

1ST CONSTITUTION BANCORP  
Form 424B3  
September 06, 2012  
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Registration No. 333-183352

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PROSPECTUS

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1ST CONSTITUTION BANCORP

Subscription Rights To Purchase Up To  
555,555 Shares Of Common Stock, No Par Value

We are distributing, at no charge to holders of our common stock, non-transferable subscription rights to purchase up to 555,555 shares of our common stock. For each share of common stock held of record at the close of business on September 5, 2012, you will receive 0.109 of a subscription right. Each whole subscription right will entitle you to purchase one share of our common stock at a subscription price equal to \$9.00 per share of common stock. Subscription rights may only be exercised in whole numbers; we will not issue fractional shares of common stock upon exercise of subscription rights and, to the extent that the number of subscription rights that are distributed to you on the record date is not a whole number, the shares of common stock issuable upon exercise of the subscription rights will be rounded down to the nearest whole share for purposes of determining the number of shares of common stock for which you may subscribe. Any excess subscription funds will be returned, without interest or penalty, as soon as practicable after the expiration of the offering period.

The subscription rights will expire if they are not exercised by 5:00 p.m., New York City time, on October 5, 2012, unless we extend the offering period in our sole discretion. You should carefully consider whether to exercise your subscription rights before the expiration of the rights offering. All exercises of subscription rights are irrevocable. Our Board of Directors is making no recommendation regarding your exercise of the subscription rights. The subscription rights may not be sold or transferred.

If you exercise all of the subscription rights distributed to you, you will also be entitled to purchase additional shares not purchased by other shareholders pursuant to the over-subscription privilege described in this prospectus.

We may in our sole discretion cancel the rights offering at any time and for any reason. If we cancel this offering, the subscription agent will return all subscription payments it has received for the cancelled offering without interest or penalty.

The shares are being offered directly by us without the services of an underwriter or selling agent.

Our common stock is listed on the NASDAQ Global Market under the symbol "FCCY". The shares of common stock issued in the rights offering will also be listed on the NASDAQ Global Market under the same symbol. On August 13, 2012, the closing price for the common stock was \$9.50 per share.

Investing in our common stock involves risks. You should carefully review and consider the information contained in this prospectus, including the risk factors beginning on Page 14 of this prospectus, as well as the risk factors and other information contained in any documents we incorporate by reference into this prospectus before exercising your subscription rights. See "Where You Can Find More Information."



As of August 13, 2012, the aggregate market value of our outstanding common equity held by non-affiliates was approximately \$38,296,039, which was calculated based on 4,031,162 shares of outstanding common stock held by non-affiliates and on a price per share of \$9.50, the closing price of our common stock on August 13, 2012. We have not offered any securities pursuant to General Instruction I.B.6 of Form S-3 during the 12 calendar months prior to and including the date of this prospectus.

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NEITHER THE SECURITIES AND EXCHANGE COMMISSION, NOR ANY BANK REGULATORY AGENCY, NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE SECURITIES ARE NOT DEPOSITS OR ACCOUNTS OR OTHER OBLIGATIONS OF ANY BANK OR SAVINGS ASSOCIATION AND ARE NOT INSURED OR GUARANTEED BY THE FEDERAL DEPOSIT INSURANCE CORPORATION, THE DEPOSIT INSURANCE FUND, THE COMMISSIONER OF BANKING AND INSURANCE OF THE STATE OF NEW JERSEY OR ANY OTHER GOVERNMENTAL AGENCY OR FUND.

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Our principal executive offices are located at 2650 Route 130 North, Cranbury, New Jersey 08512 and our telephone number is (609) 655-4500.

The date of this prospectus is September 6, 2012.

