

1ST CONSTITUTION BANCORP

Form S-4

October 22, 2013

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As filed with the SEC on October 22, 2013

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

1ST CONSTITUTION BANCORP

(Exact name of registrant as specified in its charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

6022
(Primary Standard Industrial
Classification Code Number)

22-3665653
I.R.S. Employer
Identification Number)

2650 Route 130

P.O. Box 634

Cranbury, New Jersey 18512

(609) 655-4500

(Address, including ZIP Code, and telephone number, including area code, of registrant's principal executive offices)

Mr. Robert F. Mangano

President and Chief Executive Officer

1st Constitution Bancorp

2650 Route 130

Cranbury, New Jersey 08512

(609) 655-4500

(Name, address, including ZIP Code, and telephone number, including area code, of agent for service)

Copies to:

Frank E. Lawatsch, Jr., Esq.

Day Pitney LLP

7 Times Square

New York, New York 10036

(212) 297-5830 (973) 597-2500

Joseph M. Reardon

Senior Vice President and Treasurer

1st Constitution Bancorp

2650 Route 130

Cranbury, New Jersey 08512

(609) 655-4500

Ira A. Rosenberg, Esq.

Sills Cummis & Gross P.C.

One Riverfront Plaza

Newark, New Jersey 07102

(973) 643-5082

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Approximate date of commencement of proposed sale to the public: As soon as practicable after the effectiveness of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (1,2)	Proposed maximum offering price (2)	Amount of registration fee
Common stock, no par value	1,032,835	N/A	\$10,797,455.50	\$1,390.71

- (1) Based on the maximum number of shares of the registrant's common stock that may be issued in connection with the proposed merger of Rumson-Fair Haven Bank and Trust Company with and into the registrant's primary subsidiary, 1st Constitution Bank, assuming that all stock options granted by Rumson-Fair Haven Bank and Trust Company and outstanding on the date hereof are exercised prior to the closing, which number is calculated as (A) the sum of (i) the number of shares of Rumson-Fair Haven Bank and Trust Company common stock outstanding plus (ii) the number of shares of Rumson-Fair Haven Bank and Trust Company common stock subject to currently outstanding stock options plus (iii) the number of unvested and unissued restricted shares of Rumson-Fair Haven Bank and Trust Company common stock that will vest upon closing of the proposed merger times (B)(i) the exchange ratio of 0.7772 shares of the registrant's common stock to be issued in the merger for each share of Rumson-Fair Haven Bank and Trust Company common stock times (ii) 40% (the merger agreement providing that 40% of the aggregate merger consideration will be paid in shares of the registrant's common stock). In accordance with Rule 416, this registration statement shall also register any additional shares of the registrant's common stock which may become issuable to prevent dilution resulting from stock splits, stock dividends or similar transactions, as provided by the merger agreement.
- (2) Estimated solely for the purpose of calculating the registration fee for the filing on Form S-4 pursuant to Rules 457(f)(1) and 457(f)(3) under the Securities Act. The proposed maximum aggregate offering price was calculated by multiplying (A) the average of the high and low prices per share of the common stock of Rumson-Fair Haven Bank and Trust Company as reported on the OTCBB on October 17, 2013, or \$7.75 per share (in accordance with Rule 457(c)) and (B) the maximum number of shares of Rumson-Fair Haven Bank and Trust Company common stock that are (i) outstanding, (ii) subject to outstanding stock options and (iii) restricted, unvested and unissued, each as of such date. Pursuant to Rule 457(f)(3) under the Securities Act, the amount of cash payable by the registrant in the merger has been deducted from the proposed maximum aggregate offering price (computed by multiplying (a) the cash consideration of \$7.50 per share of Rumson-Fair Haven Bank and Trust Company common stock by (b) sixty percent (60%) of the number of shares of Rumson-Fair Haven Bank and Trust Company common stock that are (i) outstanding, (ii) subject to outstanding stock options and (iii) restricted, unvested and unissued (the merger agreement providing that sixty percent (60%) of the aggregate merger consideration will be paid in cash)).

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the SEC, acting pursuant to

such Section 8(a), may determine.

