

FIDELITY D & D BANCORP INC
Form 8-K
November 03, 2005

**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): **November 1, 2005**

Fidelity D & D Bancorp, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other
jurisdiction of
incorporation)

333-90273
(Commission
File Number)

23-3017653
(IRS Employer
Identification No.)

Blakely and Drinker Streets, Dunmore, PA
(Address of principal executive offices)

18512
(Zip Code)

Registrant's telephone number, including area code: **570-342-8281**

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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 (*see* General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Fidelity D & D Bancorp, Inc.

CURRENT REPORT ON FORM 8-K

Item 1.01 **Entry into a Material Definitive Agreement**

See disclosure under Item 1.02 below.

Item 1.02 **Termination of a Material Definitive Agreement**

On November 1, 2005, Fidelity Discount & Deposit Bank (the Bank), the Registrant s wholly owned subsidiary, agreed to amend and terminate the Deferred Compensation Agreements with Joseph J. Earyes and Daniel Santaniello dated April 23, 2001 and July 16, 2001, respectively (the Agreements). The Bank shall pay Messrs. Earyes and Santaniello all amounts accrued under the Agreements through the termination date not previously paid, including contributions and interest. Further, Messrs. Earyes and Santaniello release the Bank from any liability for taxes that may be payable in connection with the payments made to them.

The amendments and terminations to the Agreements are attached hereto as Exhibit 99.1 and Exhibit 99.2 are incorporated by reference into this Item 1.01.

Item 9.01 **Financial Statements and Exhibits**

(c) **Exhibits**

99.1 **Amendment and Termination of Deferred Compensation Agreement by and among by and among Fidelity D & D Bancorp, Inc., Fidelity Deposit & Discount Bank, and Joseph J. Earyes dated as of November 1, 2005.**

99.2 **Amendment and Termination of Deferred Compensation Agreement by and among by and among Fidelity D & D Bancorp, Inc., Fidelity Deposit & Discount Bank, and Daniel Santaniello dated as of November 1, 2005.**

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.

Fidelity D & D Bancorp, Inc.

Date: **November 3, 2005**

BY: /s/ Salvatore R. DeFrancesco, Jr.

Name: Salvatore R. DeFrancesco, Jr.
Title: Treasurer & Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO.		PAGE NO. IN MANUALLY SIGNED ORIGINAL
99.1	Amendment and Termination of Deferred Compensation Agreement by and among by and among Fidelity D & D Bancorp, Inc., Fidelity Deposit & Discount Bank, and Joseph J. Earyes dated as of November 1, 2005.	5
99.2	Amendment and Termination of Deferred Compensation Agreement by and among by and among Fidelity D & D Bancorp, Inc., Fidelity Deposit & Discount Bank, and Daniel Santaniello dated as of November 1, 2005.	8