

EGGEMEYER JOHN M III  
Form 4  
February 12, 2019

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EGGEMEYER JOHN M III

(Last) (First) (Middle)

C/O CASTLE CREEK ADVISORS  
IV LLC, 6051 EL TORDO, PO BOX  
1329

(Street)

RANCHO SANTA FE, CA 92067

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Bancorp, Inc. [TBBK]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/11/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 02/11/2019                           |  | A                              | (A)<br>or<br>(D)<br>Price<br>7,500<br>(1)                         | 30,000  | I  | See Foonote (2)                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| EGGEMEYER JOHN M III<br>C/O CASTLE CREEK ADVISORS IV LLC<br>6051 EL TORDO, PO BOX 1329<br>RANCHO SANTA FE, CA 92067 | X             |           |         |       |

## Signatures

/s/ John M.  
Eggemeyer

02/12/2019

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These restricted stock units, each of which represents the right to receive one share of common stock of The Bancorp, Inc. ("Common Stock"), were issued to Castle Creek Advisors IV LLC ("Advisors IV"), on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc. on February 11, 2019 and will become fully vested on February 11, 2020.

(2) These securities, which include (i) 15,000 shares of Common Stock and (ii) an additional 7,500 restricted stock units (which represent the right to receive one share of Common Stock and are scheduled to become fully vested on May 16, 2019), in each case previously issued to Advisors IV on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc., are held directly by Advisors IV. The reporting person disclaims beneficial ownership of all of the securities held by Advisors IV, except to the extent of his respective pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

### Remarks:

The reporting person is a managing principal of Castle Creek Capital VI LLC, the sole general partner of Castle Creek Capital

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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