

Bancorp, Inc.  
Form 8-K  
March 08, 2011

**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): March 8, 2011**

**The Bancorp, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: 000-51018

Delaware  
(State or other jurisdiction)

23-3016517  
(IRS Employer)

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of incorporation)

Identification No.)

409 Silverside Road

Wilmington, DE 19809

(Address of principal executive offices, including zip code)

302-385-5000

(Registrant's telephone number, including area code)

(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))

**Item 8.01 Other Events**

As previously reported, The Bancorp, Inc. (the Company) and its wholly-owned subsidiary, The Bancorp Bank, entered into an underwriting agreement dated March 2, 2011 with UBS Securities LLC and Sandler O'Neill & Partners, L.P. (the Underwriters), as joint book-running managers and representatives of the underwriters named therein, with respect to the offer and sale of 6,100,000 shares of the Company's common stock (the Firm Shares) plus up to an additional 915,000 shares of common stock (the Option Shares) to cover over-allotments, if any. On March 3, 2011, the underwriters exercised the over-allotment option in full. The sale of the Firm Shares and the Option Shares was completed on March 8, 2011, resulting in net proceeds to the Company, after underwriting discounts, commissions and expenses, of approximately \$54.4 million.

Exhibits 5.1 and 23.1 with respect to the issuance of the Option Shares, which are attached to this Current Report on Form 8-K, are incorporated by reference in their entirety into the Company's registration statement on Form S-3 (Registration No. 333-170613).

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibits are included with this report:

<u>Exhibit No.</u>	<u>Exhibit Description</u>	
5.1	Opinion of Ledgewood.	
23.1	Consent of Ledgewood (included in Exhibit 5.1).	
		<b>Signature(s)</b>

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.

Date: March 8, 2011

The Bancorp, Inc.

By: /s/ Paul Frenkiel  
Paul Frenkiel  
Chief Financial Officer