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## ABOUT THIS PROSPECTUS

Unless this prospectus indicates otherwise or the context otherwise requires, the terms “we,” “our,” “us,” “1st Constitution Bancorp” or the “Company” as used in this prospectus refer to 1st Constitution Bancorp and, as the context requires, its subsidiaries including 1st Constitution Bank, 1st Constitution Capital Trust II, 1st Constitution Investment Company of New Jersey, Inc., FCB Assets Holdings, Inc., 204 South Newman Street Corp., 249 New York Avenue LLC, and 1st Constitution Title Agency, LLC. The term the “Bank” as used in this prospectus refers to 1st Constitution Bank.

You should rely only on the information contained or incorporated by reference in this prospectus. We have not authorized anyone to provide you with additional or different information from that contained or incorporated by reference in this prospectus. The information contained in this prospectus is accurate only as of the date on the front cover of this prospectus and any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference, regardless of the time of delivery of this prospectus or any exercise of the rights or sale of the securities.

The distribution of this prospectus and the offering and sale of our shares of common stock in certain jurisdictions may be restricted by law. This prospectus does not constitute an offer of, or a solicitation of an offer to buy, any common shares in any jurisdiction in which such offer or invitation would be unlawful.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference contain statements that are considered “forward looking statements” within the meaning of United States securities laws. In addition, the Company and its management may make other written or oral communications from time to time that contain forward-looking statements. Forward-looking statements, including statements about industry trends, management’s future expectations and other matters that do not relate strictly to historical facts, are based on assumptions by management, and are often identified by such forward-looking terminology as “expect,” “look,” “believe,” “anticipate,” “estimate,” “seek,” “may,” “will,” “trend,” “goal” or similar statements or variations of such terms. Forward-looking statements may include, among other things, statements about the Company’s confidence in its strategies and its expectations about financial performance, market growth, market and regulatory trends and developments, acquisitions and divestitures, new technologies, services and opportunities and earnings.

Forward-looking statements are subject to various risks and uncertainties, which change over time, are based on management’s expectations and assumptions at the time the statements are made, and are not guarantees of future results. Management’s expectations and assumptions, and the continued validity of the forward-looking statements, are subject to change due to a broad range of factors affecting the national and global economies, the equity, debt, currency and other financial markets, as well as risk factors specific to the Company and its subsidiaries, including the Bank. Actual outcomes and results may differ materially from what is expressed in our forward-looking statements and from our historical financial results due to the risk factors discussed elsewhere in this prospectus or disclosed in our other SEC filings.

Forward-looking statements should not be relied upon as representing our expectations or beliefs as of any date subsequent to the time this prospectus is filed with the SEC. The Company undertakes no obligation to revise the forward-looking statements contained in this prospectus to reflect events after the time it is filed with the SEC, other than as required by law. The risk factors discussed in this prospectus are not intended to be a complete summary of all risks and uncertainties that may affect our business. Though we strive to monitor and mitigate risk, we cannot anticipate all potential economic, operational and financial developments that may adversely impact our operations and our financial results.

Forward-looking statements should not be viewed as predictions, and should not be the primary basis upon which investors evaluate the Company. Any investor in the Company should consider all risks and uncertainties disclosed in our SEC filings described below under the heading “Where You Can Find More Information,” all of which are accessible on the SEC’s website at <http://www.sec.gov>.

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QUESTIONS AND ANSWERS RELATING TO THE RIGHTS OFFERING

The following are examples of what we anticipate will be common questions about the rights offering. The answers are based on selected information included elsewhere in this prospectus. The following questions and answers do not contain all of the information that may be important to you and may not address all of the questions that you may have about the rights offering. This prospectus and the documents we incorporate by reference contain more detailed descriptions of the terms and conditions of the rights offering and provide additional information about us and our business, including potential risks related to the rights offering, the common stock of the Company, and our business.

What is the rights offering?

We are distributing to holders of our common stock as of 5:00 p.m., New York City time, on September 5, 2012, which is the record date for this rights offering, at no charge, non-transferable subscription rights to purchase up to 555,555 shares of our common stock.