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The information in this proxy statement and prospectus is not complete and may be changed. A registration statement relating to the shares of 1st Constitution Bancorp common stock to be issued in the merger has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This proxy statement and prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

PRELIMINARY-SUBJECT TO COMPLETION

DATED OCTOBER 22, 2013

[Rumson-Fair Haven Bank and Trust Company LOGO]

[1st Constitution Bancorp LOGO]

Proxy Statement of Rumson-Fair Haven Bank and Trust Company

Prospectus of 1st Constitution Bancorp

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

To the Shareholders of Rumson-Fair Haven Bank and Trust Company:

The Board of Directors of Rumson-Fair Haven Bank and Trust Company (referred to as Rumson) has approved an Agreement and Plan of Merger, as amended (referred to as the merger agreement) with 1st Constitution Bancorp (referred to as 1st Constitution) and 1st Constitution Bank pursuant to which Rumson will be merged with and into 1st Constitution Bank. If the merger contemplated by the merger agreement is completed, you will be entitled to receive, for each outstanding share of Rumson common stock that you own at the effective time of the merger, either 0.7772 shares of 1st Constitution common stock or \$7.50 in cash or a combination of cash and shares of 1st Constitution common stock. Assuming none of the outstanding options to purchase shares of Rumson common stock are exercised prior to the completion of the merger, 1st Constitution expects to issue approximately 1,006,385 shares of its common stock in the merger.

1st Constitution's common stock is quoted on the NASDAQ Global Market under the symbol FCCY. On 2013, the date immediately preceding the printing of this proxy statement-prospectus, the closing price of 1st Constitution common stock was \$ per share.

The merger cannot be completed unless Rumson's shareholders approve the merger agreement. We have scheduled a special meeting so you can vote to approve the merger agreement. You will also be asked to approve the authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting. The Rumson Board of Directors unanimously recommends that you vote to approve the merger agreement and vote to authorize the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting.

The date, time and place of the meeting are as follows:

, 2013

10:00 a.m. (local time)

Salt Creek Grille

4 Bingham Avenue

Rumson, New Jersey 07760

Only shareholders of record as of _____ are entitled to attend and vote at the meeting.

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Your vote is very important. Approval of the merger agreement by Rumson shareholders requires the approval by holders of two-thirds of the shares of Rumson common stock outstanding. Whether or not you plan to attend the meeting, please take the time to vote by completing and mailing the enclosed proxy card to us. If you sign, date and mail your proxy card without indicating how you want to vote, your proxy will be counted as a vote in favor of the merger and in favor of authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting. **If you do not vote by proxy, telephone or internet or vote in person at the Rumson special meeting, it will have the effect of a vote against the merger agreement, but will have no effect on the vote to authorize the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement, or vote on other matters properly presented at the special meeting.**

This document describes the special meeting, the merger, the documents related to the merger and other related matters. Please carefully read this entire document, including the RISK FACTORS beginning on page 29 for a discussion of the risks related to the proposed merger. You can also obtain information about 1st Constitution from documents 1st Constitution has filed with the Securities and Exchange Commission. 1st Constitution's SEC filings are available over the Internet at the SEC's website at <http://www.sec.gov>. You may also read and copy any document 1st Constitution files by visiting the SEC's public reference room in Washington, D.C. The SEC's address in Washington, D.C. is 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information about the public reference room.

Joseph Castelluci, Esq.

James Aaron, Esq.

President, Chief Executive Officer and
General Counsel

Chairman of the Board

Rumson-Fair Haven Bank and Trust
Company

Rumson-Fair Haven Bank and
Trust Company

Neither the Securities and Exchange Commission, nor any bank regulatory agency, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The shares of 1st Constitution common stock to be issued in the merger are not savings accounts, deposits or other obligations of a bank or depository institution and are not insured by the Federal Deposit Insurance Corporation or any other governmental agency.

This proxy statement and prospectus is dated _____, 2013, and is first being mailed to Rumson shareholders on or about _____, 2013.

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FOR approval of authorization of the Board of Directors, in its discretion, to vote on other matters properly presented at the special meeting.

