

MID PENN BANCORP INC
Form 425
March 29, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 29, 2017

MID PENN BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|--|--|
| Pennsylvania (State or Other Jurisdiction of Incorporation or Organization) | 1-13677 (Commission File Number) | 25-1666413 (I.R.S. Employer Identification Number) |
| 349 Union Street Millersburg, Pennsylvania (Address of Principal Executive Offices) | 1.866.642.7736 (Registrant's telephone number, including area code) | 17061 (Zip Code) |

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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))

MID PENN BANCORP, INC.

CURRENT REPORT ON FORM 8-K

ITEM 8.01 OTHER EVENTS

The press release announcing entry into a transaction between Mid Penn Bancorp, Inc. and The Scottdale Bank & Trust Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This communication and the exhibits incorporated by reference herein do not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This communication and the exhibits incorporated by reference herein are not a substitute for any prospectus or any other document which may be filed with the SEC in connection with the proposed transaction. **INVESTORS AND SECURITY HOLDERS ARE URGED TO READ ANY RELEVANT DOCUMENTS THAT MAY BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors and security holders will be able to obtain free copies of any documents filed with the SEC through the web site maintained by the SEC at www.sec.gov.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

99.1 Press release, dated March 29, 2017, of Mid Penn Bancorp, Inc. announcing entry into transaction with The Scottdale Bank & Trust Company.

99.2 Presentation to Mid Penn Bank employees.

99.3 Email to Mid Penn Bank employees from Rory G. Ritrievi, President and CEO.

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.

MID PENN BANCORP, INC.

(Registrant)

Date: March 29, 2017 By: /s/ Rory G. Ritrievi
Rory G. Ritrievi
President and Chief Executive Officer

EXHIBIT INDEX

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