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CHICOPEE BANCORP, INC.

Form S-8

July 09, 2007

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As filed with the Securities and Exchange Commission on July 9, 2007
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT
 UNDER THE SECURITIES ACT OF 1933

CHICOPEE BANCORP, INC.
 (exact name of registrant as specified in its charter)

MASSACHUSETTS

 (State or other jurisdiction of
 incorporation or organization)

20-4840562

 (I.R.S. Employer Identification No.)

70 CENTER STREET
 CHICOPEE, MASSACHUSETTS 01013
 (413) 594-6692
 (Address, including zip code, and telephone number,
 including area code, of registrant's principal executive offices)

CHICOPEE BANCORP, INC. 2007 EQUITY INCENTIVE PLAN
 (Full Title of the Plan)

COPIES TO:

WILLIAM J. WAGNER
 PRESIDENT AND CHIEF EXECUTIVE OFFICER
 CHICOPEE BANCORP, INC.
 70 CENTER STREET
 CHICOPEE, MASSACHUSETTS 01013
 (413) 594-6692

LAWRENCE M. F. SPACCASI, ESQUIRE
 SEAN P. KEHOE, ESQUIRE
 MULDOON MURPHY & AGUGGIA LLP
 5101 WISCONSIN AVENUE, N.W.
 WASHINGTON, D.C. 20016
 (202) 362-0840

(Name, address, including zip code, and telephone number,
 including area code, of agent for service)

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock \$0.01 par value	1,041,510 (2)	\$15.27 (3)	\$15,903,858

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to

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the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan (the "Plan") as the result of a stock split, stock dividend or similar adjustment to the outstanding common stock of Chicopee Bancorp, Inc. (the "Common Stock") pursuant to 17 C.F.R. ss.230.416(a).

- (2) Represents the shares which may be issued as stock awards or upon the exercise of options to purchase shares of Chicopee Bancorp, Inc. common stock under the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee. The average of the high and low price of the Common Stock as reported on July 5, 2007 in accordance with 17 C.F.R. ss.230.457(c).

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IMMEDIATELY UPON FILING IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND 17 C.F.R. SS.230.462.

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CHICOPEE BANCORP, INC.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEMS 1 & 2. The document containing the information for the Chicopee Bancorp, Inc. 2007 Equity Incentive Plan (the "Plan") specified by Part I of this Registration Statement will be sent or given to the participants in the Plan as specified by Rule 428(b)(1). Said document need not be filed with the Securities and Exchange Commission (the "SEC") either as a part of this Registration Statement or as a prospectus or prospectus supplement pursuant to Rule 424 in reliance on Rule 428. Said document and the information incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus for the Registration Statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed or to be filed by Chicopee Bancorp, Inc. (the "Registrant" or the "Corporation") with the SEC are incorporated by reference in this Registration Statement:

(a) The Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, which includes the consolidated statements of operations, changes in shareholder equity and cash flows for each of the years in the three-year period ended December 31, 2006, filed with the SEC on March 28, 2007 and subsequently amended on April 13, 2007 (File No. 000-51996).

(b) The Corporation's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2007 filed with the SEC on May 15, 2007 (File No. 000-51996).

(c) The description of the Registrant's common stock contained in the Registrant's Form 8-A12G (File No. 000-51996), as filed with the SEC pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the "Exchange Act"), and rule 12b-15 promulgated thereunder, on May 11, 2006 as incorporated by reference to the Registrant's Form S-1 (File No. 333-130302) and declared effective on May 15, 2006.

(d) All documents filed by the Registrant and the Plan, where applicable, pursuant to Sections 13(a) and (c), 14 or 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which deregisters all securities then remaining unsold (in each case other than those portions furnished under Items 2.02, 7.01 and 9.01 of Form 8-K).