By Order of the Board of Directors,

President and Chief Executive Officer,

General Counsel and Secretary

Rumson, New Jersey

, 2013

IMPORTANT WHETHER YOU PLAN TO ATTEND THE MEETING IN PERSON OR NOT, PLEASE VOTE PROMPTLY BY SUBMITTING YOUR PROXY BY INTERNET, PHONE OR BY COMPLETING, SIGNING, DATING AND RETURNING YOUR PROXY CARD IN THE ENCLOSED ENVELOPE. RETURNING THE PROXY CARD WILL NOT PREVENT YOU FROM VOTING IN PERSON IF YOU ATTEND THE MEETING

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ADDITIONAL INFORMATION

The accompanying proxy statement and prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the proxy statement and prospectus, including any documents referenced in the proxy statement and prospectus, and its appendices carefully and in their entirety. If you have any questions concerning the merger, the other meeting matters or the proxy statement and prospectus, or need assistance voting your shares, please contact Rumson-Fair Haven Bank and Trust Company (hereinafter "Rumson") at the address or telephone number listed below:

Rumson-Fair Haven Bank and Trust Company

20 Bingham Avenue

Rumson, New Jersey 07760

Attention: Joseph Castelluci

(732) 933-4445

Neither Rumson nor 1st Constitution has authorized anyone to provide you with any information other than the information included in this document and the documents to which you are referred in this document. If someone provides you with other information, please do not rely on it as being authorized by Rumson or 1st Constitution.

This proxy statement and prospectus offers only the cash and shares of 1st Constitution common stock offered in the merger, and offers such shares only where it is legal to do so.

This proxy statement and prospectus has been prepared as of _____, 2013. Changes that may have occurred in the affairs of 1st Constitution or Rumson or their respective subsidiaries since that date are not reflected in this document.

The information contained in this document with respect to 1st Constitution was provided solely by 1st Constitution, and the information contained in this document with respect to Rumson was provided solely by Rumson.

Please do not send your stock certificates at this time. You will be sent separate instructions regarding the surrender of your stock certificates.

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE MEETING

Q: WHAT IS THE PURPOSE OF THIS DOCUMENT?

A: This document serves as both a proxy statement of Rumson and as a prospectus of 1st Constitution. As a proxy statement/prospectus, it is being provided to you by the Rumson Board of Directors in connection with the Board's solicitation of proxies for the Rumson special meeting at which Rumson shareholders will be asked (1) to approve the merger agreement by and between 1st Constitution, 1st Constitution Bank, and Rumson, as amended, and the merger between Rumson and 1st Constitution Bank, (2) to approve authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting and (3) to approve authorization of the Board of Directors, in its discretion, to vote on other matters properly presented at the special meeting.

As a prospectus, this document is being provided to you because 1st Constitution is offering to exchange shares of its common stock and cash for shares of Rumson common stock upon completion of the merger.

Q: WHY ARE RUMSON, 1ST CONSTITUTION AND 1ST CONSTITUTION BANK PROPOSING TO MERGE?

A: The Boards of Directors of Rumson, 1st Constitution and 1st Constitution Bank are proposing to merge Rumson into 1st Constitution Bank because they believe that combining the strengths of these two financial institutions is in the best interests of Rumson, 1st Constitution and 1st Constitution Bank, their respective shareholders and the respective customers of Rumson and 1st Constitution Bank. Please see THE MERGER Rumson's Reasons for the Merger and THE MERGER Recommendation of the Rumson Board of Directors at page 45 for the various factors considered by the Rumson Board of Directors in recommending that Rumson's shareholders vote FOR the proposal to approve the merger agreement and the merger, FOR the proposal to approve authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting and FOR the proposal to approve authorization of the Board of Directors of Rumson, in its discretion, to vote on other matters properly presented at the special meeting.

Q: WHAT WILL I RECEIVE IN THE MERGER?

A: Upon completion of the merger, you will receive, at your election and subject to the terms in the merger agreement, for each outstanding share of Rumson common stock that you own at the effective time of the merger, either 0.7772 shares of 1st Constitution common stock or \$7.50 in cash, or a combination of cash and 1st Constitution common stock.

Holders of Rumson's shares immediately prior to the effective time of the merger will be able to elect to receive cash, stock, a combination of cash and 1st Constitution stock, or to indicate that such holder has no preference as to the receipt of cash or 1st Constitution common stock. If the elections would result in other than 60% of the merger consideration to be paid by 1st Constitution equaling cash and 40% 1st Constitution common stock, then the Exchange Agent, described below, will designate, on a pro rata basis, from those holders electing to receive shares, those electing to receive cash, those electing a combination of cash and 1st Constitution common stock, and those indicating no preference, those holders who will receive shares or cash, as applicable, so that 60% of the outstanding shares of Rumson are exchanged for cash and 40% of the outstanding shares of Rumson are exchanged for shares of 1st Constitution common stock. In addition, each outstanding option, whether vested or unvested, to acquire shares of common stock of Rumson will be terminated and converted into the right to receive cash equal to the product of (i) the

aggregate number of shares of common stock of Rumson underlying such outstanding option multiplied by (ii) the excess, if any, of \$7.50 over the per share exercise price of such outstanding option. Each share of restricted stock, which is unvested and unissued, will be converted into

