

THOMAS J MIKESELL
Form 4/A
August 25, 2017

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 *
Castle Creek Capital Partners VI, LP

(Last) (First) (Middle)

C/O CASTLE CREEK CAPITAL 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)
02/03/2017

4. If Amendment, Date Original Filed(Month/Day/Year)
02/07/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | | | | | 3,026,598 | I | See Footnote (1) |
| Common Stock | | | | | 15,000 | I | See Footnote (2) |

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

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number.

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

| 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| Castle Creek Capital Partners VI, LP C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067 | X | | | See Remarks |
| Castle Creek Capital VI LLC C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067 | X | | | See Remarks |
| EGGEMEYER JOHN M III C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067 | X | | | See Remarks |
| THOMAS J MIKESELL C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067 | X | | | See Remarks |
| MERLO MARK G C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067 | X | | | See Remarks |
| Pietrzak John C/O CASTLE CREEK CAPITAL LLC 6051 EL TORDO, PO BOX 1329 | X | | | See Remarks |

RANCHO SANTA FE, CA 92067

Signatures

| | |
|--|------------|
| CASTLE CREEK CAPITAL PARTNERS VI, LP, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer, Title: President | 08/25/2017 |
| __Signature of Reporting Person | Date |
| CASTLE CREEK CAPITAL VI LLC, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer, Title: President | 08/25/2017 |
| __Signature of Reporting Person | Date |
| JOHN M. EGGEMEYER, By: /s/ John M. Eggemeyer, Name: John M. Eggemeyer | 08/25/2017 |
| __Signature of Reporting Person | Date |
| J. MIKESELL THOMAS, By: /s/ J. Mikesell Thomas, Name: J. Mikesell Thomas | 08/25/2017 |
| __Signature of Reporting Person | Date |
| MARK G. MERLO, By: /s/ Mark G. Merlo, Name: Mark G. Merlo | 08/25/2017 |
| __Signature of Reporting Person | Date |
| JOHN T. PIETRZAK, By: /s/ John T. Pietrzak, Name: John T. Pietrzak | 08/25/2017 |
| __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 securities are directly held by Castle Creek Capital Partners VI, LP ("Fund VI"). Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, and Mr. Pietrzak are managing principals of Castle Creek Capital VI LLC, the sole general partner of Fund VI. Castle Creek Capital VI LLC, Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, and Mr. Pietrzak each disclaim beneficial ownership of these shares of Common Stock, except to the extent of their respective pecuniary interest therein, and this report shall not be deemed an admission that Castle Creek Capital Partners VI LLC, Mr. Eggemeyer, Mr. Thomas, Mr. Merlo, or Mr. Pietrzak is the beneficial owner of such shares of Common Stock for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
 - (2) These restricted stock units, each of which represents the right to receive one share of common stock of The Bancorp, Inc., were previously issued to Castle Creek Advisors IV LLC, on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc. (the "Board"). Each of these restricted stock units will become fully vested on February 3, 2018, subject to Mr. Eggemeyer's continued service on the Board.

Remarks:

This Form 4 amendment is being filed to correct the vesting schedule of the 15,000 restricted stock units set forth in Table I. I

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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