

EGGEMEYER JOHN M III
 Form 4
 February 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
 EGGEMEYER JOHN M III

(Last) (First) (Middle)

C/O CASTLE CREEK ADVISORS
 IV 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)
 02/11/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
Common Stock	02/11/2019		A	(A) or (D) Price 7,500 (1)	30,000	I	See Foonote (2)

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

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SEC 1474
 (9-02)

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

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EGGEMEYER JOHN M III C/O CASTLE CREEK ADVISORS IV LLC 6051 EL TORDO, PO BOX 1329 RANCHO SANTA FE, CA 92067	X			

Signatures

/s/ John M.
Eggemeyer 02/12/2019
**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 restricted stock units, each of which represents the right to receive one share of common stock of The Bancorp, Inc. ("Common Stock"), were issued to Castle Creek Advisors IV LLC ("Advisors IV"), on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc. on February 11, 2019 and will become fully vested on February 11, 2020.
- (2) These securities, which include (i) 15,000 shares of Common Stock and (ii) an additional 7,500 restricted stock units (which represent the right to receive one share of Common Stock and are scheduled to become fully vested on May 16, 2019), in each case previously issued to Advisors IV on behalf of John M. Eggemeyer in his capacity as a member of the Board of Directors of The Bancorp, Inc., are held directly by Advisors IV. The reporting person disclaims beneficial ownership of all of the securities held by Advisors IV, except to the extent of his respective pecuniary interest therein, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

The reporting person is a managing principal of Castle Creek Capital VI LLC, the sole general partner of Castle Creek Capital

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.