

SUSSEX BANCORP
Form S-4/A
October 27, 2017
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As filed with the Securities and Exchange Commission on October 27, 2017

Registration No. 333-219431

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

AMENDMENT NO. 1
TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Sussex Bancorp
(Exact name of registrant as specified in its charter)

New Jersey (State or other jurisdiction of	6022 (Primary Standard Industrial	22-3475473 (I.R.S. Employer
incorporation or organization)	Classification Code Number) 100 Enterprise Drive, Suite 700 Rockaway, New Jersey 07866 (844) 256-7328	Identification Number)

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

Anthony Labozzetta
President and Chief Executive Officer
100 Enterprise Drive, Suite 700
Rockaway, New Jersey 07866
(844) 256-7328

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

With copies to:

Richard A. Schaberg, Esq.
Hogan Lovells US LLP
555 Thirteenth Street, NW
Columbia Square
Washington, D.C. 20004
(202) 637-5910

Edward C. Hogan, Esq.
Stevens & Lee
Princeton Pike Corporate Center
100 Lenox Drive, Suite 200
Lawrenceville, NJ 08648
(609) 243-6434

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the merger described in the enclosed joint proxy statement/prospectus.

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 of 1933, as amended, 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
		Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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)

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 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. We may not sell the securities offered by this joint proxy statement/prospectus until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus does not constitute an offer to sell or a solicitation of an offer to buy any securities in any jurisdiction where an offer or solicitation is not permitted.

Joint Proxy Statement/Prospectus

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

On April 10, 2017, the boards of directors of Sussex Bancorp, or Sussex, and Community Bank of Bergen County, NJ, or Community, each unanimously approved a merger agreement between Sussex and Community, pursuant to which Community will merge with and into Sussex Bank, a New Jersey-chartered commercial bank and wholly owned subsidiary of Sussex, with Sussex Bank surviving the merger.

Sussex and Community are each holding a separate special meeting for their respective shareholders to vote on the proposals necessary to complete the merger. The merger cannot be completed unless the holders of at least a majority of the votes cast at a meeting of shareholders by holders of shares of Sussex common stock and the holders of at least two-thirds of the shares of Community common stock outstanding and entitled to vote at each company's shareholder meeting vote to adopt and approve the merger agreement. The boards of directors of Sussex and Community each unanimously recommends that all of their respective shareholders vote **FOR** adoption and approval of the merger agreement.

The special meeting of Sussex shareholders will be held at the office of Sussex Bancorp, located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey 07866 on December 15, 2017, at 12:00 p.m., local time. The special meeting of Community shareholders will be held at its Maywood Branch Office, 125 West Pleasant Avenue, Maywood, NJ 07607 on December 15, 2017, at 10:00 a.m., local time.

If the merger is completed, Community shareholders will receive 0.97 shares of Sussex common stock for each share of Community common stock they own on the effective date of the merger. Community shareholders will also receive cash in lieu of any fractional shares they would have otherwise received in the merger. Sussex expects to issue approximately 1,860,600 shares of its common stock in the merger. Although the number of shares of Sussex common stock that holders of Community common stock will be entitled to receive is fixed, the market value of the stock consideration will fluctuate with the market price of Sussex common stock and will not be known at the time Community shareholders vote on the merger. However, as described in more detail elsewhere in this joint proxy statement/prospectus, under the terms of the merger agreement, if the average price of Sussex common stock over a specified period of time decreases below certain specified thresholds, Community would have a right to terminate the merger agreement, unless Sussex elects to increase the exchange ratio, which would result in additional shares of Sussex common stock being issued.

Sussex common stock is listed on the NASDAQ Global Market under the symbol **SBBX** and Community common stock is quoted on the OTC under the symbol **CMTB**. On April 10, 2017, which was the last trading day preceding the public announcement of the proposed merger, the closing price of Sussex common stock was \$25.05 per share, which after giving effect to the exchange ratio has an implied value of \$ 24.30 per share. On October 20, 2017, which was the most recent practicable trading day before the printing of this joint proxy statement/prospectus, the closing price of Sussex common stock was \$25.15, which after giving effect to the exchange ratio, has an implied value of approximately \$24.40 per share. The market prices of Sussex and Community will fluctuate between now and the closing of the merger. We urge you to obtain current market quotations for both Sussex and Community common stock.

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Your vote is important regardless of the number of shares you own. Whether or not you plan to attend your company's shareholder meeting, please take the time to vote by completing and mailing the enclosed proxy card or by submitting a proxy through the Internet or by telephone as described in the instructions on the enclosed proxy card as soon as possible to make sure your shares are represented at the shareholder meeting. If you hold shares through a bank or broker, please use the voting instructions you have received from your bank or broker. If you submit a properly signed proxy card without indicating how you want to vote, your proxy will be counted as a vote **FOR** each of the proposals being voted on at your company's shareholder meeting. The failure to vote by submitting your proxy or attending your company's shareholder meeting and voting in person will have the same effect as a vote against adoption and approval of the merger agreement.

The accompanying document serves as the joint proxy statement for the special meeting of Sussex and the special meeting of Community, and as the prospectus for the shares of Sussex common stock to be issued in connection with the merger. This joint proxy statement/prospectus describes the shareholder meetings, the merger, the documents related to the merger and other related matters. Sussex and Community have sent you this joint proxy statement/prospectus and the proxy card because their respective board of directors is soliciting your proxy to vote at the respective shareholder meeting. Please carefully review and consider this joint proxy statement/prospectus. **Please give particular attention to the discussion under the heading Risk Factors beginning on page 30 for risk factors relating to the merger which you should consider.**

We look forward to the successful completion of the merger.

Sincerely,

Anthony Labozzetta

Peter A. Michelotti

Sussex Bancorp

Community Bank of Bergen County, NJ

President and Chief Executive Officer

President and Chief Executive Officer

Neither the Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved of the securities to be issued in the merger or determined if the attached joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

The shares of Sussex common stock to be issued in the merger are not savings accounts, deposits or other obligations of any bank or savings association and are not insured by any federal or state governmental agency.

This joint proxy statement/prospectus is dated October 27, 2017, and is first being mailed to Sussex shareholders and Community shareholders on or about November 7, 2017.

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125 W. Pleasant Ave.

Maywood, NJ 07607

(201) 587-1221

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON DECEMBER 15, 2017

A special meeting of shareholders of Community Bank of Bergen County, NJ, or Community, will be held at its Maywood Branch Office, 125 West Pleasant Avenue, Maywood, NJ 07607 on December 15, 2017, at 10:00 a.m., local time, for the following purposes:

1. to consider and vote on a proposal to approve the Agreement and Plan of Merger, or the merger agreement, by and between Sussex Bancorp, or Sussex, Sussex Bank, a New Jersey-chartered commercial bank and wholly owned subsidiary of Sussex, and Community, dated as of April 10, 2017, pursuant to which Community will merge with and into Sussex Bank with Sussex Bank surviving the merger; and
2. to consider and vote on a proposal to approve one or more adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are insufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to approve the merger agreement.

The merger agreement and proposed merger of Community with and into Sussex Bank is more fully described in the attached joint proxy statement/prospectus, which you should read carefully and in its entirety before voting. A copy of the merger agreement is included as Annex A to the attached joint proxy statement/prospectus.

The board of directors of Community has established the close of business on October 26, 2017 as the record date for the special meeting. Only record holders of Community common stock as of the close of business on that date will be entitled to notice of and vote at the special meeting or any adjournment or postponement of that meeting. A list of shareholders entitled to vote at the special meeting will be available for inspection at the special meeting and before the special meeting, during the period beginning two business days after notice of the meeting is given and upon written request by any Community shareholder. The affirmative vote of holders of at least two-thirds of the shares of Community common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement.

Your vote is important, regardless of the number of shares that you own. **Please complete, sign and return the enclosed proxy card promptly in the enclosed postage-paid envelope or submit a proxy through the Internet or by telephone as described in the instructions contained on the enclosed proxy card.** Voting by proxy will not prevent you from voting in person at the special meeting, but will assure that your vote is counted if you are unable to attend. You may revoke your proxy at any time before the meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions furnished to you by such record holder with these materials. If you do not vote in person or by proxy, the effect will be a vote **AGAINST** approval of the merger agreement.

The Community board of directors unanimously recommends that you vote FOR approval of the merger agreement and FOR the adjournment proposal as described above.

By Order of the Board of Directors,

Cecelia McMullen James

Corporate Secretary

Maywood, New Jersey

October 27, 2017

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100 Enterprise Drive, Suite 700

Rockaway, New Jersey 07866

(844) 256-7328

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON DECEMBER 15, 2017

A special meeting of shareholders of Sussex Bancorp, or Sussex, will be held at the office of Sussex Bancorp, located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey 07866 on December 15, 2017, at 12:00 p.m., local time, for the following purposes:

1. to consider and vote on a proposal to approve the Agreement and Plan of Merger, or the merger agreement, by and between Sussex Bancorp, or Sussex, Sussex Bank, a New Jersey-chartered commercial bank and wholly owned subsidiary of Sussex, and Community Bank of Bergen County, NJ, or Community, dated as of April 10, 2017, pursuant to which Community will merge with and into Sussex Bank with Sussex Bank surviving the merger; and
2. to consider and vote on a proposal to approve one or more adjournments of the special meeting, if necessary, to permit further solicitation of proxies if there are insufficient votes at the time of the special meeting, or at any adjournment or postponement of that meeting, to approve the merger agreement.

The merger agreement and proposed merger of Community with and into Sussex Bank is more fully described in the attached joint proxy statement/prospectus, which you should read carefully and in its entirety before voting. A copy of the merger agreement is included as Annex A to the attached joint proxy statement/prospectus.

The board of directors of Sussex has established the close of business on October 26, 2017 as the record date for the special meeting. Only record holders of Sussex common stock as of the close of business on that date will be entitled to notice of and vote at the special meeting or any adjournment or postponement of that meeting. A list of shareholders entitled to vote at the special meeting will be available for inspection at the special meeting and before the special meeting, during the period beginning two business days after notice of the meeting is given and upon written request by any Sussex shareholder. The affirmative vote of holders of at least a majority of the shares of Sussex common stock outstanding and entitled to vote at the special meeting is required to adopt and approve the merger agreement.

Your vote is important, regardless of the number of shares that you own. **Please complete, sign and return the enclosed proxy card promptly in the enclosed postage-paid envelope or submit a proxy through the Internet or by telephone as described in the instructions contained on the enclosed proxy card.** Voting by proxy will not prevent you from voting in person at the special meeting, but will assure that your vote is counted if you are unable to attend. You may revoke your proxy at any time before the meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the instructions furnished to you by such record holder with these materials. If you do not vote in person or by proxy, the effect will be a vote **AGAINST** adoption and approval of the merger agreement.

The Sussex board of directors unanimously recommends that you vote FOR adoption and approval of the merger agreement and FOR the adjournment proposal as described above.

By Order of the Board of Directors,

Linda Kuipers

Corporate Secretary

Rockaway, New Jersey

October 27, 2017

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ADDITIONAL INFORMATION

The accompanying joint proxy statement/prospectus incorporates by reference important business and financial information about Sussex and Community from documents that are not included in or delivered with the joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

Sussex Bancorp
100 Enterprise Drive, Suite 700
Rockaway, New Jersey 07866
Attention: Linda Kuipers
(844) 256-7328
www.sussexbank.com

Community Bank of Bergen County, NJ
125 W. Pleasant Ave.
Maywood, New Jersey 07607
Attention: Cecelia McMullen James
(201) 587-1221
www.cbcbnj.com

(*Investors tab*)

(*Investor Relations link on About Us webpage*)

To obtain timely delivery, you must request the information no later than five business days before the applicable shareholder meeting. In the case of Community shareholders, this means that you must make your request no later than December 8, 2017, and in the case of Sussex shareholders, this means that you must make your request no later than December 8, 2017.