For each share of common stock held of record at the close of business on September 5, 2012, you will receive 0.109 of a subscription right. Each whole subscription right will entitle you to purchase one share of our common stock at a subscription price equal to \$9.00 per share of common stock. Subscription rights may only be exercised in whole numbers; we will not issue fractional shares of common stock upon exercise of subscription rights and, to the extent that the number of subscription rights that are distributed to you on the record date is not a whole number, the shares of common stock issuable upon exercise of the subscription rights will be rounded down to the nearest whole share for purposes of determining the number of shares of common stock for which you may subscribe. Any excess subscription funds will be returned, without interest or penalty, as soon as practicable after the expiration of the offering period.

Why are we conducting the rights offering?

We are conducting the rights offering (1) to raise equity capital and (2) to provide our existing shareholders with the opportunity to purchase our common stock. We intend to use the net proceeds of the rights offering for general corporate purposes.

Am I required to exercise the subscription rights I receive in the rights offering?

No. You may exercise any number of your subscription rights, or you may choose not to exercise any subscription rights. However, if you choose not to fully exercise your basic subscription privilege and other shareholders fully exercise their basic subscription privilege, the percentage of our common stock owned by these other shareholders will increase relative to your ownership percentage, and your voting and other rights will likewise be diluted. In addition, if you do not exercise your basic subscription privilege in full, you will not be entitled to subscribe to purchase additional shares pursuant to the over-subscription privilege and your ownership percentage in our common stock and related voting and other rights may be further diluted.

What is the basic subscription privilege?

For each whole subscription right that you own, you will have a basic subscription privilege to buy from us one share of our common stock at a subscription price of \$9.00 per share. You may exercise your basic subscription privilege for some or all of your subscription rights, or you may choose not to exercise any subscription rights.





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For example, if you owned 1,000 shares of our common stock as of 5:00 p.m., New York City time, on the record date, you would receive 109 subscription rights and would have the right to purchase 109 shares of common stock for \$9.00 per share with your basic subscription privilege.

What is the over-subscription privilege?

If you exercise all of the subscription rights distributed to you pursuant to the basic subscription privilege, you will also have the opportunity to purchase additional shares not purchased by other shareholders pursuant to their basic subscription privilege at the same subscription price per share that applies to the basic subscription privilege.

We will be able to satisfy your exercise of the over-subscription privilege only if other shareholders do not elect to purchase all of the shares offered under their basic subscription privilege. We will satisfy over-subscription requests to the extent sufficient shares are available following the exercise of rights under the basic subscription privilege, provided that we reserve the right to reject in whole or in part any over-subscription requests, regardless of the availability of shares to satisfy these requests. If the number of shares of common stock requested by all holders exercising the over-subscription privilege is less than the total number of shares available, then each person exercising the over-subscription privilege will receive the total number of shares requested.

If there are not enough shares of common stock available in the offering to satisfy all subscriptions made under the over-subscription privilege, we will allocate the available shares pro rata among the over-subscribing rights holders. “Pro rata” means in proportion to the number of shares of common stock that you and the other holders of subscription rights have subscribed for by exercising the over-subscription privileges. Any excess subscription payments received by the subscription agent will be returned, without interest or penalty, as soon as practicable.

What are the limitations on the exercise of the basic subscription privilege and over-subscription privilege?

In the event that the exercise by a shareholder of the basic subscription privilege or the over-subscription privilege could, as determined by the Company in its sole discretion, potentially result in a limitation on the Company’s ability to use net operating losses, tax credits and other tax assets, which we refer to as the “Tax Attributes,” under the Internal Revenue Code of 1986, as amended, which we refer to as the “Code”, and rules promulgated by the Internal Revenue Service, the Company may, but is under no obligation to, reduce the maximum exercise by such shareholder of the basic subscription privilege and/or the over-subscription privilege to such number of rights as the Company in its sole discretion shall determine to be advisable in order to preserve the Company’s ability to use the Tax Attributes.

