

ENTERPRISE BANCORP INC /MA/  
Form 8-K  
June 24, 2016

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): June 24, 2016 (June 21, 2016)

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

Massachusetts                      001-33912      04-3308902  
(State or Other Jurisdiction      (Commission      (IRS Employer  
of Incorporation)                      File Number)      Identification No.)

222 Merrimack Street  
Lowell, Massachusetts                      01852  
(address of principal executive offices)      (Zip Code)

(978) 459-9000  
(Registrant's telephone number, including area code)

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:

- 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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 8.01 Other Events

On June 21, 2016, Enterprise Bancorp, Inc. (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference, announcing the completion of its combined shareholder subscription rights offering and supplemental community offering (together, the “Offerings”). The Company sold 930,232 shares of common stock in the Offerings at \$21.50 per share, resulting in \$20.0 million in new capital (\$19.7 million, net of offering expenses).

Item 9.01 Financial Statements and Exhibits

(d) The following exhibit is included with this report:

Exhibit 5.1 Opinion of Nelson Mullins Riley & Scarborough LLP

Exhibit 23.1 Consent of Nelson Mullins Riley & Scarborough LLP (included in Exhibit 5.1)

Exhibit 99.1 Press release dated June 21, 2016

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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.

ENTERPRISE BANCORP, INC.

Date: June 24, 2016 By: /s/ James A. Marcotte

James A. Marcotte

Executive Vice President, Treasurer and Chief Financial Officer