For a more detailed description of the information incorporated by reference into the accompanying joint proxy statement/prospectus and how you may obtain it, see [Where You Can Find More Information](#) beginning on page 149.

The accompanying joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read the joint proxy statement/prospectus, including any documents incorporated by reference into the joint proxy statement/prospectus, and its annexes carefully and in their entirety. If you have any questions concerning the merger, the other meeting matters or the joint proxy statement/prospectus, or need assistance voting your shares, please contact Alliance Advisors, the proxy solicitor for Sussex, if you are a Sussex shareholder, and Laurel Hill Advisory Group, LLC, the proxy solicitor for Community, if you are a Community shareholder, at the address or telephone number listed below:

Alliance Advisors LLC
200 Broadacres Drive, 3rd floor
Bloomfield, NJ 07003
(833) 501-4841

Laurel Hill Advisory Group, LLC

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2 Robbins Lane, Suite 201

Jericho, New York 11753

Banks and Brokers Call (516) 933-3100

All Others Call Toll-Free (888) 742-1305

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

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QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SHAREHOLDER MEETINGS

The following questions and answers are intended to address briefly some commonly asked questions regarding the merger and the shareholder meetings. These questions and answers may not address all questions that may be important to you as a shareholder. To better understand these matters, and for a description of the legal terms governing the merger, you should carefully read this entire joint proxy statement/prospectus, including the annexes, as well as the documents that have been incorporated by reference into this joint proxy statement/prospectus.

Q: Why am I receiving this joint proxy statement/prospectus?

A: Sussex and Community have agreed to the acquisition of Community by Sussex under the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A. In order to complete the merger, Sussex and Community shareholders must adopt and approve the merger agreement. Sussex will hold a special meeting of shareholders and Community will hold a special meeting of shareholders to obtain this approval. This joint proxy statement/prospectus contains important information about the merger, the merger agreement, the shareholder meetings of Sussex and Community and other related matters, and you should read it carefully. The enclosed voting materials for each shareholder meeting allow you to vote your shares of common stock without attending your company's shareholder meeting in person.

We are delivering this joint proxy statement/prospectus to you as both a joint proxy statement of Sussex and Community and a prospectus of Sussex. It is a joint proxy statement because the boards of directors of both Sussex and Community are soliciting proxies from their respective shareholders. Your proxy will be used at your respective shareholder meeting or at any adjournment or postponement of that shareholder meeting. It is also a prospectus because Sussex will issue Sussex common stock to Community shareholders as consideration in the merger, and this prospectus contains information about that common stock.

Q: What will happen in the merger?

A: In the proposed merger, Community will merge with and into Sussex Bank, a New Jersey-chartered commercial bank and wholly owned subsidiary of Sussex, with Sussex Bank surviving the merger. Following the date of the merger agreement, Sussex, Sussex Bank and Community will collaborate to designate a new name for the surviving bank, or if after effective time, then the Sussex board shall determine a new name. Until such time, the name of the surviving bank shall remain Sussex Bank. Shares of Sussex will continue to trade on NASDAQ with the NASDAQ trading symbol SBBX .

Q: What will I receive in the merger?

A: *Community Shareholders.* If the merger is completed, Community shareholders will be entitled to receive 0.97 shares of Sussex common stock for each outstanding share of Community common stock held at the time of the merger.

The value of the stock consideration is dependent upon the value of Sussex common stock and therefore will fluctuate with the market price of Sussex common stock. Accordingly, any change in the price of Sussex common stock prior to the merger will affect the market value of the stock consideration that Community shareholders will receive as a result of the merger.

Sussex Shareholders. Sussex shareholders will continue to hold their existing shares. Following the merger, Sussex common stock will continue to trade on the NASDAQ Global Market under the symbol SBBX .

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Q: Will I receive any fractional shares of Sussex common stock as part of the merger consideration?

A: No. Sussex will not issue any fractional shares of Sussex common stock in the merger. Instead, Sussex will pay you the cash value of a fractional share (without interest) in an amount determined by multiplying the fractional share interest to which you would otherwise be entitled by the average of the closing sales prices of one share of Sussex common stock on The NASDAQ Stock Market, or NASDAQ, for the 5 trading days immediately preceding the closing date.

Q: What will happen to shares of Sussex common stock in the merger?

A: Sussex shareholders will not receive any merger consideration for their Sussex common stock. Each share of Sussex common stock outstanding will remain outstanding as a share of Sussex common stock. Following the merger, Sussex common stock will continue to trade on the NASDAQ Global Market under the symbol SBBX .

Q: What are the material U.S. federal income tax consequences of the merger to U.S. holders of shares of Community common stock?

A: The merger is intended to qualify for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Code. Accordingly, Community shareholders generally will not recognize any gain or loss on the conversion of shares of Community common stock solely into shares of Sussex common stock. However, a Community shareholder generally will be subject to tax on cash received in lieu of any fractional share of Sussex common stock that a Community shareholder would otherwise be entitled to receive. See The Merger Material U.S. Federal Income Tax Consequences of the Merger beginning on page 111.

Q: Will I be able to trade the shares of Sussex common stock that I receive in the merger?

A: You may freely trade the shares of Sussex common stock issued in the merger, unless you are an affiliate of Sussex as defined by Rule 144 under the Securities Act of 1933, as amended. Affiliates consist of individuals or entities that control, are controlled by or are under the common control with Sussex, and include the executive officers and directors of Sussex after the merger and may include significant shareholders of Sussex.

Q: What are the conditions to completion of the merger?

A: The obligations of Sussex and Community to complete the merger are subject to the satisfaction or waiver of certain closing conditions contained in the merger agreement, including the receipt of required regulatory approvals and tax opinions, and the adoption and approval of the merger agreement by the shareholders of both Sussex and Community.

Q: When do you expect the merger to be completed?

A: We will complete the merger when all of the conditions to completion contained in the merger agreement are satisfied or waived, including obtaining required regulatory approvals and the adoption and approval of the merger agreement by Sussex and Community shareholders at their respective shareholder meetings. While we expect the merger to be completed in the first quarter of 2018, because fulfillment of some of the conditions to completion of the merger is not entirely within our control, we cannot assure you of the actual timing.

Q: What shareholder approvals are required to complete the merger?

A: The merger cannot be completed unless the holders of at a majority of the shares of Sussex common stock outstanding and entitled to vote and the holders of at least two-thirds of the shares of Community common

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stock outstanding and entitled to vote at each company's shareholder meeting vote to adopt and approve the merger agreement.

Q: Are there any shareholders already committed to voting in favor of the merger agreement?

A: Yes. Each of the directors and executive officers of Community have entered into a voting agreement with Sussex requiring each of them to vote all shares of Community common stock owned by such person in favor of approval of the merger agreement. As of the record date, these directors and executive officers held shares of Community common stock, which represented approximately 5.6% of the outstanding shares of Community common stock.

Q: When and where are the shareholder meetings?

A: The special meeting of shareholders of Community will be held at its Maywood Branch Office, 125 West Pleasant Avenue, Maywood, NJ 07607 on December 15, 2017, at 10:00 a.m., local time. The special meeting of shareholders of Sussex will be held at the office of Sussex Bancorp, located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey 07866 on December 15, 2017, at 12:00 p.m., local time.

Q: What will happen at the shareholder meetings?

A: At the shareholder meetings, Sussex and Community shareholders will consider and vote on the proposal to adopt and approve the merger agreement. If, at the time of the Sussex and Community shareholder meeting, there are insufficient votes for the shareholders to adopt and approve the merger agreement, you may be asked to consider and vote on a proposal to adjourn such shareholder meeting, so that additional proxies may be collected.

Q: Who is entitled to vote at the Community shareholder meeting?

A: All holders of Community common stock who held shares at the close of business on October 26, 2017, which is the record date for the special meeting of Community shareholders, are entitled to receive notice of and to vote at the Community special meeting. Each holder of Community common stock is entitled to one vote for each share of Community common stock owned as of the record date.

Q: Who is entitled to vote at the Sussex shareholder meeting?

A: All holders of Sussex common stock who held shares at the close of business on October 26, 2017, which is the record date for the special meeting of Sussex shareholders, are entitled to receive notice of and to vote at the Sussex special meeting. Each holder of Sussex common stock is entitled to one vote for each share of Sussex common stock owned as of the record date.

Q: What constitutes a quorum for a shareholder meeting?

A: The quorum requirement for each company's shareholder meeting is the presence in person or by proxy of a majority of the total number of outstanding shares of common stock entitled to vote.

Q: How do the boards of directors of Sussex and Community recommend I vote?

A: After careful consideration, each of the Sussex and Community boards of directors unanimously recommends that all of their respective shareholders vote **FOR** adoption and approval of the merger agreement, and **FOR** the adjournment proposal, if necessary.

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Q: Are there any risks that I should consider in deciding whether to vote for adoption and approval of the merger agreement?

A: Yes. You should read and carefully consider the risk factors set forth in the section in this joint proxy statement/prospectus entitled Risk Factors, beginning on page 30, as well as the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed in the section of this joint proxy statement/prospectus entitled Information Regarding Forward-Looking Statements on page 35.

Q: What do I need to do now?

A: You should carefully read and consider the information contained in or incorporated by reference into this joint proxy statement/prospectus, including its annexes. It contains important information about the merger, the merger agreement, Sussex and Community. After you have read and considered this information, you should complete and sign your proxy card and return it in the enclosed postage-paid envelope or submit a proxy through the Internet or by telephone as soon as possible so that your shares will be represented and voted at your company's shareholder meeting.

Q: How may I vote my shares for the shareholder meeting proposals presented in this joint proxy statement/prospectus?

A: You may vote by accessing the Internet website or calling the telephone number specified on the proxy card or by completing, signing, dating and returning the proxy card in the enclosed postage-paid envelope as soon as possible. This will enable your shares to be represented and voted at your company's shareholder meeting. If you attend the meeting, you may deliver your completed proxy card in person or may vote by completing a ballot that will be available at the meeting. If your shares are registered in street name in the name of a broker or other nominee and you wish to vote at the meeting, you will need to obtain a legal proxy from your bank or brokerage firm. Please consult the voting form sent to you by your bank or broker to determine how to obtain a legal proxy in order to vote in person at the meeting.

Q: If my shares are held in street name by my broker, bank or other nominee, will my broker, bank or other nominee automatically vote my shares for me?

A: No. Your broker, bank or other nominee *will not* vote your shares unless you provide instructions to your broker, bank or other nominee on how to vote. You should instruct your broker, bank or other nominee to vote your shares by following the instructions provided by the broker, bank or nominee with this joint proxy statement/prospectus.

Q: How will my shares be represented at the shareholder meeting?

- A: At the shareholder meetings for each of Sussex and Community, the individuals named in your proxy card will vote your shares in the manner you requested if you properly signed and submitted your proxy. If you sign your proxy card and return it without indicating how you would like to vote your shares, your proxy will be voted:
- (1) **FOR** the adoption and approval of the merger agreement; and (2) **FOR** the approval of the adjournment of the shareholder meeting, if necessary, to solicit additional proxies if there are insufficient votes to adopt and approve the merger agreement at the time of the shareholder meeting.