In addition, under applicable federal and state banking laws, any purchase of shares of our common stock may also require the prior clearance or approval of, or prior notice to, federal and state bank regulatory authorities if the purchase will result in any person or entity or group of persons or entities acting in concert owning or controlling shares in excess of such threshold ownership interest.

The Company will reject any request for shares pursuant to the over-subscription privilege that the Company believes would result in any shareholder, alone or together with all Affiliates and Associates (as defined in the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), acquiring beneficial ownership of an aggregate of twelve percent (12%) or more of the issued and outstanding shares of common stock of the Company as a result of the acquisition of such shares. See “The Rights Offering—Subscription Rights—Over-Subscription Privilege” and “Description of Capital Stock—Common Stock—Anti-Takeover Provisions”.

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How soon must I act to exercise my subscription rights?

The rights may be exercised beginning on the date of this prospectus through the expiration date, which is 5:00 p.m., New York City time, on October 5, 2012. If you elect to exercise any rights, the subscription agent must actually receive all required documents and payments from you at or before the expiration date. Although we have the option of extending the expiration date of the subscription period, we currently do not intend to do so.

May I transfer my rights?

No, you may not sell, transfer or assign your rights to anyone else.

Are we requiring a minimum subscription to complete the rights offering?

No. However, our Board of Directors reserves the right to cancel the rights offering for any reason, including if our Board of Directors believes that there is insufficient participation by our shareholders. If the rights offering is cancelled, all subscription proceeds received by the subscription agent will be returned, without interest or penalty, as soon as practicable.

How was the subscription price determined?

The subscription price was established by our Board of Directors based on a number of factors, including, without limitation, analysis from our financial advisor, data relating to comparable rights offerings by other public companies, including a range of discounts that the subscription prices represented to the then prevailing and historical trading prices for those offerings, and the current economic and financial market condition. For a more detailed list of the factors considered in determining the subscription price, please refer to “The Rights Offering—Subscription Price” below.

The subscription price is not necessarily related to our book value, results of operations, cash flows, financial condition or the future market value of our common stock. We cannot assure you that you will be able to sell shares purchased in this offering at a price equal to or greater than the subscription price. We do not intend to change the subscription price in response to changes in the trading price of our common stock prior to the closing of the rights offering.

Are there any other conditions to the completion of the rights offering?

Yes. The completion of the rights offering is subject to the conditions described under “The Rights Offering—Conditions and Cancellation.”

Can the rights offering be cancelled?

Yes. We may cancel the rights offering at any time prior to the expiration date and for any reason. If the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest or penalty, as soon as practicable to those persons who subscribed for shares in the rights offering.

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How do I exercise my subscription rights?

You must properly complete the enclosed subscription rights certificate and deliver it, along with the full subscription price (including any amounts in respect of your over-subscription privilege), to the subscription agent before 5:00 p.m., New York City time, on October 5, 2012. If you use the mail, we recommend that you use insured, registered mail, return receipt requested. If you cannot deliver your subscription rights certificate to the subscription agent prior to the expiration of the rights offering period, you may follow the guaranteed delivery procedures described under “The Rights Offering—Notice of Guaranteed Delivery.”

If you send a payment that is insufficient to purchase the number of shares you requested, or if the number of shares you requested is not specified in the forms, the payment received will be applied to exercise your basic subscription privilege and, if applicable, any over-subscription request that we have accepted to the fullest extent possible based on the amount of the payment received, subject to the elimination of fractional shares. If the payment exceeds the subscription price for the full exercise of your basic subscription privilege and any applicable over-subscription request that we have accepted, or if you subscribe for more shares than you are eligible to purchase pursuant to the over-subscription privilege, then the excess will be returned to you as soon as practicable. You will not receive interest on any payments refunded to you under the rights offering.

If the rights offering is not completed, will my subscription payment be refunded to me?

