☒ 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 2.02 Results of Operations and Financial Condition**

**Item 7.01 Regulation FD Disclosure**

On January 25, 2012, CommerceFirst Bancorp, Inc. issued the press release attached as exhibit 99.1.

**Item 8.01 Other Events**

The information regarding the financial results set forth in Item 2.02 of this Current Report on Form 8-K is incorporated by reference in this Item 8.01.

**Item 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Business Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits.

99.1 Press Release dated January 25, 2012

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.

COMMERCEFIRST BANCORP, INC.

By: /s/ Richard J. Morgan  
Richard J. Morgan, President & Chief Executive  
Officer

Dated: January 25, 2012