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ANY STATEMENT CONTAINED IN THIS REGISTRATION STATEMENT, OR IN A DOCUMENT INCORPORATED OR DEEMED TO BE INCORPORATED BY REFERENCE HEREIN, SHALL BE DEEMED TO BE MODIFIED OR SUPERSEDED FOR PURPOSES OF THIS REGISTRATION STATEMENT TO THE EXTENT THAT A STATEMENT CONTAINED HEREIN, OR IN ANY OTHER SUBSEQUENTLY FILED DOCUMENT WHICH ALSO IS INCORPORATED OR DEEMED TO BE INCORPORATED BY REFERENCE HEREIN, MODIFIES OR SUPERSEDES SUCH STATEMENT. ANY SUCH STATEMENT SO MODIFIED OR SUPERSEDED SHALL NOT BE DEEMED, EXCEPT AS SO MODIFIED OR SUPERSEDED, TO CONSTITUTE A PART OF THIS REGISTRATION STATEMENT.

ITEM 4. DESCRIPTION OF SECURITIES

The Common Stock to be offered pursuant to the Plan has been registered pursuant to Section 12(b) of the Exchange Act. Accordingly, a description of the Common Stock is not required herein.

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ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

None.

The validity of the Common Stock offered hereby has been passed upon for the Registrant by the firm of Muldoon Murphy & Aguggia LLP.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Directors, officers and employees of the Registrant may be entitled to the benefit from the indemnification provisions contained in the Massachusetts Business Corporation Act and the Registrant's Articles of Incorporation. The general effect of these provisions are noted below.

Sections 8.50-8.59 of the Massachusetts Business Corporation Act authorize a Massachusetts corporation to indemnify its present and former directors and officers under certain conditions. Article 7 of our bylaws provides that we shall indemnify each person who serves or has served as a director or officer at the level of Vice President or above to the fullest extent permitted by applicable law, against expenses (including attorney's fees), judgments, fines, ERISA excise taxes, penalties, and amounts reasonably paid in settlement incurred in connection with any threatened, pending or completed action, suit, arbitration, alternate dispute resolution mechanism, inquiry, investigation, administrative hearing or any other proceeding whether civil, criminal, administrative, arbitral or investigative (without regard to whether the basis of such proceeding is alleged action in an official capacity as a director or officer or in any other capacity for or on behalf of Chicopee Bancorp, Inc. while serving as a director or officer) or any claim, issue or matter therein, which proceeding such director or officer is, or is threatened to be made, a party to or participant in by reason of the fact that he or she is or was one of our directors or officers or was serving at our request as a director, officer, trustee, or in a similar capacity with another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The rights of indemnification continue as to a director or officer after he or she has ceased to be a director or officer and shall inure to the benefit of his or her heirs, estate, executors, administrators and personal representatives. No amendment, termination or repeal of the provisions of Article 7 of our bylaws or of the relevant provisions of the Massachusetts Business Corporation Act shall affect or deprive a director or officer of the benefit of those by-laws or applicable law with respect to any proceeding arising out of or relating to any actions, transactions or facts occurring prior to such amendment, termination or repeal.

Section 2.02 of the Massachusetts Business Corporation Act authorizes a Massachusetts corporation to adopt a provision in its articles of organization

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eliminating or limiting the personal liability of directors to the corporation for monetary damages for breach of fiduciary duty as directors, provided that the provision may not eliminate or limit the liability of directors for:

- o any breach of the director's duty of loyalty to the corporation or its shareholders;
- o any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- o any improper distributions to shareholders under Section 6.40 of the Massachusetts Business Corporation Act; or
- o any transaction from which the director derived an improper personal benefit

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Section 6.5.4 of the Registrant's articles of organization provides that, to the maximum extent permitted by the Massachusetts Business Corporation Act, none of our directors shall be personally liable to us or our shareholders for monetary damages for breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability. No amendment to or repeal of the provisions of Section 6.5.4 shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any act or failure to act of such director occurring prior to such amendment or repeal. If the Massachusetts Business Corporation Act is subsequently amended to further eliminate or limit the personal liability of directors or to authorize corporate action to further eliminate or limit such liability, then the liability of the directors will be eliminated or limited to the fullest extent permitted by the Massachusetts Business Corporation Act as so amended. A principal effect of Section 6.5.4 is to limit or eliminate the potential liability of our directors for monetary damages arising from breaches of their duty of care, unless the breach involves one of the four exceptions described above.