Yes. The subscription agent will hold all funds it receives in a segregated bank account until completion of the rights offering. If the rights offering is not completed, the subscription agent will return, without interest or penalty, as soon as practicable all subscription payments. If you own shares in “street name,” it may take longer for you to receive payment because the subscription agent will return payments through the record holder of the shares.

What form of payment must I use to pay the subscription price?

You must timely pay the full subscription price for the full number of shares of common stock you wish to acquire under the basic subscription privilege and any over-subscription request by delivering to the subscription agent a certified or cashier’s check, a bank draft drawn on a U.S. bank, or a personal check that clears before the expiration date of the rights offering.

What should I do if I want to participate in the rights offering, but my shares are held in the name of my broker, dealer, custodian bank or other nominee?

If your shares of common stock are held in the name of a broker, dealer, custodian bank or other nominee, then your broker, dealer, custodian bank or other nominee is the record holder of the shares you own. You will not receive a subscription rights certificate. The record holder must exercise the subscription rights on your behalf for the shares of common stock you wish to purchase.

We will ask your broker, dealer, custodian bank or other nominee to notify you of the rights offering. You should complete and return to your record holder the form entitled “Beneficial Owner Election Form.” You should receive this form from your record holder with the other rights offering materials.

If you wish to participate in the rights offering and purchase shares of our common stock, please contact the record holder of your shares promptly. Your bank, broker or other nominee holder is the holder of the shares you own and must exercise the subscription rights on your behalf for shares you wish to purchase. Your broker, dealer, custodian bank or other nominee may establish a deadline prior to the 5:00 p.m., New York City time, on October 5, 2012, which we established as the expiration date of the rights offering.



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After I exercise my subscription rights, can I change my mind?

No. All exercises of subscription rights are irrevocable, even if you later learn information that you consider to be unfavorable to the exercise of your subscription rights. You should not exercise your subscription rights unless you are certain that you wish to purchase additional shares of our common stock at a subscription price of \$9.00 per share.

Are there risks in exercising my subscription rights?

Yes. The exercise of your subscription rights involves risks. Exercising your subscription rights means buying shares of our common stock and should be considered as carefully as you would consider any other equity investment. Among other things, you should carefully consider the risks described under the heading “Risk Factors” in this prospectus and the risks described in documents incorporated by reference in this prospectus, including but not limited to the sections entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011, and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” in our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012.

Has our Board of Directors made a recommendation to our shareholders regarding the rights offering?

No. Our Board of Directors is making no recommendation regarding your exercise of the subscription rights. Shareholders who exercise subscription rights risk investment loss on new money invested. We cannot assure you that the market price of our common stock will be above the subscription price at the time of exercise or at the expiration of the rights offering period or that anyone purchasing shares at the subscription price will be able to sell those shares in the future at the same price or a higher price. You are urged to decide whether or not to exercise your subscription rights based on your own assessment of our business and the rights offering. Among other things, you should carefully consider the risks described under the heading “Risk Factors” in this prospectus and the risks described in documents incorporated by reference in this prospectus, including but not limited to the sections entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011, and “Management’s Discussion of Financial Condition and Results of Operation” in our Annual Report on Form 10-K for the year ended December 31, 2011 and our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012.

What fees or charges apply if I exercise my subscription rights?

We are not charging any fees or sales commissions to issue subscription rights to you or to issue shares to you if you exercise your subscription rights. If you exercise your subscription rights through a broker or other holder of your shares, you are responsible for paying any fees that person may charge.

How do I exercise my subscription rights if I live outside of the United States or have a U.S. military post office or foreign post office address?

The subscription agent will hold subscription rights certificates for shareholders having addresses outside the United States or who have a U.S. military post office or foreign post office address. In order to exercise subscription rights, our foreign shareholders and shareholders with a U.S. military post office or foreign post office address must notify the subscription agent and timely follow other procedures described below under the heading “The Rights Offering—Foreign Shareholders.”

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When will I receive my new shares of common stock?

