

Farnum James R Jr  
 Form 4  
 May 03, 2019

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Farnum James R Jr

(Last) (First) (Middle)

501 FAIRMOUNT AVENUE, SUITE 200

(Street)

TOWNSON, MD 21286

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Hamilton Bancorp, Inc. [HBK]

3. Date of Earliest Transaction (Month/Day/Year)  
 05/01/2019

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 05/01/2019                           |  | J                              |   | 750   | D  | <u>1</u> 0 <sup>(3)</sup>         |
| Common Stock                    | 05/01/2019                           |  | J                              |   | 1,000   | D  | <u>1</u> 0                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options                              | \$ 13.85   | 05/01/2019                           |  | J                              | 9,500   | <u>(2)</u> 02/03/2024                                    | Common Stock  | 9,500                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Farnum James R Jr<br>501 FAIRMOUNT AVENUE<br>SUITE 200<br>TOWNSON, MD 21286 | X             |           |         |       |

## Signatures

/s/ Michael Brown, pursuant to Power of Attorney  
Date: 05/03/2019

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Each share of Issuer common stock was converted into and became exchangeable for the right to receive (i) \$4.10 in cash and (ii) 0.54 shares of Orrstown Financial Services, Inc. ("Buyer") common stock.

(2) Each option to purchase Issuer common stock, whether vested or unvested, automatically converted to the right to receive a cash payment equal to (i) the number of shares of Issuer common stock provided for in such option and (ii) the excess, if any, of \$16.90 over the exercise price per share of Issuer common stock provided for in such option, which cash payment shall be made without interest and shall be net of all applicable withholding taxes.

(3) All unvested shares of restricted stock automatically vest in full at the Effective Time (as defined in the Agreement and Plan of Merger dated October 23, 2018, by and among Buyer and the Issuer, to the extent not previously forfeited, and shall be considered outstanding shares of common stock entitled to receive the Merger Consideration.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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