Section 8.57 of the Massachusetts Business Corporation Act also authorizes a Massachusetts corporation to obtain insurance on behalf of its directors and officers against liability incurred by them in those capacities. We have procured a directors' and officers' liability and company reimbursement liability insurance policy that insures (a) our directors and officers against losses, above a deductible amount, arising from specified types of claims made against them by reason of enumerated acts done or attempted by our directors or officers and (b) us against losses, above a deductible amount, arising from any of the specified types of claims, but only if we are required or permitted to indemnify our directors or officers for those losses under statutory or common law or under provisions of our articles of organization or bylaws.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

None.

ITEM 8. EXHIBITS

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds generally to the Exhibit Table in Item 601 of Regulation S-K).

List of Exhibits (filed herewith unless otherwise noted):

- 5 Opinion of Muldoon Murphy & Aguggia LLP as to the legality of the common stock to be issued
- 10.1 Chicopee Bancorp, Inc., Inc. 2007 Equity Incentive Plan(1)

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- 10.2 Form of Restricted Stock Award Agreement
- 10.3 Form of Incentive Stock Option Award Agreement
- 10.4 Form of Non-Statutory Stock Option Award Agreement
- 23.1 Consent of Muldoon Murphy & Aguggia LLP
(contained in the Opinion included as Exhibit 5)
- 23.2 Consent of Berry, Dunn, McNeil & Parker
- 24.0 Power of Attorney (contained on the signature pages)

(1) Incorporated herein by reference to Appendix A in the definitive proxy statement filed with the SEC on April 18, 2007 (File No. 000-51996).

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ITEM 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement unless the information or prospectus required by (i) and (ii) is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and
- (4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in such Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in such Act and will be governed by the final adjudication of such issue.

SIGNATURES

THE REGISTRANT.

Pursuant to the requirements of the Securities Act of 1933, Chicopee Bancorp, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicopee, Commonwealth of Massachusetts on July 9, 2007.

CHICOPEE BANCORP, INC.

By: /s/ William J. Wagner

William J. Wagner
President and Chief Executive Officer
(duly authorized representative)

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints William J. Wagner, as the true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments to the Form S-8 registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the United States Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and things requisite and necessary to be done as fully, and to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
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/s/ William J. Wagner ----- William J. Wagner	President and Chief Executive Officer (principal executive officer)	July 9, 2007
/s/ W. Guy Ormsby ----- W. Guy Ormsby	Executive President, Chief Financial Officer, Treasurer and Director (principal accounting and financial officer)	July 9, 2007
/s/ Thomas J. Bardon ----- Thomas J. Bardon	Director	July 9, 2007
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/s/ James H. Bugbee ----- James H. Bugbee	Director	July 9, 2007
/s/ Arthur F. DuBois ----- Arthur F. DuBois	Director	July 9, 2007
/s/ Louis E. Dupuis ----- Louis E. Dupuis	Director	July 9, 2007
/s/ Douglas K. Engebretson ----- Douglas K. Engebretson	Director	July 9, 2007
/s/ Edward J. Fitzgerald ----- Edward J. Fitzgerald	Director	July 9, 2007
/s/ David P. Fontaine ----- David P. Fontaine	Director	July 9, 2007
/s/ William J. Giokas ----- William J. Giokas	Director	July 9, 2007

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Judith T. Tremble

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EXHIBIT INDEX

Exhibit No.	Description	Method of Filing
5	Opinion of Muldoon Murphy & Aguggia LLP	Filed herewith.
10.1	Chicopee Bancorp, Inc., Inc. 2007 Equity Incentive Plan	Incorporated herein by reference.
10.2	Form of Restricted Stock Award Agreement	Filed herewith.
10.3	Form of Incentive Stock Option Award Agreement	Filed herewith.
10.4	Form of Non-Statutory Stock Option Award Agreement	Filed herewith.
23.1	Consent of Muldoon Murphy & Aguggia LLP	Contained in the Opinion included as Exhibit 5.0.
23.2	Consent of Berry, Dunn, McNeil & Parker	Filed herewith.
24.0	Power of Attorney	Located on the signature page.

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