

MID PENN BANCORP INC  
Form S-8  
November 24, 2010

As filed with the Securities and Exchange Commission on November 24, 2010

Registration No. 333-\_\_\_\_\_

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**MID PENN BANCORP, INC.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of  
incorporation or organization)

**25-1666413**  
(I.R.S. Employer  
Identification Number)

**349 Union Street**

**Millersburg, Pennsylvania**  
**(Address of Principal Executive Offices)**

**17061**  
**(Zip Code)**

**Mid Penn Bancorp, Inc. Employee Stock Purchase Plan**

**(Full title of the plan)**

**Rory G. Ritrievi**

**President and Chief Executive Officer**

**Mid Penn Bancorp, Inc.**

**349 Union Street**

**Millersburg, Pennsylvania 17061**

**(Name and address of agent for service)**

**(717) 692-2133**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**David W. Swartz, Esquire**

**Stevens & Lee**

**111 North Sixth Street**

**P.O. Box 679**

**Reading, Pennsylvania 19603-0679**

**(610) 478-2184**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered<sup>(1)(2)</sup></b>	<b>Proposed maximum offering price per share<sup>(3)</sup></b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common stock, \$1.00 par value per share	150,000 shares	\$7.50	\$1,125,000.00	\$80.22

- (1) Pursuant to Rule 416, this Registration Statement covers, in addition to the number of shares stated herein, an indeterminate number of shares that may be subject to grant or otherwise issuable by reason of stock splits, stock dividends, or similar transactions.
- (2) Based on the maximum number of shares of the Registrant's common stock, par value \$1.00 per share, authorized for issuance under the Mid Penn Bancorp, Inc. Employee Stock Purchase Plan.
- (3) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the amount of the registration fee based upon the average of the high and low prices for a share of the Registrant's common stock on November 19, 2010, as reported on the NASDAQ Stock Market.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

Information required by Item 1 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 adopted under the Securities Act of 1933, as amended (the Securities Act), and the Note to Part I of Form S-8.

**Item 2. Registrant Information and Employee Plan Annual Information.**

Information required by Item 2 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 adopted under the Securities Act and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

In this Registration Statement, Mid Penn, we, us, and our refer to Mid Penn Bancorp, Inc..

The following documents filed with the Securities and Exchange Commission (the SEC) are incorporated by reference in this Registration Statement and made a part hereof:

- (a) our Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- (b) our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2010, June 30, 2010 and September 30, 2010;
- (c) our Current Reports on Form 8-K filed on February, 1, 2010, April 23, 2010, May 5, 2010, July 22, 2010, August 30, 2010, October 21, 2010 and October 29, 2010;
- (d) the description of Mid Penn common stock contained on pages 13 and 14 of our Registration Statement on Form S-3 (Registration Statement No. 333-156759), including any amendments or reports filed for the purpose of updating such Registration Statement; and
- (e) all other documents filed by us after the date of this Registration Statement under Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to the Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and part of this Registration Statement from the date of filing of such documents.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interest of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Pennsylvania law provides that a Pennsylvania corporation may indemnify directors, officers, employees and agents of the corporation against liabilities they may incur in such capacities for any action taken or any failure to act, whether or not the corporation would have the power to indemnify the person under any provision of law, unless such action or failure to act is determined by a court to have constituted recklessness or willful misconduct. Pennsylvania law also permits the adoption of a bylaw amendment, approved by shareholders, providing for the elimination of a director's liability for monetary damages for any action taken or any failure to take any action unless (1) the director has breached or failed to perform the duties of his office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Our bylaws provide for (1) indemnification of directors, officers, employees and agents and (2) the elimination of a director's liability for monetary damages, to the fullest extent permitted by Pennsylvania law.

Directors and officers are also insured against certain liabilities for their actions, as such, by an insurance policy obtained by us.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits**

Exhibits:

Number	Description
3.1	Articles of Incorporation of Mid Penn Bancorp, Inc. (Incorporated by reference to Exhibit 3.1 of Registrant's Registration Statement on Form S-3 (Registration No. 333-156759).)
3.2	Statement with Respect to Shares for Series A Preferred Stock. (Incorporated by reference to Exhibit 3.1 to Registrant's Current Report on Form 8-K filed on December 22, 2008.)
3.3	By-Laws of Mid Penn Bancorp, Inc. (Incorporated by reference to Exhibit 3.2 to Registrant's Current Report on Form 8-K filed on August 30, 2010.)
4.1	Warrants for purchase of Shares of Common Stock. (Incorporated by reference to Exhibit 4.1 to Registrant's Current Report on Form 8-K filed on December 22, 2008.)
5.1	Opinion of Stevens & Lee, P.C.
10.1	Mid Penn Bancorp, Inc. Employee Stock Purchase Plan.

- 23.1 Consent of Stevens & Lee, P.C. (included in Exhibit 5.1).
- 23.2 Consent of ParenteBeard LLC.
- 24.1 Power of Attorney of Directors and Officers (included on signature page).

**Item 9. Undertakings**

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimate maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and
- (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-8 and has caused this Registration Statement to be signed on its behalf by the undersigned in the Borough of Millersburg, Commonwealth of Pennsylvania on November 3, 2010.

MID PENN BANCORP, INC.

By: /s/ Rory G. Ritrievi  
Rory G. Ritrievi  
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rory G. Ritrievi, Kevin W. Laudenslager, or Edward P. Williams, and each of them, his true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacity, to sign any or all amendments to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting to such attorney-in-fact and agents full power and authority to do and perform each and every act and this requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement was signed below by the following persons and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	
/s/ Rory G. Ritrievi Rory G. Ritrievi	President and Chief Executive Officer, Director (Principal Executive Officer)	November 3, 2010
/s/ Kevin W. Laudenslager Kevin W. Laudenslager	Vice President, Treasurer (Principal Financial Officer and Principal Accounting Officer)	November 24, 2010
/s/ Jere M. Coxon Jere M. Coxon	Director	November 3, 2010
/s/ Mathew G. DeSoto Mathew G. DeSoto	Director	November 24, 2010
/s/ A. James Durica A. James Durica	Director	November 24, 2010
/s/ Robert C. Grubic Robert C. Grubic	Director	November 3, 2010
/s/ Gregory M. Kerwin Gregory M. Kerwin	Director	November 3, 2010
/s/ Theodore W. Mowery Theodore W. Mowery	Director	November 3, 2010
/s/ Donald E. Sauve Donald E. Sauve	Director	November 24, 2010
/s/ Edwin D. Schlegel Edwin D. Schlegel	Director	November 3, 2010
/s/ William A. Specht, III William A. Specht, III	Director	November 24, 2010

**EXHIBIT INDEX**

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