

DeAlmeida Robert A
 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 *
 DeAlmeida Robert A

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 501 FAIRMOUNT AVENUE,
 SUITE 200

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

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

(Street)
 TOWSON, MD 21286

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/01/2019 | | F | 420 D \$ 15.76 | 22,706 ⁽³⁾ | D | |
| Common Stock | 05/01/2019 | | J | 22,706 D <u>1</u> | 0 ⁽³⁾ | D | |
| Common Stock | 05/01/2019 | | J | 12,501 D <u>1</u> | 0 | I | By 401(k) |
| Common Stock | 05/01/2019 | | J | 15,000 D <u>1</u> | 0 | I | By IRA |
| Common Stock | 05/01/2019 | | J | 500 D <u>1</u> | 0 | I | By daughter |

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Common Stock 05/01/2019 J 8,451 D (1) 0 (4) I By ESOP

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

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SEC 1474
(9-02)

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 | 74,000 | (2) 02/03/2024 | Common Stock | 74,000 |
| Stock Options | \$ 14.25 | 05/01/2019 | | J | 4,197 | (2) 04/01/2028 | Common Stock | 4,197 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DeAlmeida Robert A 501 FAIRMOUNT AVENUE, SUITE 200 TOWSON, MD 21286 | X | | President and CEO | |

Signatures

/s/ Michael Brown, pursuant to Power of Attorney 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)

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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.

- All unvested shares of restricted stock automatically vest in full at the Effective Time (as defined in the Agreement and Plan of Merger
- (3) 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.
 - (4) Reflects transactions not required to be reported pursuant to Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.