Q: What if I fail to submit my proxy card or to instruct my broker, bank or other nominee?

- A: If you fail to properly submit your proxy card or to instruct your broker, bank or other nominee to vote your shares of Sussex and Community common stock, and you do not attend your company's shareholder meeting and vote your shares in person, your shares will not be voted. This will have the same effect as a vote **AGAINST** adoption and approval of the merger agreement, but will have no impact on the outcome of the other proposal.

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Q: Can I attend the shareholder meeting and vote my shares in person?

A: Yes. Although the Sussex and Community boards of directors request that you return the proxy card accompanying this joint proxy statement/prospectus, all shareholders are invited to attend their company's shareholder meeting. Shareholders of record on October 26, 2017 can vote in person at the Community special meeting, and shareholders of record on October 26, 2017 can vote in person at the Sussex special meeting. If your shares are held by a broker, bank or other nominee, then you are not the shareholder of record and you must bring to the shareholder meeting appropriate documentation from your broker, bank or other nominee to enable you to vote at the shareholder meeting.

Q: Can I change my vote after I have submitted my proxy?

A: Yes. If you do not hold your shares in street name, there are three ways you can change your vote at any time after you have submitted your proxy and before your proxy is voted at the shareholder meeting:

you may deliver a written notice bearing a date later than the date of your proxy card to the company's Secretary at the address listed below, stating that you revoke your proxy;

you may submit a new signed proxy card bearing a later date or vote again by telephone or Internet (any earlier proxies will be revoked automatically); or

you may attend the shareholder meeting and vote in person, although attendance at the shareholder meeting will not, by itself, revoke a proxy.

You should send any notice of revocation to the appropriate company at:

Sussex Bancorp

100 Enterprise Drive, Suite 700

Rockaway, New Jersey 07866

Attention: Linda Kuipers, Corporate Secretary

Community Bank of Bergen County, NJ

125 W. Pleasant Ave.

Maywood, New Jersey 07607

Attention: Cecelia McMullen James, Corporate Secretary

If you have instructed a bank, broker or other nominee to vote your shares, you must follow the directions you receive from your bank, broker or other nominee to change your voting instructions.

Q: What if I hold stock of both Sussex and Community?

A: If you hold shares of both Sussex and Community, you will receive two separate packages of proxy materials. A vote as a Community shareholder for the merger proposal or any other proposals to be considered at the Community special meeting will not constitute a vote as a Sussex shareholder for the merger proposal or any other proposals to be considered at the Sussex special meeting, and vice versa. Therefore, please sign, date and return all proxy cards that you receive (or vote via the Internet or by telephone), whether from Sussex or Community.

Q: What happens if I sell my shares after the record date but before the shareholder meeting?

A: The record dates of the shareholder meetings are earlier than the dates of the shareholder meetings and the date that the merger is expected to be completed. If you sell or otherwise transfer your shares after the record date for the shareholder meeting of the company in which you own such shares, but before the date of such company's shareholder meeting, you will retain your right to vote at such company's shareholder meeting, but if you are a Community shareholder, you will not have the right to receive the merger consideration to be received by Community shareholders in the merger. In order to receive the merger consideration, a Community shareholder must hold his or her shares through completion of the merger.

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Q: What do I do if I receive more than one joint proxy statement/prospectus or set of voting instructions?

A: If you hold shares directly as a record holder and also in street name or otherwise through a nominee, you may receive more than one joint proxy statement/prospectus and/or set of voting instructions relating to the shareholder meeting. These should each be voted and/or returned separately in order to ensure that all of your shares are voted.

Q: Are Community shareholders entitled to seek appraisal or dissenters rights if they do not vote in favor of the approval of the merger agreement?

A: Yes. Community shareholders will have the right to dissent from the merger if they properly follow the requirements of applicable New Jersey law.

Q: Should Community shareholders send in their stock certificates now?

A: No. After the effective time of the merger, Community shareholders will receive a letter of transmittal and instructions for surrendering their stock certificates. In the meantime, you should retain your stock certificates because they are still valid. Please do not send in your stock certificates with your proxy card.

Q: Will a proxy solicitor be used?

A: Yes. Sussex has engaged Alliance Advisors to assist in the solicitation of proxies for its shareholder meeting. Sussex will pay a fee of approximately \$6,000, plus reasonable out-of-pocket expenses to Alliance Advisors. Community has engaged Laurel Hill Advisory Group, LLC to assist in the solicitation of proxies for its shareholder meeting. Community will pay a fee of approximately \$5,500, plus reasonable out-of-pocket expenses to Laurel Hill Advisory Group, LLC. Each of Sussex and Community will bear the cost of preparing, assembling, printing and mailing these proxy materials for their respective meeting. The solicitation of proxies or votes for the meetings may also be made in person, by telephone, or by electronic communication by each of Sussex and Community's directors, officers, and employees, none of whom will receive any additional compensation for such solicitation activities. In addition, each of Sussex and Community may reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation material to such beneficial owners.

Q: Where can I find more information about the companies?

A: You can find more information about Sussex and Community from the various sources described under Where You Can Find More Information beginning on page 149.

Q: Whom should I call with questions?

A: If you have any questions concerning the merger, the other meeting matters or the joint proxy statement/prospectus, or need assistance voting your shares, please contact Alliance Advisors, proxy solicitor for Sussex, if you are a Sussex shareholder, or Laurel Hill Advisory Group, LLC, proxy solicitor for Community, if you are a Community shareholder, at the address or telephone number listed below:

Alliance Advisors LLC

200 Broadacres Drive, 3rd floor

Bloomfield, NJ 07003

(833) 501-4841

Laurel Hill Advisory Group, LLC

2 Robbins Lane, Suite 201

Jericho, New York 11753

Banks and Brokers Call (516) 933-3100

All Others Call Toll-Free (888) 742-1305

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SUMMARY

*This summary highlights selected information from this joint proxy statement/prospectus. It does not contain all of the information that may be important to you. We urge you to read carefully the entire document and the other documents to which this joint proxy statement/prospectus refers in order to fully understand the merger and the related transactions. See *Where You Can Find More Information* beginning on Page 149. Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.*

The Companies (Page 37)

Sussex Bancorp

Sussex is a bank holding company under the Bank Holding Company Act of 1956, as amended (the "BHC Act") and was incorporated under the laws of the State of New Jersey in January 1996. The Company is the parent company of Sussex Bank. The only significant asset of Sussex Bancorp is its investment in Sussex Bank, which is a commercial bank formed under the laws of the State of New Jersey in 1975 and is regulated by the New Jersey Department of Banking and Insurance (the "Department") and the Federal Deposit Insurance Corporation (the "FDIC").

Sussex Bank's wholly owned subsidiaries are SCB Investment Company, Inc., SCBNY Company, Inc., ClassicLake Enterprises, LLC, PPD Holding Company, LLC and Tri-State Insurance Agency, Inc. ("Tri-State"). SCB Investment Company, Inc. and SCBNY Company, Inc. hold portions of Sussex Bank's investment portfolio. ClassicLake Enterprises, LLC and PPD Holding Company, LLC hold certain foreclosed properties. Tri-State provides insurance agency services mostly through the sale of property and casualty insurance policies.

Sussex Bank's service area primarily consists of Sussex, Morris and Bergen Counties in New Jersey and Queens County, New York; although we make loans throughout New Jersey and the New York metropolitan markets. Sussex Bank operates from its corporate office in Rockaway, New Jersey, its eleven branch offices located in Andover, Augusta, Franklin, Hackettstown, Montague, Newton, Oradell, Sparta, Vernon, and Wantage, New Jersey, and in Astoria, New York, its regional office and corporate center in Wantage, New Jersey and its insurance agency offices in Augusta and Oradell, New Jersey. On December 18, 2013, Sussex Bank permanently closed the Warwick, New York branch location, and during the first and third quarters of 2014, Sussex Bank opened a corporate office and a regional office and corporate center in Rockaway and Wantage, New Jersey, respectively. Sussex Bank opened a new branch location in Astoria, New York during the first quarter of 2015. On March 5, 2016, Sussex Bank opened a new branch location which includes a regional lending office in Oradell, New Jersey in Bergen County. On April 1, 2016, Sussex Bank permanently closed our regional lending and insurance agency offices in Rochelle Park, New Jersey, and transferred such lending and insurance activities to the Oradell branch. On April 29, 2016, we permanently closed the Port Jervis, New York branch location. In addition, Sussex Bank provides online banking services through its website located at www.sussexbank.com.

At June 30, 2017, Sussex had \$928.8 million in assets, \$710.5 million in deposits and \$92.3 million of shareholders equity.

Sussex's principal executive offices are located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey 07866, its phone number is (844) 256-7328 and its website is www.sussexbank.com. Information that is included in this website does not constitute part of this joint proxy statement/prospectus.

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Recent Stock Offering

On June 21, 2017, Sussex completed an underwritten public offering of 1,249,999 shares of its common stock at a public offering price of \$24.00 per share. The net proceeds to Sussex after underwriting discounts and commissions and estimated offering expenses was approximately \$28.0 million.

Community Bank of Bergen County, NJ

Community is a New Jersey commercial banking institution originally founded in 1928. Community's headquarters is located in Rochelle Park, New Jersey. It has three branch offices located throughout Bergen County, New Jersey. The main office is located at 125 West Pleasant Avenue in Maywood, New Jersey and the other two branch offices are located in Fair Lawn, and Rochelle Park, New Jersey. Community is regulated by both the New Jersey Department of Banking and Insurance and the Federal Reserve, and its deposits are insured by the FDIC.

Community's wholly owned subsidiaries are Community Investment Company and GFR Maywood LLC. Community Investment Company holds a portion of Community's investment portfolio. GFR Maywood holds certain foreclosed properties.

Community provides a full range of banking services to individual and corporate customers in northern New Jersey through its three branches. Community also offers the convenience of online banking and 24 hour ATMs to their customers.

At June 30, 2017, Community had \$346.9 million in assets, \$308.5 million in deposits and \$30.1 million of shareholders' equity.

Community focuses on making residential mortgage loans, consumer loans and commercial loans (including construction lending). Community markets and delivers its products and services primarily through its branch network.

Community's phone number is (201) 587-1221 and its website is www.cbbsnj.com. Information that is included in this website does not constitute part of this joint proxy statement/prospectus. Community common stock is quoted on the OTC under the symbol "CMTB".

The Special Meeting of Shareholders of Community

Date, Time and Place of the Special Meeting (Page 70)

Community will hold its special meeting of shareholders at its Maywood Branch Office, 125 West Pleasant Avenue, Maywood, NJ 07607 on December 15, 2017, at 10:00 a.m., local time.

Purpose of the Special Meeting (Page 70)

At the special meeting, you will be asked to vote on proposals to:

1. approve the merger agreement; and

2. approve one or more adjournments of the special meeting, if necessary.

Recommendation of Community Board of Directors (Page 70)

The Community board of directors unanimously recommends that you vote **FOR** approval of the merger agreement, and **FOR** approval of the proposal to adjourn the special meeting.

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Record Date; Outstanding Shares; Shares Entitled to Vote (Page 70)

Only holders of record of Community common stock at the close of business on the record date of October 26, 2017 are entitled to notice of and to vote at the special meeting. As of the record date, there were 1,918,144 shares of Community common stock outstanding, held of record by approximately 191 shareholders.