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the right to receive 0.7772 shares of 1st Constitution common stock. Each outstanding share of common stock of 1st Constitution will remain outstanding and unaffected by the merger. See **The MERGER Terms of the Merger What Rumson Shareholders Will Receive in the Merger**, beginning at page 53.

Q: WHAT ARE THE TAX CONSEQUENCES OF THE MERGER TO RUMSON S SHAREHOLDERS?

A: The obligation of 1st Constitution and Rumson to complete the merger is conditioned upon the receipt of a legal opinion from Day Pitney LLP, counsel to 1st Constitution, to the effect that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code.

Provided that the merger qualifies as a reorganization for United States federal income tax purposes, the specific tax consequences of the merger to a Rumson shareholder will depend upon the form of consideration such Rumson shareholder receives in the merger.

If you receive solely shares of 1st Constitution common stock and cash instead of a fractional share of 1st Constitution common stock in exchange for your Rumson common stock, then you generally will not recognize any gain or loss, except with respect to the cash received instead of a fractional share of 1st Constitution common stock.

If you receive solely cash, then you generally will recognize gain or loss equal to the difference between the amount of cash you receive and your adjusted tax basis in your Rumson common stock. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of Rumson common stock.

If you receive a combination of 1st Constitution common stock and cash, other than cash instead of a fractional share of 1st Constitution common stock, in exchange for your Rumson common stock, then you may recognize gain, but you will not recognize loss, upon the exchange of your shares of Rumson common stock for shares of 1st Constitution common stock and cash. If the sum of the fair market value of the 1st Constitution common stock and the amount of cash you receive in exchange for your shares of Rumson common stock exceeds the adjusted tax basis of your shares of Rumson common stock, you will recognize taxable gain equal to the lesser of the amount of such excess or the amount of cash you receive in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if you have established a holding period of more than one year for your shares of Rumson common stock. Depending on certain facts specific to you, any gain could instead be characterized as ordinary dividend income.

Q: DO I HAVE RIGHTS TO DISSENT FROM THE MERGER?

A: Yes. Any holder of Rumson common stock who elects to dissent from the merger will be entitled to payment for its shares only to the extent permitted by and in accordance with the provisions of § 17:9A-140 through § 17:9A-146 of the New Jersey Banking Act of 1948, as amended. **If you fail to act pursuant to § 17:9A-140, § 17:9A-141 and § 17:9A-146 of the New Jersey Banking Act of 1948, as amended, you will be forever barred from bringing any action (i) to enforce its right to be paid the value of its shares or (ii) to enjoin, set aside or otherwise affect the merger. Consequently, if you wish to exercise your dissenters' rights, you are strongly urged to consult with your legal advisor before attempting to do so.** See **The MERGER Rights of Dissenting Shareholders**, beginning at

page 68 and the text of § 17:9A-140 through § 17:9A-146 of the New Jersey Banking Act of 1948, as amended, which is attached hereto as Annex C.

Q: ARE THERE ANY REGULATORY OR OTHER CONDITIONS TO THE MERGER OCCURRING?

A: Yes. The merger of Rumson into 1st Constitution Bank must be approved by the Federal Deposit Insurance Corporation (the FDIC) and the New Jersey Department of Banking and Insurance, and a waiver must be obtained from the Board of Governors of the Federal Reserve System. Applications were filed with the

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FDIC and the New Jersey Department of Banking and Insurance on October 4, 2013 and October 7, 2013, respectively. A request for a waiver from the Board of Governors of the Federal Reserve System will be made at a later date only after approval from the FDIC has been received. Approvals for the applications to the FDIC and the New Jersey Department of Banking and Insurance are pending. In addition, the merger must be approved by the holders of at least two-thirds of the outstanding shares of Rumson common stock.

Completion of the merger is also subject to certain other conditions. See **THE MERGER** Conditions to the Merger, beginning at page 60.

Q: WHAT DOES THE BOARD OF DIRECTORS RECOMMEND?

