

1ST CONSTITUTION BANCORP

Form 8-K

June 22, 2016

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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) June 17, 2016

1ST CONSTITUTION BANCORP  
(Exact Name of Registrant as Specified in Charter)

New Jersey	000-32891	22-3665653
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

2650 Route 130, P.O. Box 634, Cranbury, New Jersey	08512
(Address of Principal Executive Offices)	(Zip Code)

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))

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ITEM 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On June 17, 2016, the Board of Directors of 1st Constitution Bancorp (the “Company”) and the Board of Directors of 1st Constitution Bank (the “Bank”) received notice from Frank E. Walsh, III of his resignation as director of the Company and the Bank, effective immediately. Mr. Walsh was a member of the Company’s Compensation Committee and Nominating and Corporate Governance Committee and Chairman of the Audit Committee.

Mr. Walsh has furnished the Company with a letter concerning the circumstances surrounding his resignation. Principally, the letter from Mr. Walsh indicates that his resignation is as a result of frustration regarding the governance practices of the Company and the Bank, the lack of independence of the Chairman of the Board of Directors, and what he has indicated that he views as the prioritization by the Chairman of the Board of Directors of the agenda of management over directors and shareholders. A copy of the letter from Mr. Walsh is attached hereto as Exhibit 17.1.

ITEM 9.01 Financial Statements and Exhibits.

(d)Exhibits.

17.1 Resignation Letter from Frank E. Walsh, III dated June 17, 2016

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.

Dated: June 21, 2016 1<sup>ST</sup> CONSTITUTION BANCORP

By: /s/ ROBERT F. MANGANO  
Name: Robert F. Mangano  
Title: President and  
Chief Executive Officer