

CHICOPEE BANCORP, INC.  
Form SC 13D/A  
December 05, 2012

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

## **SCHEDULE 13D/A**

**(Amendment No. 1)**

**(Rule 13d-101)**

**Under the Securities Exchange Act of 1934**

**Chicopee Bancorp, Inc.**

**(Name of Issuer)**

**Common Stock (No Par Value)**  
**(Title of Class of Securities)**

**168565109**  
**(CUSIP NUMBER)**

**Clover Partners, L.P.**

Edgar Filing: CHICOPEE BANCORP, INC. - Form SC 13D/A

**100 Crescent Court, Suite 575**

**Dallas, TX 75201**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**- with copies to -**

**Eliot D. Raffkind**

**Akin, Gump, Strauss, Hauer & Feld, L.L.P.**

**1700 Pacific Avenue, Suite 4100**

**Dallas, Texas 75201-4618**

**(214) 969-2800**

**December 5, 2012**

**(Date of event which requires filing of this statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g) check the following box `.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Act ), or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

13D/A

CUSIP No. 168565109

(1) Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MHC Mutual Conversion Fund, L.P.

(2) Check the appropriate box if a member of a group\*

(a)

(b)

(3) SEC use only

(4) Source of funds\*

WC

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Texas

(7) Sole voting power

Number of

shares 488,706  
(8) Shared voting power

beneficially

owned by 0  
(9) Sole dispositive power  
each

reporting

person 488,706

with

(10) Shared dispositive power

0

(11) Aggregate amount beneficially owned by each reporting person

488,706

(12) Check box if the aggregate amount in Row (11) excludes certain shares\*

..

(13) Percent of class represented by amount in Row (11)

9.0%

(14) Type of reporting person\*

PN

13D/A

CUSIP No. 168565109

(1) Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Clover Partners, L.P.

(2) Check the appropriate box if a member of a group\*

(a) ..

(b) ..

(3) SEC use only

(4) Source of funds\*

OO/AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Texas

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 488,706  
(9) Sole dispositive power  
each

reporting

person 0

with

(10) Shared dispositive power

488,706

(11) Aggregate amount beneficially owned by each reporting person

488,706

(12) Check box if the aggregate amount in Row (11) excludes certain shares\*

..

(13) Percent of class represented by amount in Row (11)

9.0%

(14) Type of reporting person\*

PN, IA

\* SEE INSTRUCTIONS BEFORE FILLING OUT

13D/A

CUSIP No. 168565109

(1) Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Clover Investments, L.L.C.

(2) Check the appropriate box if a member of a group\*

(a) ..

(b) ..

(3) SEC use only

(4) Source of funds\*

OO/AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

Texas

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

reporting 488,706

(9) Sole dispositive power

person

with 0

(10) Shared dispositive power

488,706

(11) Aggregate amount beneficially owned by each reporting person

488,706

(12) Check box if the aggregate amount in Row (11) excludes certain shares\*

..

(13) Percent of class represented by amount in Row (11)

9.0%

(14) Type of reporting person\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT

13D/A

CUSIP No. 168565109

(1) Name of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Michael C. Mewhinney

(2) Check the appropriate box if a member of a group\*

(a)

(b)

(3) SEC use only

(4) Source of funds\*

OO/AF

(5) Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

..

(6) Citizenship or place of organization

USA

(7) Sole voting power

Number of

shares 0  
(8) Shared voting power

beneficially

owned by 488,706  
(9) Sole dispositive power  
each

reporting

person 0

with

(10) Shared dispositive power

488,706

(11) Aggregate amount beneficially owned by each reporting person

488,706

(12) Check box if the aggregate amount in Row (11) excludes certain shares\*

..

(13) Percent of class represented by amount in Row (11)

9.0%

(14) Type of reporting person\*

IN

---

**SCHEDULE 13D/A**

This first amendment to Schedule 13D (this Schedule 13D/A ) is being filed on behalf of MHC Mutual Conversion Fund, L.P., a Texas limited partnership (the Fund ), Clover Partners, L.P., a Texas limited partnership and the general partner of the Fund (the GP ), Clover Investments, L.L.C., a Texas limited liability company and the general partner of the GP ( Clover ), and Michael C. Mewhinney, the principal of Clover, (collectively, the Reporting Persons ), relating to common stock (no par value) (the Common Stock ) of Chicopee Bancorp, Inc., a Massachusetts corporation (the Issuer ).

This Schedule 13D/A relates to Common Stock of the Issuer purchased by the GP through the account of the Fund. The Fund may direct the vote and disposition of the 488,706 shares of Common Stock it holds directly. The GP serves as the investment adviser and general partner to the Fund and may direct the vote and disposition of the 488,706 shares of Common Stock held by the Fund. Clover serves as the general partner of the GP and may direct the GP to direct the vote and disposition of the 488,706 shares of Common Stock held by the Fund. As the manager of Clover, Mewhinney may direct the vote and disposition of the 488,706 shares of Common Stock held by the Fund.

