

SANDY SPRING BANCORP INC
Form DEFA14A
April 03, 2008

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. ___)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material pursuant to §240.14a-12

SANDY SPRING BANCORP, INC.
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- | | |
|----|--|
| 1. | Title of each class of securities to which transaction applies: N/A |
| 2. | Aggregate number of securities to which transaction applies: N/A |
| 3. | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): N/A |
| 4. | Proposed maximum aggregate value of transaction: |

N/A

5. Total fee paid:

N/A

o Fee paid previously with preliminary materials:

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

N/A

2. Form, Schedule or Registration Statement No.:

N/A

3. Filing Party:

N/A

4. Date Filed:

N/A

SANDY SPRING BANCORP, INC.

April 2, 2008

Dear Shareholder:

Following the printing of the 2008 proxy statement, it was discovered that there was an error in the 2007 Non-Employee Director Compensation table on page 7 that resulted in the compensation expense for certain directors being overstated. The corrected table is provided below.

2007 Non-Employee Director Compensation

| Name | <i>Change in Pension Value and Nonqualified Deferred Compensation Earnings</i> | | | | Total |
|-----------------------------------|--|----------------------------|-----------------------------|------------------------|-----------|
| | <i>Fees Earned or Paid in Cash</i> (1) | <i>Stock Awards</i> (2) | <i>Option Awards</i> (3) | <i>Earnings</i> (4) | |
| John Chirtea | \$ 35,200 | \$ 2,012 | \$ 8,652 | \$ 4,906 | \$ 50,770 |
| Mark E. Friis | 32,400 | 2,012 | 5,162 | - | 39,574 |
| Susan D. Goff | 47,000 | 2,012 | 6,713 | 5,564 | 61,289 |
| Solomon Graham | 31,100 | 2,012 | 8,058 | 4,575 | 45,745 |
| Marshall H. Groom ⁽⁵⁾ | 36,100 | - | - | - | 36,100 |
| Gilbert L. Hardesty | 44,000 | 2,012 | 8,247 | - | 54,259 |
| Pamela A. Little | 38,700 | 2,012 | 5,162 | 648 | 46,522 |
| Charles F. Mess | 35,200 | 2,012 | 7,171 | 707 | 45,090 |
| Robert L. Mitchell ⁽⁶⁾ | 7,200 | - | - | - | 7,200 |
| Robert L. Orndorff | 51,200 | 2,012 | 9,001 | 8,017 | 70,230 |
| David E. Rippeon | 40,200 | 2,012 | 7,629 | - | 49,841 |
| Craig A. Ruppert | 31,200 | 2,012 | 7,413 | - | 40,625 |
| Lewis R. Schumann | 40,200 | 2,012 | 7,842 | 7,296 | 57,350 |
| W. Drew Stabler | 68,200 | 2,012 | 11,250 | - | 81,462 |

(1) All or a portion of the reported cash compensation may be deferred under the Director Fee Deferral Agreements between the Bank and individual directors. Please see the description of the director's fees above.

(2) At year end 2006, the directors noted above were granted 269 shares of restricted stock. The value reported represents the compensation expense recognized for financial statement reporting purposes in accordance with FAS 123(R) for outstanding restricted stock awards for each director. At December 31, 2007, each non-employee director, except for Mr. Groom, had 215 unvested shares of restricted stock.

(3) There were no new stock options granted in 2007. The value reported represents the compensation expense recognized for financial statement reporting purposes in accordance with FAS 123(R) for outstanding stock option awards for each director. As of February 12, 2008 directors held total outstanding options for the following number of shares: Chirtea-8,344; Friis-2,039; Goff-6,461; Graham-5,699; Groom-5,160; Hardesty-11,267; Little-2,039; Mess-7,812; Orndorff-10,420; Rippeon-7,501; Ruppert-5,955; Schumann-10,054; Stabler-10,878.

- (4) Amount reported is the "above-market" interest paid on deferred compensation pursuant to the Director Fee Deferral Agreements described above.
- (5) Mr. Groom was appointed to the board on February 16, 2007. Reported compensation reflects amounts earned or accrued from February 16, 2007 through year end.
- (6) Mr. Mitchell retired from the board on April 18, 2007. Reported compensation reflects amounts earned or accrued from January 1, 2007 through April 18, 2007.

If you have already delivered your proxy prior to receiving this letter, you do not need to take any action unless you wish to revoke or change your vote on any of the proposals. You may revoke a proxy at any time prior to its exercise by 1) filing a written notice of revocation to Ronald E. Kuykendall, General Counsel and Secretary, Sandy Spring Bancorp, Inc. 17801 Georgia Avenue, Olney, MD 20832; or 2) delivering to Bancorp a duly executed proxy bearing a later date; or 3) attending the annual meeting and casting a ballot in person. If you have voted by the Internet, you may simply re-vote your shares.

Sincerely,

Ronald E. Kuykendall
General Counsel & Secretary