
Section 1: 425 (FORM 8-K)

**UNITED STATES
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): May 31, 2018

MID PENN BANCORP, INC.

(Exact Name of Registrant as Specified in Charter)

PENNSYLVANIA
(State or Other Jurisdiction of Incorporation)

001-13677
(Commission File Number)

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

349 Union Street, Millersburg, Pennsylvania 17061
(Address of Principal Executive Offices) (Zip Code)

1.866.642.7736
(Registrant's telephone number, including area code)

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On May 31, 2018, Mid Penn Bancorp, Inc. (“Mid Penn”) and First Priority Financial Corp. (“First Priority”) issued a joint press release announcing the receipt of all bank regulatory approvals required to consummate the merger of First Priority with and into Mid Penn. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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<u>99.1</u>	<u>Press Release issued May 31, 2018.</u>
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SIGNATURE

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.

MID PENN BANCORP, INC.

Date: May 31, 2018

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

EXHIBIT INDEX

Exhibit No.	Description of Exhibit
99.1	Press Release issued May 31, 2018.

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Section 2: EX-99.1 (PRESS RELEASE)

EXHIBIT 99.1

Mid Penn Bancorp, Inc. Receives Regulatory Approvals for First Priority Merger

MILLERSBURG, Pa., May 31, 2018 (GLOBE NEWSWIRE) -- Mid Penn Bancorp, Inc. ("Mid Penn") (NASDAQ:MPB) and First Priority Financial Corp. ("First Priority") (OTCQX:FPBK) announced today that they have received all required approvals from the applicable bank regulatory agencies to complete their proposed merger. Pending receipt of approval from shareholders of Mid Penn and First Priority, Mid Penn intends to close the transaction in the third quarter of 2018.

Following completion of the merger, First Priority Bank will be merged with and into Mid Penn Bank and will operate as "First Priority Bank, a division of Mid Penn Bank."

"With this merger, we look forward to expanding into the Delaware Valley and Berks County, which will allow us to continue to spread our brand of community banking across the state of Pennsylvania," said Mid Penn President and CEO Rory G. Ritrievi. "As Mid Penn and First Priority work collectively to ensure the merger is seamless, we believe our partnership will provide an attractive set of products and services to customers and a meaningful financial return to shareholders."

The merger will expand Mid Penn's footprint into the desirable demographic markets of southeastern Pennsylvania, including Chester, Berks, Montgomery and Bucks counties. Mid Penn, on a pro forma basis following completion of the merger, will have over \$2 billion in assets.

Sandler O'Neill + Partners, L.P. served as financial advisor and Pillar+Aught served as legal advisor to Mid Penn in the transaction. Griffin Financial Group LLC acted as financial advisor and Stevens & Lee, P.C. acted as legal advisor to First Priority.

About Mid Penn Bancorp, Inc.

Mid Penn Bancorp, Inc. (NASDAQ:MPB), headquartered in Millersburg, Pa., has been serving the community since 1868. Mid Penn has 29 retail locations in the state of Pennsylvania and total assets of approximately \$1.4 billion. Its footprint includes Cumberland, Dauphin, Fayette, Lancaster, Luzerne, Northumberland, Schuylkill and Westmoreland counties. The bank offers a comprehensive portfolio of products and services to meet the banking needs of the communities it serves. To learn more about Mid Penn Bank, visit www.midpennbank.com.

About First Priority Financial Corp.

First Priority Financial Corp. has total assets of approximately \$615 million. Headquartered in Malvern, Pa., First Priority provides personal banking, business banking and wealth management services through its seven locations in Chester, Berks, Montgomery and Bucks counties. Additional information is available through the bank's website at www.fpbk.com.

Important Additional Information and Where to Find It

The proposed transaction will be submitted to the shareholders of First Priority and Mid Penn for their consideration and approval. In connection with the proposed transaction, Mid Penn has filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4, which includes a joint proxy statement/prospectus and other relevant documents to be distributed to the shareholders of Mid Penn and First Priority. Investors are urged to read the registration statement and the joint proxy statement/prospectus regarding the proposed transaction and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. Investors will be able to obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about Mid Penn and First Priority, free of charge from the SEC's Internet site (www.sec.gov), or by contacting Mid Penn Bancorp, Inc., 349 Union Street, Millersburg, Pennsylvania 17061, attention: Investor Relations (telephone (717) 692-7105); or First Priority Financial Corp., 2 West Liberty Boulevard, Suite 104, Malvern, Pennsylvania 19355, attention: Investor Relations (telephone (610) 280-7100). **INVESTORS SHOULD READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER DOCUMENTS TO BE FILED WITH THE SEC CAREFULLY BEFORE MAKING A DECISION CONCERNING THE TRANSACTION.**

Mid Penn, First Priority and their respective directors, executive officers, and certain other members of management and employees may be soliciting proxies from Mid Penn and First Priority shareholders in favor of the transaction. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the Mid Penn and First Priority shareholders in connection with the proposed transaction will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about Mid Penn's executive officers and directors in its most recent proxy statement filed with the SEC, which is available at the SEC's Internet site (www.sec.gov). Information about First Priority's executive officers and directors is set forth in its most recent annual report on Form 10-K filed with the SEC, which is available at the SEC's Internet site. You can also obtain free copies of these documents from Mid Penn or First Priority, as appropriate, using the contact information above.

This document is not an offer to sell shares of Mid Penn's securities which may be issued in the proposed transaction. Such securities are offered only by means of the joint proxy statement/prospectus referred to above.

Safe Harbor for Forward-Looking Statements

This document may contain forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Actual results and trends could differ materially from those set forth in such statements due to various risks, uncertainties and other factors. Such risks, uncertainties and other factors that could cause actual results and experience to differ from those projected include, but are not limited to, the following: the continued effectiveness of regulatory approvals and the satisfaction of other closing conditions to the merger, including approval by shareholders of Mid Penn and First Priority; the timing of closing the merger; difficulties and delays in integrating the business or fully realizing cost savings and other benefits; ineffectiveness of the company's business strategy due to changes in current or future market conditions; the effects of competition, and of changes in laws and regulations, including industry consolidation and development of competing financial products and services; interest rate movements; changes in credit quality; inability to achieve other merger-related synergies; difficulties in integrating distinct business operations, including information technology difficulties; volatilities in the securities markets; and deteriorating economic conditions, and other risks and uncertainties, including those detailed in Mid Penn Bancorp, Inc.'s and First Priority Financial Corp.'s filings with the Securities and Exchange Commission (SEC).

Contact: Brittany M. Zolko
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