

EVANS BANCORP INC  
Form S-8  
July 22, 2011

As filed with the Securities and Exchange Commission on July 22, 2011

SEC Registration No. 333-

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

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**EVANS BANCORP, INC.**

(Exact name of registrant as specified in its charter)

NEW YORK

(State or other jurisdiction of incorporation or organization)

16-1332767

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

14-16 North Main Street, Angola, New York 14006

(Address of Principal Executive Offices) (Zip Code)

EVANS BANCORP, INC. EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

*with a copy to:*

David J. Nasca

President and Chief Executive Officer

Evans Bancorp, Inc.

14-16 North Main Street

Angola, New York 14006

(Name and address of agent for service)

Thomas E. Willett, Esq.

Harris Beach PLLC

99 Garnsey Road

Pittsford, New York 14534

(585) 419-8800

(716) 926-2000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities<br/>to be registered</b> | <b>Amount<br/>to be<br/>registered <sup>(1)</sup></b> | <b>Proposed<br/>maximum<br/>offering price<br/>per share <sup>(2)</sup></b> | <b>Proposed<br/>maximum<br/>aggregate<br/>offering price <sup>(2)</sup></b> | <b>Amount of<br/>registration fee</b> |
|---|---|---|---|---------------------------------------|
| Common Stock, \$.50 par value                   | 100,000   | \$13.79   | \$1,379,000   | \$160.10                              |

<sup>(1)</sup> The Registration Statement also includes an indeterminate number of additional shares that may become issuable pursuant to antidilution provisions of the Evans Bancorp, Inc. Employee Stock Purchase Plan.

<sup>(2)</sup> In accordance with Rules 457(h)(1) and 457(c), calculated on the basis of the high and low prices of the Common Stock on the NYSE-Amex on July 20, 2011.

**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this Registration Statement ), which incorporates by reference the contents of the Registrant's previous Registration Statement on Form S-8 (No. 333-106655) filed with the Securities and Exchange Commission on June 30, 2003, is being filed by the Registrant solely to register an additional 100,000 shares for issuance under the Evans Bancorp, Inc. Employee Stock Purchase Plan. Accordingly, this Registration Statement consists only of those items required by General Instruction E to Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

The following exhibits are filed with this Registration Statement:

- 5 Opinion of Harris Beach PLLC
- 23.1 Consent of KPMG LLP, Independent Registered Public Accounting Firm
- 23.2 Consent of Harris Beach PLLC (included in Exhibit 5)
- 24 Power of Attorney (included at pages II-2 and II-3)
- 99 Evans Bancorp, Inc. Employee Stock Purchase Plan (incorporated by reference to Exhibit 4.7 to the Registrant's Registration Statement on Form S-8 (Registration No. 333-106655), as filed on June 30, 2003)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant 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 Angola, state of New York, on this 22nd day of July, 2011.

EVANS BANCORP, INC.

By: /s/ DAVID J. NASCA  
David J. Nasca

**President and Chief Executive Officer**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, David J. Nasca and Gary A. Kajtoch and each of them, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him, and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done as fully 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 any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1933, this Registration Statement and Power of Attorney have been signed below by the following persons in the capacities and on the dates indicated:

| <b>Name</b>   | <b>Capacity</b>   | <b>Date</b>   |
|---|---|---------------|
| /s/ DAVID J. NASCA<br><b>David J. Nasca</b>         | President and Chief Executive Officer/Director<br>(Principal Executive Officer) | July 22, 2011 |
| /s/ GARY A. KAJTOCH<br><b>Gary A. Kajtoch</b>       | Treasurer (Principal Financial Officer)   | July 22, 2011 |
| /s/ NICHOLAS J. SNYDER<br><b>Nicholas J. Snyder</b> | Vice President/Controller (Principal Accounting Officer)                        | July 22, 2011 |
| /s/ PHILLIP BROTHMAN<br><b>Phillip Brothman</b>     | Chairman of the Board/Director  | July 22, 2011 |
| /s/ JOHN R. O BRIEN<br><b>John R. O Brien</b>       | Vice Chairman of the Board/Director   | July 22, 2011 |
| <b>James E. Biddle, Jr.</b>                         | Director  | July 22, 2011 |
|   | Director  | July 22, 2011 |

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**Marsha S. Henderson**

/s/ **KENNETH C. KIRST**

Director

July 22, 2011

**Kenneth C. Kirst**

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|                                 |          |               |
|---------------------------------|----------|---------------|
| /s/ MARY CATHERINE MILITELLO    | Director | July 22, 2011 |
| <b>Mary Catherine Militello</b> |          |               |
|                                 | Director | July 22, 2011 |
| <b>Robert G. Miller, Jr.</b>    |          |               |
| /s/ MICHAEL J. ROGERS           | Director | July 22, 2011 |
| <b>Michael J. Rogers</b>        |          |               |
|                                 | Director | July 22, 2011 |
| <b>James Tilley</b>             |          |               |
|                                 | Director | July 22, 2011 |
| <b>Nancy W. Ware</b>            |          |               |
| /s/ THOMAS H. WARING, JR.       | Director | July 22, 2011 |
| <b>Thomas H. Waring, Jr.</b>    |          |               |
| /s/ LEE C. WORTHAM              | Director | July 22, 2011 |
| <b>Lee C. Wortham</b>           |          |               |

**EXHIBIT INDEX**

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