

BAR HARBOR BANKSHARES
Form 10-K/A
March 24, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2016

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number: 001-13349

BAR HARBOR BANKSHARES

(Exact name of registrant as specified in its charter)

Maine

01-0393663

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

P.O. Box 400, 82 Main Street

04609-0400

(207) 288-3314

Bar Harbor, Maine

(Zip Code)

(Registrant's telephone number, including area code)

(Address of principal executive offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of class
Common Stock, \$2.00 par value per share

Name of exchange on which registered
NYSE MKT, LLC

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act: YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act: YES NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days: YES NO

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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: Large accelerated filer Accelerated filer Non-accelerated filer (do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): YES NO

The aggregate market value of the common stock held by non-affiliates of Bar Harbor Bankshares was \$208,645,716 based on the closing sale price of the common stock on the NYSE MKT on June 30, 2016, the last trading day of the registrant's most recently completed second quarter.

Number of shares of Common Stock par value \$2.00 outstanding as of March 10, 2017: 10,256,441

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement for the Annual Meeting of Stockholders to be held on May 16, 2017 are incorporated by reference into Part III, Items 10-14 of this Annual Report on Form 10-K.

Explanatory Note

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the fiscal year ended December 31, 2016, as filed with the Securities and Exchange Commission (the SEC) on March 14, 2017 (Original Form 10-K), to correct administrative errors in the contents of Exhibit 23.1, the Consent of RSM US LLP (the RSM US LLP Consent), and Exhibit 23.2, the Consent of KPMG LLP (the KPMG LLP Consent). The RSM US LLP Consent and the KPMG LLP Consent each incorrectly identified the date of the respective consents as March 14, 2016 and inadvertently included Registration Statements on Form S-3 that expired. The correct date of the RSM US LLP Consent and the correct date of the KPMG LLP Consent included in the Original Form 10-K are both March 14, 2017. The RSM US LLP Consent with the correct date and registration statement references and the KPMG LLP Consent with the correct date and registration statement references are filed as exhibits attached hereto.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the Exchange Act), this Form 10-K/A also contains new certifications pursuant to Sections 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K under the Exchange Act, paragraphs 3, 4 and 5 of the certifications have been omitted.

Other than the corrections noted in this Explanatory Note, no other changes have been made to the Original Form 10-K. This Amendment No. 1 does not reflect subsequent events occurring after the original filing date of the Original Form 10-K or modify or update in any way disclosures made in the Original Form 10-K. Amendment No. 1 should be read in conjunction with the Original Form 10-K.

**Exhibit
Number**

Description of Exhibit

- | | |
|--------|--|
| 23.1* | Consent of Independent Registered Public Accounting Firm. |
| 23.2* | Consent of Independent Registered Public Accounting Firm. |
| 31.1** | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer. |
| 31.2** | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer. |

* Filed electronically herewith

** Furnished electronically herewith

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

March 24, 2017

BAR HARBOR BANKSHARES

(Registrant)

/s/ Curtis C. Simard
Curtis C. Simard

President & Chief Executive Officer