All shares that you purchase in the rights offering will be issued in book-entry, or uncertificated, form. When issued, the shares will be registered in the name of the subscription rights holder of record. As soon as practicable after the expiration of the rights offering period, the subscription agent will arrange for the issuance of the shares of common stock purchased pursuant to the basic subscription privilege. Shares purchased pursuant to the over-subscription privilege will be issued as soon as practicable after the expiration date of the rights offering and following the completion of any pro-rations as may be necessary in the event the over-subscription requests exceed the number of shares available to satisfy such requests. Subject to state securities laws and regulations, we have the discretion to delay distribution of any shares you may have elected to purchase by exercise of your rights in order to comply with state securities laws.

Will the subscription rights be listed on a stock exchange or trading market?

The subscription rights may not be sold, transferred or assigned to anyone else and will not be listed on the NASDAQ Global Market or any other stock exchange or trading market. Our common stock trades on the NASDAQ Global Market under the symbol "FCCY" and the shares to be issued in connection with the rights offering will be eligible for trading on the NASDAQ Global Market under the same symbol.

What are the U.S. federal income tax consequences of exercising my subscription rights?

The receipt and exercise of subscription rights pursuant to the basic subscription privilege or subscription for shares pursuant to the over-subscription privilege should generally not be taxable for U.S. federal income tax purposes. You should, however, seek specific tax advice from your tax advisor in light of your particular circumstances and as to the applicability and effect of any other tax laws. See "Certain Material U.S. Federal Income Tax Consequences."

What happens if I choose not to exercise my subscription rights?

You are not required to exercise your subscription rights or otherwise take any action in response to this rights offering. If you do not exercise your subscription rights and the rights offering is completed, the number of shares of our common stock you own will not change but your percentage ownership of our total outstanding voting stock will decrease because shares will be purchased by other shareholders in the rights offering. Your percentage ownership of our voting stock may also decrease if you do not exercise your basic subscription privilege in full.

How many shares of common stock will be outstanding after the rights offering?

As of August 13, 2012, there were 5,131,933 shares of our common stock outstanding. We will issue up to 555,555 shares of common stock in the rights offering, depending on the number of rights that are exercised. Assuming that no options or warrants are exercised and there are no other changes in the number of outstanding shares prior to the expiration of the rights offering, if we issue all 555,555 shares of common stock available in this rights offering, we would have 5,687,488 shares of common stock outstanding following the completion of the rights offering.

How much money will we receive from the rights offering?

The total proceeds to us from the rights offering will depend on the number of subscription rights that are exercised. If we issue all 555,555 shares available in the rights offering, the total proceeds to us, before expenses, will be \$5 million.



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What if I have more questions?

If you have more questions about the rights offering or need additional copies of the rights offering documents, please contact Robert F. Mangano, President and Chief Executive Officer, or Joseph M. Reardon, Senior Vice President and Treasurer, at (609) 655-4500.



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PROSPECTUS SUMMARY

This summary highlights selected information contained elsewhere in this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in our securities. You should read the entire prospectus carefully, including the “Risk Factors” section and the other documents we refer to and incorporate by reference, in order to understand this offering fully. In particular, we incorporate important business and financial information into this prospectus by reference.

Company Information

1st Constitution Bancorp is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. The Company was organized under the laws of the State of New Jersey in February 1999 for the purpose of acquiring all of the issued and outstanding stock of 1st Constitution Bank and thereby enabling the Bank to operate within a bank holding company structure. The Company became an active bank holding company on July 1, 1999. The Bank is a wholly-owned subsidiary of the Company. Other than its investment in the Bank, the Company currently conducts no other significant business activities. Our website address is [www.1stconstitution.com](http://www.1stconstitution.com). None of the information contained on, or that may be accessed through, our website is a prospectus or constitutes part of, or is otherwise incorporated into, this prospectus.

