

SANDY SPRING BANCORP INC  
Form 8-K  
March 23, 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 23, 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))

Item 8.01 Other Events.

On March 23, 2010, Sandy Spring Bancorp, Inc. (the "Company") announced the closing of its previously announced underwritten public offering of 7,475,000 shares of its common stock at a public offering price of \$13.50 per share.

The press release announcing the completion 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 23, 2010 |

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 23, 2010

By: /s/ Daniel J. Schrider  
Name Daniel J. Schrider  
Title President and Chief Executive  
Officer