Quorum; Vote Required (Page 70)

A quorum of Community shareholders is necessary to hold a valid meeting. If the holders of at least majority of the total number of outstanding shares of Community common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. Community will include proxies marked as abstentions and broker non-votes in determining the presence of a quorum at the special meeting.

The affirmative vote of holders of at least two-thirds of the shares of Community common stock outstanding and entitled to vote at the special meeting is required to approve the merger agreement. The affirmative vote of holders of at least a majority of the shares represented at the special meeting is required to approve the proposal to adjourn the special meeting.

Share Ownership of Management; Voting Agreements (Page 71)

As of the record date, the directors and executive officers of Community and their affiliates collectively owned 108,020 shares of Community common stock, or approximately 5.6% of Community's outstanding shares.

Each of the directors and executive officers of Community has entered into a voting agreement with Sussex, requiring each of them to vote all shares of Community common stock beneficially owned by such person in favor of approval of the merger agreement. As of the record date, these directors and executive officers held shares of Community common stock, which represented approximately 5.6% of the outstanding shares of Community common stock.

The Special Meeting of Shareholders of Sussex

Date, Time and Place of the Special Meeting (Page 75)

Sussex will hold its special meeting of shareholders at office of Sussex Bancorp, located at 100 Enterprise Drive, Suite 700, Rockaway, New Jersey 07866, on December 15, 2017, at 12:00 p.m., local time.

Purpose of the Special Meeting (Page 75)

At the special meeting, you will be asked to vote on proposals to:

1. adopt and approve the merger agreement; and
2. approve one or more adjournments of the special meeting, if necessary.

Recommendation of Sussex Board of Directors (Page 75)

The Sussex board of directors unanimously recommends that you vote **FOR** adoption and approval of the merger agreement, and **FOR** approval of the proposal to adjourn the special meeting.

Record Date; Outstanding Shares; Shares Entitled to Vote (Page 75)

Only holders of record of Sussex common stock at the close of business on the record date of October 26, 2017 are entitled to notice of and to vote at the special meeting. As of the record date, there were 6,040,180 shares of Sussex common stock outstanding, held of record by approximately 528 shareholders.

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Quorum; Vote Required (Page 75)

A quorum of Sussex shareholders is necessary to hold a valid meeting. If the holders of at least a majority of the total number of outstanding shares of Sussex common stock entitled to vote are represented in person or by proxy at the special meeting, a quorum will exist. Sussex will include proxies marked as abstentions and broker non-votes in determining the presence of a quorum at the special meeting.

The affirmative vote of holders of at least a majority of the votes cast at a meeting of shareholders by holders of shares of Sussex common stock entitled to vote at the special meeting is required to adopt and approve the merger agreement. At least a majority of votes cast at the special meeting by the holders of shares present in person or represented by proxy and entitled to vote is required to approve the proposal to adjourn the special meeting.

Share Ownership of Management (Page 76)

As of the record date, the directors and executive officers of Sussex and their affiliates collectively owned 792,192 shares of Sussex common stock, or approximately 13.12% of Sussex's outstanding shares.

The Merger and the Merger Agreement

The proposed merger is of Community with and into Sussex Bank, with Sussex Bank as the surviving bank in the merger. The merger agreement is attached to this joint proxy statement/prospectus as Annex A. Please carefully read the merger agreement as it is the legal document that governs the merger.

Structure of the Merger (Page 118)

In the proposed merger, Community will merge with and into Sussex Bank, a New Jersey-chartered commercial bank and wholly owned subsidiary of Sussex, with Sussex Bank surviving the merger. Shares of Sussex will continue to trade on NASDAQ with the NASDAQ trading symbol **SBBX**. Upon completion of the merger, the separate existence of Community will terminate.

Consideration to be Received in the Merger (Page 119)

Upon completion of the merger, each outstanding share of Community common stock will be converted into the right to receive 0.97 shares of Sussex common stock. No fractional shares of Sussex common stock will be issued to any holder of Community common stock upon completion of the merger. For each fractional share that would otherwise be issued, Sussex will pay each shareholder cash (without interest) in an amount determined by multiplying the fractional share interest to which such shareholder would otherwise be entitled by the average of the closing sales prices of one share of Sussex common stock on NASDAQ for the 5 trading days immediately preceding the effective time.

Treatment of Community's 2002 Stock Option Plan (Page 119)

Under the terms of the merger agreement, each option to purchase shares of Community common stock issued by Community and outstanding at the effective time of the merger pursuant to the Community 2002 Stock Option Plan shall be cancelled. In exchange for the cancellation of each option, the holder of such option shall be paid in cash an amount equal to the product of (x) the number of shares of Community common stock subject to such option at the effective time multiplied by (y) \$24.40 less the exercise price per share of such option, less any required tax withholdings. In the event that the exercise price of an option is greater than the cash payment to be made pursuant to

the foregoing formula, then Community shall take such actions as may be reasonably necessary or appropriate to cause, at the effective time, such option to be canceled without any payment made in exchange therefor, including providing 30 days notice of such cancellation and right to exercise prior to the effective time.

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Opinion of FinPro Capital Advisors, Inc., Financial Advisor to Community (Page 85)

On April 10, 2017, FinPro Capital Advisors, Inc., or FinPro, rendered to the Community board of directors its oral opinion, subsequently confirmed in writing that, as of such date, the exchange ratio in the merger was fair to Community shareholders from a financial point of view. The full text of FinPro's written opinion, which sets forth the assumptions made, matters considered and qualifications and limitations on the review undertaken in connection with the opinion, is attached to this joint proxy statement/prospectus as Annex B. Community shareholders are urged to read the opinion in its entirety. **FinPro's opinion speaks only as of the date of the opinion. The opinion is directed to the Community board of directors and is limited to the fairness, from a financial point of view, to the shareholders of Community with regard to the exchange ratio employed in the merger. FinPro does not express an opinion as to the underlying decision by Community to engage in the merger or the relative merits of the merger compared to other strategic alternatives that may be available to Community. FinPro's opinion is not a recommendation to any Community shareholder as to how such shareholder should vote at Community's special meeting with respect to the merger agreement or any other matter.**

Opinion of Keefe, Bruyette & Woods, Inc., Financial Advisor to Sussex (Page 99)

In connection with the merger, Sussex's financial advisor, Keefe, Bruyette & Woods, Inc., or KBW, delivered a written opinion, dated April 5, 2017, to the Sussex board of directors as to the fairness, from a financial point of view and as of the date of the opinion, to Sussex of the exchange ratio in the proposed merger. The full text of KBW's opinion, which describes the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by KBW in preparing the opinion, is attached as Annex C to this document. **The opinion was for the information of, and was directed to, the Sussex board of directors (in its capacity as such) in connection with its consideration of the financial terms of the merger. The opinion did not address the underlying business decision of Sussex to engage in the merger or enter into the merger agreement or constitute a recommendation to the Sussex board of directors in connection with the merger, and it does not constitute a recommendation to any holder of Sussex common stock or any stockholder of any other entity as to how to vote in connection with the merger or any other matter.**

Interests of Community's Directors and Executive Officers in the Merger (Page 94)

In considering the information contained in this joint proxy statement/prospectus, you should be aware that Community's directors and certain executive officers have financial interests in the merger that are different from, or in addition to, the interests of Community shareholders generally. These interests include, among other things:

the right to receive cash payments in exchange for cancellation of outstanding stock options;

the right of certain executive officers to receive cash payments in exchange for the termination of their existing employment agreements;

the right of certain other executive officers to receive cash severance and continued employee benefits under certain circumstances;

the right to accelerated vesting and distribution of supplemental retirement plan account balances upon consummation of the merger;

the right to continued indemnification and liability insurance coverage by Sussex after the merger for acts or omissions occurring before the merger; and

the right to three seats on Sussex's board of directors, and any related compensation for such services.

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Also, Sussex and Sussex Bank entered into an employment agreement with Peter A. Michelotti regarding his continuing roles with Sussex and Sussex Bank following the merger. See the section of this joint proxy statement/prospectus entitled "The Merger: Interests of Community's Directors and Executive Officers in the Merger" beginning on page 94 for a discussion of these financial interests.

Sussex and Sussex Bank's Boards of Directors After the Merger (Page 111)

Immediately following the effective time of the merger, Sussex will expand the size of its board of directors by three seats and designate Peter A. Michelotti, the current President and Chief Executive Officer of Community, and Dominick J. D'Agosta and Walter E. Loeffler, current members of the Community board, to serve as members of Sussex's board of directors. Each of the designees must meet the qualifications for directors as set forth in Sussex's bylaws. The designees will serve on the Sussex board until the next annual meeting, at which time they will each be nominated for a three-year term. The designees will also be appointed to the board of directors of Sussex Bank, effective immediately following the effective time of the merger.

No Solicitation of Alternative Transactions (Page 125)

The merger agreement restricts Community's ability to solicit or engage in discussions or negotiations with a third party regarding a proposal to acquire a significant interest in Community. However, if Community receives a bona fide unsolicited written acquisition proposal from a third party that its board of directors believes in good faith is or is reasonably likely to lead to a proposal (a) on terms which the Community board determines in good faith, after consultation with its financial advisor, to be more favorable from a financial point of view to Community's shareholders than the transactions contemplated by the merger agreement, and (b) that constitutes a transaction that, in the Community board's good faith judgment, is reasonably likely to be consummated on the terms set forth, taking into account all legal, financial, regulatory and other aspects of such proposal, Community may furnish non-public information to that third party and engage in negotiations regarding an acquisition proposal with that third party, subject to specified conditions in the merger agreement, if its board determines in good faith, after consultation with its outside legal counsel, that such action would be required in order for directors of Community to comply with their fiduciary duties under applicable law.

Conditions to Completion of the Merger (Page 128)

As more fully described in this joint proxy statement/prospectus and the merger agreement, the completion of the merger depends on a number of conditions being satisfied or waived, including:

shareholders of Sussex and Community having approved the merger agreement;

Sussex and Community having obtained all regulatory approvals required to consummate the transactions contemplated by the merger agreement and all related statutory waiting periods having expired;

the absence of any judgment, order, injunction or decree, or any statute, rule or regulation enacted, entered, promulgated or enforced, preventing, prohibiting or making illegal the consummation of any of the transactions contemplated by the merger agreement;

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Sussex and Community having each received a legal opinion from their respective counsel regarding treatment of the merger as a reorganization for federal income tax purposes;

the representations and warranties of each of Sussex and Community in the merger agreement being accurate, subject to exceptions that would not have a material adverse effect;

Sussex and Community having each performed in all material respects all obligations required to be performed by it; and

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the shares of Sussex common stock to be issued in the merger having been approved for listing on the NASDAQ stock market.

Termination of the Merger Agreement (Page 130)

Sussex and Community can mutually agree to terminate the merger agreement before the merger has been completed, and either company can terminate the merger agreement if:

if the boards of directors of Sussex and Community so determines by vote of a majority of the members of their respective boards;

any regulatory approval required for consummation of the merger and the other transactions contemplated by the merger agreement has been denied by final, nonappealable action of any regulatory authority, or an application for regulatory approval has been permanently withdrawn at the request of a governmental authority;

the required approval of the merger agreement by the Sussex or Community shareholders is not obtained;

the other party materially breaches any of its representations, warranties, covenants or other agreements set forth in the merger agreement (provided that the terminating party is not then in material breach of any representation, warranty, covenant or other agreement contained in the merger agreement), which breach is not cured within 30 days of written notice of the breach, or by its nature cannot be cured prior to the closing of the merger, and such breach would entitle the non-breaching party not to consummate the merger; or

the merger is not consummated by January 31, 2018, unless the failure to consummate the merger by such date is due to a material breach of the merger agreement by the terminating party.