The common stock of the Company is listed on the NASDAQ Global Market under the symbol “FCCY”. Our principal executive offices are located at 2650 Route 130 North, Cranbury, New Jersey 08512 and our telephone number is (609) 655-4500.

Rights Offering Summary

The following summary describes the principal terms of the rights offering, but is not intended to be complete. See the information under the heading “The Rights Offering” in this prospectus for a more detailed description of the terms and conditions of the rights offering.

Securities Offered

We are distributing, at no charge to holders of our common stock, non-transferable subscription rights to purchase up to 555,555 shares of our common stock. For each share of common stock held of record at the close of business on September 5, 2012, you will receive 0.109 of a subscription right. Each whole subscription right will entitle you to purchase one share of our common stock at a subscription price equal to \$9.00 per share of common stock. Subscription rights may only be exercised in whole numbers; we will not issue fractional shares of common stock upon exercise of subscription rights and, to the extent that the number of subscription rights that are distributed to you on the record date is not a whole number, the shares of common stock issuable upon exercise of the subscription rights will be rounded down to the nearest whole share for purposes of determining the number of shares of common stock for which you may subscribe.

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Basic Subscription Privilege	For each whole right that you own, you will have a basic subscription privilege to buy from us one share of our common stock at the subscription price. You may exercise your basic subscription privilege for some or all of your rights, or you may choose not to exercise your rights.
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Over-Subscription Privilege	If you exercise all of the subscription rights distributed to you pursuant to the basic subscription privilege, you will also have the opportunity to purchase additional shares not purchased by other shareholders pursuant to their basic subscription privilege at the same subscription price per share that applies to the basic subscription privilege.
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We will be able to satisfy your exercise of the over-subscription privilege only if other shareholders do not elect to purchase all of the shares offered under their basic subscription privilege. We will satisfy over-subscription requests to the extent sufficient shares are available following the exercise of rights under the basic subscription privilege, provided that we reserve the right to reject in whole or in part any over-subscription requests, regardless of the availability of shares to satisfy these requests.

If the number of shares of common stock requested by all holders exercising the over-subscription privilege is less than the total number of shares available, then each person exercising the over-subscription privilege will receive the total number of shares requested. If there are not enough shares of common stock available in the offering to satisfy all subscriptions made under the over-subscription privilege, we will allocate the available shares pro rata among the over-subscribing rights holders. “Pro rata” means in proportion to the number of shares of common stock that you and the other holders of subscription rights have subscribed for by exercising the over-subscription privileges. Any excess subscription payments received by the subscription agent will be returned, without interest or penalty, as soon as practicable.

Subscription Price	\$9.00 per share of common stock. To be effective, any payment related to the exercise of a subscription right must clear prior to the expiration of the rights offering period.
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Limitation on Exercise of Basic Subscription Privilege and Over-Subscription Privilege	In the event that the exercise by a shareholder of the basic subscription privilege or the over-subscription privilege could, as determined by the Company in its sole discretion, potentially result in a limitation on the Company’s ability to use Tax Attributes, under the Code, and rules promulgated by the Internal Revenue Service, the Company may, but is under no obligation to, reduce the maximum exercise by such shareholder of the basic subscription privilege and/or the over-subscription privilege to
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such number of rights as the Company in its sole discretion shall determine to be advisable in order to preserve the Company's ability to use the Tax Attributes.

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In addition, under applicable federal and state banking laws, any purchase of shares of our common stock may also require the prior clearance or approval of, or prior notice to, federal and state bank regulatory authorities if the purchase will result in any person or entity or group of persons or entities acting in concert owning or controlling shares in excess of such threshold ownership interest.

The Company will reject any request for shares pursuant to the over-subscription privilege that the Company believes would result in any shareholder, alone or together with all Affiliates and Associates (as defined in the Exchange Act), acquiring beneficial ownership of an aggregate of twelve percent (12%) or more of the issued and outstanding shares of common stock of the Company as a result of the acquisition of such shares. See “The Rights Offering—Subscription Rights—Over-Subscription Privilege” and “Description of Capital Stock—Common Stock—Anti-Takeover Provisions”.

