

SANDY SPRING BANCORP INC  
Form DEFA14A  
March 13, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant  x

Filed by a Party other than the Registrant  "

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to §240.14a-12

**SANDY SPRING BANCORP, INC.**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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SACKPACK \_\_\_\_\_ MR A SAMPLE DESIGNATION (IF ANY) ADD 1 ADD 2 ADD 3 ADD 4 ADD 5  
ADD 6 Online Go to [www.investorvote.com/SASR](http://www.investorvote.com/SASR) or scan the QR code — login details are located in the shaded bar  
below. Votes submitted electronically must be received by 1:00 a.m., Eastern Time, on April 24, 2019 Shareholder  
Meeting Notice 1234 5678 9012 345 Important Notice Regarding the Availability of Proxy Materials for the Sandy  
Spring Bancorp, Inc. Annual Meeting of Shareholders to be Held on April 24, 2019 at 10:00 A.M. Under Securities  
and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual shareholders'  
meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a  
copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!  
This communication presents only an overview of the more complete proxy materials that are available to you on the  
Internet. We encourage you to access and review all of the important information contained in the proxy materials  
before voting. The proxy statement and annual report to shareholders are available at: [www.investorvote.com/SASR](http://www.investorvote.com/SASR)  
Easy Online Access — View your proxy materials and vote. Step 1: Go to [www.investorvote.com/SASR](http://www.investorvote.com/SASR). Step 2: Click  
on the icon on the right to view meeting materials. Step 3: Return to the investorvote.com window and follow the  
instructions on the screen to log in. Step 4: Make your selections as instructed on each screen for your delivery  
preferences. Step 5: Vote your shares. When you go online, you can also help the environment by consenting to  
receive electronic delivery of future materials. Obtaining a Copy of the Proxy Materials – If you want to receive a copy  
of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your  
request as instructed on the reverse side on or before April 9, 2019 to facilitate timely delivery. 02ZI4A 2 N O T C O  
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Shareholder Meeting Notice Sandy Spring Bancorp, Inc.'s Annual Meeting of Shareholders will be held on April 24, 2019 at Company headquarters, 17801 Georgia Avenue, Olney, MD 20832 at 10:00 A.M. Eastern Time. Proposals to be voted on at the meeting are listed below along with the board of directors' recommendations. The board of directors recommends a vote FOR all the nominees listed and FOR Proposals 2 and 3: 1. Election of Directors: 01 - Mona Abutaleb 02 - Robert E. Henel, Jr. 03 - Mark C. Micklem 04 - Gary Nakamoto 2. A non-binding resolution to approve the compensation for the named executive officers. 3. Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for 2019. PLEASE NOTE – YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you. Here's how to order a copy of the proxy materials and select delivery preferences: Current and future delivery requests can be submitted using the options below. If you request an email copy, you will receive an email with a link to the current meeting materials. PLEASE NOTE: You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials. — Internet – Go to [www.investorvote.com/SASR](http://www.investorvote.com/SASR). — Phone – Call us free of charge at 1-866-641-4276. — Email – Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with "Proxy Materials Sandy Spring Bancorp, Inc." in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials. To facilitate timely delivery, requests for a paper copy of proxy materials must be received by April 9, 2019.