**Item 1. Security and Issuer**

**Securities acquired:** Common Stock (the Common Stock ).

**Issuer:** Chicopee Bancorp, Inc.  
70 Center Street  
Chicopee, MA 01013

**Item 2. Identity and Background**

(a) This Schedule 13D/A is jointly filed by the Fund, the GP, Clover and Mr. Mewhinney. Because Mr. Mewhinney is the manager of Clover, which is the general partner of the GP (with Mr. Mewhinney, the Fund and Clover hereinafter referred to as the Controlling Persons ), the Controlling Persons may be deemed, pursuant to Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the Act ), to be the beneficial owners of all of the Common Stock held by the Fund. The Reporting Persons (as hereinafter defined) are filing this Schedule 13D/A jointly, as they may be considered a group under Section 13(d)(3) of the Act. However, neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that such a group exists.

(b) The principal place of business for each of the Reporting Persons is 100 Crescent Court, Suite 575, Dallas, TX 75201.

(c) The principal occupation of Mr. Mewhinney is serving as the managing member of Clover. The principal business of Clover is acting as the general partner of the GP. The principal business of the GP is investment management. The principal business of the Fund is investing in securities.

(d) During the last five years, none of the Reporting Persons have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, none of the Reporting Persons have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Fund, the GP and Clover are organized under the laws of the State of Texas. Mr. Mewhinney is a citizen of the United States of America.

**Item 3. Source and Amount of Funds**

As of December 5, 2012, the Fund had invested \$6,587,450.36 (inclusive of brokerage commissions) in Common Stock of the Issuer. The source of these funds was the working capital of the Fund.

**Item 4. Purpose of the Transaction**

The Fund (collectively with Mr. Mewhinney, the GP and Clover, the Reporting Persons ) purchased the Common Stock for investment purposes.

Consistent with their investment purpose, the Reporting Persons have engaged and will continue to engage in communications with one or more officers of the Issuer and/or one or more members of the board of directors of the Issuer (the Board ), and/or one or more representatives of the Issuer regarding the Issuer, including, but not limited to its business, management, operations, assets, capitalization, financial condition, governance, strategy and future plans. The Reporting Persons have discussed and will continue to discuss ideas that, if effectuated, may result in any of the following: a sale or transfer of a material amount of assets of the Issuer and/or changes in the board of directors or management of the Issuer.

The Reporting Persons may purchase, sell or transfer Common Stock beneficially owned by them from time to time in public transactions depending on economic considerations and, subject to the below, the results of such communications. Any such transactions may be effected at any time or from time to time subject to any applicable limitations imposed on the sale of the Common Stock by applicable law.

On December 5, 2012, the Reporting Persons sent a letter to the Board (the Board Letter ) regarding the operations of the Issuer. A copy of the Board Letter is attached hereto as Exhibit 2.

Except to the extent the foregoing may be deemed a plan or proposal, the Reporting Persons have no plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of the Schedule 13D/A. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

**Item 5. Interest in Securities of the Issuer**

(a) - (b) The Reporting Persons beneficially own 488,706 shares of Common Stock, which represents 9.0% of the Issuer's outstanding shares of Common Stock. The percentage of beneficial ownership of the Reporting Persons, as reported in this Schedule 13D/A, was calculated by dividing (i) the total number of shares of Common Stock beneficially owned by each Reporting Person as of December 5, 2012 as set forth in this Schedule 13D/A, by (ii) the 5,440,960, shares of Common Stock outstanding as of November 1, 2012, according to the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 9, 2012.

The GP, in its capacity as investment manager and general partner to the Fund has power to vote the 488,706 shares of Common Stock and the power to dispose of the 488,706 shares of Common Stock held in the Fund. Clover, in its capacity as general partner of the GP and Mr. Mewhinney, as the managing member of Clover, may each be deemed to beneficially own the Common Stock held in the Fund.

(c) Transactions in the Issuer's securities by the Reporting Persons during the last sixty days are listed in Annex A attached hereto.

The filing of this Schedule 13D/A shall not be construed as admission that the GP, Clover, or Mr. Mewhinney is for the purposes of Section 13(d) or 13(g) of the Act the beneficial owner of any of the 488,706 shares of Common Stock owned by the Fund. Pursuant to Rule 13d-4, the GP, Clover, or Mr. Mewhinney disclaim all such beneficial ownership.

(c) Transactions in the Issuer's securities by the Reporting Persons during the last sixty days are listed in Annex A attached hereto.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Common Stock.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Not Applicable.

**Item 7. Material to be Filed as Exhibits**

Exhibit 1 Joint Filing Agreement by and among the Reporting Persons.

Exhibit 2 Board Letter

Page 9 of 10

**Signatures**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 5, 2012

**MHC Mutual Conversion Fund, L.P.**

By: Clover Partners, L.P.

By: Clover Investments, L.L.C., general partner

By: /s/ John Guerry

Name: John Guerry

Title: Authorized Signatory

**Clover Partners, L.P.**

By: Clover Investments, L.L.C., general partner

By: /s/ John Guerry

Name: John Guerry

Title: Authorized Signatory

**Clover Investments, L.L.C.**

By: /s/ John Guerry

Name: John Guerry

Title: Authorized Signatory

/s/ Michael C. Mewhinney

Michael C. Mewhinney