Record Date September 5, 2012

Expiration Date The subscription rights will expire at 5:00 p.m., New York City time on October 5, 2012, unless the expiration date is extended.

Procedure for Exercising Rights You must properly complete the enclosed subscription rights certificate and deliver it, along with the full subscription price (including any amounts in respect of your over-subscription privilege), to the subscription agent, Registrar and Transfer Company, before 5:00 p.m., New York City time, on October 5, 2012, unless the expiration date is extended.

If you use the mail, we recommend that you use insured, registered mail, return receipt requested. If you cannot deliver your subscription rights certificate to the subscription agent on time, you may follow the guaranteed delivery procedures described under “The Rights Offering—Guaranteed Delivery Procedures.”

Use of Proceeds The total proceeds to us from the rights offering will depend on the number of rights that are exercised. If we issue all 555,555 shares available in the rights offering, the total proceeds to us, before expenses, will be \$5 million. We intend to use the net proceeds from the rights offering for general corporate purposes.

Non-Transferability of Rights The subscription rights may not be sold, transferred or assigned and will not be listed for trading on the NASDAQ Global Market or any other stock exchange or trading market.

No Revocation

All exercises of subscription rights are irrevocable, even if you later learn information about us that you consider unfavorable. You should not exercise your subscription rights unless you are certain that you wish to purchase the shares of common stock offered pursuant to the rights offering.

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Conditions to the Rights Offering	The completion of the rights offering is subject to the conditions described under “The Rights Offering - Conditions and Cancellation.”
Amendment; Cancellation	We may amend the terms of the rights offering or extend the subscription period of the rights offering. We also reserve the right to withdraw the rights offering at any time prior to the expiration date and for any reason. If the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest or penalty, as soon as practicable to those persons who subscribed for shares in the rights offering.
No Board Recommendation	Our Board of Directors is making no recommendations regarding your exercise of the subscription rights. You are urged to make your own decision whether or not to exercise your subscription rights based on your own assessment of our business and the rights offering. See the section below entitled “Risk Factors.”
Issuance of Common Stock	If you purchase shares of common stock through the rights offering, we will issue those shares to you in book-entry, or uncertificated, form as soon as practicable after the completion of the rights offering. Stock certificates will not be issued for shares of our common stock purchased in the rights offering.
Listing of Common Stock	Our common stock is listed on the NASDAQ Global Market under the symbol “FCCY” and the shares to be issued in connection with the rights offering will also be listed on the NASDAQ Global Market under the same symbol.
Federal Income Tax Consequences	The receipt and exercise of subscription rights pursuant to the basic subscription privilege or subscription for shares pursuant to the over-subscription privilege will generally not be taxable for U.S. federal income tax purposes. You should, however, seek specific tax advice from your tax advisor in light of your particular circumstances and as to the applicability and effect of any other tax laws. See “Certain Material U.S. Federal Income Tax Consequences.”
Subscription Agent	Registrar and Transfer Company

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RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below, together with the other information contained or incorporated by reference into this prospectus, including the information contained in the sections entitled “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2011, and “Management’s Discussion and Analysis of Financial Condition and Results of Operation” in our Annual Report on Form 10-K for the year ended December 31, 2011, our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012, and any risks described in our other filings with the Securities and Exchange Commission, pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act of 1934, as amended, before making a decision to invest in our common stock.

The risks described below and in the documents referred to in the preceding sentence are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. If any of the following risks actually occurs, our business, results of operations and financial condition could suffer. In that case, the trading price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to the Rights Offering

The subscription price determined for this rights offering is not an indication of the value of our common stock.

The subscription price was established by our Board of Directors based on a number of factors, including, without limitation, analysis from our financial advisor, data relating to comparable rights offerings by other public companies, including a range of discounts that the subscription prices represented to the then prevailing and historical trading prices for those of