

SANDY SPRING BANCORP INC  
 Form 4  
 March 06, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**KUYKENDALL RONALD E**

2. Issuer Name and Ticker or Trading Symbol  
**SANDY SPRING BANCORP INC [SASR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, General Counsel & Sec

**SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE**

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**OLNEY, MD 20832**

(City) (State) (Zip)

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/05/2014		A		3,578	A	\$ 0
Common Stock					7,537.8854	D	
Common Stock					4,331.9059	I	ESPP
Common Stock					936	D	(2)
Common Stock					2,100	D	(3)

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Common Stock	2,527	D <u>(4)</u>
Common Stock	2,966	D <u>(5)</u>
Common Stock	4,429	D <u>(6)</u>

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**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. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 38					12/15/2004 <sup>(7)</sup> 12/15/2014	Common Stock	6,050
Stock Options (Right to Buy)	\$ 27.96					03/26/2009 <sup>(7)</sup> 03/26/2015	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KUYKENDALL RONALD E SANDY SPRING BANCORP, INC. 17801 GEORGIA AVENUE OLNEY, MD 20832			EVP, General Counsel & Sec	

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr.  
Kuykendall

03/06/2014

\_\_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) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually over five years beginning April 1, 2015.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over three years beginning March 25, 2010.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 31, 2011.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 30, 2012.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 28, 2013.
- (6) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments annually over five years beginning April 1, 2014.
- (7) Stock options fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. e="Times New Roman" style="font-size:10.0pt;">

11.

Aggregate Amount Beneficially Owned by Each Reporting Person:  
7,123,781

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13.

Percent of Class Represented by Amount in Row (11)  
9.4%

14.

Type of Reporting Person (See Instructions)

OO

7

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CUSIP No. 302051206

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)  
Tontine Overseas Associates, L.L.C.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
 

7.	Sole Voting Power	-0-
8.	Shared Voting Power	3,142,083
9.	Sole Dispositive Power	-0-
10.	Shared Dispositive Power	3,142,083
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,142,083
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
4.2%
14. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 302051206

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)  
Tontine 25 Overseas Master Fund, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
3. SEC Use Only
4. Source of Funds (See Instructions)  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Cayman Islands
 

7.	Sole Voting Power	-0-
8.	Shared Voting Power	1,177,740
9.	Sole Dispositive Power	-0-
10.	Shared Dispositive Power	1,177,740
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
1,177,740
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
1.6%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 302051206

1. Names of Reporting Persons. I.R.S. Identification Nos. of Above Persons (Entities Only)  
Jeffrey L. Gendell
2. Check the Appropriate Box if a Member of a Group (See Instructions)
  - (a)  x
  - (b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
United States
  7. Sole Voting Power  
-0-
  8. Shared Voting Power  
23,705,133
  9. Sole Dispositive Power  
-0-
  10. Shared Dispositive Power  
23,705,133
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
23,705,133
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
13. Percent of Class Represented by Amount in Row (11)  
31.4%
14. Type of Reporting Person (See Instructions)  
IN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

**Item 1. Security and Issuer**

This Amendment No. 5 to Schedule 13D is being filed by the Reporting Persons to amend the Schedule 13D originally filed on June 29, 2006 (the Original 13D ), as amended on September 20, 2006, August 30, 2007, October 9, 2007 and November 10, 2008 (the Original 13D, together with the amendments, the Schedule 13D ) and relating to the common stock, par value \$0.01 per share (the Common Stock ), of Exide Technologies (the Company ). The Company s principal executive offices are located at 13000 Deerfield Parkway, Building 200 Alpharetta, Georgia 30004.

**Item 2. Identity and Background**

(a) This statement is filed by:

(i) Tontine Capital Partners, L.P., a Delaware limited partnership ( TCP ), with respect to the shares of Common Stock directly owned by it;

(ii) Tontine Capital Management, L.L.C., a Delaware limited liability company ( TCM ), with respect to the shares of Common Stock directly owned by each of TCP and T25 (as defined below);

(iii) Tontine Capital Overseas Master Fund, L.P. a Cayman Islands limited partnership ( TMF ) with respect to shares of Common Stock directly owned by it;

(iv) Tontine Capital Overseas GP, L.L.C., a Delaware limited liability company ( TCO ), with respect to shares of Common Stock owned by TMF;

(v) Tontine Partners, L.P., a Delaware limited partnership ( TP ), with respect to the shares of Common Stock directly owned by it;

(vi) Tontine Management, L.L.C., a Delaware limited liability company ( TM ), with respect to the shares of Common Stock directly owned by TP;

(vii) Tontine Overseas Associates, L.L.C., a Delaware limited liability company ( TOA ), with respect to the shares of Common Stock directly owned by Tontine Overseas Fund, Ltd., a Cayman Islands exempted company ( TOF ), and certain separately managed accounts, with respect to the shares of Common Stock directly owned by TOF and the separately managed accounts;

(viii) Tontine 25 Overseas Master Fund, L.P., a Cayman Islands limited partnership ( T25 ), with respect to the shares of Common Stock directly owned by it; and

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(ix) Jeffrey L. Gendell ( Mr. Gendell ) with respect to the shares of Common Stock directly owned by each of TCP, TMF, TP, TOF, T25 and the separately managed accounts.