In addition, Sussex may terminate the merger agreement if:

Community materially breaches the non-solicitation provisions in the merger agreement;

the Community board of directors:

fails to recommend approval of the merger agreement, or withdraws, modifies or changes such recommendation in a manner adverse to Sussex's interests; or

recommends, proposes or publicly announces its intention to recommend or propose to engage in an acquisition transaction with any person other than Sussex or any of its subsidiaries; or

Community fails to call, give notice of, convene and hold its special meeting.
In addition, Community may terminate the merger agreement if:

it decides to accept a superior proposal in accordance with the merger agreement;

Sussex fails to call, give notice of, convene and hold its special meeting; or

the price of Sussex common stock decreases by a certain percentage and also decreases by a certain percentage relative to the NASDAQ Bank Index; provided, however, that Sussex will have the option to increase the amount of Sussex common stock to be provided to Community shareholders to a certain level, in which case no termination will occur.

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Termination Fee (Page 132)

Community has agreed to pay Sussex a termination fee of \$1,816,000 if:

Sussex terminates the merger agreement as a result of:

Community materially breaches the non-solicitation provisions in the merger agreement;

the Community board of directors:

fails to recommend approval of the merger agreement, or withdraws, modifies or changes such recommendation in a manner adverse to Sussex's interests; or

recommends, proposes or publicly announces its intention to recommend or propose to engage in an acquisition transaction with any person other than Sussex or any of its subsidiaries; or

Community terminates the merger agreement as a result of its board of directors deciding to accept a superior proposal; or

Community enters into a definitive agreement relating to an acquisition proposal or consummates an acquisition proposal within 12 months following the termination of the merger agreement by Sussex as a result of a willful breach of any representation, warranty, covenant or other agreement by Community after an acquisition proposal has been publicly announced or otherwise made known to Community.

Waiver or Amendment of Merger Agreement Provisions (Page 132)

Prior to the effective time of the merger, any provision of the merger agreement may be waived by the party benefited by the provision, or amended or modified by a written agreement between Sussex and Community. However, after the Community special meeting and the Sussex special meeting, no amendment will be made which by law requires further approval by the shareholders of Community or Sussex, respectively, without obtaining such approval.

Material U.S. Federal Income Tax Consequences of the Merger (Page 111)

The merger is intended to qualify for U.S. federal income tax purposes as a reorganization within the meaning of Section 368(a) of the Code. Accordingly, Community shareholders generally will not recognize any gain or loss on the conversion of shares of Community common stock solely into shares of Sussex common stock. However, a Community shareholder generally will be subject to tax on cash received in lieu of any fractional share of Sussex common stock that a Community shareholder would otherwise be entitled to receive.

Regulatory Approvals Required for the Merger (Page 113)

To complete the merger, various approvals or consents must be obtained from state and federal governmental authorities, including the Board of Governors of the Federal Reserve System, or the FRB, the New Jersey Department of Banking and Insurance, and the Federal Deposit Insurance Corporation, or the FDIC. The U.S. Department of Justice is able to provide input into the approval process of federal banking agencies to challenge the merger on antitrust grounds. Sussex and Community have filed or will file all required applications, notices and waiver requests to obtain the regulatory approvals and non-objections necessary to consummate the merger. Sussex and Community cannot predict whether the required regulatory approvals will be obtained, when they will be received or whether such approvals will be subject to any conditions.

Accounting Treatment of the Merger (Page 115)

The merger will be accounted for using the acquisition method of accounting with Sussex treated as the acquirer. Under this method of accounting, Community's assets and liabilities will be recorded by Sussex at their

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respective fair values as of the closing date of the merger and added to those of Sussex. Any excess of purchase price over the net fair values of Community's assets and liabilities will be recorded as goodwill. Any excess of the fair value of Community's net assets over the purchase price will be recognized in earnings by Sussex on the closing date of the merger.

Dissenters' Rights (Page 115)

Community shareholders will have the right to dissent from the merger if they properly follow the requirements of applicable New Jersey law.

Name Change of Combined Bank (Page 117)

Following the date of the merger agreement, Sussex, Sussex Bank and Community will collaborate to designate a new name for the surviving bank, or if after effective time, then the Sussex board shall determine a new name. Until such time, the name of the surviving bank shall remain Sussex Bank.

Listing of Sussex Common Stock to be Issued in the Merger (Page 117)

Sussex common stock is listed on the NASDAQ Global Market under the trading symbol **SBBX**. Following the merger, the shares of Sussex common stock will continue to trade on the NASDAQ Global Market under the symbol **SBBX**.

Differences Between Rights of Sussex and Community Shareholders (Page 133)

As a result of the merger, holders of Community common stock will become holders of Sussex common stock. Following the merger, Community shareholders will have different rights as shareholders of Sussex due to the different provisions of the governing documents of Sussex and Community. For additional information regarding the different rights as shareholders of Sussex than as shareholders of Community, see **Comparison of Shareholder Rights** beginning on page 133.

Risk Factors (Page 30)

You should consider all the information contained in or incorporated by reference into this joint proxy statement/prospectus in deciding how to vote for the proposals presented in the joint proxy statement/prospectus. In particular, you should consider the factors described under **Risk Factors.**

Table of Contents**SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF SUSSEX BANCORP**

The following tables set forth selected historical financial and other data of Sussex for the periods and at the dates indicated. The financial data as of and for the years ended December 31, 2016 and 2015 has been derived from the audited consolidated financial statements and notes thereto of Sussex incorporated by reference elsewhere in this joint proxy statement / prospectus. The information as of and for the years ended December 31, 2014, 2013 and 2012 is derived from Sussex's audited consolidated financial statements which are not included in this joint prospectus/joint proxy statement. The financial data as of and for the six months ended June 30, 2017 and 2016 has been derived from Sussex's unaudited consolidated financial statements. In the opinion of management of Sussex, all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of the results of operations for the unaudited periods, have been made. The selected operating data presented below for the six months ended June 30, 2017 and 2016 is not necessarily indicative of the results that may be expected for future periods.

	As of and for the six months ended June 30,		As of and for the Year Ended December 31				
	2017	2016	2016	2015	2014	2013	2012
<i>(dollars in thousands, except per share data)</i>							
SUMMARY OF INCOME:							
Interest income	\$ 16,810	\$ 13,725	\$ 29,160	\$ 23,644	\$ 21,300	\$ 19,642	\$ 19,960
Interest expense	3,166	2,262	4,762	3,568	3,294	3,201	3,800
Net interest income	13,644	11,463	24,398	20,076	18,006	16,441	16,160
Provision for loan losses	787	596	1,291	636	1,537	2,745	4,330
Noninterest income excluding gains on investment securities	4,218	4,078	7,385	6,182	5,672	5,700	5,200
Gains on sales of investment securities	77	272	444	271	289	393	1,790
Noninterest expenses	12,503	11,208	22,585	20,553	18,829	18,228	18,430
Income before income tax expense	4,649	4,009	8,351	5,340	3,601	1,561	4,000
Income tax provision	1,434	1,326	2,828	1,640	1,001	133	(320)
Net income available to common shareholders	\$ 3,215	\$ 2,683	\$ 5,523	\$ 3,700	\$ 2,600	\$ 1,428	\$ 730
PER SHARE DATA: WEIGHTED AVERAGE NUMBER OF SHARES: (1)							
Basic	4,755,018	4,584,536	4,619,124	4,559,316	4,541,305	3,781,562	3,261,800
Diluted	4,794,669	4,610,176	4,651,108	4,591,822	4,580,350	3,816,904	3,287,010
Basic earnings per share	\$ 0.68	\$ 0.59	\$ 1.20	\$ 0.81	\$ 0.57	\$ 0.38	\$ 0.22
Diluted earnings per share	0.67	0.58	1.19	0.81	0.57	0.37	0.22
Cash dividends (2)	0.10	0.08	0.16	0.16	0.09		
Book value per common share	15.27	12.15	12.67	11.61	10.99	10.03	11.80
Intangible book value per share (3)	14.81	11.55	12.08	11.00	10.38	9.42	11.00
BALANCE SHEET:							

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Investment securities available for sale	\$ 98,067	\$ 94,797	\$ 88,611	\$ 93,776	\$ 77,976	\$ 90,676	\$ 118,888
Investment securities held to maturity	8,654	5,660	11,618	6,834	6,006	6,074	5,222
Loans, net	765,114	634,199	688,561	537,833	466,332	386,981	342,766
Goodwill and intangible assets	2,820	2,820	2,820	2,820	2,820	2,820	2,820
Total assets	928,827	789,812	848,728	684,503	595,915	533,911	514,733
Total deposits	710,487	594,824	660,921	517,856	458,270	430,297	432,433
Term borrowings	94,150	118,875	95,805	95,650	69,500	41,000	26,000

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<i>(in thousands, except per share data)</i>	As of and for the six months ended June 30,		As of and for the Year Ended December 31				2017
	2017	2016	2016	2015	2014	2013	
	<i>(unaudited)</i>						
Common stockholders equity	92,267	56,886	60,072	53,941	51,229	46,425	46,425
Total assets	878,632	725,583	770,470	627,298	559,885	529,152	529,152
Common stockholders equity	64,109	55,906	57,518	52,715	49,494	42,382	42,382
PERFORMANCE RATIOS:							
Return on average assets	0.73%	0.74%	0.72%	0.59%	0.46%	0.27%	0.27%
Return on average stockholders equity	10.03%	9.60%	9.60%	7.02%	5.25%	3.37%	3.37%
Return on equity/average assets	7.30%	7.70%	7.47%	8.40%	8.84%	8.01%	8.01%
Asset coverage ratio (4)	69.70%	70.88%	70.08%	77.47%	78.56%	80.89%	80.89%
Net interest margin, tax equivalent basis (5)	3.34%	3.39%	3.37%	3.45%	3.49%	3.41%	3.41%
Return on Deposits	107.69%	106.62%	104.18%	103.86%	101.76%	89.93%	89.93%
CAPITAL RATIOS: (6)							
Common Equity to Asset ratio	9.93%	7.20%	7.08%	7.88%	8.60%	8.70%	8.70%
Capital to average assets	12.64%	8.75%	10.41%	9.45%	10.19%	10.38%	10.38%
Capital to total risk-weighted assets	14.59%	10.50%	12.87%	11.74%	12.79%	14.21%	14.21%
Capital to total risk-weighted assets	15.51%	11.46%	13.86%	12.79%	14.02%	15.47%	15.47%
Common equity Tier 1 capital to total risk-weighted assets	14.59%	10.50%	12.87%	11.74%	N/A	N/A	N/A
RECONCILIATION OF TANGIBLE BOOK VALUE PER COMMON SHARE: (3)							
Common stockholders equity at end of period	\$ 92,267	\$ 56,886	\$ 60,072	\$ 53,941	\$ 51,229	\$ 46,425	\$ 46,425
Goodwill and intangible assets	(2,820)	(2,820)	(2,820)	(2,820)	(2,820)	(2,820)	(2,820)
Tangible common stockholders equity at end of period	\$ 89,447	\$ 54,066	\$ 57,252	\$ 51,121	\$ 48,409	\$ 43,605	\$ 43,605
Number of shares outstanding at end of period	6,041,002	4,680,697	4,741,068	4,646,238	4,662,606	4,629,113	3,390,000
Book value per share GAAP	\$ 15.27	\$ 12.15	\$ 12.67	\$ 11.61	\$ 10.99	\$ 10.03	\$ 10.03
Book value per share Non-GAAP	\$ 14.81	\$ 11.55	\$ 12.08	\$ 11.00	\$ 10.38	\$ 9.42	\$ 9.42
INTEREST MARGIN, TAX EQUIVALENT CALCULATION: (5)							
Net interest income (GAAP)	\$ 15,474	\$ 12,604	\$ 26,862	\$ 21,497	\$ 19,512	\$ 18,007	\$ 18,007
Provision for doubtful accounts	22	10	23	9	11	16	16
Provision for taxes	685	720	1,443	1,239	854	603	603
Provision for tax-exempt	629	391	832	899	923	1,016	1,016