A: The Rumson Board of Directors has unanimously approved the merger and the merger agreement and believes that the proposed merger is in the best interests of Rumson and its shareholders. Accordingly, the Rumson Board of Directors unanimously recommends that Rumson shareholders vote **FOR** approval of the merger agreement and the merger, **FOR** approval of authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting and **FOR** approval of authorization of the Board of Directors, in its discretion, to vote on other matters properly presented at the special meeting.

Q: ARE THERE RISKS ASSOCIATED WITH 1ST CONSTITUTION S COMMON STOCK OR THE MERGER?

A: Yes. For a description of some of the risks, see **RISK FACTORS**, beginning at page 25.

Q: WHAT DO I NEED TO DO NOW?

A: After you have carefully read this proxy statement and prospectus, you should indicate on your proxy card how you want your shares to be voted, then sign, date and mail the proxy card in the enclosed postage-paid envelope as soon as possible so that your shares may be represented and voted at the special meeting of Rumson s shareholders. You should also indicate on your proxy card how you want your shares voted on the other proposal to be considered at the special meeting of Rumson s shareholders. In addition, you may attend the special meeting of Rumson s shareholders in person and vote, whether or not you have signed and mailed your proxy card.

If you are a Rumson shareholder and you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote **FOR** approval of the merger agreement described in this proxy statement and prospectus, **FOR** approval of authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting and **FOR** approval of authorization of the Board of Directors, in its discretion, to vote on other matters properly presented at the special meeting. **If you fail to return your proxy card or vote by telephone, on the internet or in person or fail to instruct your broker or other nominee to vote your shares, your shares will not be voted and this will have the same effect as a vote against approval of the merger agreement but will have no effect on the proposal regarding approval of authorization of the Board of Directors to adjourn the special meeting to a later date, if necessary, to solicit additional proxies in favor of approval of the merger agreement or vote on other matters properly presented at the special meeting.**

Q: HOW DO RUMSON SHAREHOLDERS REGISTER THEIR ELECTION TO RECEIVE CASH, 1ST CONSTITUTION STOCK OR A COMBINATION OF CASH OR 1ST CONSTITUTION STOCK?

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A: Each Rumson shareholder should complete and return an election form, along with their Rumson stock certificate(s), according to the instructions included with the election form. The election form will be provided to

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Rumson shareholders in a mailing separate from this proxy statement and prospectus. If you own shares of Rumson common stock in street name through a broker or other nominee and you wish to make an election, you should obtain instructions from the broker or other nominee holding your shares concerning how to make your election. The election forms must be received by Register and Transfer Co., the Exchange Agent, no later than the close of business three business days prior to the date on which we consummate the merger. Assuming that all regulatory approvals are received (and the 15 to 30 day period following FDIC approval during which the Justice Department may file objections to the merger relating to competitive factors has passed) prior to the special meeting and assuming that Rumson shareholders approve the proposals described in this document, we hope to consummate the merger in the first calendar quarter of 2014. **Thus, if you are a Rumson shareholder, you should make sure that the Exchange Agent receives your election form at least three business days prior to the date on which we consummate the merger.** If you are a Rumson shareholder and you either do not submit an election form or you submit an election form after the deadline, your shares will be deemed to be No Election Shares for purposes of the allocation procedures described in this proxy statement and prospectus. We cannot tell you at this point whether No Election Shares will receive cash, 1st Constitution common stock, or a combination of cash and 1st Constitution common stock in the merger. See THE MERGER Terms of the Merger Election Form; Exchange of Shares beginning on page 53.

Q: MUST MY ELECTION FORM COVER ALL OF MY RUMSON SHARES?

A: Yes. Each holder of Rumson shares may submit only one election form. The only exception is for shareholders who hold shares on behalf of others or shareholders who hold shares in a retirement account. Shareholders who hold Rumson shares as nominees, trustees or in other representative capacities may submit multiple election forms, provided that each such election form covers all of the shares of Rumson common stock held by such representative for a particular beneficial owner. Shareholders who hold shares in a retirement account may also submit multiple election forms as long as each election form covers all of the shares held by such shareholder individually or in the retirement account.

Q: MAY I CHANGE MY VOTE AFTER I HAVE MAILED MY SIGNED PROXY CARD?

