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SUSSEX BANCORP  
Form 8-K  
December 23, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) December 21, 2004

SUSSEX BANCORP

(Exact name of registrant as specified in its charter)

New Jersey	0-29030	22-3475473
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

399 Route 23	
Franklin, New Jersey	07416
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (973) 827-2914

Item 8.01. Other Events.

On December 21, 2004, the public offering of 1,131,150 shares of the Registrant's common stock, no par value per share, including 147,541 shares issued upon exercise of the underwriter's over-allotment option, was consummated. Each share was sold at a price of \$14.25 per share, generating gross proceeds of approximately \$15.2 million. A copy of the press release

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announcing the closing of this transaction is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.  
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(c) Exhibits.

Exhibit Number -----	Description -----
99.1	Press Release dated December 21, 2004 announcing the closing of the Registrant's public offering of common stock.

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SIGNATURES  
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Pursuant to the requirements of the Securities Exchange Act of 1934, Sussex Bancorp, has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SUSSEX BANCORP  
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(Registrant)

Dated: December 21, 2004

By: /s/ Candace A. Leatham  
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CANDACE A. LEATHAM  
Executive Vice President and Treasurer

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EXHIBIT INDEX  
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Exhibit No. -----	Description -----	Page No. -----
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