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Interest Income (GAAP)	16,810	13,725	29,160	23,644	21,300	19,642	1
Equivalent adjustments							
- tax-exempt	318	193	415	449	439	519	
Tax equivalent adjustments	318	193	415	449	439	519	

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<i>(Dollars in thousands, except per share data)</i>	As of and for the six months ended June 30,		As of and for the Year Ended December 31				
	2017	2016	2016	2015	2014	2013	2012
	<i>(unaudited)</i>						
Interest income tax equivalent							
Loans receivable, including fees	\$ 15,474	\$ 12,604	\$ 26,862	\$ 21,497	\$ 19,512	\$ 18,007	\$ 17,646
Interest bearing deposits	22	10	23	9	11	16	35
Securities taxable	685	720	1,443	1,239	854	603	1,148
Securities tax-exempt	947	584	1,247	1,348	1,362	1,535	1,724
Total Interest income tax equivalent	17,128	13,918	29,575	24,093	21,739	20,161	20,553
Total Interest Expense (GAAP)	(3,166)	(2,262)	(4,762)	(3,568)	(3,294)	(3,201)	(3,800)
Tax-equivalent net interest income	\$ 13,962	\$ 11,656	\$ 24,813	\$ 20,525	\$ 18,445	\$ 16,960	\$ 16,753
Net interest income (GAAP)	\$ 13,644	\$ 11,463	\$ 24,398	\$ 20,076	\$ 18,006	\$ 16,441	\$ 16,167
Yields and costs:							
Yield on securities tax-exempt tax equivalent	4.09%	3.96%	3.85%	4.00%	4.38%	4.99%	5.49%
Yield on interest earning assets tax equivalent	4.10%	4.04%	4.02%	4.05%	4.11%	4.05%	4.32%
Cost of interest bearing liabilities (GAAP)	0.94%	0.82%	0.81%	0.74%	0.75%	0.75%	0.90%
Net Interest margin (GAAP)	3.27%	3.33%	3.31%	3.37%	3.41%	3.31%	3.40%
Net interest margin, tax equivalent basis	3.34%	3.39%	3.37%	3.45%	3.49%	3.41%	3.52%

- (1) The weighted average number of shares outstanding was computed based on the average number of shares outstanding during each period as adjusted for subsequent stock dividends.
- (2) Cash dividends per common share are based on the actual number of common shares outstanding on the dates of record as adjusted for subsequent stock dividends, if any.
- (3) Calculation of tangible book value per common share.
- (4) Efficiency ratio is total other expenses divided by net interest income and total other income.
- (5) Net interest margin, tax equivalent basis calculation.
- (6) Bank capital ratios.

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**SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF
COMMUNITY BANK OF BERGEN COUNTY, NJ**

The following tables set forth selected historical financial and other data of Community for the periods and at the dates indicated. The financial data as of and for the years ended December 31, 2016 and 2015 has been derived from the audited consolidated financial statements and notes thereto of Community included elsewhere in this joint proxy statement / prospectus. The information as of and for the years ended December 31, 2014, 2013 and 2012 is derived from Community's audited consolidated financial statements which are not included in this joint prospectus/joint proxy statement. The financial data as of and for the six months ended June 30, 2017 and 2016 has been derived from Community's unaudited consolidated financial statements included elsewhere in this joint proxy statement / prospectus. In the opinion of management of Community, all adjustments, consisting of normal recurring adjustments necessary for a fair presentation of the results of operations for the unaudited periods, have been made. The selected operating data presented below for the six months ended June 30, 2017 and 2016 is not necessarily indicative of the results that may be expected for future periods.

<i>(Dollars in thousands, except per share data)</i>	As of and for the six months ended June 30,		As of and for the Year Ended December 31				
	2017	2016	2016	2015	2014	2013	2012
	(unaudited)						
SUMMARY OF INCOME:							
Interest income	\$ 6,304	\$ 6,411	\$ 12,625	\$ 12,676	\$ 12,181	\$ 12,178	\$ 13,339
Interest expense	1,047	972	1,935	2,040	1,951	2,382	2,901
Net interest income	5,257	5,439	10,690	10,636	10,230	9,796	10,438
Provision for loan losses		100	100	125	525	3,935	2,681
Noninterest income excluding gains on investment securities and loss on sale of real estate owned	531	356	826	800	873	974	1,068
Gains on sales of investment securities			1	2	248	9	21
Noninterest expenses including loss on sale of real estate owned	4,664	4,467	8,897	8,698	9,385	9,136	8,654
Income before income tax expense	1,124	1,228	2,520	2,615	1,441	(2,292)	192
Income tax provision	382	353	856	784	245	(1,180)	(229)
Net income available to common shareholders	\$ 742	\$ 875	\$ 1,664	\$ 1,831	\$ 1,196	\$ (1,112)	\$ 421

PER SHARE DATA:

WEIGHTED
AVERAGE NUMBER
OF SHARES: (1)

Basic	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144	1,918,529
Diluted	1,924,076	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144	1,918,529
Basic earnings per share	\$ 0.39	\$ 0.46	\$ 0.87	\$ 0.95	\$ 0.62	\$ (0.58)	\$ 0.22
Diluted earnings per share	0.39	0.46	0.87	0.95	0.62	(0.58)	0.22
Cash dividends (2)	0.00	0.00	0.00	0.00	0.00	0.02	0.14
Book value per common share	15.70	15.31	14.96	14.57	13.68	12.99	13.70
Tangible book value per share (3)	15.70	15.31	14.96	14.57	13.68	12.99	13.70

BALANCE SHEET:

Investment securities available for sale	\$ 81,539	\$ 66,576	\$ 79,108	\$ 66,078	\$ 52,021	\$ 22,603	\$ 19,522
Investment securities held to maturity						35,392	34,960
Loans, net	231,100	225,807	226,026	227,712	219,003	197,245	211,243
Total assets	346,924	327,724	340,500	325,279	297,150	293,597	304,599

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As of and for the six months ended June 30, (unaudited)	As of and for the Year Ended December 31						
	2017	2016	2016	2015	2014	2013	2012
(in thousands, except per share data)							
Deposits	\$ 308,547	\$ 288,340	\$ 304,088	\$ 287,900	\$ 264,719	\$ 265,633	\$ 270,000
Borrowings	4,000	6,000	4,000	6,000	3,000		
Stockholders' equity	30,122	29,358	28,689	27,949	26,246	24,914	24,914
Total assets	353,105	329,535	331,800	312,930	293,427	300,439	300,000
Total stockholders' equity	29,411	28,640	29,071	27,230	25,549	24,234	24,234
PERFORMANCE RATIOS:							
Return on average assets	0.42%	0.53%	0.50%	0.59%	0.41%	-0.37%	
Return on average stockholders' equity	5.05%	6.11%	5.72%	6.72%	4.68%	-4.59%	
Return on equity/average assets	8.33%	8.69%	8.76%	8.70%	8.71%	8.07%	
Liquidity ratio (4)	80.58%	77.08%	77.11%	74.62%	74.81%	80.09%	
Net interest margin	3.19%	3.52%	3.38%	3.57%	3.72%	3.49%	
Cost of Deposits	74.90%	78.31%	74.33%	79.09%	82.73%	74.25%	
CAPITAL RATIOS: (5)							
Common Equity to Asset ratio	8.68%	8.96%	8.43%	8.59%	8.83%	8.49%	
Capital to average assets	8.30%	8.32%	8.45%	7.85%	7.91%	7.49%	
Capital to total risk-weighted assets	14.69%	13.87%	14.43%	12.88%	11.84%	11.10%	
Capital to total risk-weighted assets	15.95%	15.13%	15.69%	14.15%	13.09%	12.36%	
Common equity Tier 1 capital to total risk-weighted assets	14.69%	13.87%	14.43%	12.88%	NA	NA	
RECONCILIATION OF TANGIBLE BOOK VALUE PER COMMON SHARE: (3)							
Common stockholders' equity at end of period GAAP	\$ 30,122	\$ 29,358	\$ 28,689	\$ 27,949	\$ 26,246	\$ 24,914	\$ 24,914
Goodwill and intangible assets							
Tangible common stockholders' equity at end of period Non-GAAP	\$ 30,122	\$ 29,358	\$ 28,689	\$ 27,949	\$ 26,246	\$ 24,914	\$ 24,914
Shares outstanding at end of period	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144	1,918,144
Book value per share GAAP	\$ 15.70	\$ 15.31	\$ 14.96	\$ 14.57	\$ 13.68	\$ 12.99	\$ 12.99
Tangible book value per share Non-GAAP	\$ 15.70	\$ 15.31	\$ 14.96	\$ 14.57	\$ 13.68	\$ 12.99	\$ 12.99

- (1) The weighted average number of shares outstanding was computed based on the average number of shares outstanding during each period as adjusted for subsequent stock dividends.
- (2) Cash dividends per common share are based on the actual number of common shares outstanding on the dates of record as adjusted for subsequent stock dividends, if any.
- (3) Calculation of tangible book value per common share.

- (4) Efficiency ratio is total other expenses divided by net interest income and total other income.
- (5) Bank capital ratios.

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SELECTED UNAUDITED PRO FORMA COMBINED FINANCIAL DATA FOR SUSSEX BANCORP

The following selected unaudited pro forma condensed combined financial data is based on the historical financial data of Sussex and Community, and has been prepared to illustrate the effects of the merger. It also gives effect to the offering of common stock that Sussex completed on June 21, 2017. It is based on certain assumptions that Sussex and Community believe are reasonable, which are described in the notes to the unaudited pro forma condensed combined financial statements included in this joint proxy statement/prospectus. The selected unaudited pro forma condensed combined financial data does not give effect to any anticipated synergies, operating efficiencies or cost savings that may be associated with the merger.

The results of operations data below is presented using the acquisition method of accounting, as if the merger was completed on January 1, 2016 and the balance sheet data below is presented as if the merger was completed on June 30, 2017.

Certain reclassifications were made to Community's historical financial information to conform to Sussex's presentation of financial information. This data should be read in conjunction with the Sussex historical consolidated financial statements and accompanying notes in Sussex's Quarterly Reports on Form 10-Q as of and for the six months ended June 30, 2017, and Sussex's Annual Report on Form 10-K as of and for the year ended December 31, 2016 and the Community historical financial statements and accompanying notes included in this joint proxy statement/prospectus.

