

SANDY SPRING BANCORP INC  
Form 8-K  
March 18, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): March 18, 2010**

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-19065**  
(Commission File Number)

**52-1532952**  
(IRS Employer  
Identification No.)

**17801 Georgia Avenue, Olney, Maryland 20832**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(301) 774-6400**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events.**

On March 18, 2010, Sandy Spring Bancorp, Inc. (the Company ) announced the pricing of the Company s underwritten public offering of 6,500,000 shares of its common stock at a price of \$13.50 per share. Gross proceeds will be \$87,750,000, exclusive of the exercise by the underwriters of their over-allotment option to purchase an additional 975,000 shares.

The press release announcing the pricing of the stock offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

Number	Description
99.1	Press Release dated March 18, 2010.

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**SIGNATURES**

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

**SANDY SPRING BANCORP, INC.**

*(Registrant)*

Date: March 18, 2010

By: /s/ Ronald E. Kuykendall  
Ronald E. Kuykendall  
Executive Vice President and  
General Counsel