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REPUBLIC FIRST BANCORP INC

Form 8-K

April 27, 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): April 26, 2005

Republic First Bancorp, Inc.  
(Exact name of registrant as specified in its charter)

Pennsylvania	0-17007	23-2486815
----- (State or other jurisdiction of incorporation or organization)	(Commission File No.)	I.R.S. Employer Identification No.)
1608 Walnut Street, Suite 1000, Philadelphia, PA		19103
----- (Address of principal executive offices)		(Zip Code)
	(215)-735-4422	
	----- (Registrant's telephone number, including area code)	
	None	
	----- (Former name, former address and former fiscal year, 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 (see General Instruction A.2. below):

- 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 1.01. Entry into a material definitive agreement.

Pursuant to the terms of a letter agreement attached hereto as Exhibit

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10.1, effective May 1, 2005, the Registrant entered into an amendment to the Employment Agreement with Harry D. Madonna, President and Chief Executive Officer of Registrant increasing his annual base salary during the first year of his three year Employment Agreement to \$300,000 per annum. All of the terms and conditions of the Employment Agreement will remain in full force and effect.

Effective April 26, 2005, the Board of Directors approved changes in Directors' compensation as set forth in Exhibit 99.1 attached hereto.

### 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.

REPUBLIC FIRST BANCORP, INC.

Dated: April 26, 2005

/s/

Name: Paul Frenkiel

Title: Chief Financial Officer