A: Yes. There are three ways for you to revoke your proxy and change your vote. First, you may send a later-dated, signed proxy card before the special meeting. Second, you may revoke your proxy by written notice (which you could personally deliver at the special meeting) to the Secretary of Rumson at any time prior to the vote being taken at the special meeting of Rumson's shareholders. Third, you may submit a new proxy via telephone or the Internet. If you have instructed a broker to vote your shares, you must follow directions received from your broker to change your vote. If you deliver such a notice or if you do not submit a proxy, you may vote your shares at the special meeting of Rumson's shareholders. If you wish to vote in person at the special meeting of Rumson's shareholders, you may deliver your completed proxy card in person or you may vote by completing a ballot, which will be available at the special meeting. Attendance at the special meeting of Rumson's shareholders will not by itself constitute a revocation of a proxy.

Q: MAY I CHANGE MY ELECTION FORM AFTER I HAVE MAILED IT TO THE EXCHANGE AGENT?

A: Yes, provided that you deliver a notice of revocation to the Exchange Agent prior to the election deadline, which will be the close of business on the third business day prior to the date on which the merger is consummated. You may deliver a new election form with your notice of revocation, provided that both documents are received prior to the election deadline.

Q: SHOULD I SEND IN MY STOCK CERTIFICATES NOW?

A: You should only submit your Rumson stock certificates when you submit your election form. If you do not submit an election form, 1st Constitution will mail to you instructions for exchanging your stock certificates promptly after the merger is consummated.

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Q: HOW MANY SHARES OF 1ST CONSTITUTION COMMON STOCK ARE ISSUABLE PURSUANT TO THE MERGER?

A: If:

none of the outstanding Rumson stock options is exercised prior to the completion of the merger;

none of the unvested and unissued shares of Rumson restricted stock are cancelled prior to the completion of the merger;

no adjustment is made in the exchange ratio because of a stock split, stock dividend or similar event affecting the stock price of 1st Constitution common stock; and

no adjustment is made in the exchange ratio as a result of the price adjustment provision described below under **THE MERGER Termination** , then, as result of the 40% stock/60% cash allocation of the merger consideration contained in the merger agreement, the maximum number of shares of 1st Constitution common stock issuable pursuant to the merger agreement, assuming none of the outstanding options to purchase shares of Rumson common stock are exercised prior to the completion of the merger, is 1,006,385 shares.

Q: WHERE CAN I FIND MORE INFORMATION?

A: You can find more information about 1st Constitution from the various sources described under **WHERE YOU CAN FIND MORE INFORMATION** beginning at page 166.

Q: WHAT IF THERE IS A CONFLICT BETWEEN DOCUMENTS?

A: You should rely on the later filed document. Information in this proxy statement and prospectus may update information contained in one or more of the 1st Constitution documents filed previously with Securities and Exchange Commission or contained in one or more of the Rumson documents previously furnished to Rumson shareholders.

Q: WHEN DO YOU EXPECT TO MERGE?

A: We are working toward completing the merger as quickly as possible and currently anticipate that the merger will be completed in the first calendar quarter of 2014. We cannot close the merger until (a) after we receive all necessary bank regulatory approvals and the 15 to 30 day period following FDIC approval during which the Justice Department may file objections to the merger relating to competitive factors has passed and (b) after the shareholders of Rumson have approved the merger agreement and the merger at the special meeting of Rumson shareholders.

Q: WHOM SHOULD I CALL WITH QUESTIONS OR TO OBTAIN ADDITIONAL COPIES OF THIS PROXY STATEMENT AND PROSPECTUS?

A: If you have questions about the Rumson meeting or if you need additional copies of this proxy statement and prospectus, you should contact:

Mr. Joseph Castelluci

Rumson-Fair Haven Bank and Trust Company

20 Bingham Avenue

Rumson, New Jersey 07760

Telephone: (732) 933-4445

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SUMMARY

This summary highlights selected information from this proxy statement and prospectus. Because this is a summary, it does not contain all of the information that may be important to you. You should carefully read this entire document and the other documents we refer to in this document before you decide how to vote. These references will give you a more complete description of the merger agreement and the merger and the other matters to be considered at the special meetings. We have included page references in this summary to direct you to more complete descriptions of the topics provided elsewhere in this proxy statement and prospectus.

