

SANDY SPRING BANCORP INC

Form 8-K

November 29, 2012

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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): **November 26, 2012**

**SANDY SPRING BANCORP, INC.**

(Exact name of registrant as specified in its charter)

Maryland	000-19065	52-1532952
(State or other jurisdiction	(Commission File Number)	(IRS Employer
of incorporation)		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 4.01 Changes in Registrant's Certifying Accountant**

On November 26, 2012, Sandy Spring Bancorp, Inc. (the "Company") dismissed Grant Thornton LLP as independent auditors for the Company. The dismissal of Grant Thornton LLP will be effective upon the completion of its independent audit of the Company's financial statements for the year ended December 31, 2012. The change in independent auditors was approved by the Company's Audit Committee.

The reports of Grant Thornton LLP on the consolidated financial statements of the Company as of and for the fiscal years ended December 31, 2010 and December 31, 2011 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. In connection with its audit for the fiscal years ended December 31, 2010 and 2011 and in the interim period from January 1, 2012 through November 26, 2012, there were no disagreements with Grant Thornton LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of Grant Thornton LLP, would have caused Grant Thornton LLP to make reference to such disagreements in its report on the consolidated financial statement for such years.

Grant Thornton LLP has provided the Company with a copy of Grant Thornton LLP's letter addressed to the Securities and Exchange Commission stating that Grant Thornton LLP agrees with the disclosures made by the Company in response to Item 304(a) of Regulation S-K. A copy of Grant Thornton LLP's letter is filed as Exhibit 16.0 and incorporated in this Item 4.01 by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

**Number Description**

16.0 Letter of Concurrence from Grant Thornton LLP Regarding Change in Certifying Accountant

**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: November 29, 2012 By; /s/ Philip J. Mantua  
Philip J. Mantua  
EVP and Chief Financial Officer