TCP, TCM, TMF, TCO, TP, TM, TOA, T25 and Mr. Gendell are hereinafter sometimes collectively referred to as the Reporting Persons. Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

(b) The address of the principal business and principal office of each of TCP, TCM, TMF, TCO, TP, TM, TOA and T25 is 55 Railroad Avenue, Greenwich, Connecticut 06830. The business address of Mr. Gendell is 55 Railroad Avenue, Greenwich, Connecticut 06830.

(c) The principal business of each of TMF, TCP, TP and T25 is serving as a private investment limited partnership. The principal business of TCM is serving as the general partner of both TCP and T25. The principal business of TCO is serving as the general partner of TMF. The principal business of TM is serving as the general partner of TP. The principal business of TOA is that of an investment advisor engaging in the purchase and sale of securities on behalf of its clients. Mr. Gendell serves as the managing member of TCM, TCO, TM and TOA.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was, or is subject to, a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or State securities laws or finding any violation with respect to such laws.

(f) Each of TCP and TP is a limited partnership organized under the laws of the State of Delaware. Each of TCO, TCM, TM and TOA is a limited liability company organized under the laws of the State of Delaware. Each of TMF and T25 is a limited partnership organized under the laws of the Cayman Islands. Mr. Gendell is a United States citizen.

**Item 3. Source and Amount of Funds or Other Consideration**

Shares of Common Stock owned by the Reporting Persons were purchased with working capital and on margin. The Reporting Persons' margin transactions are with UBS Securities LLC, on such firm's usual terms and conditions. All or part of the shares of Common Stock directly owned by the Reporting Persons may from time to time be pledged with one or more banking institutions or brokerage firms as collateral for loans made by such bank(s) or brokerage firm(s) to the Reporting Persons. Such loans bear interest at a rate based upon the broker's call rate from time to time in effect. Such indebtedness may be refinanced with other banks or broker dealers.

**Item 4. Purpose of Transaction**

The Reporting Persons acquired the shares of Common Stock for investment purposes and in the ordinary course of business.

The Reporting Persons expect that they may hold and/or dispose of their shares of Common Stock as a part of their ongoing investment strategy, with any such dispositions expected to be made consistent with the alternatives and timing originally reported in Amendment No. 4 to this Schedule 13D. Recently, certain of the Reporting Persons determined to form TCP Overseas Master Fund II, L.P. ( "TCP 2" ) during the fourth quarter of 2009. It is anticipated that TCP 2 will become the beneficial owner of an as-yet-undetermined portion of the Common Stock currently held by the Reporting Persons. To the extent that TCP 2 acquires beneficial ownership of any such Common Stock, TCP 2 may hold and/or dispose of such Common Stock or may purchase additional securities of the Company, at any time and from time to time in the open market or otherwise.

One of the members of the Board of Directors of the Company is an employee of Tontine Associates, LLC, an affiliate of the Reporting Persons. The disposition of the Reporting Persons' holdings in the Company may result in changes to the size and/or composition of the Company's Board of Directors.

Although the forgoing represents the range of activities presently contemplated by the Reporting Persons with respect to the Company, it should be noted that the possible activities of the Reporting Persons are subject to change at any time. Accordingly, the Reporting Persons reserve the right to change their plans or intentions and to take any and all actions that they may deem to be in their best interests.

Except as set forth in the Schedule 13D, the Reporting Persons do not have any current intention, plan or proposal with respect to: (a) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the Board; (e) any material change in the present capitalization or dividend policy of the Company; (f) any other material change in the Company's business or corporate structure; (g) changes in the Company's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (h) causing a class of securities of the Company to be delisted from a national securities exchange, if any, or cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Act, or (j) any action similar to any of those enumerated in items (a) through (i) above.

**Item 5. Interest in Securities of the Issuer**

The following disclosure of share ownership by the Reporting Persons is as of the date of this Amendment No. 5 to Schedule 13D.

A. Tontine Capital Partners, L.P.

(a) Aggregate number of shares beneficially owned: 9,831,729. Percentage: 13.0 %. The percentages used herein and in the rest of Item 5 are calculated based upon 75,520,820 shares of Common Stock of the Company issued and outstanding as of July 31, 2009, as disclosed in the Company's Quarterly Report on Form 10-Q filed with the SEC on August 6, 2009.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 9,831,729

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 9,831,729

(c) TCP has not engaged in any transactions in Common Stock in the last 60 days.

(d) TCM, the general partner of TCP, has the power to direct the affairs of TCP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM and in that capacity directs its operations.

(e) Not applicable.

B. Tontine Capital Management, L.L.C.

(a) Aggregate number of shares beneficially owned: 11,009,469. Percentage: 14.6%.