The Companies (See pages 120 to 142 for Rumson and pages 70 to 120 for 1st Constitution)

Rumson-Fair Haven Bank and Trust Company

20 Bingham Avenue

Rumson, New Jersey 07760

Telephone: (732) 933-4445

Rumson is a New Jersey State-chartered bank with five offices located in Monmouth County, New Jersey. Rumson's executive office is located at 20 Bingham Avenue, Rumson, New Jersey; its main office is located at 636 River Road, Fair Haven, New Jersey; and its branches are located at 511 Cookman Avenue, Asbury Park, New Jersey, 251 East Main Street, Oceanport, New Jersey, and 500 Broad Street, Shrewsbury, New Jersey. Rumson commenced business on July 17, 2000. The primary business of Rumson is to provide deposit and lending services for individuals, small to medium-sized businesses and professional practices in our market area.

As a community bank, Rumson's emphasis involves providing a broad range of products and services. These products and services offered by Rumson are designed to provide deposit and loan products that meet its customers' needs. Rumson offers the traditional range of banking products to its customers, including commercial loans, construction loans, residential loans, installment loans, checking accounts, savings accounts, certificates of deposit, safe deposit boxes, night depository and automated teller services, as well as internet banking, including electronic bill payment.

RFHB Investment Company (RFHBIC) was organized in 2009 under New Jersey law as a New Jersey Investment Company. The primary business of RFHBIC, a 100% owned subsidiary of Rumson, is to hold investment securities.

On June 1, 2012, Rumson entered into an agreement with Colonial Investments, LLC and formed RFH Title Agency, LLC, (RFH Title) a New Jersey limited liability company, whereby Rumson is a 49% owner. The purpose of the company is to act as title insurance agent for Chicago Title Insurance Company in insuring title insurance policies for real estate properties. An initial investment of \$1,000 was made. The newly organized title company is not consolidated for financial accounting purposes. Rumson accounts for this investment using the equity method of accounting. At December 31, 2012, the investment in the title company was \$1,000 and is recorded in assets in the accompanying consolidated statements of condition.

Rumson is subject to Federal and New Jersey statutes applicable to banks chartered under the New Jersey banking laws. Rumson's deposits are insured by the Federal Deposit Insurance Corporation (the FDIC). Accordingly, Rumson is subject to regulation, supervision and examination by the FDIC and the New Jersey State Department of Banking and Insurance.

1st Constitution Bancorp

2650 Route 130

Cranbury, New Jersey 08512

Telephone: (609) 655-4500

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1st Constitution is a bank holding company registered under the Bank Holding Company Act of 1956, as amended. 1st Constitution 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, a full service commercial bank which began operations in August 1989, and thereby enabling 1st Constitution Bank to operate within a bank holding company structure. 1st Constitution became an active bank holding company on July 1, 1999. 1st Constitution Bank is a wholly-owned subsidiary of 1st Constitution. Other than its ownership interest in 1st Constitution Bank, 1st Constitution currently conducts no other significant business activities. 1st Constitution Bank operates fourteen branches, and manages an investment portfolio through its subsidiary, 1st Constitution Investment Company of New Jersey, Inc. FCB Assets Holdings, Inc., a subsidiary of 1st Constitution Bank is used by 1st Constitution Bank to manage and dispose of repossessed real estate. 1st Constitution Capital Trust II, a subsidiary of 1st Constitution, was created in May 2006 to issue trust preferred securities to assist 1st Constitution to raise additional regulatory capital.

The Merger (See page 41)

Pursuant to the merger agreement, Rumson will merge with and into 1st Constitution Bank, with 1st Constitution Bank as the surviving bank in the merger.

A copy of the merger agreement between 1st Constitution, 1st Constitution Bank and Rumson is attached to this proxy statement and prospectus as Annex A.

Rumson shareholders will receive either cash or stock, or a combination of cash and stock. Upon completion of the merger, the shareholders of Rumson will receive, at their election, for each outstanding share of Rumson common stock that they own at the effective time of the merger, either 0.7772 shares of 1st Constitution common stock or \$7.50 in cash or a combination of cash and 1st Constitution common stock, subject to proration as described in the merger agreement, so that 60% of the aggregate merger consideration will be cash and 40% will be shares of 1st Constitution common stock.