Sussex has not performed the detailed valuation analysis necessary to determine the fair market values of Community's assets to be acquired and liabilities to be assumed. Accordingly, the unaudited pro forma condensed combined financial data does not include an allocation of the purchase price, unless otherwise specified. The pro forma adjustments included in this joint proxy statement/prospectus are subject to change depending on changes in interest rates and the components of assets and liabilities, and as additional information becomes available and additional analyses are performed. The final allocation of the purchase price will be determined after the merger is completed and after completion of thorough analyses to determine the fair value of Community's tangible and identifiable intangible assets and liabilities as of the date the merger is completed. Increases or decreases in the fair values of the net assets as compared with the information shown in the unaudited pro forma condensed combined financial data may change the amount of the purchase price allocated to goodwill and other assets and liabilities, and may impact Sussex's statement of operations due to adjustments in yield and/or amortization of the adjusted assets or liabilities. Any changes to Community's shareholders' equity, including results of operations and certain balance sheet changes from June 30, 2017 through the date the merger is completed, will also change the purchase price allocation, which may include the recording of a lower or higher amount of goodwill. The final adjustments may be materially different from the unaudited pro forma adjustments presented in this joint proxy statement/prospectus.

Sussex anticipates that the merger with Community will provide financial benefits that include reduced operating expenses. The pro forma information does not reflect the benefits of expected cost savings or opportunities to earn additional revenue and, accordingly, does not attempt to predict or suggest future results. It also does not necessarily reflect what the historical benefits had the two companies been combined during these periods.

The unaudited pro forma shareholders' equity and net income are qualified by the statements set forth under this caption and should not be considered indicative of the market value of Sussex common stock or the actual or future results of operations of Sussex for any period. Actual results may be materially different than the pro forma information presented.

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See also the unaudited pro forma condensed combined financial statements and notes thereto beginning on page 140.

Pro Forma Balance Sheet

June 30, 2017

(dollars in thousands)	Sussex Bancorp	Community Bank of Bergen County	Acquisition Adjustments	Post Merger Pro Forma
Cash and cash Equivalents	7,650	12,692	(3,900)(a)	16,442
Interest bearing time deposits with other banks	100	1,300		1,400
Investment securities available for sale	98,067	81,539		179,606
Investment securities held to maturity	8,654			8,654
Federal Home Loan Bank Stock, at cost	5,386	1,301		6,687
Loans, net	765,114	231,100	(4,126)(b)(c)(d)	992,088
Premises and equipment, net	8,304	6,690	4,823 (e)	19,817
Foreclosed real estate	1,846	565		2,411
Accrued interest receivable	2,270	936		3,206
Goodwill	2,820		14,913 (h)	17,733
Other Intangibles			3,536 (f)	3,536
Bank-owned life insurance	21,766	7,864		29,630
Other Assets	6,850	2,937	380 (j)	10,167
Total Assets	928,827	346,924	15,626	1,291,377
Non-interest bearing	146,380	61,264		207,644
Interest bearing	564,107	247,283	1,265 (g)	812,655
Total Deposits	710,487	308,547	1,265 (g)	1,020,299
Short-term borrowings	39,150			39,150
Long-term borrowings	55,000	4,000		59,000
Subordinated Debt	27,843			27,843
Other Liabilities	4,080	4,255		8,335
Total Liabilities	836,560	316,802	1,265	1,154,627
Preferred Stock & Surplus				
Common Stock and Surplus	65,199	14,830	29,653 (a)(i)(j)	109,682
Deferred compensation obligation under Rabbi Trust	(1,352)			(1,352)
Retained Earnings	26,028	15,283	(15,283)(i)	26,028
Accumulated Other Comp Income	1,040	9	(9)(i)	1,040
Stock held by Rabbi Trust	1,352			1,352
Total Equity	92,267	30,122	14,361	136,750

Total Liabilities and Equity	928,827	346,924	15,626	1,291,377
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Per share information:

Shares outstanding	6,041,002	1,918,144	(57,544)(i)	7,901,602
Book value per common share	\$ 15.27 (k)	\$ 15.70 (k)		\$ 17.31 (k)
Tangible Book value per share	\$ 14.81 (k)	\$ 15.70 (k)		\$ 14.65 (k)

Table of Contents**Pro Forma Income Statement**

For 12 month period ending
December 31, 2016

(dollars in thousands)	Sussex Bancorp	Community Bank of Bergen County	Acquisition adjustments	Post merger Pro forma
Interest Income	29,160	12,625	(88)(c)	41,697
Interest Expense	4,762	1,935	(633)(g)	6,064
NET INTEREST INCOME	24,398	10,690	545	35,633
Provision For Loan Losses	1,291	100		1,391
Net Interest Income after Provision for Loan Losses	23,107	10,590	545	34,242
OTHER INCOME				
Service fees on deposit accounts	975	505		1,480
Bank-owned life insurance	308	196		504
Insurance commissions and fees	4,796			4,796
Investment brokerage fees	75			75
Net gain on sales of securities	444	1		445
Net loss on disposal of premises and equipment	(19)			(19)
Other	1,250	125		1,375
Total Noninterest Income	7,829	827		8,656
OTHER EXPENSE				
Salaries and employee benefits	13,078	4,661		17,739
Occupancy, net	1,859	544	62 (e)	2,465
Other expenses	7,648	3,692	643 (f)	11,983
Total Noninterest Expense	22,585	8,897	705	32,187
Net Income Before Taxes	8,351	2,520	(160)	10,711
EXPENSE FOR INCOME TAXES	2,828	856	(65)(j)	3,619
Net Income After Taxes	5,523	1,664	(95)	7,092
Net Income to Common Shares	5,523	1,664	(95)	7,092
Earnings per share, basic	\$ 1.20	\$ 0.87		\$ 1.09 (l)
Earnings per share, diluted	\$ 1.19	\$ 0.87		\$ 1.09 (l)
Average basic shares outstanding	4,619,124	1,918,144	(57,544)(i)	6,479,724
Average diluted shares outstanding	4,651,108	1,918,144	(57,544)(i)	6,512,708

	Sussex Bancorp	Community Bank of Bergen County	Acquisition adjustments	Capital Raise Adjustment	Post Merger and Capital Raise Pro Forma
Adjustment for June 2017 Capital Raise					

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Earnings per share, basic	\$ 1.20	\$ 0.87		\$ 0.92 (1)	
Earnings per share, diluted	\$ 1.19	\$ 0.87		\$ 0.91 (1)	
Average basic shares outstanding	4,619,124	1,918,144	(57,544)(i)	1,249,999(m)	7,729,723
Average diluted shares outstanding	4,651,108	1,918,144	(57,544)(i)	1,249,999(m)	7,761,707

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2017

(dollars in thousands)	Sussex Bancorp	Community Bank of Bergen County	Acquisition adjustments	Post merger Pro forma	
INTEREST INCOME					
Total Interest Income	16,810	6,304	(44)(c)	23,070	
Total Interest Expense	3,166	1,047	(316)(g)	3,897	
NET INTEREST INCOME	13,644	5,257	272	19,173	
Provision For Loan Losses	787			787	
Net Interest Income after Provision for Loan Losses	12,857	5,257	272	18,386	
OTHER INCOME					
Service fees on deposit accounts	538	272		810	
Bank-owned life insurance	234	96		330	
Insurance commissions and fees	2,890			2,890	
Investment brokerage fees	3			3	
Net gain on sales of securities	77			77	
Net loss on disposal of premises and equipment					
Other	553	163		716	
Total Noninterest Income	4,295	531		4,826	
OTHER EXPENSE					
Salaries and employee benefits	7,235	2,312		9,547	
Occupancy, net	956	427	30 (e)	1,413	
Other expenses	4,312	1,925	(391)(a)(f)	5,846	
Total Noninterest Expense	12,503	4,664	(361)	16,806	
Net Income Before Taxes	4,649	1,124	633	6,406	
EXPENSE FOR INCOME TAXES	1,434	382	258(j)	2,074	
Net Income After Taxes	3,215	742	375	4,332	
Net Income to Common Shares	3,215	742	375	4,332	
Earnings per share, basic	\$ 0.68	\$ 0.39		\$ 0.65 (l)	
Earnings per share, diluted	\$ 0.67	\$ 0.39		\$ 0.65 (l)	
Average basic shares outstanding	4,755,018	1,918,144	(57,544)(i)	6,615,618	
Average diluted shares outstanding	4,794,669	1,924,076	(63,476)(i)	6,655,269	
Adjustment for June 2017 Capital Raise	Sussex Bancorp	Community Bank of Bergen County	Acquisition adjustments	Capital Raise Adjustment	Post Merger and Capital Raise Pro

					Forma
Earnings per share, basic	\$ 0.68	\$ 0.39			\$ 0.56 (1)
Earnings per share, diluted	\$ 0.67	\$ 0.39			\$ 0.55 (1)
Average basic shares outstanding	4,755,018	1,918,144	(57,544)(i)	1,188,186(m)	7,803,804
Average diluted shares outstanding	4,794,669	1,924,076	(63,476)(i)	1,188,186(m)	7,843,455

- (a) The adjustment includes the assumption that the cost for Investment Banking and Legal Advisors will be \$1.4 million and that \$265 thousand will be paid to holders of in-the-money Community stock options. Also, included in the adjustment is the assumption that compensation will be made to the Community Bank of Bergen County's employees in the form of severance pay, cash payouts, those who are bound by change in control agreements and other expenses estimated at \$2.2 million. During the six months ended June 30, 2017 Sussex recognized \$481 thousand and Community recognized \$232 thousand in expense related to merger; these amounts have been removed from the Pro Forma Income Statement.

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- (b) The pro forma adjustment to loans, net of \$4.1 million includes a negative \$7.3 million credit component. The credit component fair value adjustment to loans, net is based on an estimated 3.1% of loans receivable, net of any unearned income.
- (c) The pro forma adjustment to loans, net of \$4.1 million includes a positive \$351 thousand interest component, which will be amortized over an estimated 4 years. The estimated loan portfolio interest component adjustment is estimated to be 0.15% of loans receivable, net of any unearned income.
- (d) The pro forma adjustment to loans, net of \$4.1 million also includes the reversal of Community's allowance for loan losses of \$2.9 million.
- (e) Represents the pro forma fair value adjustment to real estate of \$4.8 million and 50.1% of which will be amortized over an estimated 39 years.
- (f) Represents the recognition of the fair value of the core deposit intangible, which is estimated to be \$3.6 million and will be amortized over 10 years using the sum of the years' digits method. The amount of core deposit intangible is estimated at 1.6% of core deposits.
- (g) Represents the fair value adjustment of the deposit portfolio due to interest estimated to be \$1.3 million and will be amortized over 2 years. The estimated deposit portfolio fair value adjustment is estimated 0.41% of total deposits.
- (h) Total goodwill due to the merger is calculated as follows (in thousands):

Total purchase price of Community	\$ 46,794
Less: Community Equity	(30,122)
Estimated adjustments to reflect assets acquired at fair value	
Loans:	
Interest rate mark	351
Credit mark	(7,347)
Allowance for loan losses	2,870
Core deposit intangible	3,536
Fixed assets	4,823
Estimated adjustments to reflect liabilities acquired at fair value	
Fair value of deposits	(1,265)
Deferred Tax Liability	(1,209)
Total adjustments	(1,759)
 Goodwill resulting from the merger	 \$ 14,913

Any change in the price of Sussex common stock would change the purchase price allocated to goodwill. The following table presents the sensitivity of the purchase price and resulting goodwill to changes in the price of Sussex common stock of \$25.15, the price of Sussex common stock on October 20, 2017, the most recent price at the time of filing:

	Purchase Price	Estimated Goodwill
Up 20%	\$ 56,153	\$ 24,272
Up 10%	51,473	19,592
As presented in pro forma financial information	46,794	14,913
Down 10%	42,115	10,234

Down 20%	37,435	5,554
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- (i) The merger agreement provides that each outstanding share of Community stock will be exchanged for 0.97 shares of Sussex Bancorp Stock.

