

Bancorp, Inc.  
Form 10-K/A  
June 21, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

Amendment No. 1

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(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2005

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 51018

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**The Bancorp, Inc.**

(exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation or organization)

23-3016517  
(IRS Employer  
Identification No.)

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405 Silverside Road, Wilmington, DE  
(Address of principal executive offices)

19809  
(Zip Code)

Registrant's telephone number, including area code: (302) 385-5000

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Securities registered pursuant to section 12(b) of the act:

Title of each Class	Name of each Exchange
None	on which Registered None

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$1.00 per share

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(a) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

The aggregate market value of the common shares of the registrant held by non-affiliates of the registrant, based upon the closing price of such shares on June 30, 2005 of \$17.44, was approximately \$219 million.

As of March 1, 2006, 13,639,180 shares of common stock, par value \$1.00 per share, of the registrant were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement for registrant's 2006 Annual Meeting of Shareholders are incorporated by reference in Part III of this Form 10-K.

EXPLANATORY NOTE

This abbreviated amendment on Form 10-K/A (this Amendment) amends Exhibit 31.1 and 31.2 originally filed with the Company's Annual Report on Form 10-K for the year ended December 31, 2005 (the Original Filing). The exhibits contained in the Original Filing did not contain the proper internal control language in Item 4.

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Except as described above, this Amendment does not revise or update or in any way affect any information or disclosures contained in the Original Filing.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

THE BANCORP, INC. (Registrant)

June 21, 2006

By: /s/ Betsy Z. Cohen  
Betsy Z. Cohen  
Chief Executive Officer

June 21, 2006

By: /s/ Martin F. Egan  
Martin F. Egan  
Chief Financial Officer, Senior Vice President and Secretary