Holders of Rumson's stock immediately prior to the effective time of the merger will be able to elect to receive cash or stock, or a combination of cash and stock, or to indicate that such holder has no preference as to the receipt of cash or 1st Constitution common stock. If such election would result in other than 60% of the merger consideration to be paid in cash by 1st Constitution and other than 40% of the merger consideration to be paid in stock by 1st Constitution, then the Exchange Agent will designate, on a pro rata basis, from those holders electing to receive shares, those electing to receive cash, and those indicating no preference, those holders who will receive stock or cash, as applicable, so that 60% of the outstanding shares of Rumson will receive cash and 40% of the outstanding shares of Rumson will receive 1st Constitution common stock. See **THE MERGER** Terms of the Merger, beginning at page 53.

The exchange ratio will be adjusted proportionately if 1st Constitution makes any stock splits, stock dividends or similar distributions prior to the closing of the merger.

1st Constitution will not issue any fractions of a share of common stock. Rather, 1st Constitution will pay cash (without interest) for any fractional share interest that any Rumson shareholder would otherwise receive in the merger. All shares of Rumson common stock held by a shareholder immediately prior to the effective time of the merger will be aggregated before determining the need to pay cash in lieu of fractional shares to such former shareholder.

Tax Consequences (See pages 65 to 68)

The tax consequences of the merger are dependent on whether the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. The obligation of 1st Constitution and

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Rumson to complete the merger is conditioned upon the receipt of a legal opinion from Day Pitney LLP, counsel to 1st Constitution, to the effect that the merger will qualify as a reorganization. Provided that the merger qualifies as a reorganization for United States federal income tax purposes, the specific tax consequences of the merger to a Rumson shareholder will depend upon the form of consideration such Rumson shareholder receives in the merger.

If a Rumson shareholder receives solely shares of 1st Constitution common stock and cash instead of a fractional share of 1st Constitution common stock in exchange for Rumson common stock, then the shareholder generally will not recognize any gain or loss, except with respect to the cash received instead of a fractional share of 1st Constitution common stock.

If a Rumson shareholder receives solely cash, then the shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the shareholder's adjusted tax basis in their Rumson common stock. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if the shareholder has a holding period of more than one year for their shares of Rumson common stock.

If the shareholder receives a combination of 1st Constitution common stock and cash, other than cash instead of a fractional share of 1st Constitution common stock, in exchange for Rumson common stock, then the shareholder may recognize gain, but not loss, upon the exchange of shares of Rumson common stock for shares of 1st Constitution common stock and cash. If the sum of the fair market value of the 1st Constitution common stock and the amount of cash received in exchange for shares of Rumson common stock exceeds the adjusted tax basis of the shareholder's shares of Rumson common stock, taxable gain will be recognized equal to the lesser of the amount of such excess or the amount of cash received in the exchange. Generally, any gain recognized upon the exchange will be capital gain, and any such capital gain will be long-term capital gain if the shareholder has established a holding period of more than one year for their shares of Rumson common stock. Depending on certain facts specific to the shareholder, any gain could instead be characterized as ordinary dividend income.

If the merger does not qualify as a reorganization, then each holder of Rumson common stock will recognize capital gain or loss equal to the difference between (a) the sum of the fair market value of the shares of 1st Constitution common stock, as of the effective date of the merger, received by such holder pursuant to the merger and the amount of any cash received by such holder pursuant to the merger and (b) its adjusted tax basis in the shares of Rumson common stock surrendered in exchange therefor. Gain or loss will be computed separately with respect to each identified block of Rumson common stock exchanged in the merger.

Further, if the merger is not treated as a reorganization, Rumson will be subject to tax on the deemed sale of its assets to 1st Constitution, with gain or loss for this purpose measured by the difference between Rumson's tax basis in its assets and the fair market value of the consideration deemed to be received therefor or, in other words, the cash and shares of 1st Constitution common stock plus liabilities assumed in the merger, and 1st Constitution will become liable for any tax liability of Rumson resulting from the merger.

Rumson's Reasons for the Merger (See pages 43 to 45)

Rumson's Board of Directors has unanimously approved the merger and the merger agreement and believes that the proposed merger is in the best interests of Rumson and its shareholders. If the merger is consummated, Rumson

shareholders who receive 1st Constitution common stock in the merger will own stock in a larger and more diversified corporation.

In unanimously approving the merger agreement, Rumson's Board of Directors considered, among other things, the terms of the merger agreement, including the financial terms, the income tax consequences of the transaction, the historical market prices and liquidity of 1st Constitution common stock and Rumson common stock, the competitive environment facing Rumson, the business and prospects of 1st Constitution and such other reasons as set forth on pages 43 to 45.

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