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(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 11,009,469

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 11,009,469

(c) TCM has not engaged in any transactions in Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

C. Tontine Capital Overseas Master Fund, L.P.

(a) Aggregate number of shares beneficially owned: 2,429,800. Percentage: 3.2%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 2,429,800

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 2,429,800

(c) TMF has not engaged in any transactions in Common Stock in the last 60 days.

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(d) TCO the general partner of TMF, has the power to direct the affairs of TMF, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCO and in that capacity directs its operations.

(e) Not applicable.

D. Tontine Capital Overseas GP, L.L.C.

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(a) Aggregate number of shares beneficially owned: 2,429,800. Percentage: 3.2%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 2,429,800

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 2,429,800

(c) TCO has not engaged in any transactions in Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

E. Tontine Partners, L.P.

(a) Aggregate number of shares beneficially owned: 7,123,781. Percentage: 9.4%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 7,123,781

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 7,123,781

(c) TP has not engaged in any transactions in Common Stock in the last 60 days.

(d) TM, the general partner of TP, has the power to direct the affairs of TP, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TM and in that capacity directs its operations.

(e) Not applicable.

F. Tontine Management, L.L.C.

(a) Aggregate number of shares beneficially owned: 7,123,781. Percentage: 9.4%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 7,123,781

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 7,123,781

(c) TM has not engaged in any transactions in Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

G. Tontine Overseas Associates, L.L.C.

(a) Aggregate number of shares beneficially owned: 3,142,083. Percentage: 4.2%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 3,142,083

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 3,142,083

(c) TOA has not engaged in any transactions in Common Stock in the last 60 days.

(d) Each of the clients of TOA has the power to direct the receipt of dividends from or the proceeds of the sale of the shares of the Company. Mr. Gendell is the Managing Member of TOA and in that capacity directs its operations.

(e) Not applicable.

H. Tontine 25 Overseas Master Fund, L.P.

(a) Aggregate number of shares beneficially owned: 1,177,740. Percentage: 1.6%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 1,177,740

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 1,177,740

(c) T25 has not engaged in any transactions in Common Stock in the last 60 days.

(d) TCM, the general partner of T25, has the power to direct the affairs of T25, including decisions respecting the receipt of dividends from, and the disposition of the proceeds from the sale of, the shares. Mr. Gendell is the Managing Member of TCM and in that capacity directs its operations.

(e) Not applicable.

I. Jeffrey L. Gendell

(a) Aggregate number of shares beneficially owned: 23,705,133. Percentage: 31.4%.

(b) 1. Sole power to vote or direct vote: -0-

2. Shared power to vote or direct vote: 23,705,133

3. Sole power to dispose or direct the disposition: -0-

4. Shared power to dispose or direct the disposition: 23,705,133

(c) Mr. Gendell has not engaged in any transactions in Common Stock in the last 60 days.

(d) Not applicable.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

Pursuant to a Registration Rights Agreement, dated as of September 18, 2006, by and among the between the Company, TCP, TP, TOA, TMF, Arklow Capital, LLC and Legg Mason Investment Trust, Inc. (the Registration Rights Agreement ), on November 8, 2007, the Company filed a registration statement on Form S-3 registering the resale of 23,070,233 shares of Common Stock held by the Reporting Persons (the Registration Statement ). The Registration Statement was declared effective on November 19, 2007. Pursuant to the Registration Rights Agreement, the Company has agreed to maintain the effectiveness of the Registration Statement until the Reporting Persons no longer hold any Registrable Securities. In addition, under the Registration Rights Agreement, the Reporting Persons have certain demand and piggyback registration rights.

The foregoing summary of the Registration Rights Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1, which is incorporated by reference herein.

Except as described in the Schedule 13D, the Reporting Persons do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Company, including but not limited to the transfer or voting of any of the securities, finder s fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or losses, or the giving or withholding of proxies.

**Item 7. Material to Be Filed as Exhibits**

1. Registration Rights Agreement dated September 18, 2006, between Exide Technologies, Tontine Capital Partners, L.P., Tontine Partners, L.P., Tontine Overseas Associates, L.L.C., Tontine Capital Overseas Master Fund, L.P., Arklow Capital, LLC and Legg Mason Investment Trust, Inc. (incorporated by reference to Exhibit 10.1 to the Company s Report on Form 8-K dated September 19, 2006).



**Signature**



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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 23, 2009

Date

/s/ Jeffrey L. Gendell

Signature

Jeffrey L. Gendell, individually, as managing member of Tontine Capital Management, L.L.C., general partner of Tontine Capital Partners, L.P. and Tontine 25 Overseas Master Fund, L.P., as managing member of Tontine Capital Overseas GP, L.L.C., general partner of Tontine Capital Overseas Master Fund, L.P., as managing member of Tontine Management, L.L.C., general partner of Tontine Partners, L.P., and as managing member of Tontine Overseas Associates, L.L.C., investment advisor of Tontine Overseas Fund, Ltd. and certain separately managed accounts

Name/Title