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The purchase price consideration in Common Stock is as follows (in thousands):

Community shares outstanding, June 30, 2017	1,918,144
Percent of Community common shares to be converted to Sussex	100%
Community shares settled for stock	1,918,144
Exchange ratio	0.97
Sussex stock to be issued	1,860,600
Market price per share of Sussex common stock on October 20, 2017, the most recent stock price at the time of filing	\$ 25.15
Total market value of Sussex common stock to be issued	\$ 46,794
Total purchase price of Community	\$ 46,794
Proforma adjustment to capital	
Fair value of Sussex shares to be issued, including stock options	\$ 46,794
Elimination of Community's equity	(30,122)
After tax acquisition expenses Sussex	(2,311)
Total stockholders' equity adjustment for acquisition	\$ 14,361

- (j) Effective Tax Rate on pre-tax amounts in the Deferred tax adjustment is 40.75%. Represents deferred tax liabilities of \$1.4 million related to the fair value adjustment and Tax receivable amount of \$1.5 million related to merger expenses of \$3.6 million.
- (k) Book value is calculated by dividing Total Equity by shares outstanding. Tangible book value is calculated by dividing Total equity less Goodwill and other intangibles by shares outstanding.
- (l) Earnings per share is calculated by dividing post merger and capital raise pro forma net income by post merger and capital raise weighted average basic shares.
- (m) On June 21, 2017, the Company issued 1,249,999 shares as part of a common stock offering that raised capital of \$30.0 million less underwriting discount and issuance costs of 6.5%. The capital raise adjustment is calculated by dividing the number of shares issued by the number of days in the period and multiplying that result by the number of days in the period that preceded the issuance.

Table of Contents**UNAUDITED COMPARATIVE PER SHARE DATA**

The table below summarizes selected per share data about Sussex and Community. Sussex share data is presented on a pro forma basis to reflect the proposed merger with Community as if the merger had become effective at the end of the period presented, in the case of balance sheet information, and at the beginning of the period presented, in the case of income statement information. Sussex expects to issue approximately 1,860,600 shares of its common stock in the merger.

The data in the table should be read together with the financial information and the financial statements of Sussex and Community incorporated by reference into and included in this joint proxy statement/prospectus. The pro forma per share data or combined results of operations per share data is presented as an illustration only. The data does not necessarily indicate the combined financial position per share or combined results of operations per share that would have been reported if the merger had occurred when indicated, nor is the data a forecast of the combined financial position or combined results of operations for any future period. No pro forma adjustments have been included in this joint proxy statement/prospectus to reflect potential effects of merger integration expenses, cost savings or operational synergies which may be obtained by combining the operations of Sussex and Community, or the costs of combining the companies and their operations.

	Unaudited Comparative Per Common Share Data			
			Sussex Pro Forma Combined(1)	Community Pro Forma Equivalent Per Share(2)
	Sussex	Community		
Basic Earnings				
Year ended December 31, 2016	\$ 1.20	\$ 0.87	\$ 1.09	\$ 1.06
Six months ended June 30, 2017	\$ 0.68	\$ 0.39	\$ 0.65	\$ 0.64
Diluted Earnings				
Year ended December 31, 2016	\$ 1.19	\$ 0.87	\$ 1.09	\$ 1.06
Six months ended June 30, 2017	\$ 0.67	\$ 0.39	\$ 0.65	\$ 0.63
Cash Dividends Paid				
Year ended December 31, 2016	\$ 0.16		\$ 0.16	\$ 0.16
Six months ended June 30, 2017	\$ 0.10		\$ 0.10	\$ 0.10
Book Value				
December 31, 2016	\$ 12.67	\$ 14.96	\$ 15.45	\$ 14.99
June 30, 2017	\$ 15.27	\$ 15.70	\$ 17.31	\$ 16.79

- (1) Pro forma combined dividends per share represent Sussex's historical dividends per share.
- (2) The pro forma equivalent per share is based upon the pro forma combined amounts multiplied by the exchange ratio of 0.97.

Table of Contents**COMPARATIVE MARKET PRICE DATA AND DIVIDEND INFORMATION**

Sussex common stock is listed and traded on the NASDAQ Global Market under the symbol **SBBX**, and Community common stock is quoted on the OTC under the symbol **CMTB**. The following table sets forth, for the calendar quarters indicated, the high and low sales prices per share of Sussex and Community common stock, as reported on NASDAQ and the OTC, respectively. The table also sets forth the quarterly cash dividends per share declared by Sussex and Community with respect to their common stock. On October 20, 2017, the last practicable trading day prior to the date of this joint proxy statement/prospectus, there were 6,040,180 shares of Sussex common stock outstanding, which were held by 528 shareholders of record, and 1,918,144 shares of Community common stock outstanding, which were held by 191 shareholders of record.

<i>For the calendar quarterly period ended:</i>	Sussex			Community		
	High	Low	Dividends Declared	High	Low	Dividends Declared ⁽¹⁾
2017						
March 31, 2017	\$ 26.45	\$ 19.55	\$ 0.04	\$ 13.90	\$ 13.90	
June 30, 2017	28.55	23.55	0.06	25.47	13.90	
2016						
March 31, 2016	\$ 13.45	\$ 11.43	\$ 0.04	\$ 11.40	\$ 11.40	
June 30, 2016	14.00	12.20	0.04	11.27	11.27	
September 30, 2016	16.95	13.33	0.04	12.00	12.00	
December 31, 2016	21.95	16.33	0.04	13.50	13.50	
2015						
March 31, 2015	\$ 11.30	\$ 9.81	\$ 0.04	\$ 11.00	\$ 11.00	
June 30, 2015	12.80	11.11	0.04	11.90	10.55	
September 30, 2015	12.87	11.90	0.04	10.62	10.62	
December 31, 2015	13.79	12.30	0.04	11.00	11.00	

The following table presents the last reported sale price per share of Sussex and Community common stock, as reported on NASDAQ and quoted on the OTC, respectively, on April 10, 2017, the last full trading day prior to the public announcement of the proposed merger, and on October 20, 2017, the last practicable trading day prior to the date of this joint proxy statement/prospectus. The following table also presents the equivalent per share value of Sussex common stock that Community shareholders would receive for each share of their Community common stock if the merger was completed on those dates:

	Sussex Common Stock	Community Common Stock	Equivalent Value Per Share of Community Common Stock
April 10, 2017	\$ 25.05	\$ 13.95	\$ 24.30
October 20, 2017	\$ 25.15	\$ 23.80	\$ 24.40

(1)

Calculated by multiplying the closing price of Sussex common stock as of the specified date by the exchange ratio of 0.97.

The market value of Sussex common stock to be issued in exchange for shares of Community common stock upon the completion of the merger will not be known at the time of the Sussex or Community shareholder meeting. The above tables show only historical comparisons. Because the market prices of Sussex common stock and Community common stock will likely fluctuate prior to the merger, these comparisons may not provide meaningful information to Sussex and Community shareholders in determining whether to adopt and approve the merger agreement. Shareholders are encouraged to obtain current market quotations for Sussex common stock

¹ Does not include any stock dividends that Community has paid during the time periods addressed in this table.

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and Community common stock, and to review carefully the other information contained in this joint proxy statement/prospectus or incorporated by reference into this joint proxy statement/prospectus. See [Where You Can Find More Information](#) beginning on page 149.

The holders of Sussex common stock receive dividends as and when declared by Sussex's board of directors out of statutory surplus or from net profits. Following the completion of the merger, subject to approval and declaration by Sussex's board of directors, Sussex expects to continue paying quarterly cash dividends on a basis consistent with past practice. The current annualized rate of distribution on a share of Sussex common stock is \$0.24 per share. Following the merger, Sussex is targeting to maintain its current dividend payout ratio on a combined company basis. However, the payment of dividends by Sussex is subject to numerous factors, and no assurance can be given that Sussex will pay dividends following the completion of the merger or that dividends will not be reduced in the future.

Prior to completion of the merger, the merger agreement does not permit Community to pay cash dividends. Community has not paid a cash dividend within the last three years and will not pay a cash dividend prior to completion of the merger.

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RISK FACTORS

In addition to the other information contained in or incorporated by reference into this joint proxy statement/prospectus, including the matters addressed under the caption Information Regarding Forward-Looking Statements on page 35, you should carefully consider the following risk factors in deciding whether to vote for adoption and approval of the merger agreement.

Risks Related to the Merger

The value of the merger consideration will vary with changes in Sussex's stock price.

Upon completion of the merger, all of the outstanding shares of Community common stock will be converted into shares of Sussex common stock. The ratio at which the shares will be converted is fixed at 0.97 shares of Sussex common stock for each share of Community common stock. There will be no adjustment in the exchange ratio for changes in the market price of either Community common stock or Sussex common stock. Any change in the price of Sussex common stock will affect the aggregate value Community shareholders will receive in the merger. Stock price changes may result from a variety of factors, including changes in businesses, operations and prospects, regulatory considerations, and general market and economic conditions. Many of these factors are beyond our control. Accordingly, at the time of the shareholder meeting, Community shareholders will not know the value of the stock consideration they will receive in the merger.

Shareholders may be unable to timely sell shares after completion of the merger.

There will be a time period between the completion of the merger and the time at which former Community shareholders actually receive their shares of Sussex common stock. Until shares are received, former Community shareholders may not be able to sell their Sussex shares in the open market and, therefore, may not be able to avoid losses resulting from any decrease, or secure gains resulting from any increase, in the trading price of Sussex common stock during this period.

The market price of Sussex common stock after the merger may be affected by factors different from those affecting the shares of Sussex or Community currently.

The businesses of Sussex/Sussex Bank and Community differ and, accordingly, the results of operations of the combined bank and the market price of Sussex's shares of common stock may be affected by factors different from those currently affecting the independent results of operations and market prices of common stock of each of Sussex and Community. For a discussion of the businesses of Sussex and Community and of certain factors to consider in connection with those businesses, see the documents incorporated by reference into this joint proxy statement/prospectus and referred to under Where You Can Find More Information beginning on page 149.

Both Community and Sussex shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management of the combined company.

Each of Community and Sussex shareholders currently have the right to vote in the election of their respective board of directors and on other matters affecting their respective company. Upon completion of the merger, each Community shareholder will become a shareholder of Sussex with a percentage ownership of the combined company that is much smaller than such shareholder's current percentage ownership of Community. It is expected that the former shareholders of Community as a group will receive shares in the merger constituting approximately 30.80% of the outstanding shares of Sussex common stock immediately after the merger. Furthermore, because shares of Sussex

common stock will be issued to existing Community shareholders, current Sussex shareholders will have their ownership and voting interests diluted approximately 23.55%. Accordingly, both Community and Sussex shareholders will have less influence on the management and policies of the combined company than they now have on the management and policies of their respective company.

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After the merger is completed, Community shareholders will become Sussex shareholders and will have different rights that may be less advantageous than their current rights.

Upon completion of the merger, Community shareholders will become Sussex shareholders. Differences in Community's restated certificate of incorporation and bylaws and Sussex's restated certificate of incorporation and amended and restated bylaws will result in changes to the rights of Community shareholders who become Sussex shareholders. For more information, see Comparison of Rights of Shareholders of Community and Sussex, beginning on page 133 of this joint proxy statement/prospectus.

The termination fee and the restrictions on solicitation contained in the merger agreement may discourage other companies from trying to acquire Community.